

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

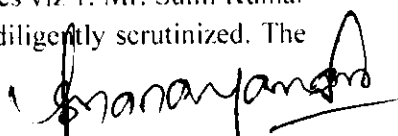
To
The Chairman,
Innovative Foods Limited,
Chakolas Habitat, A Block 1C,
Thevara Ferry Road, Kochi - 682013

Dear Sir,

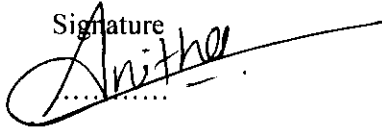
Annual General Meeting of the Equity Shareholders of INNOVATIVE FOODS LIMITED (CIN: U51909KL1989PLC005465) held on 27/09/2017 at Chakolas Habitat, A Block 1C, Thevara Ferry Road, Kochi - 682013 at 10.30 AM.

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 28th Annual General Meeting on the resolutions contained in the Notice dated 18/08/2017, submit my report as under:

- i. The members of the company as on the cut-off date i.e.19/09/2017 were entitled to vote on the resolutions (Ordinary Resolution being Item no.1 to 5 and Special Resolution being Item no. 6) 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 Sunday, 24/09/2017 till 5.00 pm on 26/09/2017. 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 26/09/2017. 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) - 170919016 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

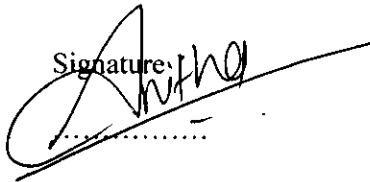

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said witnesses have signed below signifying their confirmation of the ballot box having been opened in their presence.

Signature


Signature


- v. The vote cast through electronic means through remote e-voting were unblocked on 27/09/2017 in presence of two witnesses viz. 1. Mr. 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


Signature


- 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:

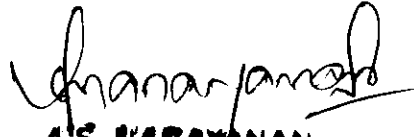
ORDINARY BUSINESS

Item No. 1:-

Ordinary Resolution

Resolution for adoption of financial statements for the year 2016-17

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	NIL	NIL	NA	0
Voting at General Meeting				
By ballot-	66	4	1	71
Total votes	73189359	4	0	73189363
RESULT	Passed by majority votes			


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Item No.2:-

Ordinary Resolution

Resolution for re-appointment of Mr. MANOJ KUMAR PARAMESWARAN(DIN:03527923), who retires by rotation.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	NIL	NIL	NA	0
Voting at General Meeting				
By ballot-	63	8	Nil	71
.Total votes	73189339	34	Nil	73189373
RESULT	Passed by majority votes			

Item No.3:-

Ordinary Resolution

Appointment of statutory auditors.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	NIL	NIL	NA	0
Voting at General Meeting				
By ballot-	67	4	Nil	71
.Total votes	73189369	4	Nil	73189373
RESULT	Passed by majority votes			

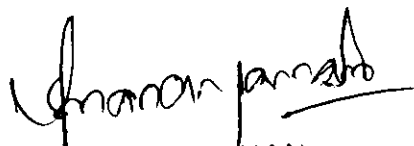
SPECIAL BUSINESS

Item No.4:-

Ordinary Resolution

Appointment of Mr.Ajay Baijal (DIN: 00004943) as Independent Director

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	NIL	NIL	NA	0
Voting at General Meeting				
By ballot-	63	7	1	71
.Total votes	73189344	24		73189368
RESULT	Passed by majority votes			


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Item No.5:-
Ordinary Resolution

Appointment of Ms.Riya Bhattacharya (DIN:07071729) as Nominee Director

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	NIL	NIL	NA	0
Voting at General Meeting				
By ballot-	65	4	2	71
Total votes	73189359	4		73189363
RESULT	Passed by majority votes			

Item No.6:-
Special Resolution

Appointment of Mr. MANOJ KUMAR PARAMESWARAN (DIN:03527923) as Whole time Director

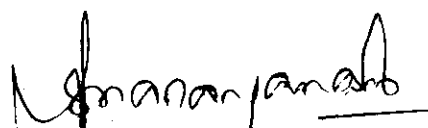
Method of Voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	NIL	NIL	NA	0
Voting at General Meeting				
By ballot-	65	4	2	71
Total votes	73189359	4		73189363
RESULT	Passed by majority votes			

All the above mentioned resolutions (Ordinary from item no 1 to 5 and special resolution item no 6) 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
Company Secretary in Practice
ACS M No.6972
CP No.8147

A S Narayanan
(Scrutinizer)
Scrutiniser Entity ID: 79732

Place: Kochi

Date: 27/09/2017