



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



31 August 2021

To

Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Mumbai- 400 001,

Maharashtra, India.

Dear Sir/Madam,

Ref: Scrip Code: 530741

Sub: Annual Report and Accounts for the year ended 31st March 2021

We enclose, in terms of Regulation 30 and 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, a copy of the Report and Accounts of the Company for the financial year ended 31st March 2021 together with Notice dated 31st August 2021 convening the 29th Annual General Meeting (AGM) of the Company on Friday, 24th September 2021 at 3 p.m.

The aforesaid report and accounts and AGM Notice are also being uploaded on the Company's corporate website www.ovobelfoods.com.

Thanking You,

Your faithfully,

For Ovobel Foods Limited

PRAKRITI Digitally signed by
SARVOUY PRAKRITI SARVOUY
Date: 2021.08.31
09:25:42 +05'30'

Prakriti Sarvouy

Company Secretary & Compliance Officer

Membership No: 21962

Place: Bengaluru.

OVOBEL FOODS LIMITED

29TH ANNUAL REPORT FY - 2020-2021

ADDRESS:

**GROUND FLOOR: NO. 46 OLD NO. 32/1,
3RD CROSS, AGA ABBAS ALI ROAD
ULSOOR, BANGALORE- 560042
KARNATAKA, INDIA
TEL.: 080-2559 4145, 080-2559 4146**

CORPORATE INFORMATION

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL OF THE COMPANY AS ON 31 MARCH 2021:

Mr.Syed Fahad	Additional Director
Mr.Philip Van Bosstraeten	Director
Mr.Channappa Bhavihal Gurusiddappa	Additional Director
Ms.Priyanka Rajora	Additional Director (<i>Woman Director</i> , Independent)
Ms.Pooja Jain	Additional Director (<i>Woman Director</i> , Independent)
Mr.Mysore Satish Sharad#	Additional Director
Mr.Bharath Venkatesh*	Additional Director (Independent)
Ms.Prakriti Sarvouy	Compliance Officer and Company Secretary
Mr.Sunil Varghese P	Chief Financial Officer

Statutory Auditor for Financial Year 2020-21:

Nara Hari & Raghavendra

Chartered Accountants,

No. 271, GJ Homes, 3rd Floor, 5th Cross, 8th Main,
Pramod Layout, Near Nice Road, Bangalore –
560039, Karnataka, India.

Contact details: 8095304250, 9538068831.

Email: raghava.ca1984@gmail.com

Registrar Share Transfer Agent:

Maheshwari Datamatics Pvt. Ltd.

No. 23, R.N Mukherjee Road, 5th Floor, Kolkata –
700 001 West Bengal, India.

Contact: 033-22482248, 2243-5029

Fax: 033-22484787

Email: mdpldc@yahoo.com

Registered office of the company:

Ground Floor, No.46 Old No.32/1, 3rd Cross,
Aga Abbas Ali Road, Ulsoor, Bangalore – 560
042, Karnataka, India.

Email: info@ovobelfoods.com

Website: www.ovobelfoods.com

Telephone No: +91-80-2559 4145/91-80-2559
4146

Fax: +91-80-2559 4147

**Corporate Identification
Number (CIN)**

L85110KA1993PLC013875

Plant Location:

Plot # 30, KIADB. Industrial Area
Malur – 563 160, Kolar, Karnataka, India.

Contact Details: +91 (80) 2559 4145

Email: operations@ovobelfoods.com

COMPOSITION OF COMMITTEES:

Audit committee

Ms.Priyanka Rajora, Chairman
Ms.Pooja Jain
Mr.Bharath Venkatesh*

Nomination and Remuneration Committee

Ms.Pooja Jain, , Chairman
Ms.Priyanka Rajora
Mr.Bharath Venkatesh*

Stakeholders Relationship Committee

Mr.Bharath Venkatesh, Chairman*
Ms.Priyanka Rajora
Ms.Pooja Jain

Corporate Social Responsibility Committee

Mr.Mysore Satish Sharad, Chairperson
Ms.Pooja Jain
Mr.Channappa Bhavihal Gurusiddappa
Mr.Syed Fahad

Independent Directors Committee

Mr.Bharath Venkatesh, Chairman*
Ms.Priyanka Rajora
Ms.Pooja Jain

Mr.Mysore Satish Sharad, subject to approval of shareholders, appointed as Managing Director of the Company w.e.f. 14 June 2021

* Mr.Bharath Venkatesh resigned from the Board of Directors of the Company w.e.f. 28 July 2021.

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- ❖ Board of Director's Report
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- ❖ Annual Report on Corporate Social Responsibility (CSR) Activities
- ❖ CFO Certification
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- ❖ Certificate confirming Non- Disqualification of Directors
- ❖ Balance Sheet for the financial year ended 31st March 2021
- ❖ Statement of Profit & Loss Account for the financial year ended 31st March 2021
- ❖ Cash Flow Statement for the financial year ended 31st March 2021

NOTICE TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT Twenty Ninth Annual General Meeting of the Members of Ovobel Foods Limited will be held through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), on Friday, 24th September, 2021 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, 2021 together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Philip Van Bosstraeten (DIN – 02600487), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditors

SPECIAL BUSINESS:

4. Appointment of Mr. Syed Fahad (DIN: 01865406) as Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies Appointment and Qualifications of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Syed Fahad (DIN: 01865406), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 11th December, 2020 based on the recommendation of Nomination and Remuneration Committee, in terms of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Non – Executive Director of the Company, liable to retire by rotation.

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

5. Appointment of Mr. Channappa Bhavihal Gurusiddappa (DIN: 07278848) as Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies Appointment and Qualifications of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory

modification(s) or re-enactment(s) thereof for the time being in force, Mr. Channappa Bhavihal Gurusiddappa (DIN: 07278848), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 11th December, 2020 based on the recommendation of Nomination and Remuneration Committee, in terms of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Non – Executive Director of the Company, liable to retire by rotation.

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

6. Appointment of Mr. Mysore Satish Sharad (DIN: 08987445) as Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies Appointment and Qualifications of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Mr. Mysore Satish Sharad (DIN: 08987445), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 11th December, 2020 and Managing Director designate with effect from 14th June 2021, both the appointments based on the recommendation of Nomination and Remuneration Committee, in terms of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, with effect from the date of this Meeting.

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

7. Appointment of Smt. Priyanka Rajora (DIN: 08985737) as Director, Independent

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies Appointment and Qualifications of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Smt. Priyanka Rajora (DIN: 08985737), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 11th December, 2020 based on the recommendation of Nomination and Remuneration Committee, in terms of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual

General Meeting and who qualifies for being appointed as an Independent Director as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013 proposing her 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 period of 5 (five) years commencing with effect from 11th December, 2020.

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

8. Appointment of Smt. Pooja Jain (DIN: 08985766) as Director, Independent

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Companies Appointment and Qualifications of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Smt. Pooja Jain (DIN: 08985766), who has been appointed as an Additional Director of the Company by the Board of Directors with effect from 11th December, 2020 based on the recommendation of Nomination and Remuneration Committee, in terms of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and who qualifies for being appointed as an Independent Director as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member of the Company under Section 160 of the Companies Act, 2013 proposing her 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 period of 5 (five) years commencing with effect from 11th December, 2020.

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

9. Approval For Related Party Transactions

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 parties as detailed in the table forming part of the Explanatory Statement annexed to this notice with respect to purchase of eggs at arm's length basis and in the ordinary course of business, notwithstanding that such transactions may exceed 10% of the

Consolidated Turnover of the Company in any financial year or such other threshold limits as may be specified by the Listing Regulations from time to time, up to such extent and on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice.

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

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution.”

10. Appointment of Mr. Mysore Satish Sharad (DIN: 08987445) as Managing Director

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

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions if any of the Companies Act, 2013 (“the Act”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, consent of the Company be and is hereby accorded for the appointment of Mr. Mysore Satish Sharad (DIN: 08987445) as the Managing Director of the Company, for a period of 5 (five) years with effect from 14th June 2021 upto 13th June 2026 upon the terms & conditions of appointment including the payment of remuneration, perquisites & other benefits and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (including its Committee thereof) to alter and vary the terms & conditions of the said Appointment in such manner as may be agreed to between the Board of Directors and Mr. Mysore Satish Sharad.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) be and is hereby authorised to revise the remuneration of Mr. Sharad from time to time to the extent the Board of Directors may deem appropriate, provided that such revision is within the overall limits of the managerial remuneration as prescribed under the Companies Act, 2013 read with Schedule V thereto and/or any guidelines prescribed by the Government from time to time.

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

By Order of the Board
For Ovobel Foods Limited

Sd/
Prakriti Sarvouy
Company Secretary
Place: Bangalore
Date: 31.08.2021

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020, January 13, 2021 (collectively referred to as "MCA Circulars") along with SEBI Circular dated January 15, 2021 had permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio- Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC /OAVM.
2. 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
3. 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.
4. Pursuant to the Circular of Ministry of Corporate Affairs No. 17/2011 dated 21-4-2011, members are requested to provide their email ids to the Company at its Registered Office at Ground Floor, No.46 Old No.32/1, 3rd Cross, Aga Abbas Ali Road, Ulsoor, Bangalore-560042, Karnataka (email id :cs@ovobelfoods.com) or to Registrars, M/s. Maheshwari Datamatics Pvt. Ltd., 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001 (e-mail id – mdpldc@yahoo.com).
5. Members are requested to notify any change in their address / mandate / bank details immediately to the Company at its Registered Office at Ground Floor, No.46 Old No.32/1, 3rd Cross, Aga Abbas Ali Road, Ulsoor, Bangalore-560042, Karnataka (email id : cs@ovobelfoods.com) or to the Registrars, M/s. Maheshwari Datamatics Pvt. Ltd., 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001 (e-mail id: mdpldc@yahoo.com).
6. 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.
7. 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.
8. Individual shareholders can avail the facility of nomination. The nominee shall be the person in whose name all rights of transfer and / or amount payable in respect of shares shall lie in the event of the death of the shareholder and the joint holder(s), if any. A minor can be a nominee provided the name of the guardian is given in the Nomination Form. Non-individual including Society, Trust, Body Corporate, Partnership Firm, Karta of Hindu Undivided Family,

holder of Power of Attorney cannot nominate. For further details in this regard shareholders may contact M/s Maheshwari Datamatics Pvt. Ltd., Registrars and Transfer Agents.

9. 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.
10. The Register of Members and Share Transfer Books of the Company shall remain closed from September 18th, 2021 to 24th September, 2021 (both days inclusive).
11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with Annual Report 2020-21 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 2020-21 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
12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. 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.
14. 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 Tuesday, September 21, 2021 and ends at 5.00 P.M. (IST) on Thursday, September 23, 2021. During this period, Members holding shares either in physical or de-materialized form as on the Cut-Off Date i.e., Friday, September 17th, 2021, 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.
15. 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.
16. 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.
17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice
18. Members who have not registered their e-mail address so far, are requested to register their email address for receiving all communications including Annual Report, Notices, Circulars

etc. from the Company electronically. The instructions for shareholders voting electronically are as under:

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

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

Exchanges i.e. BSE Limited. 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 of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

1. The voting period begins on September 21, 2021, (10.00 a.m.) and ends on September 23, 2021 (5.00 p.m.). 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 September 17, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. 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.

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

	<p>Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

5. Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders & physical shareholders.
 - 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) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

6. After entering these details appropriately, click on "SUBMIT" tab.
7. 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.
8. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
9. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
10. 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.
11. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
12. 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.
13. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
14. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
15. 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.
16. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 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 requesting advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). 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 ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 email id**.
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 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

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 on September 21, 2021(10: 00 a.m.) and ends on September 23, 2021 (5:00 p.m.).During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 17, 2021 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 September 17, 2020.
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 csumanbajoria@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 along with 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.

ITEM NO. 3: APPOINTMENT OF STATUTORY AUDITORS

The Statutory Auditors M/s Nara Hari & Raghavedra, Chartered Accountants, Bangalore, (Firm registration No. 014509S) was appointed as Statutory Auditor of the Company on Annual General Meeting held on 29th December, 2016 for a tenure of five years as per the provisions of Section 139 of the Companies Act, 2013, i.e. the appointment is valid till the conclusion of 29th Annual General Meeting for the Financial year 2020-2021.

The Board of Directors for better corporate governance proposes to appoint another Chartered Accountant Firm as Statutory Auditors of the Company. Thus M/s Nara Hari & Raghavedra, Chartered Accountants, had vide their letter dated 19 August 2021 have tendered their resignation as Auditors of the Company thus they do not seek re-appointment at the forthcoming Annual General Meeting.

The Board of Directors had at their meeting held on 28th August 2021, resolved to propose the name of ASA & Associates LLP, Chartered Accountants (Firm Registration No.:.) as Statutory Auditors of the Company at the 29th Annual General Meeting.

The Board considers that the said appointment will be in the interest of the Company and its shareholders and other stakeholders. Accordingly, the Board commends the Ordinary Resolution set out in Item No. 3 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are in any manner concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the accompanying Notice.

ITEM NO.: 4 APPOINTMENT OF MR.SYED FAHAD (DIN: 01865406) AS DIRECTOR

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee ('NRC') at its meeting held on 11 December 2020, appointed **MR.SYED FAHAD (DIN: 01865406)** as an Additional Director of the Company with effect from December 11, 2020. In terms of Section 161(1) of the Act, Mr.Fahad holds office upto the date of this Annual General Meeting ('AGM') and is eligible for appointment as a Director. In the said meeting, the Board on the recommendation of the Nomination and Remuneration Committee (NRC), decided to place before the members of the company for their approval, a resolution for appointment of Mr.Fahad as a director of the company, liable to retire by rotation. The Company has also received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

Mr.Syed Fahad aged 33 years holds a degree in M.B.A. He has more than 12 years of experience in his family business having interests in poultry sector with broiler farming, breeding, hatchery, feedmill, processed chicken segments and renewable energy sector with solar, wind and hydel power projects.

Mr. Fahad is eligible to be appointed as a Director in terms of Section 164(2) of the Act. A declaration to this effect and the consent to act as Director, subject to appointment by the Members, has been received from Mr. Fahad. Further, he has also confirmed that he is not debarred from holding the office of a director

pursuant to any SEBI Order or any such Authority. The Board considers that the association of Mr.Fahad would be of immense benefit to the Company and accordingly, the Board commends the Ordinary Resolution set out in Item No. 4 of the accompanying Notice for approval of the Members.

Except Mr.Fahad and his relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

ITEM NO. 5 :APPOINTMENT OF MR.CHANNAPPA BHAVIHAL GURUSIDDAPPA (DIN: 07278848) AS DIRECTOR

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee ('NRC') at its meeting held on 11 December 2020, appointed **MR.CHANNAPPA BHAVIHAL GURUSIDDAPPA (DIN: 07278848)** as an Additional Director of the Company with effect from December 11, 2020. In terms of Section 161(1) of the Act, Mr. B.G Channappa holds office upto the date of this Annual General Meeting ('AGM') and is eligible for appointment as a Director. In the said meeting, the Board on the recommendation of the Nomination and Remuneration Committee (NRC), decided to place before the members of the company for their approval, a resolution for appointment of Mr. B.G Channappa as a director of the company, liable to retire by rotation. The Company has also received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

Mr. B.G Channappa aged 68 years holds a degree in B.A from Mysore University, Karnataka. He is actively involved in the business of Real Estate & Land Development in and around Bangalore under the Brand "Aditya Builders and Developers". He also has interests in the renewable energy sector.

Mr. B.G Channappa is eligible to be appointed as a Director in terms of Section 164(2) of the Act. A declaration to this effect and the consent to act as Director, subject to appointment by the Members, has been received from Mr. B.G Channappa. Further, he has also confirmed that he is not debarred from holding the office of a director pursuant to any SEBI Order or any such Authority. The Board considers that the association of Mr. B.G Channappa would be of immense benefit to the Company and accordingly, the Board commends the Ordinary Resolution set out in Item No. 5 of the accompanying Notice for approval of the Members.

Except Mr. B.G Channappa and his relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

ITEM NO. 6 :APPOINTMENT OF MR.MYSORE SATISH SHARAD (DIN: 08987445) AS DIRECTOR

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee ('NRC') at its meeting held on 11 December 2020, appointed **MR.MYSORE SATISH SHARAD (DIN: 08987445)** as an Additional Director of the Company with effect from December 11, 2020. In terms of Section 161(1) of the Act, Mr.M S Sharad holds office upto the date of this Annual General Meeting ('AGM') and is eligible for appointment as a Director. In the said meeting, the Board on the recommendation of the Nomination and Remuneration Committee (NRC), decided to place before the members of the company for their approval, a resolution for appointment of Mr. M S Sharad as a director of the company, liable to retire by rotation. The Company has also received a Notice from a Member in writing under Section 160(1) of the Act proposing his candidature for the office of Director.

Mr. M S Sharad, S/o M P Satish Babu, aged 27 years holds a degree in B.B.M, M.B.A, & Master of Science in Business with a concentration in finance (M.S) from the U.S.A. He is a third generation feed mill and layer farm owner and he has been involved in the business full time for more than 4 years and indirectly involved for more than 8 years. His family has been in into layer farming since 1965.

Mr.M S Sharad is eligible to be appointed as a Director in terms of Section 164(2) of the Act. A declaration to this effect and the consent to act as Director, subject to appointment by the Members, has been received from Mr.M S Sharad. Further, he has also confirmed that he is not debarred from holding the office of a director pursuant to any SEBI Order or any such Authority. The Board considers that the association of Mr.M S Sharad would be of immense benefit to the Company and accordingly, the Board commends the Ordinary Resolution set out in Item No. 6 of the accompanying Notice for approval of the Members.

Except Mr.M S Sharad and his relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice.

ITEM NO.7: APPOINTMENT OF SMT. PRIYANKA RAJORA (DIN: 08985737) AS DIRECTOR, INDEPENDENT

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee ('NRC'), appointed **SMT. PRIYANKA RAJORA (DIN: 08985737)** as an Additional Director of the Company with effect from December 11, 2020. In terms of Section 161(1) of the Act, Ms.Rajora holds office upto the date of this Annual General Meeting ('AGM') and is eligible for appointment as a Director. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director.

Based on the recommendations of the NRC and subject to the approval of the Members, Ms.Rajora was also appointed as an Independent Woman Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years commencing from December 11, 2020 to December 10, 2025, in accordance with the provisions of Section 149 read with Schedule IV to the Act. Ms.Rajora has consented to act as Director of the Company, subject to appointment by the Members and has given her declaration to the Board that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Ms.Rajora has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties. She has also confirmed that she is not debarred from holding the office of a Director by virtue of any SEBI Order or any such Authority.

Further, Ms.Rajora is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Ms.Rajora has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Further, Ms.Rajora has also cleared the online proficiency self-assessment test conducted by IICA. In the opinion of the Board, Ms.Rajora fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing

Regulations for her appointment as an Independent Non-Executive Director of the Company and is independent of the management.

The terms and conditions of the appointment of Independent Directors would be made available for inspection to the Members by sending a request along with their DP/Client ID or Folio No. from their registered email address to the Company at cs@ovobelfoods.com.

Ms.Rajora is proprietor of Rajora & Co., Company Secretaries, Hyderabad, is a B. Com & LLB Graduate, and Company Secretary having an experience of about 7 years. She has worked with leading Construction Company - NCC Group and manufacturing company - Mold- Tek Packaging Limited. She has specialized in projects of capital and debt _ structuring, employee stock plans, listing of securities on stock exchanges, Dividend analysis, advising on compliance matters of NBFC and banking matters and their fundraising activities to specialized investors. She has hands-on experience on setting up of entities, secretarial compliances with Ministry of Corporate Affairs, Listing Regulations of SEBI and FEMA Compliance of India.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable regulations, the appointment of Ms.Rajora as an Independent Director for 5 (five) consecutive years commencing from December 11, 2020 is now placed for the approval of the Members by an Ordinary Resolution. Based on the qualifications, experience and knowledge, the Board considers that Ms. Rajora's association would be of immense benefit to the Company and accordingly, the Board commends the Ordinary Resolution set out in Item No. 7 of the accompanying Notice for approval of the Members. Except Ms. Rajora and her relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice.

ITEM NO. 8: APPOINTMENT OF SMT. POOJA JAIN (DIN: 08985766) AS DIRECTOR, INDEPENDENT

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee ('NRC'), appointed **SMT. POOJA JAIN (DIN: 08985766)** as an Additional Director of the Company with effect from December 11, 2020. In terms of Section 161(1) of the Act, Ms.Jain holds office upto the date of this Annual General Meeting ('AGM') and is eligible for appointment as a Director. The Company has received a Notice from a Member in writing under Section 160(1) of the Act proposing her candidature for the office of Director.

Based on the recommendations of the NRC and subject to the approval of the Members, Ms.Jain was also appointed as an Independent Woman Director of the Company, not liable to retire by rotation, for a period of 5 (five) consecutive years commencing from December 11, 2020 to December 10, 2025, in accordance with the provisions of Section 149 read with Schedule IV to the Act. Ms.Jain has consented to act as Director of the Company, subject to appointment by the Members and has given her declaration to the Board that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Ms.Jain has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties. She has also confirmed that she is not debarred from holding the office of a Director by virtue of any SEBI Order or any such Authority.

Further, Ms. Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act. Ms. Jain has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Further, Ms. Jain has also cleared the online proficiency self-assessment test conducted by IICA. In the opinion of the Board, Ms. Jain fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for her appointment as an Independent Non-Executive Director of the Company and is independent of the management.

The terms and conditions of the appointment of Independent Directors would be made available for inspection to the Members by sending a request along with their DP/Client ID or Folio No. from their registered email address to the Company at cs@ovobelfoods.com.

Ms. Jain holds a degree in LLB, Company Secretary and B. Com General. She has an experience of around 6 years in the field of Legal & Compliance.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable regulations, the appointment of Ms. Jain as an Independent Director for 5 (five) consecutive years commencing from December 11, 2020 is now placed for the approval of the Members by an Ordinary Resolution. Based on the qualifications, experience and knowledge, the Board considers that Ms. Jain's association would be of immense benefit to the Company and accordingly, the Board commends the Ordinary Resolution set out in Item No. 7 of the accompanying Notice for approval of the Members. Except Ms. Jain and her relatives, none of the Directors or Key Managerial Personnel (KMP) of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the accompanying Notice.

