

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

SCRUTINIZER'S REPORT

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

Dear Sir,

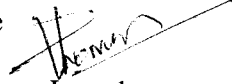
Extra-ordinary General Meeting of the Equity Shareholders of M/s. Innovative Foods Limited held on U51909KL1989PLC005465 at Riviera Suites, Thevara Water Front, Kochi - 682013 at 10.00 AM

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 18.12.2015, submit my report as under:

- i. The members of the company as on the cut-off date i.e. 07.01.2016 were entitled to vote on the resolutions (Ordinary Resolution being Item no.1 and Special Resolution being Item no. 2) 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 Tuesday, 12.01.2016 till 5.00 pm on Thursday, 14.01.2016. 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 14.01.2016. 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) – 151231001 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. Mr. Thomas Joseph and 2. Mr. Bibin Mathew 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



Mr. Thomas Joseph

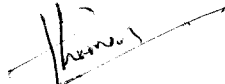
Signature



Mr. Bibin Mathew

- v. The vote cast through electronic means through remote e-voting were unblocked on 15.01.2016 in presence of two witnesses viz. 1. Mr. Thomas Joseph and 2. Mr. Bibin Mathew, 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



Mr. Thomas Joseph

Signature



Mr. Bibin Mathew

- 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.

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

SPECIAL BUSINESS

Item No. 1:-

Ordinary Resolution

Resolution for increase in authorised share capital and consequential amendment to Clause V of the Memorandum of Association.

Method of Voting	of	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E-	20	NIL	NA	20
Voting at General Meeting					

By ballot-				
.Total votes	38357126	20	11 Ballot Papers	38357146
RESULT	Passed with requisite majority.			

Item No.2:-

Special Resolution

Special Resolution for issuing shares under private placement pursuant to sections 42/62 of the Companies Act, 2013.

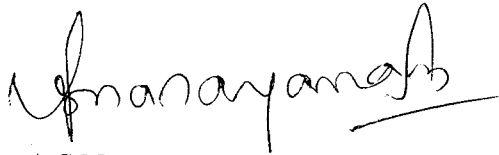
Method of Voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E-	20	NIL	NA	20
Voting at General Meeting					
By ballot-					
.Total votes		38357126	20	11 Ballot Papers	38357146
RESULT	Passed with requisite majority.				

Both 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: 79732

Place: Cochin

Date: 15.01.2016