

SCRUTINIZER'S REPORT

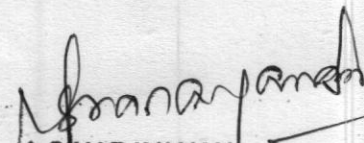
To
The Chairman,
Innovative Foods Limited,
Chakolas Habitat, A Block 1C,
Thevara Ferry Road, Cochin - 682013

Dear Sir,

Annual General Meeting of the Equity Shareholders of Innovative Foods Limited (CIN:Innovative Foods Limited) held on 23/11/2018 at Chakolas Habitat, A Block, 1 CThevara Ferry Road, Cochin, Kerala, 682013, India at 10.30 AM.

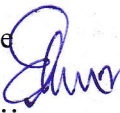
I, A S Narayanan, Company Secretary in Practice, appointed as Scrutinizer vide resolution of the Board of Directors of the Company, for the purpose of scrutinizing the remote e-voting and voting at the Annual General Meeting on the resolutions contained in the Notice dated 10/10/2018, submit my report as under:

- i. The members of the company as on the cut-off date i.e. 17/11/2018 were entitled to vote on the resolutions (Ordinary Resolution being Item no.1,2,3,4&5 and Special Resolution being Item no.6) as set out in the Notice of the Extra-ordinary General Meeting of the Company.
- ii. The remote e-voting period remained open from 9.00 am on Tuesday, 20.11.2018 till 5.00 pm on 22.11.2018 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 22.11.2018. 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) – 151130006 had been allotted for e-voting at the Company's Annual General Meeting.

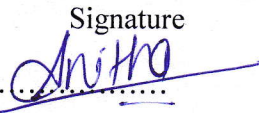

A.S. NARAYANAN
Company Secretary in Practice
ACS M. No. 6972 CP No. 8147

- 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 and 2. Mrs.Anitha G Menon and the ballot papers were diligently scrutinized. The said witnesses have signed below signifying their confirmation of the ballot box having been opened in their presence.

Signature

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Signature

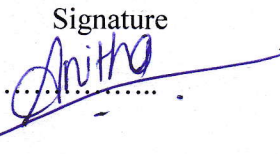
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- v. The vote cast through electronic means through remote e-voting were unblocked on 23.11.2018 in presence of two witnesses viz. 1. Mr. Sunil Kumar and 2. Mrs. Anitha G Menon, who are not in the employment of the Company. They have signed below signifying their confirmation of the e-votes having been unblocked in their presence.

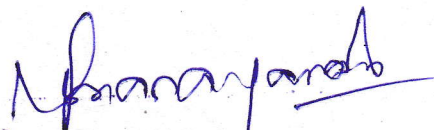
Signature

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- 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.


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Given below is the consolidated summary of results of remote e-voting and voting at general meeting through ballot:

ORDINARY BUSINESS

ITEM NUMBER 1

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E- 1	NIL	NA	1
Voting at General Meeting				
By ballot-	73168939	4	NA	73168943
.Total votes	73168940	4	NA	73168944
RESULT	Passed by Majority votes			

ORDINARY BUSINESS

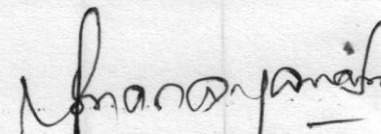
ITEM NUMBER 2

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E- 1	NIL	NA	1
Voting at General Meeting				
By ballot-	73168939	4	NA	73168943
.Total votes	73168940	4	NA	73168944
RESULT	Passed by Majority votes			

ORDINARY BUSINESS

ITEM NUMBER 3

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E- 1	NIL	NA	1
Voting at General Meeting				
By ballot-	73168939	4	NA	73168943
.Total votes	73168940	4	NA	73168944
RESULT	Passed by Majority votes			


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SPECIAL BUSINESS

Item No. 4:-

Ordinary Resolution

Appointment of Mr.K.SNarayanan(DIN:08097152) as director, Non-Executive and Independent Director of the company

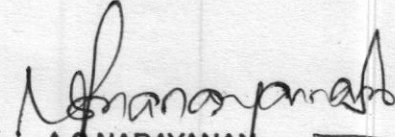
Method of Voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E- 1	NIL	NA	1
Voting at General Meeting				
By ballot-	73168929	5	NA	73168934
.Total votes	73168930	4	NA	73168934
RESULT	Passed by Majority votes			

Item No. 5:-

Ordinary Resolution

Appointment of Mr.HariNarayan(DIN:07056472) as Nominee director of the company

Method of Voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote voting	E- 1	NIL	NA	1
Voting at General Meeting				
By ballot-	73168939	4	NA	73168943
.Total votes	73168940	4	NA	73168944
RESULT	Passed by Majority votes			


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

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

Item No. 6:-

Special Resolution

Issue of Performance linked Equity Options to Mr.MithunAppaiah,CEO of the Company

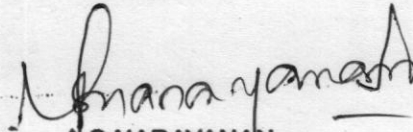
Method of Voting	Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total votes
Remote E-voting	1	NIL	NA	1
Voting at General Meeting				
By ballot-	73168939	4	NA	73168943
.Total votes	73168940	4	NA	73168944
RESULT	Passed by Majority votes			

The above mentioned resolutions 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
(Scrutinizer)

Scrutiniser Entity ID: 79732

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

Place: Kochi

Date: 26/11/2018