

**OVOBEL
FOODS LIMITED**

CIN : L85110KA1993PLC013875

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

Tel : 91-80-25594145 / 25594146, 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 Consolidated Scrutinizer's Report on e-voting and poll conducted at the 27th Annual General Meeting of the Company held on 23rd September, 2019.

Ref: Scrip Code: 530741

Please find enclosed herewith consolidated Scrutinizer's Report on e-voting and poll conducted at the 27th Annual General Meeting of Ovobel Foods Limited held on Monday, 23rd September, 2019 At 10:30 AM 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.

Further, we request your good-self to kindly take note of the same and acknowledge.

Yours Faithfully

For Ovobel Foods Limited,

Ritu Singh



Ritu Singh

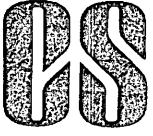
Compliance officer and Company Secretary,

Membership No. A24934

Date: 30th September, 2019

Place: Bangalore

Enclosure: Copy of Scrutinizer's Report of 27th AGM of the Company.



Rafeeulla Shariff BBM, MBA, FCS
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

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]

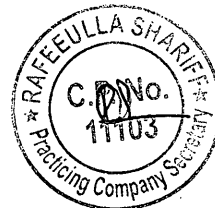
To,
The Chairman,
27th Annual General Meeting of the Equity Shareholders of
Ovobel Foods Limited
Held on 23rd September, 2019.
At Vasudev Adigas Fast Food, 02nd Floor Party Hall,
No. 21/24, Next to Metro Trinity Station, M.G. Road,
Bengaluru - 560 001, Karnataka, India.

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 (2) of the Companies (Management & Administration) Rules, 2014 as amended till date.

Dear Sir,

I, Rafeeulla Shariff, Practising Company Secretary, having my office at No. 41, Patalamma Temple Street, Basavangudi, 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 27th Annual General Meeting of the Company held on Monday, 23rd day of September, 2019 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 - 560001, Karnataka, India, submit our report as under:

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 27th 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 CDSL and by use of ballots at the meeting.



2. The equity shareholders holding shares as on the "cut off" date 16.09.2019 were entitled to vote on the resolutions stated in the Notice of 27th Annual General Meeting.
3. The Register of Members and Share Transfer Books of the Company remained closed from 17.09.2019 to 23.09.2019 (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 20.09.2019 at 09:00 A.M to 22.09.2019 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.
8. The result of the Poll is as under:

(a) ORDINARY BUSINESS:

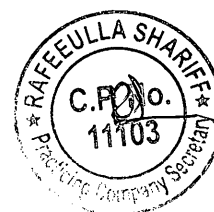
Agenda Item No. 01:

ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019:

To receive, consider and adopt the Books of Accounts, Balance Sheet as on 31st March 2019, the Statement of Profit and Loss for the year ended on that 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	2	7,700	0.16
Voting by ballot	41	49,13,868	99.84
Total	43	49,21,568	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

Agenda Item No. 02:

TO RE-APPOINT PHILIP VAN BOSSTRAETEN, DIRECTOR OF THE COMPANY WHO RETAIRS BY ROTATION:

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

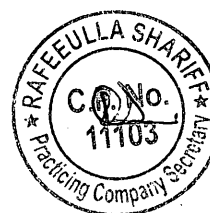
Mode of voting	Number of members were present and voting (in person or by proxy or by representative)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	Nil	Nil	0
Voting by ballot	41	49,13,868	99.84
Total	41	49,13,868	99.84

(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	2	7,700	0.16
Voting by ballot	-	-	-
Total	2	7,700	0.16

(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



(b) SPECIAL BUSINESS:

Agenda Item No. 3:

RE-APPOINTMENT OF MR. NARENDRA DATTATRI HALDAWAR AS AN INDEPENDENT DIRECTOR:

(iv) 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	1	4,100	0.08
Voting by ballot	41	49,13,868	99.84
Total	42	49,17,968	100

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

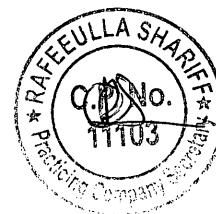
Mode of voting	Number of members voted (in person or by proxy or by representative)	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	3,600	0.08
Voting by ballot	-	-	-
Total	1	3,600	0.08

(vi) **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

9. A list of shareholders who voted "FOR" and "AGANIST" for the resolution is enclosed as Annexure-A.

10. The poll papers and all other relevant records were sealed and handed over to the Chief Financial Officer authorized by the Board for safe keeping.



