



FLEX FOODS LTD.

'Indian Produce, Global Delight'

Notice of
36th Annual
General Meeting

FLEX FOODS LIMITED



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'Indian Produce, Global Delight'

FLEX FOODS LIMITED

(CIN: L15133UR1990PLC023970)

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

Corporate Office: A-108, Sector-IV, Distt. Gautam Budh Nagar, Noida-201301, Uttar Pradesh, INDIA.

Phone: +91 120 4012345

Website: www.flexfoodsltd.com E-mail ID: secretarial@flexfoodsltd.com

NOTICE OF 36th ANNUAL GENERAL MEETING

Notice is hereby given that the 36th Annual General Meeting of the Members of Flex Foods Limited will be held on **Thursday, July 16, 2026 at 12:30 P.M. (IST)** 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, 2026 together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Chaturvedi, Chairman (DIN: 00023452), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Mr. Pradeep Narendra Poddar (DIN: 00025199) as an Independent Director.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules') (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Pradeep Narendra Poddar (DIN: 00025199), who was appointed as an Independent Director and holds office up to July 20, 2026 and is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing with effect from July 21, 2026 up to July 20, 2031 (both days inclusive).

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 Mr. Pradeep Narendra Poddar (DIN: 00025199) after he attains the age of 75 years, as a Non-Executive, Independent Director of the Company.

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) and the Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

4. **Appointment of Mr. Paresh Nath Sharma (DIN: 00023625) as an Independent Director.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules') (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17,

17(1A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Paresh Nath Sharma (DIN: 00023625) who has attained the age of 75 years and who was appointed as an Additional Director (Independent) of the Company by the Board of Directors w.e.f. May 19, 2026 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, signifying his intention to propose Mr. Paresh Nath Sharma (DIN: 00023625) as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a first term of three consecutive years commencing with effect from May 19, 2026 up to May 18, 2029 (both days inclusive).

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 also accorded for the appointment of Mr. Paresh Nath Sharma (DIN: 00023625), who has attained the age of 75 years, as a Non-Executive, Independent Director of the Company.”

RESOLVED FURTHER THAT the Board of Directors (including any Committee(s) thereof) and the Company Secretary be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

By Order of the Board

Sd/-

Himanshu Luthra
Company Secretary
FCS No. 10694

Dated : May 19, 2026
Place : Noida

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 and Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, is annexed hereto.
2. The Register of Member and Share Transfer Books of the Company will remain closed from Saturday, July 11, 2026 to Thursday, July 16, 2026 (both days inclusive) for the purpose of Annual General Meeting.
3. Central Depository Services Limited, (“CDSL”) will be providing facility for voting through remote e-Voting, for participation in the 36th AGM through VC/OAVM Facility and e-Voting during the 36th AGM.
4. CDSL e-Voting System – For Remote e-voting and e-voting during AGM
 - i. In accordance with the Ministry of Corporate Affairs (MCA), vide its circular no. 3/2025 dated September 22, 2025 (in continuation with circulars issued earlier in this regard) (MCA Circulars) and Securities and Exchange Board of India (SEBI) circular dated October 3, 2024 and other applicable circulars issued in this regard (collectively referred to as SEBI circulars) providing relaxations to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws and regulations, 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 at least 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 Circulars.

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

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on from **Monday, July 13, 2026 (9:00 hours IST) and ends on Wednesday, July 15, 2026 (17:00 Hours IST)**. 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 Thursday, July 9, 2026** 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. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 Depository	<p>1) 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & Myeasi New (Token) Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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, 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 CDSL website www.cdslindia.com and click on login & Myeasi New (Token) Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. 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 e-voting 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 Depository	<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 and voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 and voting during the meeting.</p> <p>For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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 toll free no. 1800 21 09911
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: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meeting for **Physical shareholders and shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on “Shareholders” module.

Now enter your User ID

- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 1) Next enter the Image Verification as displayed and Click on Login.

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.

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 **FLEX FOODS LIMITED** on which you choose to vote.

- (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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 will be mapped automatically & can be delink in case of any wrong mapping.

It is Mandatory that, 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 mandatory 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@flexfoodsltd.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 THE 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 the 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.