ITEM NO.9 : APPROVAL FOR RELATED PARTY TRANSACTIONS

Ashraya Farm is into poultry business since 1965 and one of the oldest vendors of the Company, who has been supplying eggs to the Company from the last 23 yrs. Ashraya Farm contributes significantly to the Company's growth by supplying quality raw material and at competitive price. Previously, Ashraya Farm was neither a related party under the Accounting Standards nor under the Companies Act, 2013, but became a related party as Mr. M S Sharad was appointed as Director of the Company and they along with their relatives hold 30.07 % in the Company. As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the members by way of Ordinary Resolution is required for material related party transactions (i.e. transactions exceeding 10% of the consolidated turnover of the Company as per the latest audited financial statements). Transactions between your Company and Ashraya Farm shall exceed the threshold limit of 10% of the annual consolidated turnover during the current financial year and going forward as well as your Company expects significant growth in business volumes. Right now, these transactions are not material in nature, carried on with due approval of the Audit Committee and the details of transactions are disclosed as Notes to the Financial Statements. All such transactions are carried on and shall be continued at arm's length basis and in the ordinary course of business.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with Ashraya Farm

Name of Related Party	Ashraya Farm
Name of the Director/KMP Interested	Mr. M S Sharad
Nature of relationship	Proprietorship firm of relative
Aggregate maximum value of the contract/ arrangement per transaction in any financial year	Rs. 200 crore
Nature and material terms of Contract/ arrangement/ transaction	The proposed contracts/ arrangements/transactions relate to sale /purchase of goods/services or any other transaction(s), which shall be governed by the Company's Related Party Transaction Policy and shall be approved by the Audit Committee within the overall limits approved by the members. Some of the arrangements could be in the form of Purchase Orders/ Service Orders based on negotiations whose terms and conditions shall satisfy arm's length criteria.
Any other information relevant or important for the members to take a decision on the proposed resolution	Egg is the key raw material production process, available with related party at a market price and justified from economies of scale point of view.

In view of compliance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members for the above Related Party Transactions is being sought by way of Ordinary Resolution. The proposal outlined above will contribute to continuous growth in sales & profits of your Company and is in the interest of the Company. Hence, the Audit Committee / Board recommends the resolution set out in the Item as an Ordinary resolution. None of the Related Parties shall vote in the resolution. None of Director, key managerial personnel and their relatives, except Mr. M S Sharad and his relatives is concerned or interested in the said resolution except to the extent of their directorship and shareholding in the Company.

Mr. M S Sharad was appointed as Director of the Company and they along with their relatives holds 30.07 % in the Company

ITEM NO.10: APPOINTMENT OF MR.MYSORE SATISH SHARAD (DIN: 08987445) AS MANAGING DIRECTOR

The Board of Directors on the recommendation of Nomination and Remuneration Committee of the Company had at their meeting held on 14 June 2021 appointed Mr. Mysore Satish Sharad (Din: 08987445) as Managing Director of the Company, subject to approval of the shareholders of the Company, liable to retire by rotation, for the period of five years effective from 14th June 2021 till 13 June 2026. The Board believes that given his education, background and experience, his association would be in the best interest of the Company. Mr. M S Sharad is not disqualified being appointed as Director in terms of Section 164 of the Companies Act, 2013 & has given his consent to act as Director.

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

(i)	Effective Capital as on 31.03.2021	Rs. 21.10 Crore																		
I.	General Information:																			
	(1) Nature of industry	Manufacturing and exports of whole egg, yolk, albumen in powder and frozen form																		
	(2) Date or expected date of commencement of commercial production	The Company is in operation and is into the business of manufacturing and exports of whole egg, yolk, albumen in powder and frozen form																		
	(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.																		
	(4) Financial performance based on given indicators	<table border="1"> <tr> <td colspan="3">Profit Before Tax</td> </tr> <tr> <td>31.03.2021</td> <td>31.03.2020</td> <td>31.03.2019</td> </tr> <tr> <td>(257.63)</td> <td>384.75</td> <td>840.61</td> </tr> <tr> <td colspan="3">Profit After Tax</td> </tr> <tr> <td>31.03.2021</td> <td>31.03.2020</td> <td>31.03.2019</td> </tr> <tr> <td>(180.96)</td> <td>271.87</td> <td>565.22</td> </tr> </table>	Profit Before Tax			31.03.2021	31.03.2020	31.03.2019	(257.63)	384.75	840.61	Profit After Tax			31.03.2021	31.03.2020	31.03.2019	(180.96)	271.87	565.22
Profit Before Tax																				
31.03.2021	31.03.2020	31.03.2019																		
(257.63)	384.75	840.61																		
Profit After Tax																				
31.03.2021	31.03.2020	31.03.2019																		
(180.96)	271.87	565.22																		
	(5) Foreign investments or collaborations, if any.	NIL																		
II.	Information about the appointee:																			
	(1) Background details	Mr. Sharad M S, aged 26 years, holds a degree in Bachelor of Business management (B.B.M), a Master of Business Administration (M.B.A) and a Master of Science in Business with a concentration in finance (M.S) from the U.S.A. He is the third generation of the family to have envisioned a career in the poultry industry and has been involved in the business full time since 4 years and indirectly involved for more than 8 years. He is actively involved in promoting the poultry business and expanding the same by organic and inorganic growth.																		
	(2) Past remuneration	Nil																		
	(3) Recognition or awards	Nil																		
	(4) Job profile and his suitability	Mr. Sharad M S. is the third generation of his family to have envisioned a career in the poultry industry and has been involved in the business full time since 4 years and indirectly involved for more than 8 years. He is actively involved in promoting the poultry																		

		business and expanding the same by organic and inorganic growth.
	(5) Remuneration proposed	Given below for the financial years June 14, 2021 to 13th June, 2024.
	(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Remuneration proposed is in line with the amount being paid to the professionals in the same field.
	(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Sharad along with his relatives holds 30.07% of Shares in the Company
III.	Other information:	
	(1) Reasons of loss or inadequate profits	The Company has incurred loss during the FY 2020-21 due to Management expenses and expects the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Sharad i.e. till 13 th June, 2024.
	(2) Steps taken or proposed to be taken for improvement	Company is professionally managed and performance is slated to improve in the ensuing years.
	(3) Expected increase in productivity and profits in measurable terms	The Company expects to increase the productivity and profits by 15% approx in future years.

IV. Disclosures

Pursuant to Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V, Part II, Section II (A) to the Companies Act, 2013 the following remuneration, if approved, will be paid to Mr. Kishor Shah with effect from June 14, 2021:

- i. **Salary:** Rs. 5,00,000/- (Rupees Five Lakh only) per month upto 13th June, 2022 with annual increment of such amount for all the three years as may be decided by the Board, subject to the overall limit specified herein below.
- ii. **Contribution to Provident Fund:** 12% (Twelve percent) of the salary as per the provisions of the Employees Provident Funds and Miscellaneous Provisions Act, 1952.
- iii. **Annual Flexi Benefit:** Reimbursement of expenses towards Medical benefits for self and family, Leave Travel Assistance, etc. as per the rules of the Company.
- iv. **Gratuity:** As per the rules of the Company.
- v. **Personal Accident and Hospitalization Insurance:** As per rules of the Company.
- vi. **Leave:** Entitled for leave with full pay or encashment as per the rules of the Company.
- vii. **Conveyance facilities:** The Company shall provide suitable conveyance facilities or in lieu of conveyance facilities, the Company shall reimburse the actual conveyance expenses incurred only for official purposes.
- viii. **Telephone and other communication facilities:** The Company will reimburse expenses incurred on mobile phones and provide telephone, telefax, broadband internet and other communication facilities at the Managing Director's Residence

- ix. **Bonus and/or Ex-gratia:** As decided by the Board from time to time
- **Other Perquisites:** Nil
 - **Overall Remuneration:** The aggregate salary and perquisites stated in Clause IV (in any financial year shall not exceed the limit prescribed from time to time under Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V, Part II, Section II (A) to the Companies Act, 2013 as in force from time to time.
 - **Minimum Remuneration:**
 - The remuneration and terms of appointment shall be calculated on the basis of effective capital at the end of previous financial year and the remuneration shall be restricted upto the upper limit based on the effective capital as prescribed in Schedule V, Part II, Section II (A) to the Companies Act, 2013. In the event of loss and inadequacy of profit in any financial year during the currency of tenure of the service the payment of salary, commission, perquisites and other allowance shall be governed by the limits prescribed in Schedule V, Part II, Section II (A) to the Companies Act, 2013.

Save and except Mr. M S Sharad himself, none of the other Director/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 10 of the Notice. The Board recommends resolution as set out at Item No. 10 of the Notice for approval by the shareholders as Special resolution.

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 Twenty Ninth Annual General Meeting

Name of Director	Syed Fahad	Channappa Bhavihal Gurusiddappa	Mysore Satish Sharad
DIN	01865406	07278848	08987445
Date of Birth	14/06/1987	22/05/1952	23/11/1993
Date of Appointment as Director	11 December 2020	11 December 2020	11 December 2020
Qualification	M.B.A.	B.A	B.B.M, M.B.A, & Master of Science in Business with a concentration in finance (M.S) from the U.S.A.
Expertise in Specific functional areas	He has more than 12 years of experience in his family business having interests in poultry sector with broiler farming, breeding, hatchery, feedmill, processed chicken segments and renewable energy sector with solar, wind and hydel power projects.	He is actively involved in the business of Real Estate & Land Development in and around Bangalore under the Brand "Aditya Builders and Developers". He also has interests in the renewable energy sector.	He is a third generation feed mill and layer farm owner and he has been involved in the business full time for more than 4 years and indirectly involved for more than 8 years. His family has been in into layer farming since 1965.
Member of the Committees of the Board of Directors of the Company	Corporate Social Responsibility Committee	Corporate Social Responsibility Committee	Corporate Social Responsibility Committee
Directorship held in any other listed entity	Nil	Nil	Nil
Membership in the Committees of the Board of Directors of other Listed Entity in which he is a Director	Nil	Nil	Nil
No. of Equity Shares held in the Company	6,07,000	10,12,000	1,03,8600
Inter-se Relation-ships between Director	Nil	Nil	Nil

Name of Director	Priyanka Rajora	Pooja Jain
DIN	08985737	08985766
Date of Birth	29/07/1992	04/01/1992
Date of Appointment as Director	11 December 2020	11 December 2020
Qualification	B. Com, LLB Graduate, and Company Secretary	LLB, Company Secretary and B. Com General.
Expertise in Specific functional areas	<p>Priyanka Rajora, proprietor of Rajora & Co., Company Secretaries, Hyderabad, is a B. Com & LLB Graduate, and Company Secretary having an experience of about 7 years.</p> <p>She has worked with leading Construction Company - NCC Group and manufacturing company - Mold- Tek Packaging Limited.</p> <p>She has specialized in projects of capital and debt _ structuring, employee stock plans, listing of securities on stock exchanges, Dividend analysis, advising on compliance matters of NBFC and banking matters and other fundraising activities to specialized investors. She has hands-on experience on setting up of entities, secretarial compliances with Ministry of Corporate Affairs, Listing Regulations of SEBI and FEMA Compliance of India.</p>	She has an experience of around 6 years in the field of Legal & Compliance
Member of the Committees of the Board of Directors of the Company	<p>Audit committee</p> <p>Stakeholders Relationship Committee</p> <p>Nomination and Remuneration Committee</p>	<p>Audit committee</p> <p>Stakeholders Relationship Committee</p> <p>Nomination and Remuneration Committee</p> <p>Corporate Social Responsibility Committee</p>
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 is a Director	Nil	Nil

No. of Equity Shares held in the Company	Nil	Nil
Inter-se Relation-ships between Director	Nil	Nil

By Order of the Board
For Ovobel Foods Limited

Sd/
Prakriti Sarvouy
Company Secretary
Place: Bangalore
Date: 31.08.2021

BOARD'SREPORT

To,

The Members of
Ovobel Foods Limited,
Bangalore

Your Directors are pleased to present the **29th (Twenty Ninth)** Annual Report of **Ovobel Foods Limited** together with the Audited Statement of Accounts for the year ended 31st March 2021.

1. **PERIOD OF THE REPORT**

This report pertains to the period from 01st April 2020 to 31st March 2021.

2. **EXTRACT OF ANNUAL RETURN AS PROVIDED UNDER SECTION 92(3):**

The Annual Return of the Company as on March 31, 2021 is available on the Company's website and can be accessed at https://www.ovobelfoods.com/wp-content/uploads/2021/08/Form_MGT_7-Ovobel-2020-21.pdf

3. **FINANCIAL SUMMARY AND HIGHLIGHTS:**

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
Revenue from Operations	11072.55	10870.26
Other Income	587.92	802.42
Profit/Loss before depreciation, finance costs, exceptional items and Tax Expenses	(55.48)	580.51
Less: Depreciation/Amortisation /Impairment	87.71	104.07
Profit/Loss before finance costs, exceptional items and Tax Expenses	(143.19)	476.44
Less: Finance costs	114.44	91.70
Profit/Loss before exceptional items and Tax Expenses	(257.63)	384.75
Less: Exceptional items	-	-
Profit/Loss before Tax Expenses	(257.63)	384.75
Less: Tax Expenses	(76.67)	112.88
Profit and Loss for the year	(180.96)	271.87
Total Comprehensive Income/Loss	(0.70)	(33.50)
Total	(181.66)	238.37
Balance of Profit/loss for earlier years		
Less: Transfer to Debenture Redemption Reserve	--	-
Less: Transfer to Reserves	--	-
Less: Dividend on Equity Shares	--	-
Less: Dividend Distribution Tax	--	-
Balance Carried Forward	(180.96)	271.87

The following gives a summary of the Financial Results of the Company:

Particulars	Year Ended 31.03.2021	Year Ended 31.03.2020
Total Revenue	11,660.46	11,672.68
Total Expenses	11,918.10	11,287.94
Earnings before interest, tax, finance cost, depreciation and amortization (EBITDA)	(55.48)	580.52
Depreciation and Finance Cost	202.15	195.77
Net Profit/Loss Before Tax	(257.63)	384.75
Tax Expenses	(76.67)	112.88
Net Profit/Loss After Tax	(180.96)	271.87
Earnings per Share Basic & Diluted	(1.72)	2.59

4. NATURE OF BUSINESS:

The company operates in the domain of egg powder and frozen egg manufacture and exports. There has been no change in the nature of business of the Company during the year under review.

5. DETAILS OF MATERIAL CHANGES FROM THE END OF THE FINANCIAL YEAR:

The outbreak of corona virus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The Operations and revenue have been impacted due to COVID-19.

6. OPEN OFFER AND CHANGE IN PROMOTER

On October 22, 2020, Mr. M P Satish Babu, Mr. Sharad M S, Mrs. Sukanya Satish, Mr. Syed Fahad and Mr. Bhavihal Gurusiddappa Channappa (collectively the "Acquirers") had entered into two separate Share Purchase Agreements (SPAs") with (i) the then Promoters of the Company namely Mr. Shanti Swarup Aggarwal, Ms. Vinita Agarwal, Ms. Sadhana Aggarwal, Ms. Anisha Agarwal, Ms. Natasha Agarwal, Induss Food Products and Equipments Limited and Mr. Utsav Parekh; and (ii) public shareholders namely Mr. Samarth Parekh, Ms. Nilangi Parekh, Progressive Star Finance Private Limited and Mr. Saharsh Parekh for acquisition of an aggregate of 62,61,500 equity shares (constituting 59.63% of the then total equity share capital) of the Company.

Upon entering into the said SPAs by the Acquirers, they had given an open offer to the public shareholders of the Company, which was opened on February 08, 2021 and closed on February 22, 2021. Under the Offer, the Acquirers acquired an additional 9,61,200 equity shares (constituting 9.15% of the then total equity share capital) of the Company and the payment for the shares so acquired under the Offer was made on March 08, 2021 in compliance with the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Pursuant to the acquisition of Equity Shares and control of the Company through open offer & pursuant to both the SPAs, both dated October 22, 2020, the Acquirers acquired control of the Company and therefore became the Promoters of the Company. However, of the abovementioned 62,61,500 equity shares, 14,84,691 equity shares of the Company held by Ovobel S.A. Belgium are under the process of transfer as the same are still in physical form. As on 31 March 2021, the Acquirers hold 57,38,009 equity shares representing 54.63% of the total paid up capital of the Company and the Sellers to the SPAs (except for Ovobel S.A. Belgium) hold Nil shares.

7. SHARE CAPITAL AND ITS CHANGES:

Sl. No	Particulars	Share Capital (No. of Shares)	Share Capital (In Rupees)
1	Authorised Share Capital	1,10,00,000	11,00,00,000

2	Issues, Subscribed & Paid up Share Capital	1,05,00,800*	10,50,08,000*
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During the year there has been no change in the capital structure of the company. In the financial year 2018-19, as per BIFR proceedings, Karnataka State Industrial and Infrastructure Development Corporation Limited (KSIIDC) & Ministry of Food Processing Industry (MFPI) have accepted the scheme of one-time settlement and have issued no due certificate and released 10,00,000 equity shares to the Company. During the financial year 2019-20, the Company has submitted draft scheme of reduction of share capital from INR. 10,50,08,000 to 9,50,08,000 to the SEBI for the approval. Later Company has received the observation letter from BSE, which states about further actions to be taken by the Company. The Company is in the process of obtaining the approval from the regulatory authorities i.e. Hon'ble National Company Law Tribunal, as informed in the observation letter.

8. TRANSFER TO RESERVES AND SURPLUS ACCOUNT:

During the financial year, loss of the Company has been transferred to the reserves and surplus account.

9. DIVIDEND:

During the year ended 31st March 2021, the company has not proposed for any dividend payable to the shareholders. The Board regrets its inability to recommend any dividend in view of the losses suffered by the Company.

10. INFORMATION ABOUT SUBSIDIARY/JV/ASSOCIATE COMPANY:

The Company does not have any subsidiary Company during the period under review.

11. DEPOSITS:

During the financial year under review, the Company did not accept any deposits covered under chapter V of the Companies Act, 2013 and Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

Company has adopted a framework and policy for approving relating party arrangements /transactions. Review of Related Party arrangements/transactions is carried by the Audit Committee at its meetings. Company has framed Related Party Transactions Policy providing the framework for approval of related party transactions by the Audit Committee and Board.

The details of the Related Party Transactions during the period under review are provided in **Annexure I** (AOC-2) which forms part of Board Report.

The policy on the Related Parties Transactions has been disclosed on the website of the Company. Below is the link of the website.

<http://www.ovobelfoods.com/general-information/policies/related-party-transaction/>

13. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The Report on Management Discussion and Analysis Report as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Regulations) Regulations, 2015 forms part of this Annual Report and is annexed to this Report as **Annexure II**. Certain Statements in the said report may be forward looking. Many factors may affect the actual results, which could be different from what the Directors envisage in terms of the future performance and outlook.

14. CORPORATE GOVERNANCE:

Your Company is committed to observe good Corporate Governance practices. The report on Corporate Governance for the

financial year ended March 31, 2021 as per Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, forms part of this Annual Report and is annexed to this Report as **Annexure III**. The requisite certificate from Suman Bajoria & Associates, Company Secretary in Practice confirming Compliance with the provisions of Corporate Governance is attached to this Report as **Annexure IV**.

15. **CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:**

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, your Company as part of its CSR initiatives has undertaken projects/programs in accordance with the CSR Policy and the details of the CSR activities are given as **Annexure V** forming part of this Report. The policy on the Corporate Social Responsibility has been disclosed on the website of the Company. Below is the link of the website.

<http://www.ovobelfoods.com/general-information/policies/csr-policy/>

16. **CHANGES IN COMPOSITIO OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

During the financial year 2020- 21, following changes have been occurred in the composition of Board of Directors and Key managerial personnel:

SL No	Name of the Director	DIN	Designation	Appointment /Resignation/ Rotation	w.e.f
1.	Mr. Shanti Swarup Aggarwal	00322011	Managing Director	Resignation	15/12/2020
2.	Mr. Narendra Dattatri Haldawar	01633735	Director	Resignation	15/12/2020
3	Ms. Anisha Agarwal	01961776	Director	Resignation	15/12/2020
4	Mr. Swapan Kumar Majumder	03178122	Director	Resignation	15/12/2020
5	Mr. Satish Narayana Swamy	05264105	Director	Resignation	15/12/2020
6	Mr. Sudhir Kulkarni	--	Chief Financial Officer	Resignation	31/03/2021
7	Ms. Ritu Singh	--	Company Secretary & Compliance Officer	Resignation	28/12/2020
8	Mr. Syed Fahad	01865406	Additional Director (Promoter, Non-Executive Director)	Appointment	11/12/2020
9	Mr. Channappa Bhavihal Gurusiddappa	07278848	Additional Director (Promoter, Non-Executive Director)	Appointment	11/12/2020

10	Ms. Priyanka Rajora	08985737	Additional Director (Independent, Non-Executive Director)	Appointment	11/12/2020
11	Ms. Pooja Jain	08985766	Additional Director (Independent, Non-Executive Director)	Appointment	11/12/2020
12	Mr .Mysore Satish Sharad	08987445	Additional Director (Promoter, Managing Director)	Appointment as Additional Director	11/12/2020
				Appointment as Managing Director	14/06/2021
13	Mr. Bharath Venkatesh#	09031790	Additional Director (Independent, Non-Executive Director)	Appointment	18/01/2021
14	Mr. Philip Van Bosstraeten	02600487	Director	Rotation	
15	Ms.Prakriti Sarvouy	--	Company Secretary	Appointment	13/01/2021
16	Mr. Sunil Varghese P	--	Chief Financial Officer	Appointment	14/06/2021
17	Mr. Bharath Venkatesh#	09031790	Additional Director (Independent, Non-Executive Director)	Cessation	28/07/2021

resigned from the Board of Directors w.e.f. 28 July 2021 on account of new professional commitments and pre occupations.