11. Total number of member's present were 59 in person and 1 authorised representative. Out of it, only 41 members voted in the meeting through physical ballot. Remaining shareholder did not vote in favour or against. And 2 shareholders were voted through e-voting.



Rafeulla Shariff
Practising Company Secretary
Membership No.: FCS - 9367
CP No: 11103

Date: 25.09.2019

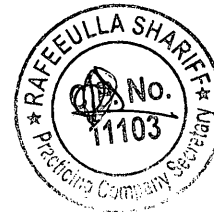
Place: Bangalore

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 23rd September, 2019.

This Report of Scrutinizer is issued at the request of the company with a limited purpose to pass the ordinary & special resolutions through poll vide Annual General Meeting dated 23.09.2019 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 and any other applicable statutory provisions, if any. 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.



ORDINARY BUSINESS:

Agenda No. 1:

ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019:

Name of the Scrutinizer: **Rafeulla Shariff**

LIST OF SHAREHOLDERS WHO VOTED FOR THE RESOLUTION:

Sl No.	Name of the Shareholder	No of shares held
1	R.Rajesh	2100
2	N.Rama Murthy	1
3	S.A.L Gupta	2
4	R. Manjunatha	100
5	Shantha Nagabhushan	600
6	O.V.Gurunath	5
7	D.G.Revappa	100
8	Srinivasa Babu O V	78
9	Vinita Agarwal	628400
10	K.V.L Sarada Kumari	2
11	T.M.Jagannath	100
12	R.V.Nagabushan	1
13	Mohammed Rafiq	100
14	Natasha Agarwal	183800
15	Shanti Swarup Agarwal	772409
16	Samart Parekh	250000
17	Sadhana Agarwal	325100
18	Anisha Agarwal	186800
19	Induss Food Products & Equipments Limited	850000
20	Utsav Parekh	1043600
21	Swapan KR Majumdar	900
22	Sanil H S	10
23	Saharsh Parekh	92800
24	Ajay Kumar Kayan	327500
25	Veena S	5
26	Sagare G C	100
27	D R Madhumathi	100
28	Srinivas H N	2
29	D Rajendra Prasad	100
30	Nilangi Parekh	245700
31	Sireesha Raju K	7
32	K C Govindaraj	10



33	K L Janardhan	1500
34	Kiran Kumar D	1500
35	Dixit Hariprasad Uma	10
36	Ashok Chakravarthi S	10
37	Sindhu Varnika	5
38	Dixit Hariprasad	10
39	B H Shivashankarappa	1
40	Sham Sundar K N	200
41	K N Satheesha	100
42	Vandana Lakshminarayan Bhat	4100
43	Sandeep Rao	3600
	Total	49,21,568

Agenda No. 2:

TO RE-APPOINT PHILIP VAN BOSSTRAETEN, DIRECTOR OF THE COMPANY WHO RETAIRS BY ROTATION:

Name of the Scrutinizer: **Rafeulla Shariff**

LIST OF SHAREHOLDERS WHO VOTED FOR THE RESOLUTION:

