

**SCRUTINIZER'S REPORT**

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

Dear Sir,

35<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Innovative Foods Limited (CIN:U51909KL1989PLC005465) held on Thursday the 14<sup>th</sup> November, 2024 (14/11/2024) through video conferencing at 11.00 AM.

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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 Annual General Meeting on the resolutions contained in the Notice dated 22/10/2024, submit my report as under:

- i. The members of the company as on the cut-off date i.e. 07/11/2024 were entitled to vote on the resolutions (Ordinary Resolutions being Item No. 1 & 2 under Ordinary Business and under Special Business- Ordinary Resolutions being Item Nos.3 to 5 and Item No.6 as special resolution) 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, 11.11.2024 till 5.00 pm on Wednesday, 13.11.2024. As the meeting was held through video conferencing (VC) mode, voting at the venue was not made available and instead e-voting was allowed for the members (who had not exercised the option of remote e-voting before the AGM) for 15 minutes after the conclusion of AGM.
- iii. The Company had appointed National Securities Depository Limited (NSDL) as the Operating agency for E-voting purposes. The Company had also appointed Integrated Enterprises (India) Ltd. as Registrar and Share Transfer Agents. EVEN -131970 had been allotted for e-voting at the Company's Annual General Meeting.

**A S NARAYANAN**  
**COMPANY SECRETARY IN PRACTICE**  
**ACS M.6972,CP.8147**

**PUNAKATTIL BUILDING**  
**GROUND FLOOR**  
**EAST KADUNGALLOOR U C COLLEGE PO**  
**ALUVA 683102**

- iv. The votes cast through electronic means/remote E- Voting were unblocked on 15/11/2024 in the presence of two witnesses, viz., Mr. K V Sunil Kumar and Mr. Suresh , who are not in the employment of the company.
- v. Final voting report on E-voting was generated from the official e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com), following the prescribed procedure, which was duly checked and validated by me. From the said report, 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 e-voting:**

**ORDINARY BUSINESS**

**Item No. 1: -**

**Ordinary Resolution**

To receive, consider and adopt the audited Profit and Loss account for the year ended 31.03.2024 and the Balance Sheet of the company as at 31.03.2024 together with the Reports of Directors' and Auditors' thereon.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	207	NIL	NA	207
Voting at General Meeting				
By ballot-	NIL	NIL	NA	NA
Total votes	207	NIL	NA	207
RESULT	The Chairman had announced at the meeting that the said agenda item will not be taken up as the Audit Report is still not ready and announced that the adjourned date for consideration of this agenda item will be informed to the members separately. Hence this item is <b>DEFERRED</b> .			

**Item No. 2:-**

**Ordinary Resolution**

To appoint a Director in place of Mr. Saurabh Vijay Saxena (DIN: 10098297), who retires by rotation and being eligible, offers himself for re- appointment.

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	108288633	110	NA	108288743
Voting at General Meeting				
By ballot-	NIL	NIL	NA	NA
Total votes	108288633	110	NA	108288743

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RESULT	Passed by Majority votes
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### **SPECIAL BUSINESS**

#### **Item No. 3: -**

##### **Ordinary Resolution**

To approve the increase of the remuneration payable to Mr. Suraj Sampatrao Kamble,  
Company Secretary of the Company

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	108288623	120	NA	108288743
Voting at General Meeting				
By ballot-	NIL	NIL	NA	NA
Total votes	108288623	120	NA	108288743
RESULT	Passed by Majority votes			

#### **Item No. 4 :-**

##### **Ordinary Resolution**

To approve the remuneration payable to Mr.Ranga Roop, Finance Head of the Company .

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	108288623	120	NA	108288743
Voting at General Meeting				
By ballot-	NIL	NIL	NA	NIL
Total votes	108288623	120	NA	108288743
RESULT	Passed by Majority votes			

#### **Item No. 5 :-**

##### **Ordinary Resolution**

To approve the write – off of the expenses of the Company

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	108288633	110	NA	108288743
Voting at General Meeting				
By ballot-	NIL	NIL	NA	NIL

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Total votes	108288633	110	NA	108288743
RESULT	Passed by Majority votes			

**Item No. 6 :-**

**Special Resolution**

Approval of rate of interest on loans from Related Parties not at arm's length basis under Section 188 of the Companies Act, 2013

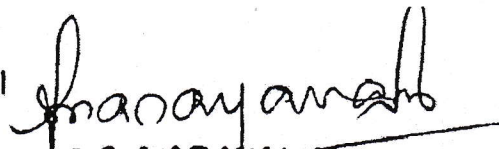
Method of Voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	120047	108168696	NA	108288743
Voting at General Meeting				
By ballot-	NIL	NIL	NA	NIL
Total votes	120047	108168696	NA	108288743
RESULT	Resolution defeated			

Ordinary Resolution No.1 is deferred, Ordinary Resolutions Nos.2,3,4& 5 & 8 have been carried with majority votes and Special Resolution No.6 is defeated.

This is for your appropriate action and doing the needful in the matter.

Thanking you,

Yours faithfully,



  
**A.S. NARAYANAN**  
Company Secretary in Practice  
ACS M No.6972  
CP No.8147

A S Narayanan(Scrutinizer)  
UDIN: A006972F002247419

Place: Aluva

Date:16/11/2024

Witnesses

1..........

2..........(SURESH)

Received the report of the Scrutinizer