



**Rafeeulla Shariff** BBM, MBA, FCS  
Practicing Company Secretary

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**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,  
28<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**Ovobel Foods Limited**  
Held on 26<sup>th</sup> November 2020.  
through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") as per MCA  
circular no. 20/2020 dated 05<sup>th</sup> May 2020

**Subject:** Scrutinizer Report on remote e-voting & e-voting at the Annual General Meeting  
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, Rafeeulla Shariff, Practising Company Secretary, having my office at No. 41, Patalamma Temple Street, Basavangudi, Near South End Circle, Bangalore - 560004, Karnataka, India was appointed as the Scrutinizer for the purpose of e-voting and e-voting at the Annual General Meeting 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 in respect of the resolutions passed at the 28<sup>th</sup> Annual General Meeting of the Company held on Thursday, 26<sup>th</sup> of November 2020, at 10:30 AM through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") as per MCA circular no. 20/2020 dated 05<sup>th</sup> May 2020 and submit Scrutinizer's report on the voting on the resolutions based on the reports generated from the electronic voting system:

1. Pursuant to General Circulars No. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 respectively issued by the Ministry of Corporate Affairs, an advertisement was published in Financial Express (English) and Hosadigantha (Kannada), respectively specifying the date & time of the AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of registration of email ids by the members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.
2. The Company hosted the notice of AGM on its website and also intimated the same to BSE Limited.



3. The equity shareholders holding shares as on the "cut off" date 19.11.2020 were entitled to vote on the resolutions stated in the Notice of 28<sup>th</sup> Annual General Meeting.
4. The Register of Members and Share Transfer Books of the Company remained closed from 20.11.2020 to 26.11.2020 (both days inclusive).
5. 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 23.11.2020 at 09:00 A.M to 25.11.2020 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.
1. All the E-votings are reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.

The result of the E-voting is as under:

**(a) ORDINARY BUSINESS:**

**Agenda Item No. 01:**

**ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2020:**

To receive, consider and adopt the Books of Accounts, Balance Sheet as on 31<sup>st</sup> March 2020, 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	19	5938900	99.72294
e- voting at AGM	2	3500	0.05877
<b>Total</b>	<b>21</b>	<b>5942400</b>	<b>99.78171</b>



(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	1	13,000	0.21829
e- voting at AGM	-	-	-
<b>Total</b>	<b>1</b>	<b>13,000</b>	<b>0.21829</b>

(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 ANISHA AGARWAL, 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	14	41,73,991	98.6878
e- voting at AGM	2	3,500	0.0828
<b>Total</b>	<b>16</b>	<b>41,77,491</b>	<b>98.7705</b>

(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	3	52,000	1.2295
e- voting at AGM	-	-	-
<b>Total</b>	<b>3</b>	<b>52,000</b>	<b>1.2295</b>

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	17,25,909 *

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**\* These votes were in favour of the resolution. Since these votes were casted by the related parties, I have considered in as Invalid votes.**

**(b) SPECIAL BUSINESS:**

**Agenda Item No. 3:**

**APPROVAL FOR INCREASE IN MANAGERIAL REMUNERATION OF MR. SHANTI SWARUP AGGARWAL, MANAGING DIRECTOR OF THE COMPANY:**

(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	13	41,73,891	98.6854
e- voting at AGM	2	3,500	0.0828
<b>Total</b>	<b>15</b>	<b>41,77,391</b>	<b>98.7682</b>

(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	4	52,100	1.2318
e- voting at AGM	-	-	-
<b>Total</b>	<b>4</b>	<b>52,100</b>	<b>1.2318</b>

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
3	17,25,909*

**\* These votes were in favour of the resolution. Since these votes were casted by the related parties, I have considered in as Invalid votes.**

2. Based on the aforesaid results, I report that 02 Ordinary Resolutions and 01 Special Resolutions as set out in the Notice of the AGM have been passed with the requisite majority.



3. The E-voting documents and all other relevant records were sealed and handed over to the Chairman authorized by the Board for safe keeping.

  


**Rafeeulla Shariff**  
**Practicing Company Secretary**  
Membership No.: FCS - 9367  
CP No: 11103  
UDIN: F009367B001337661

**Date:** 27.11.2020

**Place:** Bengaluru

**Please note the following points:**

This Certificate has been provided only based on my verification Remote E-voting & results of e-voting at the AGM by counting the votes in favour and against the resolution in the Annual General Meeting held on 26<sup>th</sup> November, 2020.

*This Report of Scrutinizer is issued at the request of the company with a limited purpose to pass the ordinary & special resolutions through E-voting vide Annual General Meeting dated 26.11.2020 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 votes, 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 e-voting counting, correctness of the documentation and validation of the process of voting by e-voting.*

