



**OVOBEL
FOODS LIMITED**

CIN : L85110KA1993PLC013875

45, Old No. 32/1, Ground Floor, 3rd Cross, Aga Abbas Ali Road, Ulsoor, Bengaluru - 560 042 INDIA.

Tel : 91-80-25594145 / 25594148, Fax : 91-80-25594147

E-mail : info@ovobelfoods.com, URL : <http://www.ovobelfoods.com>



To
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400 001,
Maharashtra, India.

Dear Sir/Madam,

Sub: Submission of Scrutinizers report of 25th Annual General Meeting as per regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015

Ref: Scrip Code: 530741

Pursuant to Regulation 44(3) of SEBI(LODR) Regulations, 2015, we hereby submit details regarding the voting results as given in the scrutinizers Report of the business transacted at the 25th Annual General Meeting of the members of the company held on Monday, 18th of September, 2017, at 10:30 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.

Enclosing Scrutinizers report of 25th Annual General Meeting as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 for your kind perusal.

Request your good-self to kindly take note of the same and acknowledge.

Yours Faithfully

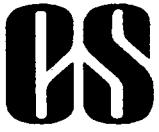
For **Ovobel Foods Limited**

Ritu Singh

Ritu Singh
Company Secretary & Compliance Officer

Date: 19.09.2017

Place: Bangalore



Rafeulla Shariff BBM, MBA, ACS
Practicing Company Secretary

No. 41, Patalamma Temple Street,
Basavanagudi, Near South End Circle,
Bangalore - 560 004, Karnataka, India
Mobile : +91 7259700201
E-Mail : csshariff2011@gmail.com

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)

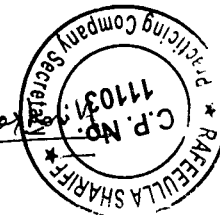
To
The Chairman,
25th Annual General Meeting of the Equity Shareholders of
Ovobel Foods Limited
Held on 18th September, 2017.
At Vasudev Adigas Fast Food,
02nd Floor Party Hall, No. 21/24,
Next to Metro Trinity Station, M.G. Road,
Bengaluru - 560 001, Karnataka, India.

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,

I, Rafeulla Shariff, Practising Company Secretary, having my office at No. 41, Patalamma Temple Street, Basavanagudi, Near South End Circle, Bangalore - 560004, Karnataka, India 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 25th Annual General Meeting of the Company held on Monday, 18th day of September, 2017 at 10:30 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, submit our report as under:

Rafeulla Shariff

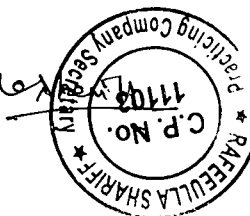


1. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the rules relating to the voting through electronic means and physical ballot voting on the resolutions contained in the Notice to the 25th Annual General Meeting (AGM) the Company. 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.
2. The equity shareholders holding shares as on the "cut off" date 11.09.2017 were entitled to vote on the resolutions stated in the Notice of 25th Annual General Meeting.
3. The Register of Members and Share Transfer Books of the Company remained closed from 12.09.2017 to 18.09.2017 (both days inclusive).
4. 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 15.09.2017 (Friday) at 09:00 A.M. to 17.09.2017 (Sunday) 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.
5. 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.
6. 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.
7. I did not find any poll papers invalid.

The result of the Poll is as under:



Rafeequl



(a) Ordinary Business

Agenda Item No:01-

To receive, consider and adopt the audited Books of Accounts, Balance Sheet as at on 31st March 2017 and the Statement of Profit & Loss as per provisions of Companies Act, 2013 for the year ended on said 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	NIL	NIL	0
Voting by ballot	21	39,97,010	100
Total	21	39,97,010	100

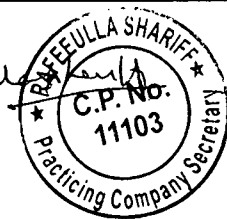
(ii) Voted **against** the resolution:

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	-	-	-
Total	-	-	-

(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



Rafeequllah


Agenda Item No:02-

To appoint a Director in place of Mr. Philip Jan Clement Maria Jozef Van Bosstraeten (DIN: 02600487), who retires by rotation and being eligible, seeks 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	NIL	NIL	0
Voting by ballot	21	39,97,010	100
Total	21	39,97,010	100

(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	-	-	-
Total	-	-	-

(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



Rabeen



Agenda Item No: 03-

To ratify the appointment of the Statutory Auditors under section 139(1) of the Companies Act 2013, who were previously appointed for a period of 5 years till the financial year ended 31st March 2021. The Auditors have confirmed their eligibility for the same, in terms of the provisions of Section 141 of the Act, and Rules made thereunder.

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

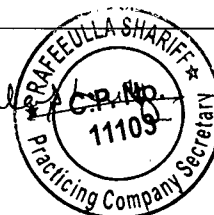
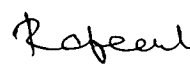
Mode of voting	Number of members voted (in person or by proxy or by representative)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	NIL	NIL	0
Voting by ballot	21	39,97,010	100
Total	21	39,97,010	100

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

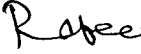

Mode of voting	Number of members voted (in person or by proxy or by representative)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
Total	-	-	-

(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



8. A Compact disc(CD) containing a list of equity shareholders who voted "FOR", "AGAINST" for each resolution is enclosed.
9. 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.
- 10.*Total number of member's present were 23 in person, 6 in proxy and 1 authorised representative. Out of it, only 21 members voted in the meeting. Remaining shareholders did not vote in favour or against.



Rafeeulla Shariff
Practicing Company Secretary
FCS Number : 9367
CP No : 11103

Place: Bangalore
Date: 19.09.2017

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 18th September, 2017.

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 18.09.2017 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.