17. DIRECTOR'S RESPONSIBILITY STATEMENT:

In Compliance with Section134(5) of the Companies Act,2013, the Board of Directors to the best of their knowledge and hereby confirm the following:

- a. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period.
- c. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d. The Directors had prepared the annual accounts on a going concern basis.
- e. The Directors had laid down internal financial controls to be followed by the Company and that such internal

financial controls are adequate and operating effectively.

f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

The Company has invested in 10,000 Equity Instruments at a face value of Rs. 10/-each fully paid in SMIFS Capital Markets Limited (Quoted) on 28th March 1995. (Market value of the equity shares as on 31st March 2020 was Rs.2.10 Lakhs and as on 31st March 2021 was Rs 4.40 Lakhs).

19. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY:

The Company had laid down guidelines, policies, procedures and structure to enable implementation of appropriate internal financial controls across the Company. These control processes enable and ensure the orderly and efficient conduct of Company's business, including safeguarding of assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation & disclosure of financial statements. Review and control mechanisms are built into ensure that such control systems are adequate and operating effectively. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & Managing Director.

20. AUDIT COMMITTEE/STAKEHOLDER RELATIONSHIP COMMITTEE/NOMINATION AND REMUNERATION COMMITTEE /CORPORATE SOCIAL RESPONSIBILITY COMMITTEE/COMMITTEE OF INDEPENDENT DIRECTORS:

The Board of Directors has constituted four Committees i.e. Audit Committee, Stakeholder Relationship Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee as per requirement of Corporate Governance under SEBI (LODR) Regulation 2015. During the financial year 2020-21, a Committee of Independent Directors was formed on 18 January 2021 under Regulation 26(6) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as Company was undergoing the open offer procedure under the said regulations. The majority of the members of these Committees are Independent and non-executives directors.

During the financial year 2020-2021, **4** (Four) Audit Committee Meetings, **3** (Three) Nomination and Remuneration Committee Meeting, **1**(One) Stakeholders Relationship Committee Meetings and **1**(One) Corporate Social Responsibility Meetings were held at the Company as per requirement of Corporate Governance and any other applicable Regulations of the SEBI(LODR)Regulation 2015. No meetings were held for the Committee of Independent Directors during the financial year under review.

21. CFO CERTIFICATION:

CFO Certification Pursuant to SEBI(LODR)Regulation, 2015, forms part of this Annual Report and annexed to this Report as ***Annexure VI.***

22. COMPLIANCE WITH SECRETARIAL STANDARD:

The company is in compliance with the applicable Secretarial Standards and other Secretarial Standards voluntarily adopted by the company.

23. EMPLOYEE STOCK OPTION PLAN:

During the year there was no Employee Stock Option plan in the Company.

24. DECLARATION BY INDEPENDENT DIRECTORS:

All independent directors have given declarations stating that they meet the criteria of independence as laid down under section 149(7) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and as per the requirement of SEBI (LODR) Regulation 2015.

25. BOARD EVALUATION:

- a. As per the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the formal annual evaluation was carried out for the Board's own performance, its committee & Individual directors.
- b. The Independent Directors meeting to review the performance of the non-Independent Directors and Board as whole was held on 29.03.2021.

26. BOARD MEETINGS /COMMITTEE MEETINGS:

During the financial year 2020-21, 9 (Nine) Board Meetings and 9 (Nine) Committee Meetings were held. The details of all Board meeting and Various Committee's Meeting are given in the Corporate Governance Report. The intervening gap between the Meetings was within the time prescribed under the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

27. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL:

- a. The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and on matters relating to integrity in the workplace, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behavior from an employee in each situation and the reporting structure.
- b. All the Board Members and the Senior Management personnel have confirmed compliance with the Code.
- c. The Code of conduct has been posted on the Company website <http://www.ovobelfoods.com/general-information/policies/code-conduct/>

28. STATUTORY AUDITORS:

The Statutory Auditors M/s. Nara Hari & Raghavedra, Chartered Accountants, Bangalore, (Firm registration No.014509S) was appointed as Statutory Auditor of the Company on Annual General Meeting held on 29th December, 2016 for a tenure of five years as per the provisions of Section 139 of the Companies Act, 2013, i.e. the appointment is valid till the conclusion of 29th Annual General Meeting for the Financial year 2020-2021. As per the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder, the Audited financial statements along with Statutory Audit report for the FY 2020-21 is hereby annexed as **Annexure VIII**.

M/s. Nara Hari & Raghavedra, Chartered Accountants, had vide their letter dated 19th August, 2021 have informed their unwillingness to seek re-appointment as Auditors of the Company at the forthcoming Annual General Meeting.

The Board of Directors had at their meeting held on 28th August, 2021, subject to approval of the shareholders at the ensuing Annual General Meeting, appointed ASA & Associates, LLP as Statutory Auditors of the Company.

29. SECRETARIAL AUDITOR AND REPORT:

Pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Board of Directors has appointed Mr. Rafeeulla Shariff, Practicing Company Secretary, Bangalore as Secretarial Auditor to conduct the Secretarial Audit of the Company for the Financial Year 2020-21. However, Mr. Rafeeulla Shariff resigned and informed that he is unwilling/unable to conduct the Secretarial Audit for the FY 2020-21 due to pre-occupation in other assignments.

The Board of Directors had at their meeting held on 14th June, 2021 appointed Suman Bajoria & Associates, as Secretarial

Auditor for the FY 2020-21. Section 204 of the Companies Act, 2013 read with rules made thereunder inter-alia requires every listed company to annex with its Board report, a Secretarial Audit Report given by a Company Secretary in Practice in the Form MR-3. As per the above-mentioned provisions Secretarial Audit report, as given by Suman Bajoria & Associates, Sole Proprietorship is hereby annexed as **Annexure VII**.

30. COST AUDITORS:

The requirement of appointment of cost auditors is not applicable to the Company.

31. EXPLANATIONS OR COMMENTS BY THE BOARD ON EVERY QUALIFICATION, RESERVATION/ADVERSE MARK/DISCLAIMER MADE BY THE AUDITORS:

Secretarial Auditor's observations/comments/qualifications:

- Listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group to be in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board. I observed that, one of the promoters (M/s. Ovobel NV) shares are not in dematerialized form as prescribed in the provisions of Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Management Reply: The directors of the Company have intimated to the respective promoters to convert their shares from physical form into dematerialized form and the respective promoters are in the process of conversion of their physical shares into dematerialized form.

- The Company is suspended from trading of securities at Calcutta Stock Exchange Limited.

Management Reply: The Directors of the Company will take necessary steps for delisting of securities at Calcutta Stock Exchange Limited. The Directors of the Company had visited to the Stock Exchange and discussed the matter relating to delisting of shares.

- Submission of Corporate Governance Report under Regulation 27 (2) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015: There was delay in filing the report by 2 days. The report was required to be filed on 15th July, 2020, but the same was filed on 17th July, 2020. BSE has issued notice to the company for delay filing.

Management Reply: The Company had filed condonation of delay with BSE on 18th August ,2020

- Submission of Closure of trading window as per Securities And Exchange Board Of India (Prohibition of Insider Trading) Regulations, 2015: The Company was required to file closure of trading window on 1st January, 2021, but the same was filed on 22nd January, 2021

Management Reply: The Company will ensure timely filing.

- Submission of Investor Grievance Report under Regulation 13 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015

Management Reply: The Company will ensure timely filing.

- The Constitution of the Board of Director of the Company was not in compliance with Regulation 17 of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. The Company has been issued notice by BSE dated 2nd June, 2021

Management Reply: The Board of Directors were unable to meet due to Covid illness and subsequently the Board was reconstituted in compliance with Regulation 17 of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. The Company had filed condonation of delay with BSE on 23rd June, 2021.

32. VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Your Company has laid down a Whistle Blower Policy covering Vigil Mechanism with protective clauses for the Whistle Blowers to report genuine concerns or grievances. The Whistle Blower Policy has been hosted on the website of the Company at <http://www.ovobelfoods.com/general-information/policies/whistle-blower-policy/>.

33. RISK MANAGEMENT:

The company does not have any Risk Management policy as the elements of risk threatening the Company's existence are very minimal.

34. DISCLOSURE UNDER SECTION 134 (3) (I) OF THE COMPANIES ACT,2013:

Except as disclosed elsewhere in this report, if there have been any material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and the date of this report, the same shall be reported here : Nil.

35. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO IN TERMS OF SECTION 134(3)(M) OF THE COMPANIES ACT,2013 AND RULE 8 OF COMPANIES (ACCOUNTS) RULES,2014:

a. **Conservation of Energy:** With the increase in demand for the non-renewable energy resources such as water and electricity, the Company has been using Wood Fired Boilers in the factory which run on a fuel known as Briquettes(Agrowaste) instead of electricity. The Briquettes fuel is made of saw dust, groundnut shell, coffee husk and tamarind shell. Theconsumptionofthebriquettesperhouris375kgs/hr. The Capacity of the boiler is 20,00,000 kcals/hr. and the Company has invested Rs.45,00,000/-(inclusive of system oil) towards it. Purchase of spare thermic fluid heater Radiation & Convection coil of

16, 25,000/-

b. **Technology Absorption:** The Company continues to keep abreast the developments and seeks to implement the latest technology in the factory for the forthcoming years. However, there was no technology imported by the Company during the last three years

c. Foreign Exchange Outflow/Inflow:

Particulars	31.03.2021 (Rupees in lakhs)	31.03.2020 (Rupees in lakhs)
Earnings in Foreign Currency	1,05,03,42,679	1,01,07,53,565
Expenditure in Foreign Currency	3,71,04,142	3,51,40,048

36. INDUSTRIAL RELATIONS:

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

37. MATERIAL CHANGES AND COMMITMENTS:

Material changes and commitments affecting our financial position between the end of the financial year to which this financial statement relates and date of this report:

In the financial year 2018-19, as per BIFR proceedings, Karnataka State Industrial and Infrastructure Development Corporation Limited (KSIIDC) & Ministry of Food Processing Industry (MFPI) have accepted the scheme of one-time settlement and have issued no due certificate and released 10,00,000 equity shares to the Company. During the financial year 2019-20, the Company has submitted draft scheme of reduction of share capital to the SEBI for the approval. Later Company has received the observation letter from BSE with reference no DCS/AMAL/BA/R37/1670/2019-20 dated 18th March 2020, which states about further actions to be taken by the Company. The Company is in the process of obtaining the approval from the regulatory authorities i.e. Hon'ble National Company Law Tribunal, as informed in the observation letter.

38. **POLICIES ON APPOINTMENT OF DIRECTORS, REMUNERATION AND OTHER MATTERS:**

Disclosures under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014:

Your Board report that:

- The ratio (Approx.) of the remuneration of each director to the median remuneration of the employees of the company for the financial year 61.80:1
- The percentage increase in remuneration during the financial year of each:
 - Executive Director (including Chief Executive Officer); and
 - Chief Financial Officer and Company Secretary (or Manager, if any,)

There was increase or decrease in the remuneration of any Executive Director, Chief Financial Officer or Company Secretary of the Company. Following are the details of the same:

Name	Designation	Remuneration (In Lakhs)		Percentage increase in the remuneration
		FY 2020-21	FY 2019-20	
Shanti Swarup Aggarwal	Managing Director	269.5	84.24	219.9%
Sudhir Kulkarni	Chief Financial Officer	18.13	18.43	(1.63)%
Ritu Singh	Company Secretary	2.88	3.73	--
Mysore Satish Sharad	Managing Director	--	--	--
Sunil Varghese P	Chief Financial Officer	--	--	--
Prakriti Sarvouy	Company Secretary	0.31	-	

- The percentage increase in the median remuneration of employees in the financial year is 2.66 %(Approx.).
- The number of permanent employees on the rolls of company:107 (As on 31.03.2021).
- Average percentage increases already made in the salaries of employee's other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: The average increase in salaries of employees other than managerial personnel in 2020-21 was 9.74%(approx.) Percentage decrease in the managerial remuneration for the year was 175.56 %(approx.)
- The key parameters for any variable component of remuneration availed by the directors: There is no variable component of remuneration availed by the directors.
- Affirmation that the remuneration is as per the remuneration policy of the Company: Company affirms that the remuneration is as per the Remuneration policy of the Company
- Names of the top ten employees in terms of remuneration drawn:

Name	Remuneration Received (Rs.)	Nature of employment whether contractual or otherwise	Qualification & Experience	Date of commencement of employment	Age	Percentage of equity shares held by the employee as a remuneration	Whether any employee is a relative of any director/manager of the Company and if so, name of such director/manager
S S Aggarwal	26950000	Permanent	B.Com	01-04-2009	70	Nil	Nil
Sudhir Kulkarni	1812702	Permanent	B.Com	17-02-2011	61	Nil	Nil
Ashwani Kumar Arora	1803818	Permanent	B.Tech	03-10-2016	38	Nil	Nil
Mohan.T.Gangoor	1392783	Permanent	B.E	01-08-1997	53	Nil	Nil
Deepak N	1350719	Permanent	B.E	01-03-2017	34	Nil	Nil
Vinod Namdeorao Hirde	1094524	Permanent	M.Sc	19-12-2019	34	Nil	Nil
Sunil Varghese P	1032329	Permanent	B.Com	16-03-2015	45	Nil	Nil
Muniyappa U	696147	Permanent	Diploma	19-09-1996	50	Nil	Nil
Prakasam R	662003	Permanent	MSC & BSC	19-07-2017	43	Nil	Nil
Vijay Kumar K M	643109	Permanent	ITI	23-01-1996	46	Nil	Nil

➤ The Name of every employee, who:

- if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than one crore and two lakh rupees: Nil.
- if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than eight lakhs and fifty thousand rupees per month: Nil.
- If employed through out the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company: Nil.

39. DISCLOSURE UNDER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDERESSAL)ACT,2013:

The company has in place a Policy for prevention of Sexual Harassment at the Workplace in line with the requirements of the sexual harassment of women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and also has a policy and framework for employees to report sexual harassment cases at workplace and its process ensures complete anonymity and confidentiality of information. Adequate workshops and awareness programs against sexual harassment are conducted across the organization. The Company has internal committee in compliance with sexual harassment of women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

The following is the summary of sexual harassment complaints received and disposed of during the year under review:

- Number of complaints pending at the beginning of the year: Nil
- Number of complaints received during the year: Nil
- Number of complaints disposed during the year :Nil
- Number of cases pending at the end of the year :Nil

40. FRAUD REPORTING:

There have been no frauds reported by the Statutory Auditors of the Company to the Audit Committee or the Board of Directors under sub-section (12) of section 143 of the Companies Act, 2013 during the financial year.

41. CHANGE OF REGISTRAR & SHARE TRANSFER AGENTS:

During the Financial Year 2020-21, there was no changes in Registrar and Share transfer agents.

42. ACKNOWLEDGEMENTS AND APPRECIATIONS:

The Board appreciates the commitment and dedication of its employees across all the levels who have contributed to the growth and sustained success of the Company. We would like to thank all our clients, vendors, bankers and other business associates for their continued support and encouragement during the year.

For and on behalf of the Board of Ovobel Foods Limited

Sd/-
Mysore Satish Sharad
Managing Director
DIN: 08987445

Place: Bangalore
Date: 28.08.2021

Sd/-
Syed Fahad
Director
DIN:01865406

Place: Bangalore
Date: 28.08.2021

Sd/-
Sunil Varghese P
Chief Financial Officer
PAN:AFDPV2731D

Place: Bangalore
Date: 28.08.2021

Sd/-
Prakriti Sarvouy
Company Secretary & Compliance Officer
Membership No.: A21962

Place: Bangalore
Date: 28.08.2021

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis: Nil

- a) Name(s) of the related party and nature of relationship:
- b) Nature of contracts/arrangements/transactions:
- c) Duration of the contracts/arrangements/transactions:
- d) Salient terms of the contracts or arrangements or transactions including the value, if any:
- e) Justification for entering into such contracts or arrangements or transactions:
- f) Date(s) of approval by the Board:
- g) Amount paid as advances, if any:
- h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:

2. Details of contracts or arrangements or transactions at arm's length basis: As disclosed in table A

- a) Name(s) of the related party and nature of relationship:
- b) Nature of contracts/arrangements/transactions:
- c) Duration of the contracts/arrangements/transactions:
- d) Salient terms of the contracts or arrangements or transactions including the value, if any:
- e) Justification for entering into such contracts or arrangements or transactions:
- f) Date(s) of approval by the Board:
- g) Amount paid as advances, if any:
- h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188:

Sd/-
Mysore Satish Sharad
Managing Director
DIN: 08987445

Place: Bangalore
Date: 28.08.2021

Sd/-
Sunil Varghese P
Chief Financial Officer
PAN:AFDPV2731D

Place: Bangalore
Date: 28.08.2021

Sd/-
Syed Fahad
Director
DIN:01865406

Place: Bangalore
Date: 28.08.2021

Sd/-
Prakriti Sarvouy
Company Secretary & Compliance Officer
Membership No.: A21962

Place: Bangalore
Date: 28.08.2021

TABLE A

Sl.No	Name(s) of the related party	nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board	Amount in Lakhs
1	Shanti Swarup Aggarwal	Managing Director	Salaries and Emoluments	NA	NA	NA	269.50
			Loan Given	NA	NA	NA	2.20
			Received/Adjustments to loan	NA	NA	NA	2.20
2	Sudhir Kulkarni	CFO	Salaries and Emoluments	NA	NA	NA	18.13
			Loan Given	NA	NA	NA	8.24
			Received/Adjustments to loan	NA	NA	NA	7.95
3	Ritu Singh	CS	Salaries and Emoluments	NA	NA	NA	2.88
4	Prakriti Sarvouy	CS	Salaries and Emoluments	NA	NA	NA	0.31
5	Ashraya Farm	Related party under 2 (76) of the Act	Supply of Eggs	Contractual	NA	NA	482.25

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

a. Industry structure and developments:

The company operates in the domain of egg powder and frozen egg manufacture and exports.

At present, there are only few other companies that are active in this domain in India. Your Company has identified the new markets and increased its customer base and product range.

Your company has built a reputation over the years amongst its customer for quality products. The company's sustainability has been centered around enlarging its presence within profitable and attractive retail niches, capitalizing on robust brand building and manufacturing foundation.

The new management is making efforts to capitalize on the existing brand name and taking several other steps to register steady growth.

b. Opportunities:

Due to several corrective measures taken by the management, company's products are in high demand both in domestic and international markets. This unique advantage is likely to result in bringing in more and more opportunities of added commercial advantage during the days ahead. The COVID 19 pandemic has re-imposed people's believe in healthy living and healthy eating, thus the Company sees it as an opportune time to increase its customer base in both Indian and international markets. Further with the improvement in the pandemic situation and resumption of international trade, the Company is also looking forward to enter new markets as well.

c. Threats:

While international competition could pose a threat to company's future operations, your Directors' are confident of effectively countering the same by utilizing its past experience and skills. The slowdown of Indian as well as world economy and decreased levels of trade due to COVID 19 pandemic had been testing times for the Company. Though the present situation is stable, however, if the situation deteriorates further the same poses further threat to the Company's business.

d. Segment wise or product wise performance:

The company was operating in one predominant segment i.e. manufacture of standard egg powder and frozen egg. At present the company is involved in making specialized products in this segment.

e. Outlook:

Despite the severe working capital shortage, your directors have prioritized in improving its quality measures and have been successful in keeping its clients happy on the product quality front. The management looks to the future with optimism.

f. Risks and concerns:

- The COVID 19 pandemic and its consequent effects, is a concern for the Company.
- Due to the constant rise in raw material prices in the country in the recent past the cost of production is on an increasing trend.
- Rising manpower costs, disruption in manpower supply due to COVID 19 and subsequent lockdown, closure of operations, is also a major concern the industry is facing.
- Slowdown in international trade is a concern.
- Severe shortage of working capital funds is again a concern for the industry.
- The company is successful in retaining its clients and convincing them to get better realization by catering with high quality products.

g. Internal control systems and their adequacy:

The company has got adequate internal control systems in place for the current level of operations of the company and your management would continue to strengthen this.

h. Discussion on financial performance with respect to operational performance:

Your Company prepares its financial statements in compliance with the requirements of the Companies Act, 2013 and recognized accounting policies and practices, Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act. These financial statements were prepared on a historical cost basis. Your management accepts the responsibility for the fair presentation of the additional information presented in the notes to the financial statements for the purpose of additional analysis of the financial statements. The financial statements have been prepared as per the requirements of Schedule III (Division II) notified by the Ministry of Corporate Affairs and the operating cycle has been considered as one year. This also enables in reasonably presenting the Company's state of affairs and profits and cash flows for the year ended March 31st, 2021.

i. Material developments in Human Resources/ Industrial Relations front, including number of people employed:

The company has experienced, loyal professionals working in production, sales and administration. The company has got very good industrial relations and the employees and the management has very cordial relationship between them. Your Company prides in the commitment, competence and dedication of employees. The Company's structured induction at all levels and management development programs have helped enhance competence.

j. Cautionary Statement:

Certain statements made in the management discussion and analysis report may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations, projections and so on, whether express or implied. Several factors could make a significant difference to the Company's operations. These include economic conditions affecting demand and supply, government regulations and taxation, natural calamities and so on over which the Company does not have any direct control.

REPORT ON CORPORATE GOVERNANCE

We, as a Corporate, understand that the term 'Corporate Governance' is not just the system by which companies are directed and controlled nor just the method of protecting the interests of various stakeholders in a company. It's about abiding by the principles of fairness and transparency in all its conduct which would in turn boost the brand and reputation of the Company. Accordingly, we always seek to ensure that our performance is driven by integrity and transparency.

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

The Company's Philosophy on Corporate Governance envisages the attainment of highest level of transparency, integrity, fairness, accountability and equity in all facets of its operations and in all its interactions with its stakeholders including but not limited to the shareholders, employees, lenders and the Government.

The Company pursues growth by adopting best corporate practices and believes that all its operations and actions must serve the underlying goal of enhancing overall shareholder value over a sustained period of time.

2. GOVERNANCE STRUCTURE:

Board of Directors: The Board is entrusted with an ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosures.

Committees of the Board: The Board has constituted the following Committees: Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders' Relationship Committee, Independent Director Committee. Each of the said Committee has been mandated to operate within a given framework.

