

Mahesh Gupta & Company
Company Secretaries

Wadhwa Complex Chamber No. 110, G.F. D-288-289/10, Laxmi Nagar,
Delhi 110 092

SCRUTINIZER'S REPORT

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

To,
The Chairman
25th Annual General Meeting of the Equity Shareholders of
FLEX FOODS LIMITED
Held on 22nd August, 2015 at Lal Tappar Industrial Area,
P.O. Resham Majri, Haridwar Road, Dehradun, Uttrakhand

Dear Sir,


Sub: Scrutinizer's Report on e-voting and poll 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, Company Secretary, having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar Delhi – 110 092, have been appointed as a Scrutinizer by the Board of Directors of Flex Foods Limited ("the Company") on 27th May, 2015, pursuant to section 108 and 109 of the Companies Act, 2013 read with Rules of the Companies (Management and Administration) Rules, 2014, for the purpose of e-voting and poll carried out as per the provisions of Companies Act, 2013 on the below mentioned resolution(s), at the 25th Annual General Meeting of the Equity Shareholders of Flex Foods Limited, held on 22nd August, 2015 at Lal Tappar Industrial Area, P.O. Resham Majri, Haridwar Road, Dehradun, Uttrakhand. We submit our report as under:

1. 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 [i.e. by remote e-voting and voting by poll by using an electronic voting system (Insta Poll) at the AGM] for the resolutions contained in the Notice to the 25th AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM) is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means (i.e. by remote e-voting and Insta Poll at the AGM).
2. In accordance with the Notice of the 25th Annual General Meeting dated 27th May 2015 sent to the shareholders and the 'Advertisement "published pursuant to the Rule 20(3)(v) of the Companies (Management and Administration) Rules, 2014 on 25th July, 2015 in "Financial Express" in English and on 26th July, 2015 in "Jan satta" in Hindi, the E-voting opened at 9:00 A.M. on 19th August, 2015 and remained open upto 5:00 P.M. on 21st August, 2015.



3. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 15th August, 2015 were entitled to vote on the proposed resolution item no. 1 to 5 as set out in the Notice of the Annual General Meeting of Flex Foods Limited.
4. After the time fixed for closing of the poll by the Chairman, one ballot boxes kept for polling were locked in my/our presence with due identification marks placed by me/us.
5. The locked ballot boxes were subsequently opened in our presence and the votes were unlocked on Sunday at 11:00 AM in the presence of two witness, Ms. Meenakshi Jain and Mr. Paras Kaushik, who are not in the employment of the Company. They have signed below in Confirmation of the votes being unlocked in their presence and poll papers were diligently scrutinized. 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.




Meenakshi Jain




Paras Kaushik

6. The e-votes were unblocked on Sunday At 3:51 PM approx in the presence of two witness, Ms. Meenakshi Jain Mr. Paras Kaushik, who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.



Meenakshi Jain



Paras Kaushik

7. 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.
8. I/We did not find any poll papers invalid.

The consolidated result of the e-voting and the polling at the Meeting (AGM), for the resolutions starting from serial no 1 to 5 are passed with the requisite majority, are as under:

Resolution No. 1 To adopt the Audited Financial Statements for the year ended 31st March, 2015

(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	22	7430366	100%
Voting through Polling paper (in person or by proxy)	20	1487	100%
Total	42	7431853	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	0	0	0
Voting through Polling paper (in person or by proxy)	0	0	0
Total	0	0	0

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

Resolution No. 2 To declare the dividend

(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	22	7430366	100%
Voting through Polling paper (in person or by proxy)	20	1487	100%
Total	42	7431853	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	0	0	0
Voting through Polling paper (in person or by proxy)	0	0	0
Total	0	0	0



(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	0	0
Voting through Polling paper (in person or by proxy)	0	0
Total	0	0

Resolution No. 3 To appoint a Director in place of Shri. S. K. Kaushik (holding DIN 00027035), 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	22	7430366	100%
Voting through Polling paper (in person or by proxy)	20	1487	100%
Total	42	7431853	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	0	0	0
Voting through Polling paper (in person or by proxy)	0	0	0
Total	0	0	0

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



Resolution No. 4**Ratification of Appointment of Statutory Auditors.**(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	7430316	99.9993%
Voting through Polling paper (in person or by proxy)	20	1487	100%
Total	41	7431803	99.9993%

(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	50	.0007%
Voting through Polling paper (in person or by proxy)	-	-	-
Total	1	50	.0007%

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

Resolution No. 5

Appointment of Ms. Anupam Ahuja (DIN: 03261077) as an Independent Director of the Company for five consecutive years for a term upto 3rd August, 2020 (Resolution was included after complying with all the formalities by the Company under the Provisions of Companies Act, 2013 and Rules made thereunder)

(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	7430316	99.9993%
Voting through Polling paper (in person or by proxy)	20	1487	100%
Total	41	7431803	99.9993%



(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	50	.0007%
Voting through Polling paper (in person or by proxy)	-	-	-
Total	1	50	.0007%

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

Thanking you,

Yours faithfully,
For Mahesh Gupta & Company


Mahesh Kumar Gupta
FCS: 2870: CP: 1999



Countersigned by authorized Person:
for Flex Foods Limited


(S.K. Kaushik)
Director

Place : DELHI
Dated : 24TH AUGUST, 2015