



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 of 30th Annual General Meeting of the Equity Shareholders of **FLEX FOODS LIMITED** held on Friday, 25th September, 2020 at 11:30 AM IST (but could be commenced at 11:42 AM due to technical snag) through Video Conferencing (VC) or 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 30th 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, have been 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 the process of voting through electronic means ("e-voting") on the Resolutions contained in the Notice dated 17th August, 2020 ("Notice") issued in accordance with the General Circular No. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020 respectively, issued by Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circulars"), Government of India, and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 calling the 30th Annual General Meeting ("AGM") of the Equity Shareholders ("the Meeting" / "AGM") through VC / OAVM. The AGM was convened on Friday, 25th September, 2020 at 11:30 AM IST (but could be commenced at 11:42 AM due to technical snag) through VC / OAVM.

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 30th 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 line with MCA Circulars and SEBI Circular No. SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Notice for calling AGM had been sent to the Members having email registered with the Company or Registrar & Transfer Agent or depository participants/depository on 31st August, 2020 and Public Notice by way of advertisement had been published on 25th August, 2020 in [Financial Express & Jansatta] & 2nd September, 2020 [Financial Express] and 3rd September, 2020 [Jansatta]. Further, Notice calling the AGM had been uploaded on the website of the Company at www.flexfoodsltd.com. The Notice was also accessible from the websites of the Stock Exchange i.e. "The BSE Limited ("BSE")" at www.bseindia.com. The AGM Notice was 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.
3. The shareholders holding shares as on the "cut off" date i.e. **18th September, 2020** were entitled to vote on the proposed resolution(s) item no. 1 to 7 as set out in the Notice of the 30th AGM of the Company by remote e-voting or e-voting at AGM through VC/ OAVM.
4. The remote e-voting period remained open from 9:00 AM on 22nd September, 2020 up to 5:00 PM on 24th September, 2020.
5. At the AGM, it was informed that the facility for e-voting is available to facilitate the Members attending the Meeting through VC / OAVM who did not participate in the remote e-voting to cast their votes till Thirty Minutes after the conclusion of the Meeting.
6. After the conclusion of the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked on 25th September, 2020 at 12:50 PM in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr. Jeevan Kumar
(ACS: A50671)



Ms. Prashasti Tripathi
(ACS : A46497)

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 the Audited Financial Statements of the Company for the financial year ended March 31, 2020, 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 ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	58	7445943	99.9987
E-Voting at the AGM	4	301	100.0000
Total	62	7446244	99.9987



(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	1	100	.0013
E-Voting at the AGM	--	--	--
Total	1	100	.0013

(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. 2 – (Ordinary Resolution)

To declare the dividend for the financial year 2019-2020 on the equity shares of the Company

(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	58	7433940	99.8374
E-Voting at the AGM	4	301	100.000
Total	62	7434241	99.8374

(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	2	12104	.1626
E-Voting at the AGM	--	--	--
Total	2	12104	.1626

(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. 3 – (Ordinary Resolution)

To appoint a Director in place of Shri Ashok Chaturvedi (DIN 00023452) 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 ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	58	7438334	99.9987
E-Voting at the AGM	4	301	100.0000
Total	62	7438635	99.9987

(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	1	100	.0013 ,
E-Voting at the AGM	--	--	--
Total	1	100	.0013

(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. 4 – (Ordinary Resolution)

Appointment of Shri Madan Mohan Varshney (DIN 08349956) as Director of the Company

(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	59	7445944	99.9987
E-Voting at the AGM	4	301	100.0000
Total	63	7446245	99.9987



(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	1	100	.0013
E-Voting at the AGM	--	--	--
Total	1	100	.0013

(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)

Appointment of Shri Madan Mohan Varshney (DIN 08349956) as Whole-time Director of the Company

(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	59	7445944	99.9987
E-Voting at the AGM	4	301	100.0000
Total	63	7446245	99.9987

(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	1	100	.0013
E-Voting at the AGM	--	--	--
Total	1	100	.0013

(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. 6 – (Ordinary Resolution)**Appointment of Smt. Indu Liberhan (DIN 03341420) as Director (Independent) of the Company**(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	59	7445944	99.9987
E-Voting at the AGM	4	301	100.0000
Total	63	7446245	99.9987

(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	1	100	.0013
E-Voting at the AGM	--	--	--
Total	1	100	.0013

(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. 7 – (Ordinary Resolution)**Appointment of Shri Rajeev Sharma (DIN 08789214) as Director of the Company**(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	59	7445944	99.9987
E-Voting at the AGM	4	301	100.0000
Total	63	7446245	99.9987

(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	1	100	.0013
E-Voting at the AGM	--	--	--
Total	1	100	.0013



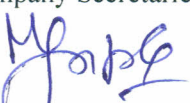
(iii) Votes 'INVALID':

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	--	--

7. The electronic data and other relevant records related to remote e-voting and e-voting at 30th 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,
For Mahesh Gupta & Company
Company Secretaries


Mahesh Kumar Gupta
Proprietor


FCS : 2870 CP: 1999
UDIN : F002870B000777688

Place : Delhi

Date : 26th September, 2020



Countersigned by:
For Flex Foods Limited


(Chairperson of the Meeting)