3. BOARD OF DIRECTORS:

The composition of the Board of Directors of the Company is presently governed by the provisions of Companies Act, 2013, the Articles of Association of the Company and the SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations, 2015. The Company has a judicious mix of Executive, Non-Executive and Independent Directors on its Board. As on 31 March 2021, the Board comprised of seven members, out of which, three Members are Independent Directors including two Woman Director, four members are Non Executive Directors.

During the year there was a change in control of the Company. Mr. Syed Fahad, Mr.Channappa Bhavihal Gurusiddappa, Ms. Priyanka Rajora, Ms. Pooja Jain, Mr. Mysore Satish Sharad joined the Board of Directors w.e.f. 11 December 2020 and Mr. Bharath Venkatesh joined the Board from 18 January 2021

Mr. Shanti Swarup Aggarwal, Managing Director, Ms. Anisha Agarwal, Director, Mr. Swapan Kumar Majumder, Mr. Satish Narayana Swamy and Mr. Narendra Dattatri Haldawar, Independent Directors, resigned from the Board w.e.f. 15 December 2020.

With the recommendation of the Nomination and Remuneration Committee Mr. Mysore Satish Sharad was appointed as Managing Director of the Company w.e.f 14 June 2021, subject to the approval of the shareholders at the Annual General Meeting.

Mr. Bharath Venkatesh resigned from the Board w.e.f. 28 July 2021 due to new professional commitments and pre occupation. It has been confirmed by Mr. Venkatesh that there is no other material reason for resignation other than that provided by him.

a. Composition of the Board: The composition of Board of Directors during the year ended 31st March, 2021 including details of their directorships, chairmanships/ memberships of the committees are given below:

Name of Director	Category of Director	DIN	No. of Directorship held in other Companies*		Number of committee position held in Public Limited Companies***	
			Public Limited Companies	Others**	Committee Chairmanship	Committee Membership
Mr. Syed Fahad	Additional Director (Promoter, Non-Executive Director)	01865406	0	15	0	0
Mr. Channappa Bhavihal Gurusiddappa	Additional Director (Promoter, Non-Executive Director)	07278848	0	0	0	0
Ms.PriyankaRajora	Additional Director (Independent, Non-Executive Director)	08985737	0	0	0	0
Ms.Pooja Jain	Additional Director (Independent, Non-Executive Director)	08985766	0	0	0	0
Mr. Mysore Satish Sharad	Additional Director (Promoter)	08987445	0	0	0	0
Mr. Bharath Venkatesh	Additional Director (Independent, Non-Executive Director)	09031790	0	0	0	0
Mr. Philip Van Bosstraeten	Director	02600487	0	0	0	0

*It does not includes directorship in foreign companies, companies registered under Section 8 of the Companies Act, 2013 and Private limited companies and includes alternate directorships in public limited companies (excluding Ovobel Foods Limited).

**Directorship of any private limited companies (including alternate directorship), foreign companies and companies under section 8 of the Companies Act, 2013 have been considered.

***Membership(s)/Chairmanship(s) of only the Audit Committee and Stakeholders' Relationship Committee in all Public Limited Companies (excluding Ovobel Foods Limited) have been considered.

Note: None of the aforementioned Directors of the Company hold any Directorship in any other Listed Company as on the date of this report. Thus details of directorship in other listed companies are not furnished.

b. Remuneration of Executive Directors and other Key Managerial Personnel

Key Managerial Personnel as per Section 203 of the Act		
Sl. No	Name	Designation
1	Mr. Shanti Swarup Aggarwal	Managing Director upto 15/12/2020
2	Mr. Sudhir Kulkarni	Chief Financial Officer upto 31/03/2021
3	Ms. Ritu Singh	Whole Time Company Secretary upto 28/12/2020
4	Mr. Mysore Satish Sharad	Managing Director w.e.f. 14/06/2021
5	Mr. Sunil Varghese P	Chief Financial Officer w.e.f 14/06/2021
6	Ms. Prakriti Sarvouy	Company Secretary & Compliance Officer w.e.f. 13/01/2021

c. Details of Remuneration paid to Non-Executive Directors: Non-Executive Directors were not paid any remuneration during the period under review.

Note:

- Relationship and Nomination and Remuneration Committee(s) including separate meeting of Independent Directors.
- No stock options have been granted during the year to any of the Directors.
- During the financial year 2020-21, the Non-Executive Directors did not have any other pecuniary relationship or transactions with the Company apart from the above.
- The criteria of making payment to the Non-Executive Directors are as and when decided by the Board of Directors/ Nomination and Remuneration Committee. For the financial year 2019-20, the Company did not pay any sitting fees to the Non-Executive Directors.

d. Number of meetings held and attended by the Directors during the financial year:

During the year on the following dates meetings of Board of directors were held:

14.07.2020	13.01.2021
07.09.2020	18.01.2021
24.10.2020	13.02.2021
14.11.2020	29.03.2021
11.12.2020	

NAMES OF THE DIRECTORS	NUMBER OF MEETINGS ENTITLED TO ATTEND	NUMBER OF MEETINGS ATTENDED
Mr. Shanti Swarup Aggarwal	5	5
Ms. Anisha Agarwal	5	5
Mr. Philip Van Bosstraeten	9	2
Mr. Swapan Kumar Majumder	5	5
Mr. Satish Narayana Swamy	5	2
Mr. Narendra Dattatri Haldawar	5	2
Mr. Syed Fahad	4	4
Mr. Channappa Bhavihal Gurusiddappa	4	4
Ms. Priyanka Rajora	4	4

Ms. Pooja Jain	4	4
Mr. Mysore Satish Sharad	4	4
Mr. Bharath Venkatesh	2	2

e. Shareholding of non-executive directors in the Company as on 31st March 2021 is as follows:

Name of Director	No. of Equity Shares
Mr. Syed Fahad	6,07,000
Mr. Channappa Bhavihal Gurusiddappa	10,12,000
Mr. Mysore Satish Sharad*	1,03,8600

All other Non-Executive Directors excluding the above do not hold any shares or convertible instruments of the Company as on 31st March, 2021.

*Appointed as Managing Director w.e.f. 14 June 2021.

f. Fulfillment of the independence criteria by the independent directors:

The Board of Directors, based on the declarations received from the Independent Directors, confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013 and that they are independent of the management. In terms of Regulation 25(8) of SEBI Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

g. Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Board Evaluation Framework has been approved by the Nomination and Remuneration Committee (NRC) and the Board. The Board carried out an annual performance evaluation of its own performance, the Independent Directors individually as well as of the Board. The performance evaluation of the Executive and Non-Executive Directors, including Chairman and Board of Directors as whole was carried out by the Independent Directors. The purpose of the Board evaluation is to achieve persistent and consistent improvement in the governance of the Company at the Board level with the participation of all concerned in an environment of harmony. The Board acknowledges its intention to establish and follow best practices in Board Governance in order to fulfill its fiduciary obligation to the Company. The Board believes the evaluation will lead to a closer working relationship among the Board members, greater efficiency in the use of the Board's time and increased effectiveness of the Board as a governing body. The Directors are satisfied with the evaluation process.

h. Core Skills/ Expertise/ Competencies identified by the Board as required in the context of Companies Business

The Board of Directors of your Company have evaluated and identified the following as the core skills/expertise/competencies in the context of Company's business, as may be required by the Members of the Board for effectively contributing to the Board and Committee proceedings:

Sl. No.	Core Skills/ Expertise/ Competencies	Whether such key skills, expertise and competence and attributes are available with the Company's Board
1	Understanding of the Industry, Company's Business and its Operation	Yes
2	Finance, Accounts, Legal, Human Resource	Yes
3	Corporate Governance and Ethics	Yes
4	Strategy and Planning	Yes
5	Technology and Innovation	Yes

Hence, core skills, expertise and competencies identified to function effectively amongst others are Understanding of Company's Business and its Operation, Finance & Accounts, human resource, Corporate Governance and Ethics, Strategy and Planning and Technology and Innovation. All of those are available with each of the Board member in as much as they are from diverse fields and have said competencies individually as well as collectively. Table below give summary of said competencies each of the Directors of the Company have:

Sl. No.	Core Skills/ Expertise/ Competencies	Mr. Syed Fahad	Mr. C B Gurusiddappa	Ms. Priyanka Rajora	Ms. Pooja Jain	Mr. Mysore Satish Sharad	Mr. Bharath Venkatesh	Mr. Philip Van Bosstraeten
1	Understanding of the Industry, Company's Business and its Operation	Yes	Yes	Yes	Yes	Yes	Yes	Yes
2	Finance, Accounts, Legal, Human Resource	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3	Corporate Governance and Ethics	Yes	Yes	Yes	Yes	Yes	Yes	Yes
4	Strategy and Planning	Yes	Yes	Yes	Yes	Yes	Yes	Yes
5	Technology and Innovation	Yes	Yes	Yes	Yes	Yes	Yes	Yes

4. **AUDIT COMMITTEE:**

- a. **Composition, name of members and Chairperson:** The Audit Committee as on 31st March 2021 was comprised of:

Name	Category	Designation
Ms. Priyanka Rajora	Non-Executive & Independent Director	Chairman
Ms. Pooja Jain	Non-Executive & Independent Director	Member
Mr. Bharath Venkatesh*	Non-Executive & Independent Director	Member

* Mr. Bharath Venkatesh resigned from the Board w.e.f. 28 July 2021, thus ceased to be a Member of the Committee from the same day.

All members of the Audit Committee are financially literate and possess requisite accounting or financial management expertise. The Company Secretary acts as Secretary to the Committee.

- b. **Terms of reference:** The role and terms of Audit Committee covers the area of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 177 of the Companies Act, 2013 besides other terms as may be referred to by the Board of Directors of the Company. The minutes of the Audit Committee are taken note by the Board of Directors.
- c. **Meetings and attendance during the year:** During the year on the following dates meetings of Audit Committee were held: 13.07.2020, 05.09.2020, 14.11.2020 and 13.02.2021

Names of the members	Number of meetings entitled to attend	Number of meetings attended
Mr. Swapan Kumar Majumder**	3	1
Mr. Satish Narayana Swamy**	3	3
Mr. Narendra Haldawar**	3	3
Ms. Priyanka Rajora	1	1
Ms. Pooja Jain	1	1

Mr. Bharath Venkatesh	1	1
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** Mr. Swapan Kumar Majumder, Mr. Satish Narayana Swamy, Chairman of the Committee and Mr.Narendra Haldawar resigned from the Board of Directors w.e.f. 15 December 2020.

Mr.Satish Narayana Swamy, Chairman of the Committee was present at the Annual General Meeting of the Company held on 26 November 2020.

Note: The Audit Committee was re-constituted on 18 January 2021.

5. **NOMINATION AND REMUNERATION COMMITTEE:**

- a. **Composition, name of members and Chairperson :** The Nomination and Remuneration Committee as on 31 March 2021 was comprised of:

NAME	Category	Designation
Ms. Pooja Jain	Non-Executive &Independent Director	Chairman
Ms. Priyanka Rajora	Non-Executive &Independent Director	Member
Mr. Bharath Venkatesh*	Non-Executive &Independent Director	Member

*Mr. Bharath Venkatesh resigned from the Board w.e.f. 28 July 2021, thus ceased to be a Member of the Committee from the same day.

- b. **Terms of reference:** The role and terms of Nomination and Remuneration Committee covers the area of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 178 of the Companies Act, 2013 besides other terms as may be referred to by the Board of Directors of the Company. The minutes of the Nomination and Remuneration Committee are taken note by the Board of Directors.
- c. **Meetings and attendance during the year:** During the year on the following dates meetings of Audit Committee were held: 13.07.2020, 24.10.2020 and 11.12.2020

Names of the members	Number of meetings entitled to attend	Number of meetings attended
Mr. Swapan Kumar Majumder**	3	2
Mr. Satish Narayana Swamy**	3	3
Mr. Narendra Haldawar**	3	3

**Mr. Swapan Kumar Majumder, Mr. Satish Narayana Swamy and Mr. Narendra Haldawar, Chairman of the Committee resigned from the Board of Directors w.e.f. 15 December 2020.

6. **STAKEHOLDERS' RELATIONSHIP COMMITTEE:**

- a. **Details of Investor Complaints**

- I. Number of shareholders' complaints pending at the beginning of the period: Nil
- II. Number of shareholders' complaints received during the year-1
- III. Number not solved to the satisfaction of shareholders-1
- IV. Number of pending complaints-Nil

- b. **Terms of reference**

The role and terms of Stakeholders Relationship Committee covers the area of Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 178 of the Companies Act, 2013 besides other terms as may be

referred to by the Board of Directors of the Company. The minutes of the Stakeholders Relationship Committee are taken note by the Board of Directors.

c. Composition, name of members and Chairperson

The Stakeholder's Relationship Committee as on 31 March 2021 was comprised of:

NAME	Category	Designation
Mr. Bharath Venkatesh*	Non-Executive & Independent Director	Chairman
Ms. Pooja Jain	Non-Executive & Independent Director	Member
Ms. Priyanka Rajora	Non-Executive & Independent Director	Member

*Mr. Bharath Venkatesh resigned from the Board w.e.f. 28 July 2021, thus ceased to be a Member of the Committee from the same day.

Ms. Prakriti Sarvov, Company Secretary, is the compliance officer of the Company as on w.e.f. 13 January 2021.

d. Meetings and attendance during the year

During the year, the following are the dates of meetings of Stakeholder Relationship Committee 30.11.2020

NAMES OF THE MEMBERS	NUMBER OF MEETINGS HELD	NUMBER OF MEETINGS ATTENDED
Mr. Swapan Kumar Majumder*	1	0
Mr. Satish Narayana Swamy*	1	1
Mr. Narendra Haldawar*	1	1

** Mr. Swapan Kumar Majumder, Mr. Satish Narayana Swamy, Chairman of the Committee and Mr.NarendraHaldawar resigned from the Board of Directors w.e.f. 15 December 2020.

7. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

a. Terms of reference

The role and terms of CSR Committee covers the area of section 135 of the Companies Act, 2013 besides other terms as may be referred to by the Board of Directors of the Company. The minutes of the CSR Committee are taken note by the Board of Directors.

b. Composition, name of members and Chairperson

The Corporate Social Responsibility Committee as on 31 March 2021 was comprised of:

NAME	Category	Designation
Mr. Mysore Satish Sharad	Promoter, Additional Director, Executive	Chairman
Ms. Pooja Jain	Additional, Non-Executive& Independent Director	Member
Mr. Channappa Bhavihal Gurusiddappa	Additional Director (Promoter, Non-Executive Director)	Member
Syed Fahad	Additional Director (Promoter, Non-Executive Director)	Member

c. **Meetings and attendance during the year:**

During the year on 30.03.2021 meeting of Corporate Social Responsibility Committee was held

NAMES OF THE MEMBERS	NUMBER OF MEETINGS HELD	NUMBER OF MEETINGS ATTENDED
Mr. Mysore Satish Sharad	1	1
Ms. Pooja Jain	1	1
Mr. Channappa Bhavihal Gurusiddappa	1	1
Syed Fahad	1	1

8. INDEPENDENT DIRECTOR'S MEETING:

a. **Name of independent directors.**

1. Mr. Bharath Venkatesh*
2. Ms. Pooja Jain
3. Ms. Priyanka Rajora

*Mr. Bharath Venkatesh resigned from the Board w.e.f. 28 July 2021.

b. **Meetings and attendance during the year**

The Independent director's meeting was held on 29th March 2021, during the financial year 2020-21.

9. ANNUAL GENERAL BODY MEETINGS:

The details of general meetings held in last three years are as follows:

SL. NO.	FINANCIAL YEAR ENDED	DATE AND TIME	VENUE	SPECIAL RESOLUTION PASSED
1	March 31, 2018	24 th September 2018 at 10:30AM	Vasudev Adigas Fast Food, 2 nd Floor, Party Hall, No.21/24, Next to Metro Trinity Station, MG Road, Bengaluru-560001	1. Re-appointment of Satish Narayana Swamy and Swapan Kumar Majumder as an Independent Director. 2. Reappointment of Shanti Swarup Aggarwal as Managing Director.
2	March 31, 2019	23 rd September 2019 at 10:30AM	Vasudev Adigas Fast Food, 2 nd Floor, Party Hall, No.21/24, Next to Metro Trinity Station, MG Road, Bengaluru-560001	1. Re-appointment of Mr. Narendra Dattatri Haldawar as an Independent Director for Second term of 5(five) consecutive years with effect from 31 st December, 2019 on the Board of the Company.
3	March 31, 2020	26 th November 2020 at 10:30 AM	Held through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") as per MCA Circular No. 20/2020 dated 05th May 2020	No special resolution

10. Postal Ballot

Whether resolutions were put through postal ballot last year: Yes

Following resolutions had been passed through Postal ballot:

A special resolution through postal ballot was passed on Friday 21st August 2020 for obtaining of approval of shareholders for Reduction of Paid Up Capital of the Company, subject to the approval of the Hon'ble National Company Law Tribunal, from Rs.10,50,08,000/- divided into 1,05,00,800 Equity Shares of Rs. 10/- [Rupees Ten only] each fully paid up to Rs. 9,50,08,000/- divided into 95,00,800 Equity Shares of Rs. 10/- (Rupees Ten only) each and that such reduction be affected by cancelling of 10,00,000 Equity Shares of Rs. 10/- each amounting to Rs. 1,00,00,000/- by adjusting advances paid to Karnataka State Industrial and Infrastructure Development Corporation Limited ("KSIIDC") and Ministry of Food Processing Industry ('MFPI') towards One Time Settlement (OTS) accounts.

- Person who conducted the postal ballot exercise: Maheshwari Datamatics Private Limited
- Procedure of postal Ballot: Remote E- voting & Physical Ballot.
- Whether any Special Resolution is proposed to be conducted through postal ballot: No

11. DISCLOSURES:

- i. Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large: *Not Applicable*
- ii. Details of non-compliance by the company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets during the last three years:
 - There were Two days delay in submission of financial results for the 1st Quarter ended 30.06.2018 and One day delay furnishing prior intimation about the Board meeting dated 14.11.2018 to BSE in pursuant to Regulation 33& 29 of SEBI (LODR) Regulations, 2015. However, the Company has submitted request letter for condonation of delay in filing of financial results and furnishing prior intimation about the Board meeting to BSE Limited.
 - Submission of Corporate Governance Report under Regulation 27 (2) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015: There was delay in filing the report by 2 days. The report was required to be filed on 15th July, 2020, but the same was filed on 17th July,2020. BSE has issued notice to the company for delay filing.The Company had filed condonation of delay with BSE on 18th August ,2020
 - Submission of Closure of trading window as per Securities And Exchange Board Of India (Prohibition of Insider Trading) Regulations, 2015: The Company was required to file closure of trading window on 1st January, 2021, but the same was filed on 22nd January, 2021
 - Submission of Investor Grievance Report under Regulation 13 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. The Constitution of the Board of Director of the Company was not in compliance with Regulation 17 of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. The Company has been issued notice by BSE dated 2nd June, 2021. The Board of Directors were unable to meet due to Covid illness and subsequently the Board was reconstituted in compliance with Regulation 17 of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. The Company had filed condonation of delay with BSE on 23rd June, 2021.
- iii. Whistle Blower policy and affirmation that no personnel has been denied access to the Audit Committee: The Company has Whistle Blower Policy and the management affirms that no personnel has been denied access to the Audit Committee.
- iv. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause: The Company has complied with all the mandatory requirements of this Clause. However, it has not adopted any of the non-mandatory requirements.

12. MEANS OF COMMUNICATION:

- i. Quarterly results: Newspapers and Website.
- i. Newspapers wherein results normally published: English newspaper widely circulated in substantial part of India and Regional Language(Kannada).
- ii. Any website, where displayed:www.ovobelfoods.com
- iii. Whether it also displays official news releases–No
- iv. The presentations made to institutional investors or to the analysts–No

13. GENERAL INFORMATION FOR SHAREHOLDER:

AGM: Date, time and venue	Date:24.09.2021 Time: 3 P.M. Through Video Conferencing.		
Financial year	2020-21		
Date of Book closure	18.09.2021-24.09.2021		
Dividend Payment Date	-		
Listing on Stock Exchanges	Listed on Bombay Stock Exchange		
Stock/Scrip Code	530741		
Market Price Data: High, Low during each month in last financial year	Month	High	Low
	April 2020	17.90	13.95
	May 2020	15.85	13.15
	June 2020	15.98	14.25
	July 2020	19.35	14.50
	August 2020	26.15	19.40
	September 2020	33.80	25.20
	October 2020	45.45	25.65
	November 2020	50.80	43.75
	December 2020	50.10	45.25
	January 2021	48.00	44.05
	February 2021	48.80	41.90
	March 2021	43.40	30.75
Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.	NA		
Registrar and Transfer Agents	Maheshwari Datamatics Private Limited		
Share Transfer System	<p>The Board of Directors have delegated powers to the Registrar & Share Transfer Agent for effecting share transfers, splits, consolidation, sub-division, issue of duplicate share certificates, re-materialisation and dematerialisation, etc., as and when such requests are received.</p> <p>The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under SEBI (Listing Obligations and Disclosure</p>		

	Requirements) Regulation, 2015 and files a copy of the certificate with the Stock Exchanges. Further, reconciliation of the share capital audit report is also submitted on a quarterly basis for reconciliation of the share capital of the Company.
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Distribution of shareholding	2021					2020			
	No. of equity shares held	No. of Shareholders	% of shareholders	No. of Shares held	% shareholding	No. of Shareholders	% of shareholders	No. of Shares held	% shareholding
Upto 500	1256		66.49	432800	4.12	1294	63.15	453250	4.32
501 to 1000	357		18.90	272500	2.60	395	19.28	304600	2.90
1001 to 2000	104		5.51	151700	1.44	134	6.54	198800	1.89
2001 to 3000	56		2.96	143500	1.37	72	3.51	183100	1.74
3001 to 4000	13		0.69	46500	0.44	15	0.73	53600	0.51
4001 to 5000	34		1.80	156100	1.49	45	2.20	207650	1.98
5001 to 10000	28		1.48	213600	2.03	31	1.51	232700	2.22
Above 10000	41		2.17	908410	86.51	63	3.07	886710	84.44
Grand Total	1889		100.00	1050080	100.00	2049	100.00	1050080	100.00

Dematerialization of shares and liquidity	62.23% of Equity Shares of the Company are in dematerialised form and 37.77% of Equity Shares of the Company are in physical form as on 31 March 2021.
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Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity	Not Applicable
Commodity price risk or foreign exchange risk and hedging Activities	Not Applicable
Plant Locations	Plot#30, KIADB Industrial Area, Malur, Kolar district, Karnataka, India-563160
Address for correspondence	Ground Floor, No.46 OldNo.32/1, 3rdCross, Aga Abbas Ali Road, Ulsoor, Bangalore- 560042, Karnataka,India
List of all credit ratings obtained by the entity along with any revisions thereto during FY 2020-21 for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilisation of funds, whether in India or abroad	Not applicable
OTHER DISCLOSURES	
a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large:	<p>All transactions entered into with related parties as defined under the Companies Act, 2013 and provisions of the Listing Agreement during the year were on an arm's length price basis and in the ordinary course of business. These have been placed and approved by the Audit Committee. The Board of Directors have approved and adopted a policy on Related Party Transactions and the same has been uploaded on the website of the Company and can be accessed at: www.ovobelfoods.com.</p> <p>Further, all the materially significant related party transactions are displayed in Note no. 30 of the Audited Financial Statement for the financial year ended 31 March 2021.</p>

CERTIFICATE ON CORPORATE GOVERNANCE OF OVOBEL FOODS LIMITED

**To
The Members,
Ovobel Foods Limited**

We have examined the compliance of conditions of Corporate Governance by **OVOBEL FOODS LIMITED** ("the Company") for the year ended on 31st March, 2021, as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the Listing Regulations).

