

## **Mahesh Gupta & Company**

Company Secretaries

Wadhwa Complex Chamber No. 110, G.F. D-288-289/10, Laxmi Nagar, Delhi 110092

### **CONSOLIDATED SCRUTINIZER'S REPORT**

(Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,  
The Chairman  
27<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
FLEX FOODS LIMITED  
Held on Saturday, 12<sup>th</sup> August, 2017 at 03:00 p.m.,  
at the Registered Office of the Company : Lal Tappar Industrial Area,  
P.O. Resham Majri, Haridwar Road, Dehradun, Uttarakhand

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on e-voting & voting through polling paper conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rules of the Companies (Management and Administration) Rules, 2014) and amendment thereof.**

I, Mahesh Kumar Gupta, Practicing Company Secretary, 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 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 & amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for conducting remote e-voting and voting through polling paper in respect of the below mentioned resolution(s) proposed at the 27<sup>th</sup> meeting of the Equity Shareholders of Flex Foods Limited, held on Saturday, 12<sup>th</sup> August, 2017 at 03:00 p.m., at the Registered Office of the Company : 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 relating to voting through electronic means and polling paper received on the resolutions contained in the Notice of 27<sup>th</sup> Annual General Meeting (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 polling paper received by the Company.

I have completed the scrutiny of online voting (remote e-voting) and polling papers received and submit my report as under:-

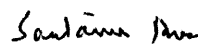
1. The Company had provided the remote e-voting facility offered by CDSL (Central Depository Services (India) Limited) to the shareholders of the Company.
2. In accordance with the Notice of the 27<sup>th</sup> AGM dated 29<sup>th</sup> May 2017 sent to the shareholders and the "Advertisement " published pursuant to the Rule [20(3)(v)] of the Companies



(Management and Administration) Rules, 2014 & amendment thereof on 17<sup>th</sup> July, 2017 in "The Financial Express" in English and in "Jan satta" in Hindi.

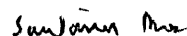
3. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 5<sup>th</sup> August, 2017 were entitled to vote on the proposed resolution(s) item no. 1 to 4 as set out in the Notice of the AGM of Flex Food Limited by remote e-voting or voting through polling paper at AGM.
4. The remote e-voting period remained open from 9:00 A.M. on 9<sup>th</sup> August, 2017 up to 5:00 P.M. on 11<sup>th</sup> August, 2017.
5. After close of period for remote e-voting, the details of members, such as their names, folio number, number of shares held, who had casted votes through remote e-voting were downloaded from the e-voting website of CDSL (<http://www.evotingindia.com>) for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 27<sup>th</sup> AGM.
6. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in my presence with due identification marks placed by me.
7. The locked ballot box were subsequently unblocked on 12<sup>th</sup> August, 2017 at 03.25 p.m in my presence along with 2 (two) witnesses (1) Mr. Sanjeev Kumar R/o 709, Vivekananda Nagar, Ghaziabad (U.P.) and (2) Mr. Santanu Bose R/o C-706, Block No. 11, Kailash Dham., Sector 50, NOIDA 201301 who are not in the employment of the Company and the poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the votes being unblocked in their presence. The Poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.





8. All the poll papers found complete in all respect and there is no invalid vote.
9. After counting , the votes casted by the members and proxy holders present at the 27<sup>th</sup> AGM, through polling paper, the votes casted through remote e-voting were unblocked on 12<sup>th</sup> August, 2017 at 03.28 p.m., in the presence of 2 (Two) witnesses, Mr. Sanjeev Kumar and Mr. Santanu Bose, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.





10. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted For" and "Against", were download from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>).



The Consolidated Report on the results of remote e-voting and voting through polling paper on each resolution are given hereunder:

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

**To adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 and the Reports of the Board of Directors and 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	20	7430454	99.9987
Voting through Polling paper (in person or by proxy)	6	15453	100
Total	26	7445907	99.9987

(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	1	100	.0013
Voting through Polling paper (in person or by proxy)	--	--	--
Total	1	100	.0013

(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	--	--
Voting through Polling paper (in person or by proxy)	--	--
Total	--	--



**Resolution No. 2 – (Ordinary Resolution)****To declare the dividend for the year 2016-2017 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	21	7430554	100
Voting through Polling paper (in person or by proxy)	6	15453	100
Total	27	7446007	100

(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	--	--	--
Voting through Polling paper (in person or by proxy)	--	--	--
Total	--	--	--

(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	--	--
Voting through Polling paper (in person or by proxy)	--	--
Total	--	--

**Resolution No. 3 – (Ordinary Resolution)****To appoint a Director in place of Shri Ravinder Kumar Jain (DIN 00024692), 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	20	7430454	99.9987
Voting through Polling paper (in person or by proxy)	6	15453	100
Total	26	7445907	99.9987



(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	1	100	.0013
Voting through Polling paper (in person or by proxy)	--	--	--
Total	1	100	.0013

(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	--	--
Voting through Polling paper (in person or by proxy)	--	--
Total	--	--

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

**Appointment of M/s MJMJ & Associates, LLP, Chartered Accountants, as Statutory Auditors 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	20	7430454	99.9987
Voting through Polling paper (in person or by proxy)	6	15453	100
Total	26	7445907	99.9987

(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	1	100	.0013
Voting through Polling paper (in person or by proxy)	--	--	--
Total	1	100	.0013

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

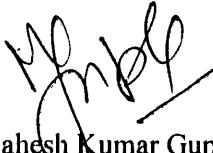
Mode of voting	Total number of members whose votes were declared ' <b>Invalid</b> '	Total number of votes cast by them declared ' <b>Invalid</b> '
Remote E-Voting	--	--
Voting through Polling paper (in person or by proxy)	--	--
Total	--	--



11. The Register of polling papers, all other papers and relevant records related to remote e-voting and voting by polling papers at 27<sup>th</sup> AGM shall remain in my safe custody until the chairman consider, approves and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.


Thanking you,

Yours faithfully,  
For Mahesh Gupta & Company

  
Mahesh Kumar Gupta  
FCS: 2870: CP: 1999



Countersigned by:  
for Flex Food Limited

  
(Chairman of the Meeting)

Place: Delhi  
Dated: 14<sup>th</sup> August, 2017