



Rafeulla Shariff BBM, MBA, ACS
Practicing Company Secretary

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FORM No. MGT-13

Report of Scrutinizer

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2)
of the Companies (Management and Administration) Rules, 2014]*

To,
The Chairman,
Ovobel Foods Limited
Ground Floor, No.46 Old No.32/1
3rd Cross, Aga Abbas Ali Road, Ulsoor
Bangalore, Karnataka-560042, India.

The 23rd Annual General Meeting of the Equity Shareholders of Ovobel Foods Limited Held on 25th day of September 2015 at 10.00 A.M. at Vasudev Adigas Fast Food, 02nd Floor Party Hall, No. 21/24, Next to Metro Trinity Station, M.G. Road, Bengaluru-560 001, Karnataka, India.

Dear Sir,

I, **Rafeulla Shariff**, Practicing Company Secretary having office at No. 41, Patalamma Temple Street, Basavanagudi, Near South End circle, Bangalore - 560 004, Karnataka, India appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the Annual General Meeting of the Equity Shareholders of **Ovobel Foods Limited**, held on Friday, the 25th September, 2015 at 10.00 AM at Vasudev Adigas Fast Food, 02nd Floor Party Hall, No. 21/24, Next to Metro Trinity station, M.G. Road, Bangalore-560 001, Karnataka, India and e-voting made through CDSL e-Voting System started on 19th September, 2015 and ended on 24th September, 2015, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records



maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

3. I did not find any poll papers invalid.

4. The result of the Poll is as under:

(a) Ordinary Business

Resolution - Ordinary

Agenda Item no: 1- To receive, consider and adopt the Books of Accounts, Balance Sheet as at 31st March 2015, the statement of Profit & Loss for the year ended on that date together with the reports of the Board of Directors and Auditors report thereon.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy or by representative)	Number of votes cast by them	% of total number of valid votes cast
27	50,22,509	99.99%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	500	0.01%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Agenda Item no: 2- To re-appoint Mr. Philip Jan Clement Maria Jozef Van Bosstraeten, Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy or by representative)	Number of votes cast by them	% of total number of valid votes cast
27	50,22,509	99.99%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	500	0.01%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



Agenda item no: 3- To re-appoint Guru and Jana, Chartered Accountants (FRN:006826S), as Statutory Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, and fix their remuneration.

(i) Voted **in favour** of above resolution

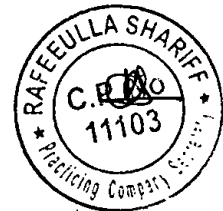
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	50,22,509	99.99%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy or by representative)	Number of votes cast by them	% of total number of valid votes cast
1	500	0.01%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



(a) Special Business:

Resolution - Ordinary

Agenda item no: 4- To appoint Narendra Haldawar as Independent Director of the Company.

(i) Voted **in favour** of the resolution

Number of members present and voting (in person or by proxy or by representative)	Number of votes cast by them	% of total number of valid votes cast
27	50,22,509	99.99%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	500	0.01%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking you,

Place: Bangalore
Dated: 26th September, 2015

Yours faithfully,


Rafeeqa Shariff
Practising Company Secretary
Membership No. 28890
CP No: 11103

Please note that this Certificate has been provided only based on my verification of signed Form MGT-12 (polling papers) and based on the e-voting data obtained by CDSL e-Voting System and counting the votes in favour and against the resolution in the Annual General Meeting held on 25th September, 2015.

The report of the scrutiniser has been given by me in accordance with the provisions of the Companies Act 2013 read with the rules made thereunder and Secretarial Standards - 2 relating to General Meetings issued by Institute of Company Secretaries of India. The report is a part of the Company's records. The role of the scrutiniser is restricted only to the counting of the poll, examination of the correctness of the process and in no way gives an opinion, judgment, or view on the authenticity, correctness of the resolutions or any other Company Law provisions. This certificate is restricted to the poll counting, correctness of the poll documentation and validation of the process of voting by poll.

Enclosures:

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" for each resolution.