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clauses and/or Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our knowledge, information and according to the explanations given to us and based on the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V of the Listing Regulations.

We state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Suman Bajoria & Associates

Suman Bajoria
Company Secretary
ACS-20904
CP: 17602
UDIN: **A020904C000848379**
Date: 28.08.2021
Place Bangalore

Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2020-21

1. Brief outline on CSR Policy of the Company

A brief outline of the Company's CSR Policy, including overview of Projects or Programs proposed to be undertaken and a reference to the web-link to the CSR Policy and Projects or Programs:

<http://www.ovobelfoods.com/wp-content/uploads/2016/05/Ovobel-CSR- Policy.pdf>

For your Company, CSR means Corporate Social Responsibility and this means embedding CSR into its business model. The CSR activities and programs are initiated towards the communities and environment in which the Company operates. It represents the continuing commitment and actions of the Company towards socio-economic development.

The Company understands the need for promoting health, education, growth and development of children from lower socio-economic sections of society, Senior citizen belongs to below poverty line and has taken up various activities for the same.

The CSR Policy of the Company is disclosed on the website of the Company www.ovobelfoods.com.

2. Composition of CSR Committee (as on 31.03.2021):

Sl. No.	Name of Director	Designation	Category
1.	Mr. Mysore Satish Sharad*	Chairman	Additional Director
2.	Ms. Pooja Jain	Member	Independent Director
3.	Mr. Channappa Bhavihal Gurusiddappa	Member	Additional, Non-Executive Director
4.	Mr. Syed Fahad	Member	Additional, Non-Executive Director

*Mr. Mysore Satish Sharad was appointed as Managing Director with effect from 14 June 2021.

The Committee met once during the Financial Year on 30th March, 2021.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the Company:

CSR committee composition	http://www.ovobelfoods.com/wp-content/uploads/2016/05/Ovobel-CSR-Policy.pdf
CSR policy	
CSR project (FY 2021-22)	

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): Not Applicable.
5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Not Applicable.
6. Average net profit of the company as per section 135(5) – Rs. 5,84,14,102.65
- 7.

Two percent of average net profit of the company as per section 135(5)	11,68,282
Surplus arising out of the CSR projects or programmes or activities of the previous financial years	--
Amount required to be set off for the financial year, if any	--
Total CSR obligation for the financial year (7a + 7b – 7c)	11,68,282

8.
 - (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (Amount)	Amount Unspent (in Rs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
11,68,282	NA	NA	NA	NA	NA

- (b) Details of CSR amount spent against ongoing projects for the financial year: Not Applicable
 - (c) Details of CSR amount spent against other than ongoing projects for the financial year:

Sr.No	Name of the project	Item from the list of activities in Schedule VII to the Act	Local area (Yes / No)	Location of the project		Amount spent for the project (Amount in lakh)	Mode of Implementation Direct (Yes/No)	Mode of Implementation – Through Implementing Agency	
				State	District			Name	CSR Registration No.
1	NA	Promoting Education	No	Puducherry	Puducherry & Bangalore	10,24,782	No	NA	NA
2	NA	Protection of Culture	Yes	Karnataka	Kolar	1,43,500	No	NA	NA

- (d) Amount spent in Administrative Overheads: Nil
(e) Amount spent on Impact Assessment, if applicable: Nil
(f) Total amount spent for the Financial Year (8b +8c +8d+ 8e): 11,68,282
(g) Excess amount for set off, if any: Not Applicable

Sr. No	Particulars	Amount in lakh
1	Two percent of average net profit of the company as per section 135(5)	11,68,282
2	Total amount spent for the Financial Year	11,68,282
3	Excess amount spent for the financial year [(2)-(1)]	Nil
4	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
5	Amount available for set off in succeeding financial years [(3)-(4)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable
(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):----Not Applicable-----

10.	In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: (asset-wise details)	
(a)	Date of creation or acquisition of the capital asset(s).	Nil
(b)	Amount of CSR spent for creation or acquisition of capital asset.	Nil
(c)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	Nil
(d)	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset)	Nil

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5) – NA.

Mysore Satish Sharad
Managing Director Chairman (CSR Committee)
Din: 08987445
Date: 28.08.2021
Place: Bangalore

Syed Fahad
Additional Director
Din: 01865406
Date: 28.08.2021
Place: Bangalore

CFO Certificate

This is to certify that:

A. We have reviewed financial statements and the cash flow statement for the year ended 31st March 2021 and that to the best of our knowledge and belief:

(1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee

(1) that there were no significant changes in internal control over financial reporting during the year;

(2) that there were no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(3) that there were no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Mysore Satish Sharad
Managing Director Chairman (CSR Committee)
Din: 08987445
Date: 28.08.2021
Place: Bangalore

Sunil Varghese Paulose
Chief Financial Officer
Pan: 01865406
Date: 28.08.2021
Place: Bangalore

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31st MARCH 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members
Ovobel Foods Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Ovobel Foods Limited (hereinafter called the Company). Secretarial Audit 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 Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2021 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Ovobel Foods Limited for the financial year ended on 31st March, 2021 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.;
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) The Management has identified and confirmed the following laws as specifically applicable to the Company:
- a. The Factories Act, 1948
 - b. The Payment of Wages Act, 1936
 - c. Employees Provident Fund and Miscellaneous Provisions Act, 1952
 - d. Employees State Insurance Act 1948
 - e. The Payment of Bonus Act, 1965
 - f. The Environment (Protection) Act, 1986
 - g. Water and Air Pollution Act, 1981
 - h. Income Tax Act, 1961
 - i. Payment of Gratuity Act, 1962
 - j. Goods and Service Tax Act, 2017
 - k. Water (Prevention and Control of Pollution) Act 1981 and rules thereunder
 - l. Air (Prevention and Control of Pollution) Act 1981 and rules thereunder
 - m. Legal Metrology Act, 2009;
 - n. Food Safety and Standards Act, 2006;
 - o. Boilers Act 1923
 - p. Industrial Dispute Act, 1947
 - q. Contract Labour (Regulation and Abolition) Act 1970

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange (if any): Not applicable

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. above subject to the following observations:

- *Listed entity shall ensure that hundred percent of shareholding of promoter(s) and promoter group to be in dematerialized form and the same is maintained on a continuous basis in the manner as specified by the Board. I observed that, one of the promoters (M/s. Ovobel NV) shares are not in dematerialized form as prescribed in the provisions of Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.*
- *The Company is suspended from trading of securities at Calcutta Stock Exchange Limited.*
- *Submission of Corporate Governance Report under Regulation 27 (2) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015: There was delay in filing the report by 2 days. The report was required to be filed on 15th July, 2020, but the same was filed on 17th July, 2020. BSE has issued notice to the company for delay filing.*

- *Submission of Closure of trading window as per Securities And Exchange Board Of India (Prohibition of Insider Trading) Regulations, 2015: The Company was required to file closure of trading window on 1st January, 2021, but the same was filed on 22nd January, 2021*
- *Submission of Investor Grievance Report under Regulation 13 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015*
- *The Constitution of the Board of Director of the Company was not in compliance with Regulation 17 of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. The Company has been issued notice by BSE dated 2nd June, 2021*
- *The Constitution of the Board of Director of the Company was not in compliance with Regulation 17 of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. The Company has been issued notice by BSE dated 2nd June, 2021*

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors. There was no change in the composition of the Board of Directors during the period under review: *The Constitution of the Board of Director of the Company was not in compliance with Regulation 17 of the Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. The Company has been issued notice by BSE dated 2nd June, 2021*

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Suman Bajoria & Associates

Suman Bajoria
Company Secretary
ACS-20904
CP: 17602
UDIN: **A020904C000848357**
Date: 28.08.2021
Place Bangalore

This report is to be read with our letter of even date which is Annexed as Annexure A and forms integral part of this report.

To,

The Members
Ovobel Foods Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Suman Bajoria & Associates

Suman Bajoria
Company Secretary
ACS-20904
CP: 17602
UDIN: **A020904C000848357**
Date: 28.08.2021
Place Bangalore

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members
Ovobel Foods Limited

Based on our verification of the books, papers, registers, forms, returns, disclosures received from the Directors and other records maintained by Ovobel Foods Limited (CIN: L85110KA1993PLC013875) having its Registered office at Ground Floor, No.46 Old No.32/1, 3rd Cross, Aga Abbas Ali Road, Ulsoor, Bangalore – 560 042, Karnataka, India (“the Company”) and also the information provided by the Company, its officers, agents and authorized representatives for the purpose of issuing this Certificate in accordance with Regulation 34(3) read with Schedule V Para C sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the verification of the portal www.mca.gov.in, including Directors Identification Number (DIN) status at the portal, we hereby certify that during the Financial Year ended on March 31, 2021, in our opinion, none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/Ministry of Corporate Affairs or any such Statutory Authority.

Sl.No	Name	DIN	Designation	Date of Appointment
1	Mr. Shanti Swarup Aggarwal	00322011	Managing Director	11-01-1993
2	Ms. Anisha Agarwal	01961776	Director	08-07-2013
3	Mr. Philip Van Bosstraeten	02600487	Director	07-11-2014
4	Mr. Swapan Kumar Majumder	03178122	Independent Director	04-08-2010
5	Mr. Satish Narayana Swamy	05264105	Independent Director	20-04-2013
6	Mr. Narendra Dattatri Haldawar	01633735	Independent Director	31-12-2014
7	Mr. Syed Fahad	01865406	Additional Director	11-12-2020
8	Mr. Channappa Bhavihal Gurusiddappa	07278848	Additional Director	11-12-2020
9	Ms. Priyanka Rajora	08985737	Additional Director	11-12-2020
10	Ms. Pooja Jain	08985766	Additional Director	11-12-2020
11	Mr. Mysore Satish Sharad	08987445	Additional Director	11-12-2020
12	Mr. Bharath Venkatesh	09031790	Additional Director	18-01-2021

It is the responsibility of the management of the Company for ensuring the eligibility for the appointment/continuity of every director on the board of the Company. Our responsibility is to express an opinion based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Suman Bajoria & Associates

Suman Bajoria
Company Secretary
ACS-20904
CP: 17602
UDIN: **A020904C000848368**
Date: 28.08.2021
Place Bangalore

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF OVOBEL FOODS LIMITED

Report on the audit of Financial Statements

Opinion

We have audited the accompanying financial statements of Ovobel Foods Limited ("the Company") which comprises of the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss including (Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India,

- a. In case of Balance Sheet, of the state of affairs of the Company as at 31st March, 2021;
- b. In case of Statement of Profit and Loss, of the Loss for the year ended on that date;
- c. In case of Statement of cash flows, of the cash flows for the year ended on that date; and
- d. In case of Statement of changes in equity, changes in equity for the year ended on that date

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sl. No.	Key Audit Matter	Remarks
1	Accuracy of recognition, measurement, presentation and disclosure of revenue and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customer" (new revenue accounting standard)	The application of revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of basis used to measure revenue recognized over a period. Additionally, revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date. Refer Note 20
		Auditor response
		<p>Principle Audit Procedure –</p> <p>We assessed the Company’s process to identify the impact of adoption of the revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ul style="list-style-type: none"> • Evaluated the design of internal controls relating to implementation of the revenue accounting standard. • Selected a sample of contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls. • Selected a sample of contracts and performed the following procedures: <ul style="list-style-type: none"> -- Read, analyzed and identified the distinct performance obligations in these contracts. -- Compared these performance obligations with that identified and recorded by the Company. -- Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. -- In respect of samples relating to sale of goods contracts, progress towards satisfaction of

		<p>performance obligation used to compute recorded revenue was verified with actual and estimated efforts.</p> <p>-- Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.</p>
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Emphasis of Matter

1. We draw attention to the following matters in the notes to the Ind AS financial statements:
 - a. Note 12 to the Ind AS financial statements pertaining to Advances against OTS Offers, a portion of which has been adjusted during the previous year against the corresponding loan liability. The company has filed an application with the BSE on 17th March 2020 for the accounting treatment of the Share capital redeemed from KSIIDC & MFPI. The Company has received a letter from BSE on 18th March 2020 to enable filing the scheme with Hon'ble NCLT, which was duly filed and hearings were in progress. As on the reporting date, the bench is yet to receive inputs from concerned Regional director and ROC.
 - b. Note 35(a) to the Ind AS financial statements pertaining to Trade receivables. Trade Payable and Loans and Advances, balances disclosed in the financial statements are subjected to the confirmation and reconciliation as at the end of the financial year.
 - c. Note 35(b) to the Ind AS financial statements pertaining to Bank balances presented are subject to confirmations as at the end of the financial year,
 - d. We draw attention to Note 41 of the Ind AS financial statements, the outbreak of Coronavirus (COVID-19) pandemic globally is causing significant disturbance and slowdown of economic activity. In many countries, businesses are being forced to cease or limit their operations for long or indefinite period of time. Measures taken to contain the spread of the virus, including travel bans, quarantines, social distancing, and closures of non-essential services have triggered significant disruptions to businesses worldwide, resulting in an economic slowdown and uncertainties pertaining to future operations. This could result in company's experiencing reduced revenue, operational changes and increased administrative changed, the company has considered the possible effects that may result from COVID 19 on the carrying amounts of receivables and inventory.

In developing the assumption relating to the possible future uncertainties in the global conditions because of the pandemic, the company, as on date of approval of these financial statements has used internal and external sources of information. The company has also used the principles of prudence in applying judgements, estimates and assumptions including sensitivity analysis and based on the current estimates, the Company expects to recover the carrying amount of receivables and has made adequate provision against doubtful receivable. As the outbreak continues to evolve, the Company will continue to closely monitor any material changes to future economic conditions.

Our opinion is not modified in respect of this matter.

Information other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind As and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of Financial Statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

In preparing the Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern basis and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our audit report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a

reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

On account of the COVID-19 related lock-down restrictions, the management was not able to perform year end physical verification of inventories, subsequent to the year end. Consequently, we have performed alternative procedures to audit the existence of Inventory as per the guidance provided by in SA 501 "Audit Evidence – Specific Consideration for selected Items" and have obtained sufficient audit evidence to issue our unmodified opinion on these Ind AS financial statements. Our Report on the statement is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account

- d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - (ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - (iii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

For Nara Hari & Raghavendra,
Chartered Accountants
Firm Registration No: 014509S

Muppadisetty Raghavendra
Partner
Membership No: 229018
UDIN-21229018AAAAFW1409

Place: Bangalore
Date: 24 July 2021

“Annexure A” to the Independent Auditor’s Report

Referred to in paragraph 2 under the heading ‘Report on Other Legal and Regulatory Requirement’ of our Report of even date to the Ind AS financial statements for the year ended on 31st March, 2021 of **OVOBEL FOODS LIMITED**.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the Ind AS financial statements of the Company and taking into consideration the information and explanation given to us and the books of account and other records examined by us in the normal course of audit, we report that:

- i. (a) The company is in the process of updating the records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular program of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. However, in the past two years no physical verification of fixed assets has been done by the Company and hence we are unable to comment on any discrepancies.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, title deeds of immovable properties, as disclosed in Note 2 of the Ind AS financial statements, are held in the name of the Company.
- ii. The inventories are physically verified by the management during the year at regular intervals. However, the documentation related to physical verification needs to be strengthened. Hence, we are unable to comment on the discrepancies noticed on such verification between the physical stock and the book records.
- iii. In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of paragraph 3 (iii) (a), (b) and (c) of the Order are not applicable.
- iv. In our opinion and according to the information and explanations given to us, the company has not granted any loans to parties and accordingly the paragraph 3(iv) relating to provisions of Section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security does not apply.
- v. The company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2013 and the rules framed there under.

- vi. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub- section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.
- vii. a) Undisputed Statutory dues including PF, ESI, Income tax, Sales tax, Service Tax, duty of custom, Duty of Excise, Value added Tax, cess have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2021 for a period of more than six months from the date on when they become payable.

b) According to the information and explanations given to us, there are no dues of income tax, sales tax, value added tax, service tax, duty of customs, duty of excise which have not been deposited with the appropriate authorities on account of any dispute.
- viii. Based on our audit procedures, we are of the opinion that the company has not defaulted in repayment of dues to bank. The company has not borrowed from any financial institutions or has any dues payable to debentureholders.
- ix. The Company has not raised any moneys by way of initial Public offer / Further Public offer during the Year. The company has utilised the term loan taken during the year for the purpose for which it was raised.
- x. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company and no fraud on the company by its officers or employees has been noticed or reported during the year.
- xi. Based upon the audit procedures performed and the information and explanations given by the management, managerial remuneration has been paid to managerial personnel defined as per section 197 read with Schedule V to the Companies Act;
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with Section 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable Indian Accounting standards.
- xiv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non- cash transactions with

directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

- xvi. The Company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934 and accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For Nara Hari & Raghavendra,
Chartered Accountants
Firm Registration No: 014509S

Muppadisetty Raghavendra
Partner
Membership No: 229018
UDIN-21229018AAAAFW1409

Place: Bangalore
Date: 24 July 2021

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF OVOBEL FOODS LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **Ovobel Foods Limited** as of March 31, 2021 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

Explanatory paragraph

We also have audited, in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act, the IND AS financial statements of the Company, which comprise the Balance Sheet as at March 31, 2021, and the related Statement of Profit and Loss, changes in equity and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, and our report even dated expressed an “unqualified opinion thereon”

For Nara Hari & Raghavendra,
Chartered Accountants
Firm Registration No: 014509S

Muppadisetty Raghavendra
Partner
Membership No: 229018
UDIN-21229018AAAAFW1409

Place: Bangalore
Date : 24 July 2021

Ovobel Foods Limited
Balance Sheet as at 31st March 2021

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Particulars	Note No.	As at March 31, 2021	As at March 31, 2020
Assets			
1 Non-current assets			
Property, plant and equipment	2	347.77	306.04
Intangible assets	2	-	0.19
Right-of-use assets	2(a)	7.39	12.33
Financial Assets			
Investments	3	4.40	2.10
Loans & Advances	4	46.03	41.17
Current tax assets (net)	5	5.98	113.95
Other Non current Assets	12	0.37	-
Deferred Tax Assets (Net)	7	170.58	94.37
		582.52	570.14
2 Current assets			
Inventories	8	1,249.18	1,367.10
Financial assets			
Trade Receivables	9	737.22	754.63
Cash and cash equivalents	10	22.36	71.74
Bank Balances other than above	11	866.93	745.31
Loans & Advances	4	373.91	363.35
Other Current Assets	12	310.78	282.04
		3,560.38	3,584.18
		4,142.90	4,154.32
Total Assets			
Equity and liabilities			
Equity			
Equity Share Capital	13	1,050.08	1,050.08
Other Equity	14	1,034.89	1,217.09
		2,084.97	2,267.17
1 Non-current liabilities			
Financial Liabilities			
Borrowings	15	30.35	-
Lease Liability	2(a)	2.18	4.66
Provisions	16	92.57	90.39
		125.10	95.05
2 Current liabilities			
Financial liabilities			
Borrowings	15	1,529.48	1,212.06
Lease Liability	2(a)	5.54	7.73
Trade Payable	17		
Total outstanding dues of micro enterprises and small enterprises		-	1.00
Total outstanding dues of Creditors other than micro and small enterprises		221.34	172.92
Other financial liabilities	18	91.82	39.36
Provisions	16	84.64	46.55
Other Current liabilities	19	-	312.49
		1,932.82	1,792.11
		4,142.90	4,154.32
Total Equity & Liabilities			

