



FLEX FOODS LIMITED

305, Third Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash-I, New Delhi-110 048, India
Tel.: +91-11-2644 0917, 2644 0925 Fax: +91-11-2621 6922 E-mail: secretarial@uflexltd.com
Website: www.flexfoodsltd.com CIN: L15133UR1990PLC023970

FFL:SEC:21:
September 24, 2021

BSE Limited
Corporate Relationship Department
First Floor, New Trading Ring
Rotunda Building,
P.J. Towers, Dalal Street
Fort, Mumbai - 400001

Dear Sir,

We send herewith the consolidated Scrutinizer Report dated September 24, 2021 of remote E-voting and electronically voting at Annual General Meeting of 31st Annual General Meeting held on 24th September, 2021

Thanking You,

Yours Faithfully
For Flex Foods Limited

(Rajesh Dheer)
Company Secretary



Mahesh Gupta & Company

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

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,
31st Annual General Meeting of the Equity Shareholders of
FLEX FOODS LIMITED
Held on Friday, 24th September, 2021 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 31st 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 31st Annual General Meeting ("AGM") of the Equity Shareholders of **Flex Foods Limited**, held on Friday, 24th September, 2021 at 3.00 P.M. through VC / OAVM without physical presence of the members at the AGM Venue in compliance with MCA Circular No. No. 02/2021 dated January 13, 2021 which read with its previous Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and as also Securities Exchange Board of India ("SEBI") issued its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 read with its previous Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020. 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 31st 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.

Contd...2



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 Circular No. 02/2021 dated January 13, 2021 which read with its previous Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and as also Securities Exchange Board of India ("SEBI") issued its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 read with its previous Circular SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Notice calling the 31st AGM dated **24th August, 2021** had been uploaded on the website of the Company at www.flexfoodsltd.com. The Notice could also be accessed from the websites of the Stock Exchange i.e. 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.
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 2nd September, 2021 in connection with AGM held on 24th September, 2021 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 MCA circular and SEBI circular, 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. **17th September, 2021** were entitled to vote on the proposed resolution(s) item no. 1 to 6 as set out in the Notice of the 31st 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 AM on 21st September, 2021 upto 23rd September, 2021 (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 24th September, 2021 at 04:06 PM in the presence of two witnesses, Kumari Kajal and Ms. Manju Gupta, who are not in the employment of the Company.

Contd...3



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, 2021, 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 | 74 | 7508198 | 99.9999 |
| E-Voting at the AGM | 2 | 101 | 100 |
| Total | 76 | 7508299 | 99.9999 |

(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 | 11 | .0001 |
| E-Voting at the AGM | - | - | - |
| Total | 2 | 11 | .0001 |

(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 year 2020-2021 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 | 73 | 7508148 | 99.9992 |
| E-Voting at the AGM | 2 | 101 | 100 |
| Total | 75 | 7508249 | 99.9992 |

Contd...4



(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 | 3 | 61 | .0008 |
| E-Voting at the AGM | - | - | - |
| Total | 3 | 61 | .0008 |

(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 Madan Mohan Varshney (DIN : 08349956) 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 | 74 | 7508198 | 99.9999 |
| E-Voting at the AGM | 2 | 101 | 100 |
| Total | 76 | 7508299 | 99.9999 |

(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 | 11 | .0001 |
| E-Voting at the AGM | - | - | - |
| Total | 2 | 11 | .0001 |

(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 | -- | -- |

Contd...5



Resolution No. 4– (Ordinary Resolution)

Appointment of Shri Rahul Razdan (DIN : 09290572), as regular Director

(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 | 72 | 7508198 | 99.9999 |
| E-Voting at the AGM | 2 | 101 | 100.0000 |
| Total | 74 | 7508299 | 99.9999 |

(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 | 11 | .0001 |
| E-Voting at the AGM | -- | -- | -- |
| Total | 2 | 11 | .0001 |

(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 Rahul Razdan (DIN : 09290572), as Whole-time Director of the Company w.e.f. 24th August, 2021

(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 | 74 | 7508198 | 99.9999 |
| E-Voting at the AGM | 2 | 101 | 100 |
| Total | 76 | 7508299 | 99.9999 |

(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 | 11 | .0001 |
| E-Voting at the AGM | -- | -- | -- |
| Total | 2 | 11 | .0001 |

Contd...6



(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 – (Special Resolution)

Appointment of Shri Arvind Mahajan (DIN : 02410540), as regular Director (Independent)

(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 | 74 | 7508198 | 99.9999 |
| E-Voting at the AGM | 2 | 101 | 100 |
| Total | 76 | 7508299 | 99.9999 |

(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 | 11 | .0001 |
| E-Voting at the AGM | - | - | - |
| Total | 2 | 11 | .0001 |

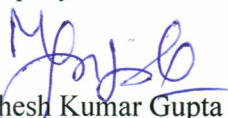
(iii) Votes 'INVALID':

| 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 31st 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,

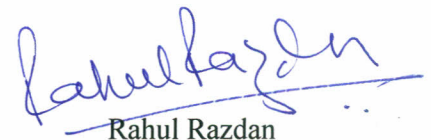
Yours faithfully,
For Mahesh Gupta & Company
Company Secretaries


Mahesh Kumar Gupta
Proprietor
FCS: 2870 CP: 1999
UDIN : F002870C001004112



Place : Delhi
Date : 24th September, 2021

Countersigned by:
For Flex Foods Limited


Rahul Razdan
(Whole Time Director)