

Mahesh Gupta & Company

Company Secretaries

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

To,
The Chairman
M/s. FLEX FOODS LIMITED
Lal Tappar Industrial Area,
P.O. Resham Majri,
Haridwar Road, Dehradun,
Uttarakhand

CONSOLIDATED SCRUTINISERS 'REPORT

I, Mahesh Kumar Gupta, Practicing Company Secretary, having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar Delhi – 110 092, being appointed as the Scrutinizer by the Board of Directors of FLEX FOODS LIMITED., at their meeting held on 22nd May, 2014 (the Company) for the purpose of scrutinizing voting process in a fair and transparent manner in respect of the below mentioned resolutions proposed at the 24th Annual General Meeting of the Equity shareholders of the Company held on 23rd August, 2014 at 3:00 P.M. at the Registered Office of the Company at Lal Tappar Industrial Area, P.O. Resham Majri, Haridwar Road, Dehradun, Uttarakhand, submit my report as under:

1. In accordance with the Notice of the 24th Annual General Meeting dated 22nd May 2014 sent to the shareholders and the 'Advertisement "published pursuant to the Rule (20(3)(V) of the Companies (Management and Administration) Rules, 2014 on July 31st, 2014 in "Financial Express" in English and "Jan satta" in Hindi, the E-voting opened at 9:00 A.M. on 18th August, 2014 and remained open upto 6:00 P.M. on 19th August, 2014.
2. The equity shareholders holding shares as on 18th July 2014, "cut off date "were entitled to vote on the resolutions stated in the Notice of the 24th Annual General Meeting of the Company.
3. The votes were unblocked and considered at 10:00 A.M. on 20th August, 2014 in presence of Mr. Peeyush Toshniwal and Ms Shweta Jain, who are not the employees of the Company.
4. The e-voting results/list of equity shareholders who have voted "For and Against " were downloaded from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>) and the same are being handed over to the chairman.



The result of the e-voting and the polling at the Meeting (AGM), for the resolutions starting from serial no 1 to 8 are passed with the requisite majority, are as under:

Resolution(s)	Particulars	Mode	Votes in		Total Shares	Votes Casted	
			Favour	Against		% For	% Against
1	To adopt the Audited Financial Results for the year ended 31st March, 2014	E-voting	7346819	0	7346819	100	.00000
		Polling at AGM	1511	0	1511	100	.00000
		Total	7348330	0	7348330	100	.00000
2	To declare the dividend	E-voting	7346819	0	7346819	100	.00000
		Polling at AGM	1511	0	1511	100	.00000
		Total	7348330	0	7348330	100	.00000
3	To appoint a Director in place of Shri R.K. Jain who retires by rotation and being eligible offers himself for re-appointment	E-voting	7346818	1	7346819	99.99999	.00001
		Polling at AGM	1511	0	1511	100	.00000
		Total	7348329	1	7348330	99.99999	.00001
4	To re-appoint M/s. Jain Singhal & Associates, Chartered Accountants as Statutory Auditors of the Company and fixing their Remuneration	E-voting	7346818	1	7346819	99.99999	.00001
		Polling at AGM	1511	0	1511	100	.00000
		Total	7348329	1	7348330	99.99999	.00001
5	Appointment of Shri M.G. Gupta as an independent Director of the Company for five consecutive years for a term up to 31st March, 2019	E-voting	7346819	0	7346819	100	.00000
		Polling at AGM	1511	0	1511	100	.00000
		Total	7348330	0	7348330	100	.00000
6	Appointment of Shri T.N. Pandey as an independent Director of the Company for five consecutive years for a term up to 31st March, 2019.	E-voting	7346819	0	7346819	100	.00000
		Polling at AGM	1511	0	1511	100	.00000
		Total	7348330	0	7348330	100	.00000



7	Appointment of Shri G.N. Gupta as an independent Director of the Company for five consecutive years for a term up to 31st March, 2019	E-voting	7346818	1	7346819	99.99999	.00001
		Polling at AGM	1511	0	1511	100	.00000
		Total	7348329	1	7348330	99.99999	.00001
8	To pass a Special Resolution for exercising the borrowing power of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013	E-voting	7346818	1	7346819	99.99999	.00001
		Polling at AGM	1511	0	1511	100	.00000
		Total	7348329	1	7348330	99.99999	.00001

For Mahesh Gupta & company
Company Secretaries


Mahesh K. Gupta
Prop.



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Dated 25-8-2014