Summary of significant accounting policies

1B

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Nara Hari & Raghavendra

Chartered Accountants

Firm Registration No. 014509S

For and on behalf of the Board of Directors

Muppadisetty Raghavendra

Partner

Membership No. :229018

UDIN: 21229018AAAAFW1409

Mysore Satish Sharad

Managing Director

DIN: 08987445

Place : Mysore

Date : June 30, 2021

Syed Fahad

Director

DIN: 01865406

Place : Bengaluru

Date : June 30, 2021

Sunil Varghese P

Chief Financial officer

Place : Bengaluru

Date : June 30, 2021

Prakriti Sarvouy

Company Secretary

Membership No. : 21962

Place : Bengaluru

Date : June 30, 2021

Place : Bengaluru

Date : July 24, 2021

Ovobel Foods Limited
Statement of Profit and Loss for the year ended 31 March 2021
(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Particulars		Note No.	For the year ended March 31, 2021	For the year ended March 31, 2020
	Income			
	Sales	20	11,072.55	10,870.26
I	Revenue from Operations		11,072.55	10,870.26
II	Other income	21	587.92	802.42
III	Total Income		11,660.46	11,672.68
	Expenses			
	Cost of materials consumed	22	8,927.52	8,908.17
	Changes in inventories of finished goods and stock-in-transit	23	118.21	(307.91)
	Employee Benefit Expenses	24	1,028.01	799.56
	Finance Cost	25	114.44	91.70
	Depreciation and Amortization Expenses	26	87.71	104.07
	Other Expenses	27	1,642.21	1,692.34
IV	Total expenses		11,918.10	11,287.94
V	Profit before Tax (III - IV)		(257.63)	384.75
	Tax expenses			
	Current tax	6	-	125.11
	Minimum alternative tax credit			1.83
	Earlier year's tax		(0.19)	
	Deferred tax charge/(income)	7	(76.47)	(14.06)
VI	Total Tax expenses		(76.67)	112.88
VII	Profit/(loss) for the year (V - VI)		(180.96)	271.87
	Other comprehensive income			
	Items that will not be reclassified to profit or (loss) in subsequent period			
	Investment Revaluation		2.30	(1.80)
	Less: Tax effect on the above		(0.64)	(0.50)
			1.66	(1.30)
	Re-measurement gains / (losses) on defined benefit plans		(3.26)	(42.93)
	Less: Tax effect on the above		0.91	(10.73)
			(2.36)	(32.20)
VIII	Net Other Comprehensive Income/(loss) for the year		(0.70)	(33.50)
IX	Total Comprehensive Income for the year (VII + VIII)		(181.66)	238.37
	Earning per equity share (Rs. 10 paid up) (In Rs.)			
	[Nominal value of share Rs. 10 (Previous year : Rs. 10)]			
	Basic		(1.72)	2.59
	Diluted		(1.72)	2.59

Summary of significant accounting policies

1B

The accompanying notes are an integral part of the financial statements

As per our report of even date
For Nara Hari & Raghavendra
Chartered Accountants
Firm Registration No. 014509S

For and on behalf of the Board of Directors

Muppadisetty Raghavendra
Partner
Membership No. :229018
UDIN: 21229018AAAAFW1409

Mysore Satish Sharad
Managing Director
DIN: 08987445
Place : Mysore
Date : June 30, 2021

Syed Fahad
Director
DIN: 01865406
Place : Bengaluru
Date : June 30, 2021

Place : Bengaluru
Date : July 24, 2021

Sunil Varghese P
Chief Financial officer
Place : Bengaluru
Date : June 30, 2021

Prakriti Sarvouy
Company Secretary
Membership No. : 21962
Place : Bengaluru
Date : June 30, 2021

Ovobel Foods Limited
Cash Flow Statement for the year ended 31 March 2021

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Particulars	For the year ended 31-Mar-2021	For the year ended 31-Mar-2020
A Cash flow from operating activities		
Profit before tax	(257.63)	384.75
Non-cash adjustment & adjustments for other activities:		
Depreciation / amortization on continuing operation	87.71	99.38
Interest Expense	91.50	77.55
Finance Lease Cost	-	6.07
Interest income	(47.95)	(45.25)
Profit on Sale of Property, Plant and Equipment	-	(0.27)
Changes in Assets and Liabilities	(126.37)	522.23
Increase/(decrease) in trade payables	47.43	(157.17)
Increase/(decrease) in Provisions	1.22	1.25
Increase/(decrease) in other current liabilities	(312.49)	311.30
Increase/(decrease) in other financial liabilities	47.80	(62.29)
Increase/(decrease) in Short term Provisions	38.09	(2.30)
Increase/(decrease) in other current financial assets	(28.74)	(36.14)
(Increase)/decrease in other non current financial assets	(2.67)	-
(Increase)/decrease in Current Assets	(10.56)	69.63
(Increase)/decrease in Inventories	117.92	(303.44)
(Increase)/decrease in trade receivables	17.41	(56.86)
(Increase)/decrease in Loans and Advances	(4.86)	(10.18)
(Increase)/decrease in in Current Tax Assets	-	(19.88)
Payment of Rent	-	(5.41)
Cash generated from / (used in) operations	(215.82)	250.75
Direct taxes paid during the year (net of refunds)	108.17	189.55
Net cash flow from/ (used in) operating activities (A)	(107.66)	61.20
B Cash flow from investing activities		
Purchase of Property, Plant and Equipment	(124.33)	(54.92)
Proceeds from Sale of Property, Plant and Equipment	-	1.08
Interest received	47.95	45.25
Net cash flow from/(used in) investing activities (B)	(76.38)	(8.58)
C Cash flow from financing activities		
Changes in liabilities arising from financing activities (refer explanatory note below)	347.77	50.22
Interest paid	(91.50)	(77.55)
Net cash flow from/(used in) in financing activities (C)	256.27	(27.34)
Net increase/(decrease) in cash and cash equivalents (A + B + C)	72.23	25.28
Cash and cash equivalents at the beginning of the year	817.05	791.78
Cash and cash equivalents at the end of the year	889.29	817.05
Components of cash and cash equivalents		
Cash on hand	0.45	1.25
With banks - on current account	21.91	70.49
Deposits with Bank (Not included above)	866.93	745.31
Total cash and cash equivalents	889.28	817.05
Summary of significant accounting policies	IB	

Ovobel Foods Limited**Cash Flow Statement for the year ended 31 March 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Explanatory notes to Statement of Cashflows

Changes in liabilities arising from financing activity

Particulars	Liabilities arising from financial activities	
	Long term Borrowings Note 15	Short Term Borrowings Note 15
As on 01st April 2020	-	1,212.06
Cash flow changes		
Proceeds from Borrowings	30.35	317.42
Repayment of Borrowings	-	
Non cash Changes		
	-	-
As on 31st March 2021	30.35	1,529.48
As on 01st April 2019	-	1,161.84
Cash flow changes		
Proceeds from Borrowings		15,141.50
Repayment of Borrowings		(15,091.28)
Non cash Changes		
Written Back	-	-
As on 31st March 2020	-	1,212.06

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date
For Nara Hari & Raghavendra
Chartered Accountants
Firm Registration No. 014509S

For and on behalf of the Board of Directors

Muppadisetty Raghavendra
Partner
Membership No. :229018
UDIN: 21229018AAAAFW1409

Mysore Satish Sharad
Managing Director
DIN: 08987445
Date : June 30, 2021

Syed Fahad
Director
DIN: 01865406
Date : June 30, 2021

Place : Bengaluru
Date : July 24, 2021

Sunil Varghese P
Chief Financial officer
Place : Bengaluru
Date : June 30, 2021

Prakriti Sarvouy
Company Secretary
Membership No. : 21962
Place : Bengaluru
Date : June 30, 2021

Ovobel Foods Limited**Statement of Changes in Equity for the year ended 31 March 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

A. Equity Share Capital

Particulars	As at April 1, 2019	Changes in equity share capital during the year	As at April 1, 2020	Changes in equity share capital during the year	As at March 31, 2021
Equity share capital	1,050.08	-	1,050.08	-	1,050.08

B. Other Equity

Particulars	Reserves and Surplus		Items of Other Comprehensive Income	Total
	Retained Earnings	Capital Reserves		
Balance as on 01 April 2019	494.04	489.35	(4.67)	978.72
Profit for the year	271.87	-	-	271.87
Revaluation of Investments	-	-	(1.30)	(1.30)
Remeasurement of net defined benefit liability/asset (net of tax)	-	-	(32.20)	(32.20)
Balance as on 31 March 2020	765.90	489.35	(38.17)	1,217.09
Profit for the year	(180.96)	-	-	(180.96)
Revaluation of Investments	-	-	2.94	2.94
Remeasurement of net defined benefit liability/asset (net of tax)	-	-	(4.17)	(4.17)
Balance as on 31 March 2021	584.94	489.35	(39.40)	1,034.89
Summary of significant accounting policies	1B			

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Nara Hari & Raghavendra

Chartered Accountants

Firm Registration No. 014509S**For and on behalf of the Board of Directors****Muppadisetty Raghavendra**

Partner

Membership No. :229018**UDIN: 21229018AAAAFW1409****Mysore Satish Sharad**

Managing Director

DIN: 08987445

Place : Mysore

Date : June 30, 2021

Syed Fahad

Director

DIN: 01865406

Place : Bengaluru

Date : June 30, 2021

Sunil Varghese P

Chief Financial officer

Place : Bengaluru

Date : June 30, 2021

Prakriti Sarvouy

Company Secretary

Membership No. : 21962

Place : Bengaluru

Date : June 30, 2021

Place : Bengaluru

Date : July 24, 2021

Ovobel Foods Limited**Notes to the financial statements for the year ended March 31, 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Background

Ovobel Foods Limited (the Company) (CIN: L85110KA1993PLC013875) is a company limited by shares, incorporated and domiciled in India. The Company is engaged in the business of manufacturing and distribution of Eggs powders & other egg related products. The Company sells its products in India as well as in various other global markets.

The financial statements are approved for issue by the company's Board of Directors meeting held on 23rd July 2021.

1 Summary of Significant Accounting Policies:**1A Basis of preparation of financial statements**

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III (Division II) to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

The financial statements are presented in Indian Rupees in Lakhs, except when otherwise indicated.

1B Significant accounting policies**i Use of Estimates**

The preparation of financial statements in conformity with general accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

ii Accounting of FPS (MEIS) Licence

Company is entitled to receive Government Assistance on FOB Value of its export turnover. As per Indian Accounting Standard (IND AS) 20, "Accounting for Government Grants and Disclosure of Government Assistance", government grants including non monetary grants shall be recognised when company is well assured that:

- a) the company will comply with conditions attaching to them; and
- b) the grant will be received.

Company recognises income arising from Focus Product Scheme [FPS] and duty drawback under the MEIS Scheme of Foreign trade policy on approval basis since the entitlement is subject to the approvals of Director General of Foreign Trade (DGFT) authorities.

iii Property, plant and equipment and depreciation/amortisation**A. Property, plant and equipment**

Property, plant and equipment except land are carried at historical cost of acquisition, less accumulated depreciation and amortisation.

Cost represents all expenses directly attributable to bringing the asset to its working condition capable of operating in the manner intended.

The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the Company measures its 'value in use' on the basis of undiscounted cash flows of next five years projections estimated based on current prices.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Assets under installation or under construction and the related advances as at the Balance Sheet date are shown as Capital Work in Progress.

B. Transition to IND AS

On Transition to Ind AS, the Company had elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1st April 2016 measured as per previous GAAP which in case of the Company, corresponds with carrying costs measured in accordance with Ind AS 16 Property, plant and equipment.

C. Depreciation and amortisation methods, estimated useful lives and residual value**a) On tangible Assets**

- I a) Depreciation is provided on a pro rata basis on the written down value method to allocate the cost, net of residual value over the estimated useful lives of the assets.
- b) Where a significant component (in terms of cost) of an asset has an estimated economic useful life shorter than that of its corresponding asset, the component is depreciated over its shorter life.
- c) Useful life of assets are determined by the Management by internal technical assessments except in case where such assessment suggests a life significantly different from those prescribed by Schedule II- Part 'C', the useful life is as assessed and certified by a technical expert.

II Assets which are depreciated over useful life/residual value indicated by Schedule II are as follows:

Asset Class	Life As per Schedule II
Factory Buildings	30 years
Office Equipment's	05 years
Furniture & Fixtures	10 years
Plant & Machinery - Continuous process plant	08 years
Plant & Machinery - Electrical Installations & General Laboratory equipment's	10 years
Plant & Machinery - Others (Material handling pipelines & welding equipment's)	12 years
Plant & Machinery - Other Equipment's	15 years
Plant & Machinery - Vessels / Storage tanks and drying equipment's / centrifuges	20 years
Plant & Machinery - Transmission lines, cables & other network assets	40 years
Computers & data processing units	03 years
Motor Vehicles	08 years

Ovobel Foods Limited**Notes to the financial statements for the year ended March 31, 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

III Depreciation on additions is being provided on pro rata basis from the month of such additions.

IV Depreciation on assets sold, discarded or demolished during the year is being provided up to the month in which such assets are sold, discarded or demolished.

V Residual Value of 5% has been Maintained for Intangible Assets, Balance has been Amortised in the year of Purchase.

b) Impairment of assets

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

iv Inventories

Cost of inventories have been computed to include all costs of purchases (including materials), cost of conversion and other costs incurred, as the case may be, in bringing the inventories to their present location and condition.

Inventories comprising of Raw materials, Finished goods and Goods in transit are valued at cost or net realisable value whichever is less. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

v Investments & financial assets**i) Classification**

The Company classifies its financial assets in the following measurement categories :-

- a) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- b) those measured at amortised cost.

The classification is done depending upon the Company's business model for managing the financial assets and the contractual terms of the cash flows.

ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value in the case of financial asset not at fair value through profit or loss', transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at 'fair value through profit or loss' are expensed in profit or loss.

Fair value through profit or loss:

Assets that do not meet the criteria for amortised cost, are measured at fair value through profit or loss e.g. investments in mutual funds. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the Statement of Profit and Loss within other gains/(losses) in the period in which it arises.

iii) Derecognition of financial assets

A financial asset is derecognised only when Company has transferred the rights to receive cash flows from the financial asset. Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised.

vi Income recognition**Interest Income**

Interest income from Financial assets (Rent deposits) is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial asset but does not consider the expected credit losses.

Dividends

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.

vii Foreign currency transactions

- i) Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.
- ii) On initial recognition, all foreign currency transactions are recorded at foreign exchange rate on the date of transaction as notified by CBEC from time to time
- iii) Monetary items of current assets and liabilities in foreign currency outstanding at the close of financial year are revalued at the appropriate exchange rates prevailing at the close of the year.
- iv) The gain or loss on decrease/increase in reporting currency due to fluctuations in foreign exchange rates, in case of monetary current assets and liabilities in foreign currency, are recognised in the Statement of Profit and Loss in the manner detailed in note 20 to financial statements.

viii Cash & Cash equivalents

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

Ovobel Foods Limited**Notes to the financial statements for the year ended March 31, 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

ix Revenue Recognition

The Company has adopted IndAS 115-"Revenue from Contracts with Customer ", with effect from 01 April 2018. Company has applied the following accounting policy in the preparation of its financial statements:

The Group recognises revenue from contracts with customers based on a five step model as set out in IndAS 115:

Step 1. Identify the contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2. Identify the performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3. Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4. Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group will allocate the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5. Recognise revenue when (or as) the entity satisfies a performance obligation.

Company recognises revenue at a point in time when it satisfies a performance obligation by transferring promised goods to a customer. An asset is transferred when the customer obtains control of the same.

When the company satisfies a performance obligation by delivering the promised goods or services it creates a contract asset based on the amount of consideration earned by the performance. Where the amount of consideration received from a customer exceeds the amount of revenue recognised this gives rise to a contract liability.

Company undertakes production and sale of processed egg products and by products. The produced goods are sold to domestic and export customers.

Export Sales

Export contracts are entered on terms of CIF(cost, insurance and freight) and CRF(cost and freight) basis.

Control of goods is said to be transferred when customer has the ability to direct the use of and obtain the benefits from the good or service irrespective of risk or rewards being transferred. The shipment terms of CIF and CRF are a measure of transfer of risk and rewards only. Therefore, the transfer of control and point of recognising revenue will be considered when the goods arrive at their final destination port.

Domestic Sales

Revenue under domestic contracts is recognised when goods are outwarded from the place of production as the customer obtains control from that point of time, i.e., customer can direct its use thereafter.

Other Income

Other Income shall be required when entity satisfies the respective performance obligation.

x Write back policy for provisions / liabilities

Accrued Interest on loans recorded in the books are retained until the Company receives the "No due certificate" / Account closure letter from the financial institutions / authorities and after receiving the "No due certificate", the liability shall be written back and recorded as income.

xi Foreign Currency Transactions

Foreign currency transactions during the year are initially recognised in the functional currency at the rate of exchange prevailing at the date of transaction. Exchange differences arising on the settlement of such transactions are recognised in the Statement of Profit and Loss in the period in which they arise.

Foreign currency monetary items as at the balance date are translated using the closing rate; the resultant exchange differences are recognized in the Statement of Profit and Loss.

Non- Monetary items that are measured in terms of historical cost in a foreign currency and are translated using the exchange rate at the date of transaction.

xii Cash Flow Statements

The entity reports the cash flow from

a) operating activities using indirect method by adjusting the profit or loss for the effects of transactions of non-cash nature, deferrals or accruals of past or future cash receipts or payments and item of income or expense associated with investing or financing cash flows.

b) From investing and financing activities by reporting separately the major cash receipts and cash payments that arises from investing and financing activities except to the extent permitted to be reported on net basis by IND AS -7.

xiii Sales Commission

Sales Commission payable is provided as and when the revenue from such sales is accounted.

xiv Earnings Per Share

Basic earnings per share amounts are computed by dividing net profit or loss for the period attributable to equity shareholders by the weighted average number of shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

xv Retirement Benefits- Defined Benefit Plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plans. The Company's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The entity determines the defined benefit liability/asset annually by referring the same for valuation by a qualified actuary. The qualified actuary valued the defined benefit obligation by using the projected unit credit method. The amounts recognised in the financial statements are based on such actuarial valuation. Such determination of defined benefit obligations takes into account any practices of constructive obligations. The obligations (in respect of each material plan) are recognised in the financial statements

a) In Statement of Profit & Loss

(i) Current service cost

(ii) Any past service cost and gain or loss on settlement

(iii) Net interest on net defined benefit liability

Ovobel Foods Limited**Notes to the financial statements for the year ended March 31, 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

- b) In Other comprehensive income
- (i) Actuarial gains and losses
 - (ii) Return on plan assets, excluding amounts included in net interest on the net defined benefit liability
 - (iii) Any change in the effect of asset ceiling
- c) In the Balance sheet, the net defined benefit/asset is separately recognised and in respect of surplus in a defined plan, the net defined asset is measured at lower of
- a) Surplus in the defined benefit plan and
 - b) The asset ceiling
- When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Corporation recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.
- (iv) **Long-term employee benefits**
- The Other long-term benefits that arise consequent to employment contracts are recognised in Statement of Profit & Loss as
- (i) Service cost
 - (ii) Net interest on net defined benefit liability
 - (iii) Re-measurements of the net defined benefit liability
- Long term paid absences and other long-term employee benefits are provided for on the basis of an actuarial valuation, using projected unit credit method, as at each balance sheet date.

xvi Segment reporting**Identification of segments**

The company's operating businesses are organized and managed according to the geographical locations of the customers.

xvii Taxation

Current tax is determined based on the amount of tax payable in respect of taxable income for the year.

Deferred tax is recognized on timing differences: being the difference between the taxable incomes and accounting income that originate in one year and are capable of reversal in one or more subsequent years. Deferred tax assets and liabilities have been enacted or substantively enacted by the Balance sheet date. Deferred tax assets arising on account of unabsorbed depreciation or carry forward of tax losses are recognized only to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

xviii Contingent Liabilities & Provisions

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation such as product warranty costs. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

xix Leases**In case of Assets taken on lease:**

The Company's lease asset classes primarily consist of leases for buildings. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

The Right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases.

Ovobel Foods Limited
Notes to the financial statements for the year ended March 31, 2021

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

2. PROPERTY, PLANT & EQUIPMENT

Particulars	Property, Plant and equipment								Total Tangible Assets	Intangible Assets Software	Total Intangible Assets
	Land & Building	Factory Building	Office Equipment's	Furniture & Fixtures	Plant & Machinery	Vehicles	Computers	Electrical fittings			
GROSS BLOCK											
As on 1st April 2019	17.22	443.21	46.92	37.11	2,339.36	8.32	25.50	1.80	2,919.44	4.67	4.67
Additions	-	-	3.74	0.32	45.17	-	1.53	0.40	51.16	3.76	3.76
Disposals	-	-	-	-	2.64	-	-	-	2.64	-	-
At 31 March 2020	17.22	443.21	50.67	37.43	2,381.89	8.32	27.03	2.20	2,967.96	8.43	8.43
As on 1st April 2020	17.22	443.21	50.67	37.43	2,381.89	8.32	27.03	2.20	2,967.96	8.43	8.43
Additions	24.52	-	-	-	49.09	42.36	2.08	6.27	124.33	-	-
Disposals	-	-	-	-	-	-	-	-	-	-	-
At 31 March 2021	41.74	443.21	50.67	37.43	2,430.98	50.68	29.11	8.47	3,092.29	8.43	8.43
DEPRECIATION											
As on 1st April 2019	-	320.72	41.98	27.39	2,153.01	5.39	19.32	0.12	2,567.94	4.67	4.67
Charge for the year	-	17.21	2.98	2.52	68.10	0.77	3.78	0.45	95.81	3.57	3.57
Disposals	-	-	-	-	1.83	-	-	-	1.83	-	-
At 31 March 2020	-	337.93	44.97	29.91	2,219.28	6.16	23.11	0.57	2,661.92	8.24	8.24
As on 1st April 2020	-	337.93	44.97	29.91	2,219.28	6.16	23.11	0.57	2,661.92	8.24	8.24
Charge for the year	-	14.57	2.62	1.85	60.33	0.56	1.81	0.85	82.59	0.19	0.19
Disposals	-	-	-	-	-	-	-	-	-	-	-
At 31 March 2021	-	352.50	47.59	31.76	2,279.60	6.72	24.92	1.42	2,744.52	8.43	8.43
NET BLOCK											
At 31 March 2020	17.22	105.28	5.70	7.51	162.61	2.16	3.92	1.63	306.04	0.19	0.19
At 31 March 2021	41.74	90.71	3.08	5.66	151.38	43.96	4.19	7.05	347.77	-	-

(a) At cost, except Factory land which is at cost, less amounts written off.

