



**Rafeeulla Shariff** BBM, MBA, ACS  
*Practicing Company Secretary*

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Form No.: MGT-13

**SCRUTINIZER'S REPORT**

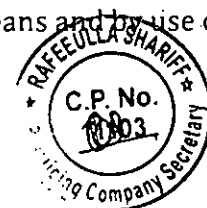
(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21 of the Companies [Management and Administration] Rules, 2014)

To  
The Chairman,  
**Ovobel Foods Limited**  
Ground Floor, No.46 Old No.32/1,  
3rd Cross, Aga Abbas Ali Road,  
Ulsoor, Bangalore,  
Karnataka-560 042, India.

**Subject:** Scrutinizer Report on remote e-voting & Physical ballot forms conducted pursuant to the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & Rule 21 of the Companies (Management & Administration) Rules, 2014 as amended till date.

Dear Sir,

1. I, Rafeeulla Shariff, Practising Company Secretary, having my office at No. 41, Patalamma Temple Street, Basavangudi, Near South End Circle, Bangalore - 560 004 appointed as the Scrutinizer for the purpose of e-voting and physical ballot process being carried out, as per Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & Rule 21 of the Companies [Management and Administration] Rules, 2014 (Amendment Rules, 2015) for the purpose of scrutinizing, in a fair and transparent manner the remote e-voting process, the physical ballot forms received from the shareholders in respect of the resolutions passed at the 24<sup>th</sup> Annual General Meeting of the Company held on Thursday, 29<sup>th</sup> day of December, 2016 at 10:30 A.M.
2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules relating to the voting through electronic means and physical ballot voting on the resolutions contained in the Notice to the 24<sup>th</sup> Annual General Meeting (AGM) the Company. My responsibility as a scrutinizer for the e-voting process and physical ballot is to ensure that the voting process both through electronic means and by use of ballot



at the meeting are conducted in a fair and transparent manner and render consolidated Scrutinizers report of total votes cast in favour and against if any, to the chairman on the resolutions based on the reports generated from electronic voting system provided by CSDL and by use of ballots at the meeting.

3. The equity shareholders holding shares as on the "cut off" date 22.12.2016 were entitled to vote on the resolutions stated in the Notice of 24<sup>th</sup> Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company remained closed from 21.12.2016 to 29.12.2016 (both days inclusive).
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies [Management and Administration] Rules, 2014 and Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company provided remote e-voting facility to cast vote through electronic mode which commenced from 25.12.2016 (Sunday) at 09:00 A.M. to 28.12.2016 (Wednesday) at 05.00 P.M. on the resolutions as per Notice of Annual General Meeting by the members of the Company. The votes cast through e-voting process was unblocked by me in the presence of 2 witnesses who are not in employment of the Company and who witnessed to the unblocking of votes.
6. 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.
7. 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.
8. I did not find any poll papers invalid.



The result of the Poll is as under:

**(a) Ordinary Business**

**Agenda Item No:01-** To receive, consider and adopt the Books of Accounts, Balance Sheet as on 31<sup>st</sup> March 2016, the Statement of Profit and 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

Mode of voting	Number of members were present and voting (in person or by proxy or by representative)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	-
Voting by ballot	14	33,01,509	100
<b>Total</b>	<b>14</b>	<b>33,01,509</b>	<b>100</b>

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

Mode of voting	Number of members voted (in person or by proxy or by representative)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(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:02-** To re-appoint Ms. Anisha Agarwal Director of the Company, who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted in favour of the resolution

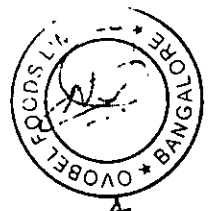
Mode of voting	Number of members were present and voting (in person or by proxy or by representative)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	-
Voting by ballot	14*	33,01,509	100
<b>Total</b>	<b>14</b>	<b>33,01,509</b>	<b>100</b>

(ii) Voted against the resolution:

Mode of voting	Number of members were present and voting (in person or by proxy or by representative)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(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: 03-** To appoint Nara Hari & Raghavendra, Chartered Accountants, (Firm Registration Number: 014509S) as Statutory Auditors of the Company who shall hold office for a term of 5 years from the conclusion of this Annual General Meeting till the conclusion of the 29<sup>th</sup> Annual General Meeting (2020-21) and fix their remuneration.

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

Mode of voting	Number of members voted (in person or by proxy or by representative)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	-
Voting by ballot	14*	33,01,509	100
<b>Total</b>	<b>14</b>	<b>33,01,509</b>	<b>100</b>

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

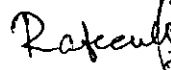

Mode of voting	Number of members voted (in person or by proxy or by representative)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

(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

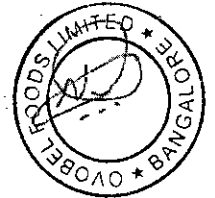


9. A Compact disc(CD) containing a list of equity shareholders who voted "FOR", "AGAINST" for each resolution is enclosed.
10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.
11. \*Total number of members present were 18 in person, 3 proxy and 1 authorised representative. Out of it, only 14 members voted in the meeting. Remaining shareholders did not vote in favour or against.

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

**Place: Bangalore**  
**Date: 29.12.2016**



***Please note the following points:***

This Certificate has been provided only based on my verification of signed Form MGT-12 (polling papers) & results of e-voting by counting the votes in favour and against the resolution in the Annual General Meeting held on 29<sup>th</sup> December, 2016.

*This Report of Scrutinizer is issued at the request of the company with a limited purpose to pass the ordinary resolution through poll vide Annual General Meeting dated 29.12.2016 and to submit the Stock Exchange, SEBI, MCA wherever applicable and is not to be used, referred to or distributed for any other purpose without my prior written consent.*

*Further 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, judgement, or view on the authenticity, correctness of the resolutions or any other Company Law provisions. This certificate is restricted to the poll & e-voting counting, correctness of the poll documentation and validation of the process of voting by poll & e-voting.*