

**ADDENDUM TO THE NOTICE OF 25<sup>TH</sup> ANNUAL GENERAL MEETING**  
**OF**  
**FLEX FOODS LIMITED**

Pursuant to Rule 13 of the Companies (Appointment and Qualification of Directors) Rules, 2014 Notice is hereby given that the Company has received a Notice u/s 160 of the Companies Act, 2013 in writing from a Member signifying his intention to propose Ms. Anupam Ahuja, as a candidate for office of Director of the Company in the ensuing Annual General Meeting of the Company scheduled to be held on 22<sup>nd</sup> August, 2015 at 3:00 PM at the Registered Office of the Company at Lal Tappar Industrial Area, P.O. – Resam Majri, Haridwar Road, Dehradun, Uttarakhand..

Accordingly, the Company proposes to pass the following Resolution alongwith other items mentioned in the Notice at the Annual General Meeting as part of the Special Business of the AGM, in the form of an Ordinary Resolution as set out below :

**ITEM NO 5**

**APPOINTMENT OF MS. ANUPAM AHUJA (DIN : 03261077) AS AN INDEPENDENT DIRECTOR**

To consider and, if though fit, to pass with or without modification, the following as an **Ordinary Resolution:**

“RESOLVED THAT, pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Ms. Anupam Ahuja (DIN : 03261077), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 4<sup>th</sup> August, 2015 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 Ms. Anupam Ahuja, as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term up to 3<sup>rd</sup> August, 2020, and whose office shall not be liable to retire by rotation.”

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

Ms. Anupam Ahuja (DIN : 03261077) was appointed as an Additional Director (Woman Director) by the Board with effect from 4<sup>th</sup> August, 2015 pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Anupam Ahuja will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing the candidature of Ms. Ahuja 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 Ms. Ahuja (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.

Ms. Ahuja, worked with different companies in senior management position.

The matter regarding appointment of Ms. Ahuja as an Additional Director was placed before the Nomination and Remuneration Committee and it has recommended her appointment.

The resolution seeks the approval of members for the appointment of Ms. Ahuja as an Independent Director of the Company for a term up to 3<sup>rd</sup> August, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Ms. Ahuja, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and she is independent of the Management.

No director, key managerial personnel or their relatives, except Ms. Ahuja, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

By Order of the Board  
For Flex Foods Limited

Rajesh Dheer  
Company Secretary  
Membership No. : F3060  
A – 64, Ordnance Appartments,  
Block – H, Vikas Puri,  
New Delhi – 110 018

Place : Noida

Date : 12<sup>th</sup> August, 2015

The above addendum to the Notice & explanatory statement alongwith Notice dated 27<sup>th</sup> May, 2015 of the ensuing 25<sup>th</sup> Annual General Meeting is available on the website of the Company ([www.flexfoodsltd.com](http://www.flexfoodsltd.com)).