

**FFL/SEC/2025/**

**21<sup>st</sup> August, 2025**

**The BSE Limited  
Corporate Relationships Department  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P J Towers,  
Dalal Street, Fort,  
Mumbai – 400 001**

**Scrip Code: 523672**

**Subject: Submission of Scrutinizer's Report.**

**Ref: 35<sup>th</sup> Annual General Meeting ("AGM") of the Members of the Company held on  
21<sup>st</sup> August, 2025 through Video Conferencing (VC) / Other Audio-Visual Means  
(OAVM).**

Dear Sir(s),

We send herewith the Consolidated Scrutinizer's Report dated 21<sup>st</sup> August, 2025 of Remote E-voting and E-Voting at the 35<sup>th</sup> Annual General Meeting of the Company held on 21<sup>st</sup> August, 2025 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

This is for your information and record please.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For Flex Foods Limited**

**(Himanshu Luthra)  
Company Secretary**

**Encl : As above**

**BRC CERTIFIED COMPANY**



# Mahesh Gupta & Co.

## Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, New Delhi-110092

Phone : 011-49503085; 9312406331 ; E-Mail: [maheshgupta.co@gmail.com](mailto:maheshgupta.co@gmail.com)

### 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 Chairman,  
35<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
Flex Foods Limited  
held on **Thursday, 21<sup>st</sup> August, 2025 at 12:30 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 35<sup>th</sup> AGM through video conferencing ('VC')/ other audio-visual means ('OAVM')**

I, Mahesh Kumar Gupta, Proprietor of M/s. Mahesh Gupta & Co., Company Secretaries Firm (M.N. 2870 , C.P. No. 1999) 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 (LODR Regulations), 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 35<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of **Flex Foods Limited**, held on **Thursday, 21<sup>st</sup> August, 2025 at 12:30 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 dated: April 08, 2020, 17/2020, dated: April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 issued by (MCA Circulars) and circular dated May 12, 2020, May 13, 2022, January 5, 2023, October 07, 2023 and October 3, 2024 issued by the Securities and Exchange Board of India ("SEBI") providing relaxations from the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Circulars") and any other applicable laws and regulations for 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, to transact the business set out in the Notice dated 16<sup>th</sup> May, 2025 calling the 35<sup>th</sup> AGM. The Registered Office of the Company at Lal Tappar Industrial Area, P.O. – Resham Majri, Haridwar Road, Dehradun (Uttarakhand) was deemed venue of the 35<sup>th</sup> AGM.



The Management of the Company is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules and circulars 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 the 35<sup>th</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.

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 dated **16<sup>th</sup> May, 2025** calling the 35<sup>th</sup> AGM dated 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 Circulars and SEBI Circulars and 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 **22<sup>nd</sup> July, 2025 in connection with AGM held on 21<sup>st</sup> August, 2025** 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 were 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., **Thursday, 14<sup>th</sup> August, 2025** were entitled to vote on the proposed resolution(s) under item no.s 1 to 4 as set out in the Notice of the 35<sup>th</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 **9:00 Hours on Monday, 18<sup>th</sup> August, 2025 and ended on Wednesday, 20<sup>th</sup> August, 2025, 17:00 Hours.**
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 21<sup>st</sup> August, 2025 at 01:57 P.M. 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 and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with 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	44	7446780	99.9903
E-Voting at the AGM	4	8413	100.0000
Total	48	7455193	99.9903

(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	7	723	0.0097
E-Voting at the AGM	0	0	0
Total	7	723	0.0097

(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 on the Equity Shares of the Company for the Financial Year Ended March 31, 2025.**

(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	44	7446780	99.9903
E-Voting at the AGM	3	152	1.8067
Total	47	7446932	99.8795



(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	7	723	0.0097
E-Voting at the AGM	1	8261	98.1933
Total	8	8984	0.1205

(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. 3 – (Ordinary Resolution)**

**To appoint a Director in place of Mr. Rajeev Sharma, Non-Executive-Non-Independent Director (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	44	7446780	99.9903
E-Voting at the AGM	4	8413	100.0000
Total	48	7455193	99.9903

(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	7	723	0.0097
E-Voting at the AGM	0	0	0
Total	7	723	0.0097

(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)**

**To consider the appointment of Secretarial Auditors for a term of five (5) consecutive years, commencing from financial year 2025-26 to financial year 2029-30.**

(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	44	7446780	99.9903
E-Voting at the AGM	3	152	1.8067
Total	47	7446932	99.8795

(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	7	723	0.0097
E-Voting at the AGM	1	8261	98.1933
Total	8	8984	0.1205


(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	--	--

9. The electronic data and other relevant records related to remote e-voting and e-voting at 35<sup>th</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 safekeeping.

Thanking you,

Yours faithfully,  
For Mahesh Gupta & Co.  
Company Secretaries

  
Mahesh Kumar Gupta  
Proprietor

FCS: 2870 CP: 1999  
UDIN : F002870G001051786  
Place : Noida  
Date : 21.08.2025



Countersigned by:  
For Flex Foods Limited

  
CHAIRMAN OF THE MEETING