



CIN : L85110KA1993PLC013875

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30th May 2022

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

Fax No.: 022- 22723 12 1 | 22722037
Through BSE Listing Centre

Dear Sir /Madam,

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

Ref: BSE Scrip Code: 530741

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2022 issued by Rinku Gupta & Associates, Company Secretaries.

This is for your kind information and record.

For Ovobel Foods Limited

PRAKRITI Digitally signed by
SARVOUY PRAKRITI SARVOUY
Date: 2022.05.30
13:53:28 +05'30'

Prakriti Sarvouy
Company Secretary
ACS: 21962

Rinku Gupta & Associates
Company Secretaries

Date: 30-05-2022

UDIN: F009237D000405303

**SECRETARIAL COMPLIANCE REPORT OF OVOBEL FOODS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022**

I, Rinku Gupta, Proprietor, Rinku Gupta & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by **OVOBEL FOODS LIMITED** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this

certification, for the year ended 31st March, 2022 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations (as amended from time to time), to the extent applicable, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/ guidelines issued there under;

and based on the above examination, and considering the relaxations granted by Ministry of Corporate Affairs and Securities and Exchange Board of India due to COVID-19 pandemic, I hereby report that, during the Review Period:

Office: Todi Mansion, 1 Lu Shun Sarani. 13th floor
Room No. 1311, Kolkata 700073 *Mobile: 9883046454*
Email: cstrinkugupta@gmail.com

Rinku Gupta & Associates
Company Secretaries

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

Sr. No.	Compliance Requirement (Regulations/ Circulars/Guidelines including specific clause)	Deviations	Observations/ Reworks of the Practicing Company Secretary
1	Submission of Financial Results under Regulation 33 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 for quarter / year ended 31 March 2021	There was delay in filing the result by 1 day. The same was required to be filed on 30th June, 2021, but incorrect document was mailed, the same was rectified and filed on 1st July 2021.	The BSE levied a fine of Rs.5900 (including GST).
2	Intimation of date of Board meeting for the meeting held on June 30, 2021 for Financial results under Regulation 29(2)/29(3) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015	There was a delay in furnishing prior intimation about the meeting of the board of directors	The BSE levied a fine of Rs.11,800 (including GST) per instance of non-compliance per item.
3	Composition of Board of Directors as per the provision of Regulation 17(1) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015	The composition of the Board of Directors was not in compliance with the said regulation	A fine of Rs. 5,31,000 was levied on the Company. The Company made an application for waiver and the same was accepted. The entire fine levied under this regulation was waived off. The Board of Directors as on date is in compliance with the said provision.

Rinku Gupta & Associates
Company Secretaries

4	As per the provision of Regulation 24A(2) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 every listed entity shall submit a secretarial compliance report in such form as specified, to stock exchanges, within sixty days from end of each financial year	The Company filed a secretarial compliance report, to stock exchange, within sixty days from end of each financial year as received from the Practicing Company Secretary. However the Company did not file the XBRL format of the said report with the Stock Exchange for the year ended 31 st march 2021.	The BSE has not taken any action against the Company for non filing of the XBRL format of the said report
5	SEBI circular no. SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 - submission of Annual and initial disclosure relating to Fund raising by issuance of Debt Securities by Large Corporate.	The Company did not filed the said disclosure by due date. The same was filed subsequent to receipt of email by the BSE.	The BSE has not taken any action against the Company for delayed filing of the same. Further the provision of the said circular is not applicable to the Company.

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

Sr. No	Action Taken by	Details of violation	Details of action taken e.g.fines, warning letter, debarment etc	Observations/ Remarks of the Practicing Company Secretary
1	BSE	Late submission of Corporate Governance Report under Regulation 27(2) of SEBI (LODR) Regulations, 2015 for the Quarter ended June 2020.	BSE had issued letter dated 17 th August 2020 for delay in submission of Corporate Governance Report	The Company had filed condonation of delay with BSE on 18 th August, 2020. No response has been received from BSE till date.

Rinku Gupta & Associates
Company Secretaries

BSE	There was delay in filing the result by 1 day. The same was required to be filed on 30 th June, 2021, but incorrect document was mailed, the same was rectified and filed on 1 st July 2021. BSE has issued notice to the company for delay filing.	The BSE levied a fine of Rs.5900 (including GST).	The Company is yet to pay the said fine
BSE	There was a delay in furnishing prior intimation about the meeting of the board of directors for considering the financial results of the Company for the quarter and year ended 31 March 2021	The BSE levied a fine of Rs.11,800 (including GST) per instance of non-compliance per item.	The Company is yet to pay the said fine

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the Listed entity
Nil	Nil	Nil	Nil	Nil

e. Any other matter as may be required:

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. The Company is now compliant of the said provision, as 100% of the promoter holding is in dematerialized form as prescribed in the provisions of Regulation 31 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.



FOR RINKU GUPTA & ASSOCIATES
COMPANY SECRETARIES

RINKU GUPTA
 Company Secretary in Practise,
 C. P. No. 9248

RINKU GUPTA
COMPANY SECRETARY IN PRACTISE
FCS-9237, CP NO. 9248

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