



# Mahesh Gupta & Company

## Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, New Delhi-110092  
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### CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,  
The Chairperson,  
32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
FLEX FOODS LIMITED  
Held on Friday, 5<sup>th</sup> August, 2022 at 3:00 P.M., through Video  
Conferencing ("VC")/Other Audio-Visual Means ("OAVM")

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting for the 32<sup>ND</sup> AGM through video conferencing ('VC')/ other audio-visual means ('OAVM')**

I, Mahesh Kumar Gupta, Proprietor of M/s. Mahesh Gupta & Company, Company Secretaries (M.N. 2870 , C.P. No. 1999) firm having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar, Delhi – 110092, was appointed as a Scrutinizer by the Board of Directors of **Flex Foods Limited** ('the Company'), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) in respect of the below mentioned resolution(s) proposed at the 32<sup>nd</sup> Annual General Meeting ("AGM") of the Equity Shareholders of **Flex Foods Limited**, held on **Friday, 5<sup>th</sup> August, 2022 at 3.00 P.M.** through VC / OAVM without physical presence of the members at the AGM Venue in compliance with the General Circular No(s) 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 2/2022 dated April 08, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively read with other Circulars, as may be issued by the Ministry of Corporate Affairs (MCA) (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India (SEBI) Circular dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively with other Circulars as may be issued by SEBI (collectively referred to as "SEBI Circulars"), to transact the business set out in the Notice calling the AGM. The deemed venue of the AGM had been the Registered Office of the Company at Lal Tappar Industrial Area, P.O. -- Resham Majri, Haridwar Road, Dehradun (Uttarakhand).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules and circular issued by MCA and SEBI relating to conducting of AGM through VC / OAVM and voting through electronic means on the resolutions contained in the Notice of 32<sup>nd</sup> AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer is restricted to make a Consolidated Scrutinizer's Report of votes cast "**in favour**" or "**against**" the resolutions stated below, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the Authorized Agency appointed by the Company for providing remote e-voting facilities and e-voting at the AGM through VC / OAVM.

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I have completed the scrutiny of remote e-voting and e-voting at the AGM conducted through VC / OAVM and submit my report as under:-

1. The Company had provided the remote e-voting facility and e-voting facility at the AGM through VC / OAVM offered by CDSL (Central Depository Services (India) Limited) to the shareholders of the Company.
2. In compliance with the aforesaid "MCA Circulars" and "SEBI Circulars", the Notice calling the 32<sup>nd</sup> AGM dated **26th May, 2022** had been uploaded on the website of the Company at [www.flexfoodsltd.com](http://www.flexfoodsltd.com). The Notice could also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://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](http://www.evotingindia.com).
3. Pursuant to aforesaid MCA, SEBI circulars and to the Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 "**Advertisements**" were published in "**Financial Express**" in English Language and "**Jansatta**" in Hindi Language on **8<sup>th</sup> July, 2022 in connection with AGM held on 5<sup>th</sup> August, 2022** through Video Conferencing/OAVM specifying the date and time of the AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of registration of email ids by members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.
4. Pursuant to aforesaid "MCA Circulars" and "SEBI Circulars", the Annual Report and the Notice of AGM were sent only by the e-mail to those members whose e-mail addresses were registered with the Company / Depository Participants / Depositories.
5. The shareholders holding shares as on the "cut off" date i.e. **29<sup>th</sup> July, 2022** were entitled to vote on the proposed resolution(s) item no. 1 to 5 as set out in the Notice of the 32<sup>nd</sup> AGM of the Company by remote e-voting or e-voting at AGM through VC/ OAVM.
6. The remote e-voting period remained open from Tuesday, 2nd August, 2022 (9:00 AM) and ends on Thursday, 4th August, 2022 (5:00 PM)
7. At the AGM, it was informed that the facility for e-voting is available to facilitate the Members attending the Meeting through VC / OAVM and who did not participate in the remote e-voting to cast their votes.
8. After the conclusion of AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked on 5<sup>th</sup> August, 2022 at 04:03 PM in the presence of two witnesses, Ms. Himansi Gupta and Ms. Manju Gupta, who are not in the employment of the Company.

**The Consolidated Report on the results of remote e-voting and e-voting at the AGM on each resolution are given hereunder:**

**Resolution No. 1– (Ordinary Resolution)**

**To consider & adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, the reports of the Board of Directors and the Auditors thereon**

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	57	7485133	99.99997
E-Voting at the AGM	2	114	100.0000
Total	59	7485247	99.99997

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(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	2	2	.00003
E-Voting at the AGM	-	-	-
Total	2	2	.00003

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' <b>Invalid</b> '	Total number of votes cast by them declared ' <b>Invalid</b> '
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

**Resolution No. 2 – (Ordinary Resolution)**

**To declare the dividend for the year 2021-2022 on the equity shares of the Company**

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	57	7485133	99.99997
E-Voting at the AGM	2	114	100.0000
Total	59	7485247	99.99997

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	2	2	.00003
E-Voting at the AGM	-	-	-
Total	2	2	.00003

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' <b>Invalid</b> '	Total number of votes cast by them declared ' <b>Invalid</b> '
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--



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**Resolution No. 3 – (Ordinary Resolution)**

**To appoint a Director in place of Shri Rajeev Sharma (DIN : 08789214) who retires by rotation and, being eligible, offers himself for re-appointment**

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	56	7451969	99.55691
E-Voting at the AGM	2	114	100.0000
Total	58	7452083	99.55691

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	3	33166	.44309
E-Voting at the AGM	-	-	-
Total	3	33166	.44309

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' <b>Invalid</b> '	Total number of votes cast by them declared ' <b>Invalid</b> '
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

**Resolution No. 4– (Ordinary Resolution)**

**Re-Appointment of M/s. MJMJ & Associates LLP Chartered Accountants (Firm Registration no. 027706N/C400013) as Statutory Auditor of the Company and fix their remuneration.**

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	56	7451969	99.55691
E-Voting at the AGM	2	114	100.0000
Total	58	7452083	99.55691

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	3	33166	.44309
E-Voting at the AGM	-	-	-
Total	3	33166	.44309

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(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

**Resolution No. 5 – (Special Resolution)**

**Re-appointment of Smt. Indu Liberhan (DIN: 03341420), as an Independent Director of the Company for the Second Term of 5 (five) consecutive years**

(i) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-Voting	55	7451869	99.55557
E-Voting at the AGM	2	114	100.0000
Total	57	7451983	99.55557

(ii) Voted 'AGAINST' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote E-Voting	4	33266	.44443
E-Voting at the AGM	-	-	-
Total	4	33266	.44443

(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

9. The electronic data and other relevant records related to remote e-voting and e-voting at 32<sup>nd</sup> AGM through VC / OAVM shall remain in my safe custody until the Chairperson considers, approves and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,  
by:

For Mahesh Gupta & Company  
Company Secretaries

Mahesh Kumar Gupta  
Proprietor

FCS: 2870 CP: 1999

UDIN : F002870D000754225

Place : DELHI

Date : 06-08-2022



Countersigned

For Flex Foods Limited

Rahul Razdan  
(Whole-Time Director)