

Notice of 31st Annual General Meeting

Shareholders are advised to refer Point No. 8 of Notice of AGM with regard to Payment of Dividend and applicable Tax Deduction at Source (“TDS”) and Communication of Company dated 30th July, 2021 to Shareholders which is also available on the Company’s website www.flexfoodsltd.com (weblink: https://flexfoodsltd.com/pdf/shareholders_communication/Communication_for_deduction_of_Tax_on_Dividend_for_2020_21.pdf)



FLEX FOODS LIMITED



FLEX FOODS LIMITED

(CIN: L15133UR1990PLC023970)

Regd. Office : Lal Tappar Industrial Area, P.O. - Resham Majri, Haridwar Road, Dehradun (Uttarakhand)

Share Deptt. Office : 305, 3rd Floor, Bhanot Cornner, Pamposh Enclave, Greater Kailash-I, New Delhi-110 048

Phone : +91-11-26440917, 26440917 Fax : +91-11-26216922

Website: www.flexfoodsltd.com E-mail ID: secretarial@uflexltd.com CIN No. L15133UR1990PLC023970

NOTICE OF 31st ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the Members of Flex Foods Limited will be held on **Friday, 24th September, 2021 at 3:00 PM** through Video Conferencing (VC)/Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2021, the reports of the Board of Directors and the Auditors thereon;
2. To declare the dividend for the year 2020-2021 on the equity shares of the Company.
3. To appoint a Director in place of Shri Madan Mohan Varshney (DIN 08349956) who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 149, 152 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Shri Rahul Razdan (DIN 09290572), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 24th August, 2021 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** that pursuant of Section 196, 197 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and such other approvals / sanctions as may be necessary, the company hereby approves the appointment of Shri Rahul Razdan (DIN 09290572) as Whole-time Director of the Company for a period of three years w.e.f. 24th August, 2021 to 23rd August, 2024 on the terms and conditions including as to remuneration, minimum remuneration in case of loss or inadequate profit in any financial year as set out in the explanatory statement annexed to the notice, which shall be deemed to form part thereof.

RESOLVED FURTHER THAT that the Board of Directors of the Company, including any duly constituted committee thereof, be and is hereby authorized to vary and / or revise the remuneration of the said Whole-time Director within the permissible limits under the provisions of the Companies Act, 2013 or any statutory modification thereof, from time to time and to settle any question or difficulty in connection therewith or incidental thereto.”

6 To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT**, pursuant to Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Arvind Mahajan (DIN 02410540), who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 24th August, 2021 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as an independent Director for a term of 5 years, i.e. upto 23rd August 2026 and whose office shall not liable to retire by rotation.”

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded to the continuation of directorship of Shri Arvind Mahajan (DIN 02410540) after he attains the age of 75 years, as a Non-Executive, Independent Director of the Company.”

By Order of the Board
Sd/-
RAJESH DHEER
 Company Secretary
 FCS No. 3060

Place : NOIDA
 Date : 24th August, 2021

Regd. Office:

Lal Tappar Industrial Area.
 P.O. Resham Majri,
 Haridwar Road, Dehradun,
 Uttarakhand

IMPORTANT NOTES:

1. The explanatory statement pursuant to section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, annexed hereto.
2. The Register of Members and the Share Transfer books of the Company will remain closed from **11th September, 2021 to 24th September, 2021** both days inclusive, for annual closing and determining the entitlement of the Members to the Dividend for Year 2020-21.
3. Central Depository Services Limited, (“CDSL”) will be providing facility for voting through remote e-Voting, for participation in the 31st AGM through VC/OAVM Facility and e-Voting during the 31st AGM.
4. CDSL e-Voting System – For Remote e-voting and e-voting during AGM
 - i. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular no. 02/2021 dated January 13, 2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic” (collectively referred to as



“SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and “MCA Circulars” & “SEBI Circulars”, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- iii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- v. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.flexfoodsltd.com. The Notice can also be accessed from the website of the Stock Exchange i.e. the BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- vii. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
- viii. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on **21st September, 2021 (9:00 AM)** and ends on **23rd September, 2021 (5:00 PM)**. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 17th September, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>1) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration / EasiRegistration</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Type of shareholders	Login Method
	<p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant for FLEX FOODS LIMITED.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized

to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@uflexltd.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 (Three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id: secretarial@uflexltd.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 (Three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company (secretarial@uflexltd.com)/RTA (beetal@beetalfinancial.com)**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Shri Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex,

Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

5. Other Guidelines for Members

- a. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the **cut-off date of 17th September, 2021**.
- b. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
- c. Shri Mahesh Gupta, Practicing Company Secretary (Membership No. 2870) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. The Scrutinizer shall after the conclusion of e-Voting at the 31st AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 31st AGM, who shall then countersign and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at and on the website of CDSL at <https://www.evotingindia.com/> immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the Stock Exchange i.e. "The BSE Limited ("BSE")".

6. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 31st AGM and the Annual Report for the year 2020-21 including the Audited Financial Statements for year 2020-21, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 31st AGM and the Annual Report for the year 2020-21 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address secretarial@uflexld.com
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
7. The Board of Directors has recommended a Dividend of Rs. 1/- (Rupees One Only) per Equity Share of Rs.10.00 each for the year ended 31st March, 2021 that is proposed to be paid on and after **24th September, 2021**, subject to the approval of the shareholders at the 31st Annual General Meeting.
8. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company. **Further, with respect to Deduction of Tax on Dividend, the communication in this regard has been sent to the shareholders separately on 30th July, 2021 in the permitted mode.**
9. The dividend/s, if any, approved by the Members will be paid as per the mandate registered with the Company or with their respective Depository Participants.
10. Further, in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive

dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/documents by email to reach the Company's email address secretarial@uflexltd.com by **10th September, 2021**.

- a) signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received :
 - i. Name and Branch of Bank and Bank Account type;
 - ii. Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
 - iii. 11 digit IFSC Code;
- b) self attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c) self attested scanned copy of the PAN Card; and
- d) self attested scanned copy of any document (such as AADHAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participant/s.

11. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member, at the earliest once the normalcy is restored.
12. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The Company had, accordingly transferred Rs.12,72,736/- (Rupees Twelve Lacs Seventy Two Thousand Seven Hundred Thirty Six only) being the unpaid and unclaimed dividend amount pertaining to Dividend, 2012-13 to the Investor Education and Protection Fund of the Central Government during the year 2020-21.

The Company has been sending reminders to Members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded on the website of the Company at www.flexfoodsltd.com. Members who have not encashed Dividend for the year 31st March, 2014 or any subsequent dividend declared by the Company, are advised to write to the Company immediately.

13. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, 30851 (Thirty Thousand Eight Hundred Fifty One) Equity Shares of Rs.10/- each on which the dividend remained unpaid or unclaimed for seven consecutive years, were transferred during the year 2020-21 to the IEPF Account, after following the prescribed procedure.

Further, Members who have not claimed / encashed their dividends in the last seven consecutive years from 2014 are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.

14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

16. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
17. Electronic copy of all the documents referred to in the accompanying Notice of the 31st AGM shall be available for inspection in the Investor Section of the website of the Company at www.flexfoodsltd.com
18. During the 31st AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act at company's website: www.flexfoodsltd.com.
19. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 31st AGM, forms integral part of the Notice of the 31st AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
20. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item 4 & 5

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, has appointed Shri Rahul Razdan (DIN 0009290572) as an Additional Director in terms of Section 161 & other applicable provisions of the Companies Act, 2013 to hold office upto the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a member of the Company proposing the candidature of Shri Rahul Razdan for the office of Director of the Company, liable to retire by rotation.

The company business activities have been grown in last couple of years and Food Processing Industry, more particularly in the International Market is highly demanding & challenging. The Company's products are well accepted in India as well as in foreign markets. However a lot is still to be achieved and therefore there is a need to have an eminent and experienced professional as the Whole-time Director of the Company who could manage day to day activities of the company.

Therefore, the Board of Directors of the Company (after considering the recommendation of the Nomination and Remuneration Committee) at its meeting held on 24th August, 2021 has, subject to the approval of Shareholders, appointed Shri Rahul Razdan as Whole-time Director of the Company for a period of 3 years commencing from 24th August, 2021.

Shri Rahul Razdan is a Bachelor of Science in Botany and a Post Graduate in Business Administration. He has over 27 years experience in International Marketing and has worked in several large corporate houses like J.V. Gokal & Company Ltd, Karuturi Networks Ltd, Sucafina SA, Manjushree Plantations Ltd. and Bakelite Hylam Ltd. Displaying core competencies like leadership, team management, well developed organizational ability, and excellent communication skills, he is both quality and process oriented

He is associated with the Company for more than one year and quite familiar with the Company's activities. Presently he is working with the Company as CEO. Considering his vast and rich experience, the Board of Directors proposed the appointment of Shri Rahul Razdan as Whole-time Director on the following terms and conditions:

TERMS AND CONDITIONS

Remuneration:

Total Salary including (all allowances & perquisites) upto Rs. 90,00,000/- (Rupees Ninety Lakh only) per annum with an annual increment of maximum up to 25% of gross salary as decided by Chairman of the Company and subject to the remuneration mentioned in Schedule V of the Companies Act, 2013). In addition to above he will also be entitled to car for official use on conditions that all running and maintenance expenses including driver's salary shall be borne by him and an ex-gratia and leave encashment as per company rule.