(b) Refer note 1B clause iii of summary of significant accounting policy

Ovobel Foods Limited**Notes to the financial statements for the year ended March 31, 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

2(a) Right of Use Assets:

	(₹ in Lakhs)	
Gross block:	Lease of Buildings	Total
Balance as at April 1, 2019	17.01	17.01
Additions	-	-
Deletions	-	-
As on 31 Mar 2020	17.01	17.01
Additions	-	-
Deletions	-	-
As on 31 Mar 2021	17.01	17.01

Accumulated Depreciation:

Balance as at April 1, 2019	-	-
Charge for the year	(4.69)	(4.69)
Deletions	-	-
As on 31 Mar 2020	(4.69)	(4.69)
Charge for the year	(4.93)	(4.93)
Deletions	-	-
As on 31 Mar 2021	(9.62)	(9.62)

Balance as at March 31, 2021	7.39	7.39
Balance as at March 31, 2020	12.33	12.33

*The aggregate depreciation expense on Right-of-use assets is included under depreciation and amortization expense in the Statement of Profit and Loss.

The break-up of current and non-current lease liabilities is as follows:

	(₹ in Lakhs)	
Particulars	31-Mar-21	31-Mar-20
Current lease liabilities	5.54	4.66
Non-current lease liabilities	2.18	7.73
Total	7.73	12.38

The movement in lease liabilities during the year ended March 31, 2021 is as follows:

	(₹ in Lakhs)	
Particulars	31-Mar-21	31-Mar-20
Balance at the beginning of the year	12.38	12.38
Additions	1.05	1.05
Deletions	-	-
Payment of lease liabilities	(5.70)	(5.70)
Balance as the end of the year	7.73	7.73

Ovobel Foods Limited
Notes to the financial statements for the year ended March 31, 2021

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

3. Investments
Non-Current (unsecured considered good)

Particulars	31-Mar-21	31-Mar-20
a) Investments in equity instruments (Carried at fair value through other comprehensive income) 10,000 (31 March 2020: 10,000) equity shares face value of Rs.10 each full paid up [Market Value March 2021 Rs. 4.40 lakhs] [March 2020 Rs. 2.10 Lakhs]	4.40	2.10
	4.40	2.10

The above amount is sub classified as:	31-Mar-21	31-Mar-20
Aggregate amount of Investment in Listed Securities	4.40	2.10
Aggregate amount of Investment in Unlisted Securities	-	-
Aggregate amount of impairment in value of investments	-	-
	4.40	2.10

a) Details of the Fair value changes on the above investments:

	31-Mar-21	31-Mar-20
Fair Value Gain/(loss)	2.30	(1.80)
Less: Tax impact on above	0.64	(0.50)
Net Fair Value Gain/(loss) to be transferred to Other Comprehensive Income for the year	1.66	(1.30)

4. Loans and advances
(Unsecured, good, unless stated otherwise)

Particulars	Non Current		Current	
	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
Security Deposits	46.03	41.17	-	-
Employee Advances	-	-	7.99	9.99
Other Advances	-	-	0.00	200.05
Other Receivables*	-	-	365.92	153.31
	46.03	41.17	373.91	363.35

* Refer Note 15 'Borrowings' forming part of the financial statements. The advance against OTS offers includes advance payment made towards the equity assistance provided by KSIIDC and MFPI. The company has filed an application with the BSE on 17th March 2020 for the accounting treatment of the Share capital redeemed from KSIIDC & MFPI. The Company has received a letter from BSE on 18th March 2020 to enable filing the scheme with Hon'ble NCLT, which was duly filed and hearings were in progress. As on the reporting date, the bench is yet to receive inputs from concerned Regional director and ROC.

5. Current Tax (Net)

Particulars	Non Current		Current	
	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
Advance Tax (Net of provision for taxation)	-	113.95	5.98	-
	-	113.95	5.98	-

6. Income Tax

The major components of income tax expense for the years ended March 31, 2021 and March 31, 2020 are:

Statement of profit and loss:
Profit or loss section

Particulars	31-Mar-21	31-Mar-20
Current income tax:		
Current income tax charge	-	241.63
Deferred tax:		
Deferred tax charge/(income)	(76.47)	33.77
	(76.47)	275.39

7 Deferred Tax (Net)	31-Mar-21	31-Mar-20
Deferred tax liability		
Treatment of Leases	0.19	-
Gross deferred tax liability	0.19	-
Deferred tax asset		
Fixed Assets: impact of difference between tax depreciation and depreciation charged for the financial reporting	123.93	57.57
Expenses on which Tax is not deducted	-	0.50
Bonus	22.16	11.35
Leave Encashment	15.20	13.80
Gratuity	9.48	12.95
Gross deferred tax asset	170.77	96.17
Net deferred Tax Asset	170.58	96.17

Ovobel Foods Limited
Notes to the financial statements for the year ended March 31, 2021
(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Effective Tax Rate

Particulars	31-Mar-21	31-Mar-20
Profit before tax and before share of profits / (loss)	(257.63)	384.75
Tax using the Company's domestic tax rate (27.82%)	(71.67)	107.04
Income exempt from tax	-	(0.10)
Impact of Application of ICDS	0.19	
Adjustments in respect of non creation of deferred tax for current year Losses	65.69	49.62
Adjustments in respect of Permanent differences	1.29	(52.20)
Others	-	9.72
Effective tax Rate	(4.50)	240.96

8. Inventories

Particulars	31-Mar-21	31-Mar-20
Raw Material and Consumables	32.50	32.21
Finished Goods	655.06	774.52
Stock in transit	561.62	560.37
	1,249.18	1,367.10

9. Trade Receivable

(Unsecured, considered good, unless stated otherwise)

Particulars	Non Current		Current	
	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
Unsecured, considered good < 6 months	-	-	737.22	751.19
Unsecured, considered good > 6 months	-	-	-	3.44
	-	-	737.22	754.63

10. Cash & cash equivalents

Particulars	Non Current		Current	
	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
Cash on Hand			0.45	1.25
Balances with banks:				
-On current Accounts	-	-	21.91	70.49
	-	-	22.36	71.74

11. Bank balances other than cash and cash equivalents

Particulars	Non Current		Current	
	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
-Deposits with more than 3 months but less than 12 months maturity	-	-	866.93	745.31
	-	-	866.93	745.31

12. Other Assets

Particulars	Non Current		Current	
	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
Advances against OTS Offers	-	-	100.00	100.00
Balances with Statutory Authorities	-	-	181.30	147.62
Advances to Suppliers	-	-	-	0.82
Prepaid expenses	0.37	-	29.48	33.61
	0.37	-	310.78	282.04

13. Equity share capital

Particulars	31-Mar-21	31-Mar-20
Authorized shares		
1,10,00,000 (March 31, 2020: 1,10,00,000) equity shares of Rs. 10 each	1,100.00	1,100.00
	1,100.00	1,100.00
Issued, subscribed and fully paid-up shares		
1,05,00,800 (March 31, 2020: 1,05,00,800) equity shares of Rs. 10 each fully paid up	1,050.08	1,050.08
	1,050.08	1,050.08

13.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	31-Mar-21		31-Mar-20	
	No.	Amount	No.	Amount
At the beginning of the period	1,05,00,800	1,050.08	1,05,00,800	1,050.08
Issued during the period	-	-	-	-
Bought Back during the period	-	-	-	-
Outstanding at the end of the period	1,05,00,800	1,050.08	1,05,00,800	1,050.08

Terms/Rights attached to Equity Shares

The company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2021, the company has not proposed for any dividend payable to the share holders .

In the event of Liquidation, the holders of equity Share holders are entitled to receive remaining assets of the company after distribution of all preferential amount, in proportion to the number of shares held by shareholders.

Ovobel Foods Limited**Notes to the financial statements for the year ended March 31, 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

13.2 Shareholding more than 5% shares in the company

	31-Mar-21		31-Mar-20	
	No	%	No	%
Ovobel NV	14,84,691	14.14%	14,84,691	14.14%
Utsav Parekh	-	-	10,43,600	9.94%
Indus Food Products & Equipments	-	-	8,50,000	8.09%
Shanti Swarup Agarwal	-	-	7,72,409	7.36%
Vinita Agarwal	-	-	6,28,400	5.98%
Sukanya Sathish	14,15,000	13.48%	-	-
Channappa B G	10,12,000	9.64%	-	-
M P Sathish Babu	9,97,609	9.50%	-	-
M S Sharad	7,94,000	7.56%	-	-
Syed Fahad	6,07,000	5.78%	-	-
Ajay Kumar Kayan	3,77,000	3.59%	-	-

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Karnataka State Industrial and Infrastructure Development Corporation Ltd.

KSIIDC and Ministry of Food Processing Industries [MFPI] have transferred 5,00,000 Equity Shares in favour of the Company in terms of Buy back of share approved by KSIIDC vide approval dated 02 February 2015. The company has filed an application with the BSE on 17th March 2020 for the accounting treatment of the Share capital redeemed from KSIIDC & MFPI. The Company has received a letter from BSE on 18th March 2020 to enable filing the scheme with Hon'ble NCLT, which was duly filed and hearings were in progress. As on the reporting date, the bench is yet to receive inputs from concerned Regional director and ROC.

Note: All the above disclosures are made in lakhs except for shares data and if otherwise stated.

14. Other equity

Particulars	31-Mar-21	31-Mar-20
Surplus in the Statement of Profit and Loss		
Balance as per last financial statements	765.90	494.04
Profit for the year	(180.96)	271.87
Less: Appropriations	-	-
Net surplus in the Statement of Profit and Loss	584.94	765.90
Capital Reserve		
Opening balance	489.35	489.35
Addition to the reserve	-	-
Transfer/ utilization of reserve	-	-
Net surplus in the Capital reserve	489.35	489.35
Investment Valuation Reserve		
Opening balance	(0.61)	0.68
Addition to the reserve	2.30	(1.80)
Transfer/ utilization of reserve	-	-
Income Tax effect on Investment Revaluation	(0.64)	(0.50)
Net surplus in the Investment valuation reserve	2.32	(0.61)
Other Comprehensive Income Reserve		
Opening balance	(37.55)	(5.35)
Addition to the reserve - OCI	(3.26)	(42.93)
Transfer/ utilization of reserve	-	-
Income Tax effect on Defined Benefit Obligation	0.91	(10.73)
Net surplus in the Other Comprehensive Income Reserve	(41.72)	(37.55)
Total Reserves And Surplus	1,034.89	1,217.09

15. Borrowings

Particulars	Non - Current		Current	
	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
From banks:				
Packing credit from banks (secured)	-	-	516.74	326.33
Bill discounting (secured)	-	-	1,007.08	885.73
Term loan for Vehicles	30.35	-	5.65	-
	30.35	-	1,529.48	1,212.06

a. The Company had availed three financial assistances in the earlier years from KSIIDC & MFPI viz. (i) KSIIDC Term loan of Rs. 4,000 thousands (ii) KSIIDC - Corporate loan Rs. 4,625 thousands and (iii) MFPI Term loan of Rs. 4,150 thousands, which are secured by way of first charge on the fixed assets of the company by way of equitable mortgage of factory land and building, hypothecation of plant and machinery as well as personal guarantee of few directors and also Corporate Guarantee by Companies in which Directors are Interested.

Ovobel Foods Limited**Notes to the financial statements for the year ended March 31, 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

b. During the year 2014-15 the company had based on BIFR directions arrived at a scheme of settlement of the dues of both KSIIDC as well as MFPI, totally amounting to Rs. 824 lakhs in terms of approval given by each of them and pending its approval/sanction by BIFR. The company has also remitted the dues as claimed by both of them, though a part of the claims are protested, a final decision is awaited and which was linked to the consent of BIFR. However, with the replacement of SICA with effect from 1st December 2016 the said consent /sanction from BIFR for the above settlements are no longer required/ possible and accordingly the company has once again approached KSIIDC/MFPI for :

- Issue of no due/accounts closure letters
- Arrangement for satisfaction for charge as well as for modification of charge providing for exclusive first charge in the favour of Vijaya bank
- Arrangement for transfer of the equity in favour of the company.

c. Once KSIIDC/ MFPI approve the said request and issues necessary consent and the matter reaches finality, necessary entries will be passed in the books of accounts giving effect to the sacrifice/ concessions extended by each of them.

d. During the year 2014-15 the Company has, based on BIFR directions, arrived at a scheme of settlement of the dues of both KSIIDC as well as MFPI, totally amounting to Rs. 824 lakhs in terms of approval given by each of them pending its approval/sanction by BIFR. The Company has also remitted the dues as claimed by both of them, though a part of the claims are protested, a final decision is dependent upon the rehabilitation scheme to be sanctioned by BIFR under the provisions of the Sick Industrial Companies (Special Provisions) Act, 1985.

e. The Company had remitted the dues as claimed by KSIIDC and MFPI under the OTS Scheme in the earlier years. The Company had not recorded the final entries in the books of accounts giving the effect of concessions provided by KSIIDC and MFPI till previous year.

However, during the previous year, the company has received No Due certificates from KSIIDC as well as MFPI, with respect to the loan outstanding and interest accrued. Hence the Company has written back the interest accrued portion pertaining to the above mentioned parties.

Packing Credit and Bill discounting are secured loans - Details are as below -

Security	Interest rate	Repayment Terms
Packing Credit:		
Secured by First charge on the raw materials, work in progress, finished goods, receivables and Charge on Fixed assets of the company (pending modification of the charge to be effected by KSIIDC), along with Personal guarantee of the directors.	Lender's Base rate + Premium + 0.75 %	12 months, subject to annual review
Term loan for Vehicles		
Charge on the vehicle purchased.	Applicable RBI Repo Rate + Margin of 3.35% (reset at Monthly rests)	End to End tenor of 60 months with fixed EMI starting from May 2021

16. Provisions

Particulars	Non - Current		Current	
	31-Mar-21	31-Mar-20	31-Mar-21	31-Mar-20
Provision for employee benefits				
- Provision for gratuity*	34.09	40.79	-	-
- Provision for leave benefits	49.66	49.60	4.96	-
- Provision for bonus	-	-	79.67	46.55
- Provision for income tax	8.82	-	-	-
	92.57	90.39	84.64	46.55

*Note : The Provision for Gratuity balance is shown net of Employee Gratuity Trust balance

17. Trade payables

Particulars	31-Mar-21	31-Mar-20
Trade Payable (MSMED Vendors)	-	1.00
Trade Payable Others	221.34	172.92
	221.34	173.92

Note : The above disclosure is based upon the information available with the Company and is subject to confirmation from MSMED vendors.

18. Other Financial Liabilities

Particulars	31-Mar-21	31-Mar-20
Statutory Liabilities	6.38	9.88
Other liabilities	85.44	29.49
	91.82	39.36

19. Other current liabilities

Particulars	31-Mar-21	31-Mar-20
Advance from customers	-	312.49
Deferred revenue	-	-
	-	312.49

20. Revenue from operations

	31-Mar-21	31-Mar-20
Sale of products	11,072.55	10,870.26
	11,072.55	10,870.26
Details of products sold		
Finished goods sold		
Egg-Powder	10,543.09	10,610.57
Egg-Liquid	529.46	253.63
Others	-	6.06
	11,072.55	10,870.26

Ovobel Foods Limited**Notes to the financial statements for the year ended March 31, 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

20.1 Revenue Streams

The Company is primarily involved in manufacturing and sale of various egg products

Particulars	31-Mar-21	31-Mar-20
Sale of goods / Income from operations	11,072.55	10,870.26
Other operating revenues	429.02	621.38
Revenue from operations	11,501.56	11,491.64

20.2 Disaggregated Revenue from Contract with Customers

In the following table, revenue from contracts with customers is disaggregated by primary geographical market

Particulars	31-Mar-21	31-Mar-20
Export	10,503.43	9,806.72
Domestic	569.12	1,063.54
Sales of Goods/Income from Operations	11,072.55	10,870.26

20.3 Contract Balances

Particulars	31-Mar-21	31-Mar-20
Commission Payable	55.53	24.25
Exports Receivables	737.22	754.63
	792.75	778.88

21. Other Income	31-Mar-21	31-Mar-20
Liabilities no longer required written back - Refer Note below	0.91	1.19
Interest Income on:		
Bank Deposits	47.95	45.25
IT Refund	7.80	-
Gain on account of foreign exchange fluctuations (net)	102.24	134.33
Dividend on Long term investment	0.01	-
Profit on Sale of Fixed Assets	-	0.27
Other non - operating income *	429.02	621.38
(Net of expenses directly attributable to such income)		
* Includes sale of export licenses Rs.416.37 lakhs (March 2020: Rs. 594.71 lakhs)		
* Includes duty drawback Rs. 10.01 lakhs (March 2020: Rs. 10.04 lakhs)		
	587.92	802.42

22. Cost of Raw Materials Consumed

	31-Mar-21	31-Mar-20
Inventory at the beginning of the year	11.25	13.44
Add: Purchases & Direct Expenses	8,923.84	8,905.97
Less: Inventory at the end of the year	7.57	11.25
Total Cost of Raw Material Consumed	8,927.52	8,908.17

Ovobel Foods Limited**Notes to the financial statements for the year ended March 31, 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Details of Raw materials and components Excluding Direct Expenses		
Eggs	8,659.79	8,720.79
Dirty Eggs	69.37	67.12
Pullet Eggs	109.88	40.78
Pigments, Yeast and Enzymes	84.80	2.89
	8,923.84	8,831.59
Details of Inventories		
Raw Materials and components		
Eggs	-	-
Pigments, Yeast and Enzymes	7.57	11.25
	7.57	11.25

23. (Increase) or Decrease in Finished Goods & Stock in Transit

	31-Mar-21	31-Mar-20
Inventories at the end of the year		
Finished Goods & Stock in transit	1,216.68	1,334.89
	1,216.68	1,334.89
Inventories at the beginning of the year		
Finished Goods & Stock in transit	1,334.89	1,026.98
	1,334.89	1,026.98
(Increase) or Decrease in Stock in Trade	118.21	(307.91)

24. Employee Benefit Expenses	31-Mar-21	31-Mar-20
Salaries, Wages and other employee benefits	918.08	680.36
Gratuity	14.50	12.05
Leave Encashment	20.09	26.13
Contribution to Provident Fund and other funds	23.68	24.54
Staff Welfare Expenses	51.67	56.47
	1,028.01	799.56

Ovobel Foods Limited**Notes to the financial statements for the year ended March 31, 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

25. Finance costs	31-Mar-21	31-Mar-20
Interest on Term Loan	-	-
Interest on Bill Discounting	58.89	56.17
Interest on Packing Credit	25.16	18.60
Interest - Others	6.41	1.40
Interest - Lease Liability	1.05	1.39
Bank Charges	22.95	14.15
	114.44	91.70

26. Depreciation and amortisation expense	31-Mar-21	31-Mar-20
Depreciation of tangible assets	82.59	95.81
Amortization of intangible assets	0.19	3.57
Amortization of Right of Use assets	4.93	4.69
	87.71	104.07

27. Other Expenses	31-Mar-21	31-Mar-20
Power & fuel Consumption	277.24	169.68
Brokerage and discounts	269.19	307.25
Electricity Charges	215.66	330.95
Freight Charges	192.01	182.43
Advances Written off	157.00	21.74
Spares and Consumables	91.78	186.93
Repairs & Maintenance	90.24	68.47
Legal and professional fees	83.66	73.15
Miscellaneous Expenses	74.03	89.99
Insurance	64.29	67.43
Office Maintenance expenses	46.12	89.79
Rates & taxes	34.11	38.12
Travelling and Conveyance	14.98	53.49
Communication costs	9.11	2.28
Rent	8.32	0.25
Payment to auditors (Refer details below)	6.30	6.00
Donation and CSR Expenses	4.64	3.65
Business Promotion	3.54	-
Bad debts written off	-	0.75
	1,642.21	1,692.34

Payment to auditor *

As Auditor		
Statutory Audit Fee	4.00	4.00
Tax Audit Fee	1.00	1.00
In other capacity:		
For Limited Review	1.30	1.00
For out of pocket expense		
	6.30	6.00

* Excluding Goods and Services Tax

28. Earnings per share (EPS)	31-Mar-21	31-Mar-20
The following reflects the profit and share data used in the basic and diluted EPS computation		
Basic & Diluted EPS		
Net Profit / (Loss) After tax	(180.96)	271.87
Less : Dividend on convertible preference shares & tax thereon	-	-
Net profit / (loss) for calculation of EPS	(180.96)	271.87
Weighted Average No. of Equity Shares (Face Value of Rs.10/- Each)	1,05,00,800	1,05,00,800
Basic Earnings per share	(1.72)	2.59
Diluted Earnings per Share	(1.72)	2.59

Ovobel Foods Limited**Notes to the financial statements for the year ended March 31, 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

29. Disclosure under IND AS 19 on Employee benefits

Disclosure in respect of defined benefit obligations in respect of Gratuity pursuant to IND AS 19

The following table summarises the components of net benefit expense recognised in the statement of profit and loss and the funded status and amounts recognised in the Balance Sheet for gratuity benefit.

A) Expense recognised in statement of Profit and Loss

	31-Mar-21	31-Mar-20
Current service cost	14.50	11.49
Past Service cost	-	-
Net interest cost / (Income) on Net Defined Benefit Liability / (Asset)	3.53	0.57
Expense recognised in the Statement of Profit & Loss	18.03	12.05

B) Net Benefit Asset / Liability

	31-Mar-21	31-Mar-20
Present Value of obligation	278.27	250.46
Fair Value of plan assets	259.53	209.67
Net Asset / (Liability)	(18.74)	(40.79)

C) Changes in the present value of obligation:

	31-Mar-21	31-Mar-20
Opening defined benefit obligation	250.46	189.44
Interest cost	16.64	14.62
Current service cost	14.50	11.49
Benefits paid	(6.60)	(6.18)
Actuarial (gains)/losses on obligation	3.26	41.09
Past Service Cost	-	-
Closing defined benefit obligation	278.27	250.46

D) Other Comprehensive Income

Particulars	31-Mar-21	31-Mar-20
Actuarial (gains) / losses		
Change in demographic assumptions	(0.03)	(3.08)
Change in financial assumptions	-	41.99
Experience variance (i.e. Actual experience vs assumptions)	3.30	2.17
Others	-	-
Return on plan assets, excluding amount recognised in net interest expense	-	-
Re-measurement (or Actuarial) (gain)/loss arising because of change in effect of asset ceiling	-	-
Components of defined benefit costs recognised in other comprehensive income	3.26	41.09

E) Changes in Plan assets:

	31-Mar-21	31-Mar-20
Plan assets at the beginning of the year	209.67	182.07
Income on Investment	13.93	14.05
Contributions	27.18	19.72
Benefits paid	(6.60)	(6.18)
Plan assets at the end of the year	244.18	209.67

F) Summary of Assumptions used in determination of Gratuity Obligation:

Particulars	31-Mar-21	31-Mar-20
Discount rate	6.65%	6.65%
Increase in compensation cost (Slab-wise)	7.50%	7.50%

Notes:

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other several factor such as supply and demand factor in the employment market. Employee turnover varies based on various age groups.