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 at least 3 (Three) days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at (company email id: secretarial@flexfoodsltd.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.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast 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.

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 may 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.

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@flexfoodsltd.com) / RTA (beetalrta@gmail.com)**.

For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

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 toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. 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 at toll free no. 1800 21 09911.

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 Thursday July 9, 2026**.
 - 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. Mr. Mahesh Kumar Gupta, Proprietor M/s. Mahesh Gupta & Co., Company Secretaries (FCS No.: 2870, C P No.: 1999) (Peer Review No: 6470/2025) 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 36th 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 favor 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 36th 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 www.flexfoodsltd.com 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 physical copies of the Notice of the 36th AGM and the Annual Report for the year 2025-26 including the Audited Financial Statements for the year 2025-26, 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 36th AGM and the Annual Report for the year 2025-26 and all other communication sent by the Company, from time to time, can get their email address registered with the Company / RTA or respective Depository Participant(s) (DP).
7. Members may further note that in terms of the SEBI Mater Circular bearing no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated: May 7, 2024, it is mandatory for the listed companies to issue securities in dematerialized form only while processing

service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting the duly filled and signed Form ISR-4, the format of which is available on Company's website at https://www.flexfoodsltd.com/pdf/shareholders_communication/Mandatory_Furnishing_of_PAN_KYC_details.pdf. It may be noted that any service request can be processed only after the folio is KYC compliant.

8. Members may kindly note that in accordance with SEBI Circular reference SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, the Company is registered on the newly launched SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Members can access the SMART ODR Portal via the following link: <https://smartodr.in/login> Members may feel free to utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).
9. 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. No unpaid and unclaimed dividend amount was required to be transferred to Investor Education and Protection Fund (IEPF) during the year 2025-26.
Details of the unpaid/ unclaimed dividend are uploaded on the website of the Company at www.flexfoodsltd.com. Members who have not encashed dividend for the financial year 2018-19 or any subsequent dividend declared by the Company, are advised to write to the Company immediately.
10. Pursuant to the provisions of IEPF Rules, there were no Equity Shares on which Dividend was not paid for more than seven years, hence, no Equity Shares were required to be transferred to the Investor Education and Protection Fund (IEPF) during the year 2025-26.
Further, Members who have not claimed / encashed their dividends in the last seven consecutive years from 2019 are advised to claim the same. In case a 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.
11. 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.
12. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 1, 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
13. Electronic copy of all the documents referred to in the accompanying Notice of the 36th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.flexfoodsltd.com.
During the 36th 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
14. 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 36th AGM, forms integral part of the Notice of the 36th AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
15. 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 no.3

Re-appointment of Mr. Pradeep Narendra Poddar (DIN: 00025199) as an Independent Director.

Mr. Pradeep Narendra Poddar (DIN: 00025199) was appointed as an Independent Director by the Members of the Company w.e.f. July 21, 2023 to hold office for the first term of 3 consecutive years i.e., up to July 20, 2026.

Basis the annual performance evaluation of Mr. Pradeep Narendra Poddar and considering his experience and contributions made during his tenure as an Independent Director, as well as considering that his continued association would be beneficial to the Company, the Board of Directors, basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, at its meeting held on May 19, 2026, subject to the approval of the members, approved re-appointment of Mr. Pradeep Narendra Poddar, as a Non-Executive Independent Director of the Company for a second term of 5 (Five) consecutive years i.e. from July 21, 2026 to July 20, 2031 (both days inclusive).

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Independent Director.

The Company has received from Mr. Poddar (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules'); (ii) Intimation in Form DIR-8 that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI Listing Regulations; (iv) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and (v) Declaration that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. Mr. Poddar has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs and he is not related to any Director or Key Managerial Personnel ('KMP') of the Company.

Mr. Poddar is a Chemical Engineer from UDCT Mumbai, 1976 and holds a PGDM (MBA) from IIM, Ahmedabad in 1978. A veteran of the consumer goods industry, he groomed himself as a fast-track executive in Glaxo Foods, Heinz and Tata. Mr. Poddar was awarded the prestigious Udyog Ratna award by the Karnataka Government and Wisitex Foundation in 2001 for his distinguished contribution to the food industry. He led the Tata Group's Global foray into healthy beverages across the world, representing the Tata's on the Boards of Nourishco, the JV with Pepsico and the Rising Beverage Company (Activate Beverages led by Michael Eisner) in Los Angeles (USA). He has played a strategic role on the Boards of Welspun, Uflex Ltd. and as Chairman of United Way Mumbai. He has in the past led the American Chamber of Commerce Bombay Chapter and help further the Trade relations with the US.