Other terms

- (a) He will not be entitled to sitting fees for attending meetings of the Board or Committee(s) thereof.
- (b) He will be liable to retire by rotation.
- (c) The aforesaid appointment may be terminated by either side giving notice as per company's policy.

In the event of inadequacy of profit or absence of profit, the company shall pay Shri Rahul Razdan the above remuneration as minimum remuneration but not exceeding the limit specified under Schedule V of the Companies Act, 2013 or such other limits as may be specified by the Central Government, from time to time as minimum remuneration.

Functions

The Whole-time Director shall discharge such functions as are delegated to him by the Board of Directors and/or Chairman.

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India is attached as Annexure to the Notice.

None of the directors, key managerial personnel or their relatives, except Rahul Razdan, to whom these resolution(s) relates, is interested or concerned in the resolution.

The Board recommends the resolutions set forth in Item no. 4 as an Ordinary & 5 as a Special Resolution for the approval of the members.

Statement with reference to the Special Resolution of the Notice of 31st Annual General Meeting of Flex Foods Limited as required under Schedule V of the Companies Act 2013 given hereunder.

I. GENERAL INFORMATION

1. Nature of Business

The Company is engaged mainly in business of cultivation and processing of mushrooms, herbs, fruits and vegetables in freeze dried, air dried and Individual quick frozen forms. The company have been selling its product to European and US markets.

2. Date of Expected date commencement of commercial production

Existing company in operation since 1990

3. In case of new company, excepted date of commencement of activities as per project approved by Financial Institution appearing in the prospectus

Not Applicable

4. Financial Performance based on given indicators

	(Rs. in Lacs)		
Year ended 31 st March	2019	2020	2021
Revenue from operation	8536.63	8149.60	10297.68
Other income	164.41	187.60	246.98
Profit before Finance cost, Depreciation & Tax	1954.68	1361.02	2272.44
Finance Cost	330.92	248.92	209.67
Depreciation	524.67	541.91	521.64
Profit before Tax	1099.09	570.19	1541.13
Tax Expense	(4.22)	(108.76)	341.62
Profit for the Year	1103.31	678.95	1199.51

5. Export performance

The company is earning valuable Foreign Exchange for the Country since inception. The figures of export for the three years are as under:

(Rs. in Lacs)		
2018-2019	2019-2020	2020-2021
6024.16	4810.51	7184.76

6. Foreign investment or collaborators, if any.

Nil

II. INFORMATION ABOUT SHRI RAHUL RAZDAN

Name of Director	Shri Rahul Razdan
Background details	He is a Bachelor of Science in Botany and a Post Graduate in Business Administration. He has over 27 years experience in International Marketing and has worked in several large corporate houses like J.V. Gokal & Company Ltd, Karuturi Networks Ltd, Sucafina SA, Manjushree Plantations Ltd. and Bakelite Hylam Ltd. Displaying core competencies like leadership, team management, well developed organizational ability, and excellent communication skills, he is both quality and process oriented. He is associated with the Company for more than one years.
Past Remuneration	He was CEO of the Company. Salary including allowances of Rs.5,75,000/- per month and Car as per Company policy.
Recognition of Awards	Nil
Job profile and his suitability	Shri Rahul Razdan has been entrusted with power of the management of business and affairs of the company. He play a major role in providing through leadership and strategic input in the Company.
Remuneration proposed	As stated in Explanatory Statement of the notice Item No. 4 & 5.
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration of Shri Rahul Razdan is in sync with his peers and is commensurate with his qualification, experience, the size of the Company.
Pecuniary relation directly or indirectly with the Company or relationship with the Managerial Personnel, if any.	Shri Rahul Razdan does not have any pecuniary relationship with the Company except remuneration drawn as Whole-time Director.

III. OTHER INFORMATION

1 Reason of loss or inadequate Profit

Company is in food processing industry and could not achieved the expected revenue.

2 Step taken or proposed to be taken for improvement

The company has been taken all measures within its control to maximize efficiencies and to minimize cost for lowering the cost of production. In order to achieve revenue & growth the company continues to focus on the development and innovation of new products.

3 Expected increase in productivity and profit in measurable terms

Food processing industry fastest growing industry in the world-wide. The fundamental of the company are sound. It was well balanced businesses and has the potential of not being just profitable but achieving significant growth. The company expect that the productivity and profitability may improve and would be comparable with the industry average.

IV. DISCLOSURES

The applicable disclosures have been provided under the Corporate Governance section of the Directors' Report attached the Financial Statement.

