

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
Mr.P.Manoj Kumar
Whole Time Director
Innovative Foods Limited,
Chakolas Habitat, A Block 1C,
Thevara Ferry Road, Kochi - 682013

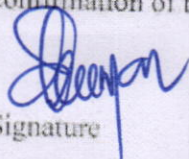
Dear Sir,

27th Annual General Meeting of the Equity Shareholders of M/s. Innovative Foods Limited (CIN:U51909KL1989PLC005465) held on 29/09/2016 at Riviera Suites, Thevara Water Front, Kochi - 682013 at 11.00 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 27th Annual General Meeting on the resolutions contained in the Notice dated 12/08/2016, submit my report as under:

- i. The members of the company as on the cut-off date i.e 22/09/2016 were entitled to vote on the resolutions (Ordinary Resolution being Item no.1 to 10 and Special Resolution being Item no. 11&12) as set out in the Notice of the Annual General Meeting of the Company.
- ii. The remote e-voting period remained open from 9.00 am on Monday,26.09.2016 till 5.00 pm on Wednesday, 28.09.2016. 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 28.09.2016. 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) – 160825034 had been allotted for e-voting at the Company's Annual General Meeting.

- iv. After conclusion of the Annual General Meeting and ballot voting, the locked ballot boxes were subsequently opened in the presence of two witnesses viz 1. Mr. Sunil Kumar K.V and 2. Ms.Anitha G Menon 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

Sunil Kumar K.V

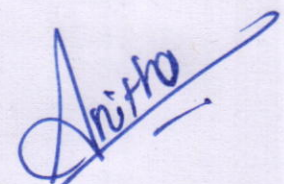

Signature

Ms.Anitha G Menon

- v. The vote cast through electronic means through remote e-voting were unblocked on 29.09.2016 in presence of two witnesses viz. 1. Sunil Kumar K.V and 2. Ms.Anitha G Menon, 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

Sunil Kumar K.V


Signature

Ms.Anitha G Menon

- vi. Final voting report on E-voting was generated from the official e-voting website www.evoting.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:

ORDINARY BUSINESS

Item No. 1:-

Ordinary Resolution

Resolution for adoption of financial statements for the year 2015-16

Method of Voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E-	260	NIL	NIL	260
Voting at General Meeting					
By ballot-		60014550	NIL	NIL	60014550
Total votes		60014810			60014810
RESULT		Resolution passed unanimously			

Item No.2:-

Ordinary Resolution

Resolution for re-appointment of Mr. V.S. Sitaram(DIN:01038711), as Director.

Method of Voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E-	260	NIL	NIL	260
Voting at General Meeting					
By ballot-		60014550	NIL	NIL	60014550
Total votes		60014810			60014810
RESULT		Resolution passed unanimously			

Item No.3:-

Ordinary Resolution

Resolution for re-appointment of Mr.P.Manoj Kumar (DIN:03527923), as Director

Method of Voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E-	260	NIL	NIL	260
Voting at General Meeting					
By ballot-		60014550	NIL	NIL	60014550
Total votes		60014810			60014810
RESULT		Resolution passed unanimously			

Item No.4:-

Ordinary Resolution

Resolution for ratification of appointment of M/s. BSR & Associates LLP, Chartered Accountants as Independent Auditors.

Method of Voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E-	260	NIL	NIL	260
Voting at General Meeting					
By ballot-		60014550	NIL	NIL	60014550
Total votes		60014810			60014810
RESULT		Resolution passed unanimously			

SPECIAL BUSINESS

Item No.5:-

Ordinary Resolution

Resolution for appointment of Mr. Deepak Mittal(DIN:05209401) as Nominee Director.

Method of Voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E-	260	NIL	NIL	260
Voting at General Meeting					
By ballot-		60014550	NIL	NIL	60014550
Total votes		60014810			60014810
RESULT		Resolution passed unanimously			

Item No.6:-

Ordinary Resolution

Resolution for appointment of Mr.Sreenivasulu Vudayagiri(DIN:01817281) as Nominee Director.

Method of Voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E-	260	NIL	NIL	260
Voting at General Meeting					
By ballot-		60014550	NIL	NIL	60014550
Total votes		60014810			60014810
RESULT		Resolution passed unanimously			

Item No.7:-

Ordinary Resolution

Resolution for appointment of Mr.Mohamed Mansoor Ahamed (DIN:06992067) as Independent Director

Method of Voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E-	260	NIL	NIL	260
Voting at General Meeting					
By ballot-		60014550	NIL	NIL	60014550
Total votes		60014810			60014810
RESULT		Resolution passed unanimously			

Item No.8:-

Ordinary Resolution

Resolution for appointment of Mr.Arjun Ananth (DIN: 01207540) as Nominee Director .

Method of Voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E-	260	NIL	NIL	260
Voting at General Meeting					
By ballot-		60014550	NIL	NIL	60014550
Total votes		60014810			60014810
RESULT		Resolution passed unanimously			

Item No.9:-

Ordinary Resolution

Resolution for appointment of Mr.Somasekhar V.G (DIN:07521894) as Nominee Director

Method of Voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E-	260	NIL	NIL	260
Voting at General Meeting					
By ballot-		60014550	NIL	NIL	60014550
Total votes		60014810			60014810
RESULT		Resolution passed unanimously			

Item No.10:-

Ordinary Resolution

Resolution for appointment of Mr.Venugopala Rao Chittory(DIN:00011403) as Nominee Director.

Method of Voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E-	260	NIL	NIL	260
Voting at General Meeting					
By ballot-		60014550	NIL	NIL	60014550
Total votes		60014810			60014810
RESULT		Resolution passed unanimously			

Item No.11:-

Special Resolution

Resolution for altering the terms and conditions of appointment of Mr. V.S. Sitaram(DIN: 01038711) CEO and Whole Time Director of the company

Method of Voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E-	260	NIL	NIL	260
Voting at General Meeting					
By ballot-		60014550	NIL	NIL	60014550
Total votes		60014810			60014810
RESULT		Resolution passed unanimously			

Item No.12:-

Special Resolution

Resolution for grant of units under the Employees Stock Units Program to Mr.P.Manoj Kumar(DIN:03527923), Whole Time Director of the Company.

Method of Voting		Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E-	260	NIL	NIL	260
Voting at General Meeting					
By ballot-		60014550	NIL	NIL	60014550
Total votes		60014810			60014810
RESULT		Resolution passed unanimously			

All the above mentioned resolutions are passed unanimously


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


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

Place: Thevara

Date: 29/09/2016