In the opinion of the Board, Mr. Pradeep Narendra Poddar fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the Management. Having regard to the qualifications, skill, experience, capabilities and knowledge, the Board considers that his association would be beneficial to the Company and hence, it is desirable to re-appoint him as an Independent Director.

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 or will attain the age of 75 years during his tenure, unless a special resolution is passed to that effect. In view of his vast experience as mentioned above and considering that during the course of term of appointment of Mr. Pradeep Narendra Poddar (DIN: 00025199), 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.

Details pertaining to Mr. Pradeep Narendra Poddar are provided in the "Annexure 1" to the Notice pursuant to the provisions of (i) Regulation 36(3) of SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Mr. Pradeep Narendra Poddar, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the special resolution set forth in Item No. 3 for the approval of the members as a Special Resolution.

Item no.4

Appointment of Mr. Paresh Nath Sharma (DIN: 00023625) as an Independent Director of the Company

Mr. Paresh Nath Sharma (DIN: 00023625) was appointed as an Additional Director (Independent) by the Board of Directors with effect from May 19, 2026 pursuant to Section 161 of the Companies Act, 2013. In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr. Paresh Nath Sharma (DIN: 00023625) will hold office up to the date of the ensuing Annual General Meeting. However, as per new provision of Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of shareholders at the next Annual General Meeting or within a period of three months from the date of appointment, whichever is earlier. 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 Mr. Paresh Nath Sharma (DIN: 00023625) for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mr. Paresh Nath Sharma (DIN: 00023625) (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.

Mr. Paresh Nath Sharma is a Science Graduate and Fellow Member of the Institute of Chartered Accountants of India and done Senior Management Course at Henley Management College, UK. He has experience of about four and half decades in the field of finance, audit, export, personnel & administration in different organizations such as Sir Ganga Ram Hospital, MMTC Limited, Airport Authority of India, National Small Industries Corporation Limited, Punjab State Civil Supplies Corporation Limited etc.

Considering the vast experience of Mr. Paresh Nath Sharma, the Board of Directors, basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, at its meeting held on May 19, 2026, subject to the approval of the members, approved appointment of Mr. Paresh Nath Sharma, as a Non-Executive Independent Director of the Company for a first term of three consecutive years commencing with effect from May 19, 2026 up to May 18, 2029 (both days inclusive).

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Independent Director.

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. In view of his vast experience as mentioned above, the appointment of Mr. Paresh Nath Sharma (DIN: 00023625), who has attained the age of 75 years, it is necessary to approve his appointment on the Board of Directors of the Company by way of passing a special resolution.

The resolution seeks the approval of members for the appointment of Mr. Paresh Nath Sharma (DIN: 00023625) as an Independent Director of the Company for a first term of three consecutive years commencing with effect from May 19, 2026 up to May 18, 2029 (both days inclusive) pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He will not be liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Paresh Nath Sharma (DIN: 00023625), 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.

Details pertaining to Mr. Paresh Nath Sharma are provided in the "Annexure 1" to the Notice pursuant to the provisions of (i) Regulation 36(3) of SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Mr. Paresh Nath Sharma, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the special resolution set forth in Item No. 4 for the approval of the members as a Special Resolution.