Ovobel Foods Limited**Notes to the financial statements for the year ended March 31, 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

	31-Mar-21	31-Mar-20	31-Mar-19	31-Mar-18	31-Mar-17
Amounts for the current year and previous years are as follows:					
Experience adjustment					
Defined Benefit obligation	278.27	250.46	189.44	161.21	142.10
Experience Adjustments on Plan Liabilities	259.53	209.67	182.07	155.14	145.89

Sensitivity Analysis

Particulars	31-Mar-21	31-Mar-20
Defined Benefit Obligation (Base)	278.27	250.46

Particulars	31-Mar-21		31-Mar-20	
	Decrease	Increase	Decrease	Increase
Discount Rate (-/+ 1%)	308.27	252.01	279.06	225.59
(% change compared to base due to sensitivity)	10.80%	-9.40%	11.40%	-9.90%
Salary Growth (-/+ 1%)	251.97	307.72	225.55	278.54
(% change compared to base due to sensitivity)	-9.50%	10.60%	-9.90%	11.20%
Attrition Rate (-/+ 50% of attrition rates)	280.85	276.04	253.04	248.22
(% change compared to base due to sensitivity)	0.90%	-0.80%	1.00%	-0.90%
Mortality rate (-/+ 10% of mortality rates)	278.35	278.20	250.53	250.39
(% change compared to base due to sensitivity)	0.00%	0.00%	0.00%	0.00%

The following payments are expected cash flows to the defined benefit plan in future years:

Particulars	31-Mar-21	31-Mar-20
1 year	13.86	11.83
2 to 5 years	40.22	36.49
6 to 10 years	150.63	113.66
More than 10 years	382.45	390.60
	587.16	552.58

Ovobel Foods Limited**Notes to the financial statements for the year ended March 31, 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

30. Related Party Disclosure**Names of Related Parties and Related Party Transactions****i. Enterprises owned, controlled or significantly influenced by key management**

Names of Related Parties	Relationship
Mr. Shanti Swarup Aggarwal	Member, Managing Director & Key Managerial Personnel (till 15 Dec 2020)
Mr. Swapan Kumar Majumder	Director (till 15 Dec 2020)
Ms. Anisha Agarwal	Member & Director (till 15 Dec 2020)
Mr. Satish Narayana Swamy	Director (till 15 Dec 2020)
Mr. Narendra H	Director (till 15 Dec 2020)
Mr. Philip Van Bonstraeten	Director
Mr. Syed Fahad	Director (from 11 Dec 2020)
Mr. C B Gurusiddappa	Director (from 11 Dec 2020)
Ms. Priyanka Rajora	Director (from 11 Dec 2020)
Ms. Pooja Jain	Director (from 11 Dec 2020)
Mr. Bharath Venkatesh	Director (from 11 Dec 2020)
Mr. M Satish Sharad	Director (from 11 Dec 2020)
Mr. Sudhir Kulkarni	Chief Financial Officer (till 31st March 2021)
Ms. Ritu Singh	Company Secretary (till 28 Dec 2020)
Ms. Prakriti Sarvouy	Company Secretary (from 13 Jan 2021)
Induss Food Products & Equipment's Limited	Companies in which Directors holding directorships (till 15 Dec 2020)
Ashraya farm	Entity in which Director is indirectly interested (from 11 Dec 2020)

Transactions with related parties during the year:**a. Loans and Advances/ Reimbursement**

	Year ended	Opening Balance	Expenses incurred	Received / adjustments	Closing Balance
Mr. Shanti Swarup Aggarwal	31-Mar-21	-	2.20	2.20	-
	31-Mar-20	-	2.85	2.85	-
Mr. Sudhir Kulkarni	31-Mar-21	(0.29)	8.24	7.95	-
	31-Mar-20	-	11.46	11.75	(0.29)

b. Operating activities:

	Year ended	Opening Balance	Purchases	Received / adjustments	Closing Balance
Ashraya farm *	31-Mar-21	12.09	482.25	(494.34)	-

* the transaction details pertain to the Opening balance as on 11 Dec, 2020 i.e the data from which the relation ship is established and the opening balances pertains to the balance as on that date.

c. Remuneration to Key Management personnel

	Amount	
	31-Mar-21	31-Mar-20
Mr. Shanti Swarup Aggarwal, Managing Director Salaries, Perquisites ,	269.50	84.24
Mr. Sudhir Kulkarni, Chief Financial Officer Salaries, Perquisites	18.13	18.43
Ms. Ritu Singh, Company Secretary Salaries, Perquisites	2.88	3.73
Ms. Prakriti Sarvouy, Company Secretary Salaries, Perquisites	0.31	-
	290.82	106.40

Notes:

- 1) Related party relationship is as identified by the company on the basis of information available with them and relied upon by the auditors.
- 2) No amounts in respect of related parties have been written off/back or provided for during the year.

31. Details of dues to MSMED as defined under the MSMED Act, 2006

As per the information available with the Company and as certified by the management, the dues outstanding including interest as on 31st March 2021 to Small and Micro enterprises as defined under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 stand as below:

Particulars	31-Mar-21	31-Mar-20
The principal and interest due thereon remaining unpaid to any supplier/service provider as at the end of each accounting year		
Principal amount due to Micro and Small Enterprises	-	1.00
Amount of interest accrued and remaining unpaid at the end of accounting year	-	-
	-	1.00

32. Operating Segments

Exports Sales	31-Mar-21	31-Mar-20
Asia	10,387.60	9,690.90
South Africa	115.82	115.82
	10,503.43	9,806.72

The Management reviews the operations of the Company as a Food Industry, which is considered to be the only reportable segment by the management. Hence, there are no additional disclosures to be provided under Ind AS 108 'Operating Segments'.

Ovobel Foods Limited**Notes to the financial statements for the year ended March 31, 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

33. Unhedged Currency Exposure

The Company has outstanding foreign currency exposure amounting as below -

Particulars

Trade receivable
Advances to Suppliers
Trade payable

Currency	31-Mar-21	31-Mar-20
USD	737.22	141.42
USD		17.58
USD	-	-

34. Contingent Liabilities

There following are the contingent liabilities as on Balance Sheet date:

(a) In the absence of any specific claim from the party and pending reaching a scheme of settlement of the claim of one of Company's customers, no provision has been created towards the liability, if any, that is likely to emerge after the issue reaches finality.

(b) As at March 31, 2020, claims against the company not acknowledged as debts in respect of income tax TDS default amounted to Rs.5.89 Lakh The management including its tax advisors expect that its position will likely be upheld on ultimate resolution and will not have a material adverse effect on the Company's financial position and results of operations.

(c) As at March 31, 2021, there are certain cases filed by past employees of the company at different forums and are at various stages of resolutions. The management of the company believes that the outcome of the cases does not have any impact on company's financial position or operations.

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a) Trade Receivables and Trade Payables, Other Liabilities, Loans and Advances balances disclosed in the financial statements are subjected to the confirmation and reconciliation as at the end of the financial year.

b) The bank balances disclosed in the financial statements are subjected to the confirmation and reconciliations as at the end of the financial year.

36. Financial instruments- accounting classification and fair value measurement**A. Financial instruments by category**

Particulars	31-Mar-21			31-Mar-20		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Loans	-	-	419.94	-	-	404.52
Trade receivable	-	-	737.22	-	-	754.63
Cash and cash equivalents	-	-	22.36	-	-	71.74
Deposit account - Maturity within 12 months	-	-	866.93	-	-	745.31
Investment in equity instruments (quoted)	-	4.40	-	-	2.10	-
Total assets	-	4.40	2,046.44	-	2.10	1,976.20
Financial liabilities						
Borrowings			1,559.83			1,212.06
Trade payables			221.34			172.92
Provisions			84.64			46.55
Other financial liabilities			-			-
Total liabilities	-	-	1,865.80	-	-	1,431.53

B. Fair value of financial assets and liabilities measured at amortised cost

Particulars	Level	31-Mar-21		31-Mar-20	
		Carrying amount	Fair Value	Carrying amount	Fair Value
Financial assets					
Loans	3	419.94	419.94	404.52	404.52
Total assets		419.94	419.94	404.52	404.52

The carrying amount of short term trade receivables, cash and cash equivalents, trade payables, borrowings and other financial assets and liabilities are considered to be same as their fair values, due to their short term nature.

For financial assets and liabilities that are measured at fair value, the carrying amounts are equal to the fair value.

C. Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value on recurring basis as at March 31, 2021 and March 31, 2020.

Ovobel Foods Limited**Notes to the financial statements for the year ended March 31, 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

Quantitative disclosures fair value measurement hierarchy for financial assets as at March 31, 2021:

Particulars	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:					
FVTOCI financial investments					
Investment in equity instruments (unquoted)	31 Mar 2021	4.40	4.40	-	-
There have been no transfers among Level 1, Level 2 and Level 3 during the period.					

Quantitative disclosures fair value measurement hierarchy for financial assets as at March 31, 2020:

Particulars	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value:					
FVTOCI financial investments					
Investment in equity instruments (unquoted)	31 Mar 2020	2.10	2.10	-	-
There have been no transfers among Level 1, Level 2 and Level 3 during the period.					

Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values:

FVTOCI Equity investments

Balance as at 1 April 2019	3.90
<i>Add:</i>	
Investment in trade	-
<i>Add:</i> Unrealised gain on measurement	
<i>Less:</i>	
Unrealised loss on measurement / diminution in value	1.80
Balance as at 1st April 2020	2.10
<i>Add:</i>	
Appreciation in Value	2.30
<i>Less:</i>	
Unrealised loss on measurement / diminution in value	-
Balance as at 31 March 2021	4.40

37. Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company to support its operations. The Company's principal financial assets include investments, cash and cash equivalents and security deposits that derive directly from its operations.

The Company is exposed to credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management is supported by a financial risk committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The financial risk committee provides assurance to the Company's senior management that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist teams that have the appropriate skills, experience and supervision. It is the Company's policy that no trading in derivatives for speculative purposes may be undertaken. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

a. Credit risk

Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Financial Instrument and Cash Deposit

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the Company's Board of Directors on an annual basis, and may be updated throughout the year subject to approval of the Company's Finance Committee. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through a counterparty's potential failure to make payments. The Company's maximum exposure to credit risk for the components of the statement of financial position at 31 March 2021 and 2020 is the carrying amounts.

Ovobel Foods Limited**Notes to the financial statements for the year ended March 31, 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

b. Liquidity risk

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments.

	On demand	< 1 year	1 to 2 years	2 - 3 years	> 3 years	Total
Year ended						
31-Mar-21						
Borrowing	1,523.83	5.65	6.61	7.12	16.61	1,559.83
Trade and other payables	-	221.34	-	-	-	221.34
Other financial liabilities	-	318.71	2.18	-	-	320.89
	On demand	< 1 year	1 to 2 years	2 - 3 years	> 3 years	Total
Year ended						
31-Mar-20						
Borrowing	1,212.06	-	-	-	-	1,212.06
Trade and other payables	-	173.92	-	-	-	173.92
Other financial liabilities	-	7.73	-	-	-	7.73

38. Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maintain strong credit rating and healthy capital ratios in order to support its business and maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep the net debt equivalent to net worth. Hence, there will not be any effective capital gearing. The Company includes within net debt, borrowings, and other payables, less cash and cash equivalents.

Particulars	31-Mar-21	31-Mar-20
Borrowings	1,529.48	1,212.06
Trade Payables	221.34	173.92
Other Financial Liabilities	91.82	39.36
Other Payables	-	312.49
Less : Cash & Cash Equivalents	889.28	817.05
Net Debt	953.36	920.78
Equity	2,084.97	2,267.17
	2,084.97	2,267.17
Capital & Net Debt	3,038.33	3,187.94
Gearing Ratio	31.38%	28.88%

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2021 and March 31, 2020.

Ovobel Foods Limited

Notes to the financial statements for the year ended March 31, 2021

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

39. KSIIDC financial assistance- Loan & Equity Shares

During the year 2014-15, the Company had, pursuant to the directions of BIFR, entered into a scheme of settlement of the dues of MFPI and KSIIDC, as well as the buy back of 10 lakhs equity shares subscribed by them, in terms of their sanction letters dated 02 February 2015, duly depositing the settlement amounts Rs. 824 lakhs, pending approval from BIFR. Further, during the earlier years, following to the repayment of SICA, KSIIDC had accepted the said scheme of settlement and have issued no due certificate and also released the equity shares to the company. A similar approval and issue of no due certificate has been received from MFPI as well. Consequently, the Company has written back its excess provisions towards accrued interest to KSIIDC and MFPI amounting to Rs. 1,041 lakhs and Rs. 785.01 lakhs and has approached CBDT/ SEBI seeking extension of the reliefs/ waivers as envisaged in the Rehabilitation Scheme. The company has filed an application with the BSE on 17th March 2020 for the accounting treatment of the Share capital redeemed from KSIIDC & MFPI. The Company has received a letter from BSE on 18th March 2020 to enable filing the scheme with Hon'ble NCLT, which was duly filed and hearings were in progress. As on the reporting date, the bench is yet to receive inputs from concerned Regional director and ROC.

40. Capital and other commitments

There were no capital and other commitments as on Balance Sheet date.

41. Impact of Covid-19 on operation

Estimation of uncertainties relating to the global health pandemic from COVID-19: The Company has considered the possible effects that may result from the pandemic relating to COVID-19 in the preparation of the financial results including the recoverability of carrying amounts of financial and non-financial assets. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of the pandemic, the Company has, at the date of approval of the financial results, used internal and external sources of information and expects that the carrying amount of these assets will be recovered. The impact of COVID-19 on the financial results may be different from that estimated as at the date of approval of these financial results.

42. Code on Social Security, 2020

The Code on Social Security, 2020 ('the code') relating to employee benefits during employment and post employment benefits and received Indian parliament's approval and presidential assent in September 2020. The code has been published in the gazette of India and subsequently, on November 13, 2020, draft rules have been published and stakeholders' suggestions for invited. However, the date on which the code will come into effect has not been notified. The company will assess the impact of the code when it comes to effect and will record any related impact in the period the code becomes effective.

43. Employee Stock Option

There were no stock option plan as on Balance sheet date

44. Previous Year Figures

Previous year figures have been regrouped, rearranged and recast wherever necessary to make them comparable to the respective figures in the

Summary of significant accounting policies

1B

The accompanying notes are an integral part of the financial statements

As per our report of even date

For Nara Hari & Raghavendra

Chartered Accountants

Firm Registration No. 014509S

For and on behalf of the Board of Directors

MuppadiSETTY Raghavendra

Partner

Membership No. :229018

UDIN: 21229018AAAAFW1409

Mysore Satish Sharad

Managing Director

DIN: 08987445

Place : Mysore

Date : June 30, 2021

Syed Fahad

Director

DIN: 01865406

Place : Bengaluru

Date : June 30, 2021

Sunil Varghese P

Chief Financial officer

Place : Bengaluru

Date : June 30, 2021

Prakriti Sarvouy

Company Secretary

Membership No. : 21962

Place : Bengaluru

Date : June 30, 2021

Place : Bengaluru

Date : July 24, 2021

Oobel Foods Limited**Notes to the financial statements for the year ended March 31, 2021**

(All amounts in Indian Rupees Lakhs, except as otherwise stated)

STATEMENT OF TOTAL INCOME		
Name	:	OVOBEL FOODS LIMITED
Address	:	New No. 46, Old No.32/1, Grand Floor, 3rd Cross, Agha Abbas Ali Road, Ulsoor, Bangalore-560042.
PAN	:	AAAC02167R
Status	:	Domestic Company
Previous Year Ended	:	31st March 2021
Assessment Year	:	2021-2022
COMPUTATION OF TOTAL INCOME		
Particulars	(Amt in Rs.)	(Amt in Rs.)
I. Income from Business/Profession:		
Net Profit / (Loss) as per Profit & Loss Account		(257.63)
Less: Income considered separately under other heads or exempted		
- Interest Income	55.75	
-Dividend Income	0.01	
		55.76
		(313.39)
Add: Depreciation as per Companies Act, 2013 (ncl Ind AS 116)	87.71	
Expenses disallowed [Sec 43B]		
i)Provision for Gratuity	34.09	
ii)Provision for Leave Encashment	54.62	
iii)Provision for Bonus	79.67	
Interest Expenses Under IND AS 116	1.05	
Disallowance U/s 37(1) - Donations	4.64	
Disallowance U/s 37(1) - CSR Expenses		
Disallowance U/s 37(1) - Penalty		
Disallowance U/s 14A		
Expenses Disallowed u/s 40(a)(ia) [30% of Expenses]	-	
		261.78
		(51.61)
Less: Depreciation as per Income Tax Act	95.81	
Expenses disallowed under 43B earlier now allowed		
i)Gratuity	40.79	
ii)Leave Encashment	49.60	
iii)Bonus paid during the year against Previous year	46.55	
(iii) (a) Bonus paid during the year	-	
iv) Exgratia		
Actual Expenditure of Rent	5.70	
Expenses Disallowed u/s 40(a)(ia) earlier, now allowed	1.80	
		240.25
Income / (Loss) from Business (A)		(291.86)
II. Income From Other Sources		
Dividend Income	0.01	
Interest income	55.75	
Income from other sources (B)		55.75
		(236.12)
Less: Brought forward Business & Depreciation Loss Set Off		-
Gross Total Income		(236.12)
Less: Deductions - Donation u/s 80G		2.32
Less: Deductions - Donation u/s 80JJA		
Net Taxable Income/(Loss)		(238.43)
Tax there on		-
Minimum Alternate Tax Payable		-
Add: Surcharge		-
Add: Cess @ 4%		-
TAX PAYABLE		-
Add: Interest U/s 234B	-	
Interest U/s 234C	-	
Tax After Interest		-
Less: TDS Receivable		4.46
Advance Tax		122.50
		(126.96)
Less: Self Assessment Tax		-
Tax payable / (Refund Due)		(126.96)

Note - The Company has made provision for income tax on the write back amount under Section 41(1) of the Income Tax Act, 1961 as the Company is still in the

For OVOBEL FOODS LIMITED

Managing Director

OVOBEL FOODS LIMITED

DEPRECIATION SCHEDULE FOR THE YEAR ENDING 31st MARCH 2021 AS PER INCOME TAX ACT 1961

(In Rupees)

Particulars	Dep. Rate	WDV as on 01-04-2020	Additions		Deletions	WDV as on 31-3-2021	Dep. For the year	Additional Dep. For the year	Net Block	
			> 180	< 180					As on 31-03-2021	As on 31-3-2020
Leasehold Land	0%	-	-	-	-	-	-	-	-	-
Land	0%	17,22,000	-	24,52,175	-	41,74,175	-	-	41,74,175	-
Factory Building	10%	1,08,24,039	-	-	-	1,08,24,039	10,82,404	-	97,41,635	1,08,24,039
Furniture & Fixtures	10%	22,08,007	1,96,149	4,30,654	-	28,34,810	2,61,948	-	25,72,862	22,08,007
Plant & Machinery	15%	3,77,12,312	37,10,635	11,98,427	-	4,26,21,374	63,03,324	8,86,394	3,54,31,656	3,77,12,312
Vehicles	30%	-	-	42,36,379	-	42,36,379	6,35,457	1,12,013	34,88,909	3,77,12,312
Computers & Computer Software	40%	5,73,034	1,42,539	65,700	-	7,81,273	2,99,369	-	4,81,904	5,73,034
TOTAL		5,30,39,392	40,49,323	83,83,335	-	6,54,72,050	85,82,502	9,98,408	5,58,91,140	8,90,29,705

95,80,910

Additions	> 180 days	<=180 days	Total
Leasehold Land			-
Land			-
Factory Building			
Furniture & Fixtures	1,96,149	4,30,654	6,26,803
Plant & Machinery	37,10,635	11,98,427	49,09,062
Vehicles		42,36,379	42,36,379
Computers & Computer Software	1,42,539	65,700	2,08,239
			99,80,483

Note : Additional Depreciation under Sec 32(1)(ia) is claimed on Plant and Machinery @ 20%

Particulars	Rate	For >180 Days	For <180 Days	Total	Add. Dep
Plant and Machinery	20%	37,10,635	3,22,541	40,33,176	7,74,381
Plant and Machinery(2019-20)	20%	-	11,20,133		1,12,013

OVOBEL FOODS LIMITED
DEFERRED TAX CALCULATION

0.25
0.0175
0.0107

Timing differences as at 31.03.2020				Tax Rate	27.820%	
Particulars	As per Books	Difference		Tax Liability/(Asset) to be recognised	Balance as at 31-3-2021	DT to be adjusted
Fixed Assets- Written down value as on 31.03.2020	347.77	558.91	(211.14)	(58.74)		
Ind AS 116 impact			0.70	0.19		
Subtotal		558.91	(210.44)	(58.55)		(58.55)
Deferred Tax Asset						
Expenses on which Tax is not deducted	-	-	-	-		
Provision for gratuity	-	34.09	(34.09)	(9.48)		
Provision for Leave Encashment	-	54.62	(54.62)	(15.20)		
Provision for Bonus	-	79.67	(79.67)	(22.16)		
Cf losses		236.12	(236.12)	(65.69)		
Subtotal	-	168.38	(168.38)	(112.53)		(112.53)
Total [Net Deferred Tax Asset]	-	727.30	(378.83)	(171.08)		
Summary of Deferred Tax as at March 31, 2020						
Deferred Tax Liability / (Asset) - Opening Balance (end of Q3)				(94.37)		
Deferred Tax Liability / (Asset) - Closing Balance				(171.08)	-	(171.08)
Provision to be made / (reversed) for the period				76.71		

For Ovobel Foods Ltd.

Managing Director