

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

26th Annual General Meeting of the Equity Shareholders of
FLEX FOODS LIMITED

Held on Saturday, 20th August, 2016 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 voting and voting through polling paper in respect of the below mentioned resolution(s) proposed at the 26th meeting of the Equity Shareholders of Flex Foods Limited, held on Saturday, 20th August, 2016 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 26th 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:-

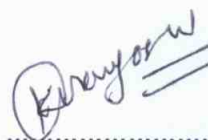
1. The Company had provided the remote e-voting facility offered by CDSL (Central Depository Services Limited) to the shareholders of the Company.
2. In accordance with the Notice of the 26th AGM dated 27th June 2016 sent to the shareholders and the "Advertisement" published pursuant to the Rule [20(3)(v)] of the Companies (Management and Administration) Rules, 2014 & amendment thereof on 23rd July, 2016 in "The Financial Express" in English and on 23rd July, 2016 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. 13th August, 2016 were entitled to vote on the proposed resolution(s) item no. 1 to 6 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 17th August, 2016 up to 5:00 P.M. on 19th August, 2016.
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 26th 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 20th August, 2016 at 03.47 p.m. in my presence along with 2(two) witnesses (1) Ms. Meenakshi Jain R/o 1/ 2, Block - 41, Singh Sabha Road, Delhi - 110 007 and (2) Ms. Kiran Joshi R/o L-I, 5/290, Sangam Vihar, New Delhi-110080 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.



Meenakshi Jain

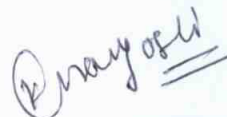


Kiran Joshi

8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. After counting , the votes casted by the members and proxy holders present at the 26th AGM, through polling paper, the votes casted through remote e-voting were unblocked on 22nd August, 2016 at 10:27 a.m., in the presence of 2 (Two) witnesses, Ms. Meenakshi Jain and Ms. Kiran Joshi, 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.



Meenakshi Jain



Kiran Joshi

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 receive, consider and adopt Audited Financial Statements of the Company for the financial year ended 31st March, 2016 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 ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	19	7430138	99.9990



Voting through Polling paper (in person or by proxy)	6	75	0.0010
Total	25	7430213	100.0000

(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)	1	1
Total	1	1

Resolution No. 2 – (Ordinary Resolution)

To declare the dividend for the year 2015-2016 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	20	7430638	99.9990
Voting through Polling paper (in person or by proxy)	6	75	0.0010
Total	26	7430713	100.0000

(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)	1	1
Total	1	1

Resolution No. 3 - (Ordinary Resolution)

To appoint a Director in place of Shri Ashok Chaturvedi (holding 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	19	7430558	99.9979
Voting through Polling paper (in person or by proxy)	6	75	0.0010
Total	25	7430633	99.9989

(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	80	.0011



Voting through Polling paper (in person or by proxy)	0	0	0
Total	1	80	.0011

(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)	1	1
Total	1	1

Resolution No. 4- (Ordinary Resolution)

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	19	7430558	99.9979
Voting through Polling paper (in person or by proxy)	6	75	0.0010
Total	25	7430633	99.9989

(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	80	.0011
Voting through Polling paper (in person or by proxy)	0	0	0
Total	1	80	.0011



(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)	1	1
Total	1	1

Resolution No. 5- (Ordinary Resolution)

Appointment of Mr. P. N. Sharma (DIN: 00023625) as an Independent Director of the Company for three consecutive years for a term upto 25th May, 2019

(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	19	7430558	99.9979
Voting through Polling paper (in person or by proxy)	6	75	0.0010
Total	25	7430633	99.9989

(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	80	.0011
Voting through Polling paper (in person or by proxy)	0	0	0
Total	1	80	.0011



(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)	1	1
Total	1	1

Resolution No. 6- (Ordinary Resolution)

Appointment of Smt. Shefali Dubey (DIN:07553018) as an Independent Director of the Company for three consecutive years for a term upto 26th June, 2019

(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	19	7430558	99.9979
Voting through Polling paper (in person or by proxy)	6	75	0.0010
Total	25	7430633	99.9989

(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	80	.0011
Voting through Polling paper (in person or by proxy)	0	0	0
Total	1	80	.0011



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

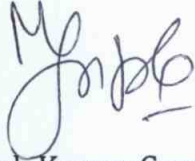
Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	1	1
Total	1	1

11. The Register of polling papers, all other papers and relevant records related to remote e-voting and voting by polling papers at 26th 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.

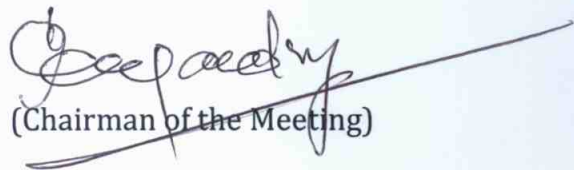
Thanking you,

Yours faithfully,
For Mahesh Gupta & Company

Countersigned by:
forFlex Food Limited



Mahesh Kumar Gupta
FCS: 2870:CP: 1999


(Chairman of the Meeting)

Place: Delhi
Dated: 22nd August, 2016