By Order of the Board

Sd/-

Himanshu Luthra
Company Secretary
FCS No. 10694

Dated : May 19, 2026
Place : Noida

Regd. Office:

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

DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015) and SS-2 issued by ICSI

Name of Director	Mr. Ashok Chaturvedi, Chairman	Mr. Pradeep Narendra Poddar, Independent Director	Mr. Paresh Nath Sharma Independent Director
Date of Birth	15.10.1956	09.09.1954	15.08.1949
Date of first appointment on the Board	05.02.1990	21.07.2023	19.05.2026
Experience in specific Functional areas	Chief Promoter of UFLEX Group of Companies who had set up the business himself being the first-generation entrepreneur and has in depth knowledge in flexible packaging business of the Company.	A veteran of the consumer goods industry and a fast-track executive and was awarded the prestigious Udyog Ratna award by the Karnataka Government and Wisitex Foundation in 2001 for his distinguished contribution to the food industry.	Mr. Paresh Nath Sharma is a Chartered Accountant having four and a half decades of wide and varied experience in the field of Finance and other related areas.
Qualification	B.Sc.	Chemical Engineer from UDCT Mumbai, 1976 and an MBA from IIM, Ahmedabad, 1978.	Chartered Accountant
Terms and Conditions of appointment or re-appointment	Mr. Ashok Chaturvedi retires by rotation at the ensuing Annual General Meeting.	Mr. Pradeep Narendra Poddar is proposed to be re-appointed as an Independent Director for a second term of 5 (Five) consecutive years i.e. from 21 st July, 2026 to 20 th July, 2031 not liable to retire by rotation.	Mr. Paresh Nath Sharma was appointed as an Additional Director (Independent) dated 19 th May, 2026 and proposed to be appointed as regular Independent Director not liable to retire by rotation.
Remuneration sought to be paid	Eligible for sitting fee for attending Committee/Board Meetings.	Eligible for sitting fee for attending Committee/Board Meetings.	Eligible for sitting fee for attending Committee/Board Meetings.
Remuneration last drawn	As above	As above	Not Applicable
Shareholding in the Company	7,610 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 during FY 2025-26	4	3	NIL
Directorship in other Listed Companies	Uflex Limited	Sampre Nutritions Limited	1. UFlex Limited 2. Nukleus Office Solutions Limited

Name of Director	Mr. Ashok Chaturvedi, Chairman	Mr. Pradeep Narendra Poddar, Independent Director	Mr. Paresh Nath Sharma Independent Director
Listed entities from which the person has resigned/ cessation in the past three years	NIL	1. Tasty Bite Eatables Limited 2. Welspun Living Limited 3. Polycab India Limited 4. UFlex Limited	Singer India Limited
Member/Chairman of Committee of the Board of the Public Limited Companies on which he is Director	Committee of Directors: 1. UFlex Limited, Chairman 2. Flex Foods Limited, Chairman	Audit Committee: 1. Flex Foods Limited, Member Stakeholders' Relationship Committee: 1. Flex Foods Limited, Member Nomination and Remuneration Committee: 1. Flex Foods Limited, Member Corporate Social Responsibility Committee: 1. Flex Foods Limited, Member	Audit Committee: 1. UFlex Limited, Chairman 2. Nukleus Office Solutions Limited, Member Stakeholders' Relationship Committee: 1. UFlex Limited, Chairman 2. Nukleus Office Solutions Limited, Chairman Nomination and Remuneration Committee: 1. UFlex Limited, Chairman 2. Nukleus Office Solutions Limited, Member Corporate Social Responsibility Committee: 1. UFlex Limited, Member 2. Nukleus Office Solutions Limited, Member Risk Management Committee: 1. UFlex Limited, Chairman 2. Nukleus Office Solutions Limited, Member Committee of Directors: 1. UFlex Limited, Member
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Leadership, Business Strategy, Industry Experience specially in Flexible Packaging Industry, Sales & Marketing, Strategic Planning, Product Innovation, etc.	Strategic Planning, Business Operations, Industry Experience, Risk Management, Consumer insights & Supply Chain Management & Branding	Finance Management, Audit, Banking, Exports, Taxation and Capital Markets, Corporate Governance, Personnel & Administration etc.

DETAILS OF SHAREHOLDING OF NON-EXECUTIVE DIRECTORS OF THE COMPANY AS ON 31.03.2026

(Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)


Sl.	Name of Director	No. of Equity Shares
1	Mr. Ashok Chaturvedi	7,610
2	Mrs. Indu Liberhan	NIL
3	Mr. Pradeep Narendra Poddar	NIL
4	Mr. Arvind Mahajan	NIL
5	Mr. Rajeev Sharma	NIL




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CONTACT US

 0120 4012345

 secretarial@flexfoodsltd.com

 www.flexfoodsltd.com