

SCRUTINIZER'S REPORT

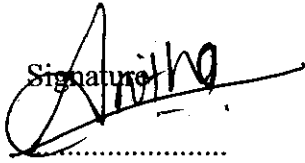
To
The Wholetime Director,
Innovative Foods Limited,
Chakolas Habitat, A Block 1C,
Thevara Ferry Road, Cochin - 682013

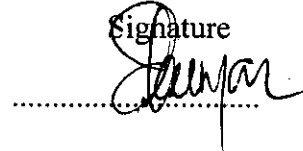
Dear Sir,

Extra Ordinary General Meeting of the Equity Shareholders of M/s. Innovative Foods Limited (CIN:U51909KL1989PLC005465) held on 16/03/2017 at Riviera Suites, Thevara Water Front, Kochi - 682013 at 10.00 AM

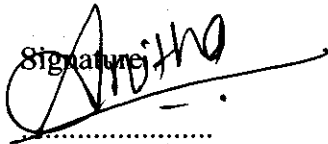
I, A S Narayanan, Company Secretary in Practice, appointed as Scrutinizer vide resolution of the Board of Directors of the Company, for the purpose of scrutinizing the remote e-voting and voting at the Extra Ordinary General Meeting on the resolutions contained in the Notice dated 20/01/2017, submit my report as under:

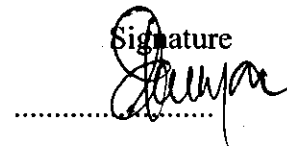
- i. The members of the company as on the cut-off date i.e. 09/03/2017 were entitled to vote on the resolutions (Ordinary Resolution being Item no.1 and 3 ,Special Resolution being Item no. 2 and 4) as set out in the Notice of the Extra Ordinary General Meeting of the Company.
- ii. The remote e-voting period remained open from 9.00 am on Monday, 13.03.2017 till 5.00 pm on Wednesday, 15.03.2017. Further, the company has allowed voting by ballot/polling paper for the members who attended the meeting and who have not exercised their right to vote through remote e-voting, up to 15.03.2017. The company has not opted to allow any E-voting facility to the members attending the meeting, to cast their votes electronically at the venue of the meeting.
- iii. The Company had appointed Central Depository Services (India) Limited – CDSL as the Operating agency for E-voting purposes. The Company had also appointed Integrated Enterprises (India) Ltd. as Registrar and Share Transfer Agents. EVSN (Electronic Voting Sequence Number) – 170217011 had been allotted for e-voting at the Company's Extra Ordinary General Meeting.
- iv. After conclusion of the Extra Ordinary General Meeting and ballot voting, the locked ballot boxes were subsequently opened in the presence of two witnesses viz 1. Ms. Anitha G Menon and 2. Mr. Sunil Kumar K.V and the ballot papers were diligently scrutinized. The said witnesses have signed below signifying their confirmation of the ballot box having been opened in their presence.

Signature

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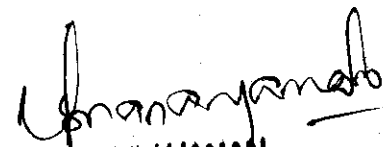
Signature

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- v. The vote cast through electronic means through remote e-voting were unblocked on 16.03.2017 in presence of two witnesses viz. 1. Ms. Anitha G Menon and 2. Mr. Sunil Kumar K.V, who are not in the employment of the Company. They have signed below signifying their confirmation of the e-votes having been unblocked in their presence.

Signature

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Signature

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- vi. Final voting report on E-voting was generated from the official e-voting website www.evotingindia.com, following the prescribed procedure, which was duly checked and validated by me, Report on ballot voting at the General meeting was prepared manually, which was also duly checked and validated by me. From the said two reports, a Consolidated Voting Report was prepared, which is attached and which forms part of this Report.


A.S. NARAYANAN
COMPANY SECRETARY IN PRACTICE
ACS M. No. 6972 CP 8147
MOBILE No. 9847929333

Given below is the consolidated summary of results of remote e-voting and voting at general meeting through ballot:

ORDINARY BUSINESS

Item No. 1:-

Ordinary Resolution

Increase of Authorised Capital

Method of Voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E-	Nil	Nil	Nil	Nil
Voting at General Meeting					
By ballot-		60034368	Nil	Nil	60034368
Total votes		60034368	Nil	Nil	60034368
RESULT					

Item No.2:-

Special Resolution

Further Issue of Shares

Method of Voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E-	Nil	Nil	Nil	Nil
Voting at General Meeting					
By ballot-		60034368	Nil	Nil	60034368
Total votes		60034368	Nil	Nil	60034368
RESULT					

Item No.3:-

Ordinary Resolution

Payment of sitting fees to Independent Director

Method of Voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E-	Nil	Nil	Nil	Nil
Voting at General Meeting					
By ballot-		60034368	Nil	Nil	60034368
Total votes		60034368	Nil	Nil	60034368
RESULT					

A S NARAYANAN
COMPANY SECRETARY IN PRACTICE
ACS M. 6972, CP.8147

WARD NO.VI/331, AISHWARYAM
KOTTAI CRUSHER ROAD, KOTTAI
NEDUMBASSERY PO, ALUVA - 683585

Item No.4:-

Special Resolution

Alteration of Articles of Association

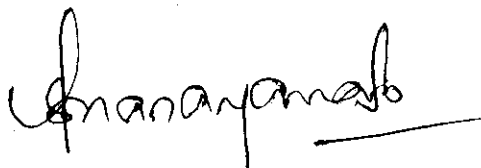
Method of Voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E-	Nil	Nil	Nil	Nil
Voting at General Meeting					
By ballot-		60034280	88	Nil	60034368
Total votes		60034280	88	Nil	60034368
RESULT					

All the above mentioned resolutions are passed with requisite majority.

This is for your appropriate action and doing the needful in the matter.

Thank you

Yours faithfully



A S Narayanan
(Scrutinizer)
Scrutiniser Entity ID: **A.S. NARAYANAN
COMPANY SECRETARY IN PRACTICE
ACS M. No. 6972 CP 8147
MOBILE No. 9847929333**

Place:Thevara

Date:16/03/2017