SI No.	Name of the Shareholder	No of shares held
1	R.Rajesh	2100
2	N.Rama Murthy	1
3	S.A.L Gupta	2
4	R. Manjunatha	100
5	Shantha Nagabhushan	600
6	O.V.Gurunath	5
7	D.G.Revappa	100
8	Srinivasa Babu O V	78
9	Vinita Agarwal	628400
10	K.V.L Sarada Kumari	2
11	T.M.Jagannath	100
12	R.V.Nagabushan	1
13	Mohammed Rafiq	100
14	Natasha Agarwal	183800
15	Shanti Swarup Agarwal	772409
16	Samart Parekh	250000
17	Sadhana Agarwal	325100
18	Anisha Agarwal	186800
19	Induss Food Products & Equipments Limited	850000
20	Utsav Parekh	1043600
21	Swapan KR Majumdar	900



22	Sanil H S	10
23	Saharsh Parekh	92800
24	Ajay Kumar Kayan	327500
25	Veena S	5
26	Sagare G C	100
27	D R Madhumathi	100
28	Srinivas H N	2
29	D Rajendra Prasad	100
30	Nilangi Parekh	245700
31	Sireesha Raju K	7
32	K C Govindaraj	10
33	K L Janardhan	1500
34	Kiran Kumar D	1500
35	Dixit Hariprasad Uma	10
36	Ashok Chakravarthi S	10
37	Sindhu Varnika	5
38	Dixit Hariprasad	10
39	B H Shivashankarappa	1
40	Sham Sundar K N	200
41	K N Satheesha	100
	Total	49,13,868

LIST OF SHAREHOLDERS WHO VOTED AGAINST THE RESOLUTION:

SI No.	Name of the Shareholder	No of shares held
1	Vandana Lakshminarayan Bhat	4100
2	Sandeep Rao	3600
	Total	7700

Agenda No. 3:

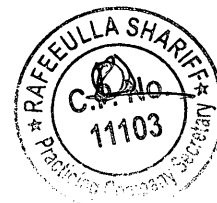
SPECIAL BUSINESS:

RE-APPOINTMENT OF MR. NARENDRA DATTATRI HALDAWAR AS AN INDEPENDENT DIRECTOR:

Name of the Scrutinizer: **Rafeulla Shariff**

LIST OF SHAREHOLDERS WHO VOTED FOR THE RESOLUTION:

SI No.	Name of the Shareholder	No of shares held
1	R.Rajesh	2100
2	N.Rama Murthy	1
3	S.A.L Gupta	2
4	R. Manjunatha	100



5	Shantha Nagabhushan	600
6	O.V.Gurunath	5
7	D.G.Revappa	100
8	Srinivasa Babu O V	78
9	Vinita Agarwal	628400
10	K.V.L Sarada Kumari	2
11	T.M.Jagannath	100
12	R.V.Nagabushan	1
13	Mohammed Rafiq	100
14	Natasha Agarwal	183800
15	Shanti Swarup Agarwal	772409
16	Samart Parekh	250000
17	Sadhana Agarwal	325100
18	Anisha Agarwal	186800
19	Induss Food Products & Equipments Limited	850000
20	Utsav Parekh	1043600
21	Swapan KR Majumdar	900
22	Sanil H S	10
23	Saharsh Parekh	92800
24	Ajay Kumar Kayan	327500
25	Veena S	5
26	Sagare G C	100
27	D R Madhumathi	100
28	Srinivas H N	2
29	D Rajendra Prasad	100
30	Nilangi Parekh	245700
31	Sireesha Raju K	7
32	K C Govindaraj	10
33	K L Janardhan	1500
34	Kiran Kumar D	1500
35	Dixit Hariprasad Uma	10
36	Ashok Chakravarthi S	10
37	Sindhu Varnika	5
38	Dixit Hariprasad	10
39	B H Shivashankarappa	1
40	Sham Sundar K N	200
41	K N Satheesha	100
42	Vandana Lakshminarayan Bhat	4100
	Total	49,17,968

LIST OF SHAREHOLDERS WHO VOTED AGAINST THE RESOLUTION:

Sl No.	Name of the Shareholder	No of shares held
1	Sandeep Rao	3,600
	Total	3,600

