



Rafeeulla Shariff BBM, MBA, ACS
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,
Mr. Satish Narayana Swamy
The Chairman,
Ovobel Foods Limited

The Extra-Ordinary General Meeting of the Equity Shareholders of Ovobel Foods Limited Held on Monday, the 21st day of March, 2016 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, **Rafeeulla 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 resolution at the Extra-Ordinary General Meeting of the Equity Shareholders of **Ovobel Foods Limited**, held on Monday, the 21st day of March, 2016 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 17th March, 2016 and ended on 21st March, 2016 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.



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4. The result of the Poll is as under:

(a) Ordinary Business
Resolution -Ordinary

Agenda Item no: 1- Approval for increase in managerial remuneration of Mr. Shanti Swarup Aggarwal, Managing 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 |
|---|------------------------------|---------------------------------------|
| 24 | 47,01,109 | 100% |

(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 |
|--|------------------------------|---------------------------------------|
| 0 | 0 | 0 |

(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 |

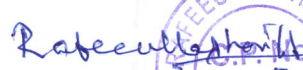
5. List of equity shareholders who voted "FOR" and "AGAINST" for the resolution is enclosed.

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

Thanking you,

Yours' faithfully,

Place: Bangalore
Date: 21st March, 2016


Rafeeulla Shariff
Practicing Company Secretary
Membership No. 28890
CP No: 11103



Please note the following points:

This Certificate has been provided only based on my verification of signed Form MGT-12 (polling papers) and counting the votes in favour and against the resolution in the Extra-Ordinary General Meeting held on 21st March, 2016.

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 counting, correctness of the poll documentation and validation of the process of voting by poll.

Encl:- List of equity shareholders who voted "FOR" and "AGAINST" for the resolution is enclosed.



M. No. 28890



ANNEXURE TO MGT-13

| SL NO | NAME OF THE SHAREHOLDER | SHARES VOTED IN FAVOUR | SHARES VOTED AGAINST | INVALID VOTES | TOTAL SHARES |
|-------|--|---------------------------|-------------------------|------------------|-----------------|
| 1 | R RAJESH . | 2100 | 0 | 0 | 2100 |
| 2 | K V LAXMIPATHI | 2500 | 0 | 0 | 2500 |
| 3 | K R ANANTH KUMAR | 1200 | 0 | 0 | 1200 |
| 4 | S KRISHNA | 6000 | 0 | 0 | 6000 |
| 5 | MADHU SUDHANA K | 400 | 0 | 0 | 400 |
| 6 | UDAYKUMAR K BHASKARA | 3000 | 0 | 0 | 3000 |
| 7 | LAXMAN RAMCHANDANI | 600 | 0 | 0 | 600 |
| 8 | MOHAMMED RAFIQ | 100 | 0 | 0 | 100 |
| 9 | K L LALITHAMA | 2500 | 0 | 0 | 2500 |
| 10 | SHANTHA NAGABHUSHAN | 600 | 0 | 0 | 600 |
| 11 | K L JANARDHAN | 1500 | 0 | 0 | 1500 |
| 12 | S ARATHI | 1200 | 0 | 0 | 1200 |
| 13 | V K SHARMA | 10400 | 0 | 0 | 10400 |
| 14 | NARAYANA IYER SUDARSANAN | 2500 | 0 | 0 | 2500 |
| 15 | SAMARTH PAREKH | 250000 | 0 | 0 | 250000 |
| 16 | SAHARSH PAREKH | 198200 | 0 | 0 | 198200 |
| 17 | NILANGI PAREKH | 245700 | 0 | 0 | 245700 |
| 18 | SHANTI SWARUP AGGARWAL | 764909 | 0 | 0 | 764909 |
| 19 | UTSAV PAREKH | 1043600 | 0 | 0 | 1043600 |
| 20 | NATASHA AGGARWAL | 183800 | 0 | 0 | 183800 |
| 21 | ANISHA AGGARWAL | 186800 | 0 | 0 | 186800 |
| 22 | VINITA AGARWAL | 618400 | 0 | 0 | 618400 |
| 23 | SADHANA AGARWAL | 325100 | 0 | 0 | 325100 |
| 24 | INDUSS FOOD PRODUCTS & EQUIPMENTS LTD | 850000 | 0 | 0 | 850000 |



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