Item 6

Appointment of Shri Arvind Mahajan (DIN 02410540) as an Independent Director of the Company

Shri Arvind Mahajan was appointed as an Additional Director by the Board with effect from 24th August, 2021 pursuant to Section 161 of the Companies Act, 2013. Shri Arvind Mahajan will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member proposing the candidature of Shri Arvind Mahajan for the office of Independent Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Shri Arvind Mahajan (i) consent in writing to act as Director in Form DIR- 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Shri Arvind Mahajan is a retired Director General Corps of Electronics and Mechanical Engineers in Indian Army. The matter regarding appointment of Shri Arvind Mahajan as an Additional Director was placed before the Nomination and Remuneration Committee and it recommended the appointment.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering that during the course of term of appointment of Shri Arvind Mahajan, he will be attaining the age of 75 years, it is necessary to approve continuation of his directorship on the Board of Directors of the Company by way of a special resolution.

The resolution seeks the approval of members for the appointment of Shri Arvind Mahajan as an Independent Director of the Company for a term of five years up to 23rd August, 2026 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Shri Arvind Mahajan, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management.

None of the directors, key managerial personnel or their relatives, except Shri Arvind Mahajan, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no.6 for the approval of the members.

By Order of the Board

Sd/-
RAJESH DHEER
Company Secretary
FCS No. 3060

Place : NOIDA
Dated : 24th August, 2021

Regd. Office:
Lal Tappar Industrial Area.
P.O. Resham Majri,
Haridwar Road,
Uttarakhand



**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
AT THE FORTHCOMING ANNUAL GENERAL MEETING**

Name of Director	Shri Madan Mohan Varshney	Shri Rahul Razdan	Shri Arvind Mahajan
Date of Birth	31.12.1959	01.09.1971	24.12.1947
Date of Appointment	27.06.2020	24.08.2021	24.08.2021
Experience in specific Functional areas	He is Post Graduate, having an experience of about 36 years in the field of Food Technology specialization in Process Food Engineering.	He has vast experience of 27 years experience at the highest level of Management and in International Marketing	Shri Arvind Mahajan is retired from India Army as Director General, Corps .of Electronics and Mechanical Engineers. Shri Mahajan ara of specialization are Finance law, management, sales, marketing, administration, research, corporate governance and technical operation.
Qualification	Master of Science	Shri Rahul Razdan is a Bachelor of Science in Botany and a Post Graduate in Business Administration	Shri Arvind Mahajan is a Post Graduate in Automobile Engineering, Diploma in Business Administration Management and Doctor in Philosophy (Ph.D) (Technology & National Security)
Terms and Conditions of appointment or re-appointment	Shri Madan Mohan Varshney retire by rotation at the ensuing Annual General Meeting	Shri Rahul Razdan is appointed as an Additional Director and Whole-time Director w.e.f. 24.08.2021 and proposed to be appointed as regular director at the ensuing Annual General Meeting liable to retire by rotation	Shri Arvind Mahajan was appointed as Additional Director on 24.08.2021 and proposed to be appointed as regular independent director at the ensuing Annual General Meeting not liable to retire by rotation
Remuneration sought to be paid	Shri Madan Mohan Varshney retires by rotation at the ensuing Annual General Meeting. Remuneration is being paid as per terms and Conditions earlier approved by the Shareholders.	As mentioned in the notice of ensuing Annual General Meeting.	Eligible for sitting fee for attending Committee/Board Meetings.
Remuneration last drawn	As above	Rs.575000/- per month	As above
Shareholding in the Company	1300 Equity Shares	Nil	Nil
Relationship with other Directors, Manager and other key managerial personnel	Not related to any other Directors and other key managerial personnel of the Company.	Not related to any other Directors and other key managerial personnel of the Company.	Not related to any other Directors and other key managerial personnel of the Company.
No. of Meeting of the Board attended	4	Nil	Nil
Directorship in other Public Limited Companies / excluding private companies which are subsidiary of public company	Nil	Nil	Nil
Member/Chairman of Committee of the Board of the Public Limited Companies on which he is Director	Flex Foods Limited – Audit Committee, Member – Corporate Social Responsibility (CSR) Committee Member	Nil	Nil

**DETAILS OF SHAREHOLDING OF NON-EXECUTIVE DIRECTOR OF THE COMPANY AS ON 31.03.2021
(Pursuant to SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015**

SI No.	Name of Director	No. of Equity Shares
1	Shri Ashok Chaturvedi	7610
2	Shri Paresh Nath Sharma	Nil
3	Shri Rajendra Kumar Mishra	Nil
4	Smt. Indu Liberhan	Nil
5	Shri Rajeev Sharma	Nil
3	Shri Arvind Mahajan	Nil