



FLEX FOODS LIMITED

(CIN: L15133UR1990PLC023970)

Regd. Office : Lal Tappar Industrial Area, P.O. Resham Majri, Haridwar Road, Dehradun (Uttarakhand)
Ph: 0135-2499234 Fax: 0135-2499235 Website: www.flexfoodsltd.com E-mail: flexsec@vsnl.net

POSTAL BALLOT NOTICE

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, (Act) read with Rule 22 of Companies (Management and Administration) Rules, 2014, to transact the following Special Business by the Members of FLEX FOODS LIMITED by passing the Special Resolution through Postal Ballot. The Members' consideration and approval is sought for special resolution annexed hereto. The Statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the Resolution is also appended herewith and is being sent to the Members along with a Postal Ballot Form for consideration. Mr. Mahesh Kumar Gupta, Practicing Company Secretary has been appointed by the Board of Directors of your Company as the Scrutinizer. Members are requested to carefully read the instructions printed on the Postal Ballot Form and the Notice and return the completed Form in the enclosed self-addressed postage pre-paid envelope (if posted in India), so as to reach the Scrutinizer on or before the close of business hours on the Thursday 16th October, 2014, the last date for receipt of the completed Postal Ballot Forms. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

E-Voting Option

We are pleased to offer e-voting facility also as an alternate for our Members, which would enable them to cast votes electronically, instead of through physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice. The Scrutinizer will submit the report to the Chairman of the Company, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the postal ballot will be announced on 20th October, 2014 at the Registered Office of the Company. The result of the postal ballot will be posted on the Company's website: www.flexfoodsltd.com besides communicating the same to the BSE Limited. The result of the postal ballot shall also be announced through newspaper advertisement.

Special Business

Item No.1

Creation of Charge / Mortgage on the Assets of the Company

To consider and if though fit, to give assent / dissent to the following as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 180(1) (a) and all other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the

Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to create charges, mortgages and/ or hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, in such form and manner and with such ranking, whether exclusive, pari-passu, subservient or otherwise and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and/or on the whole or any part of the undertaking(s) of the Company, in favour of the banks, non-banking financial companies, financial institutions and other lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company availed/ to be availed by way of loans(s) (in Foreign currency and/or rupee currency) and/or debentures (convertible /non-convertible / secured / unsecured) and/or securities in the nature of debts instruments issued/to be issued by the Company (hereinafter referred as 'loans'), from time to time, provided that the total amount of loans shall not at any time exceed Rs.150 crores (Rupees One Hundred Fifty Crores Only) in aggregate (apart from temporary loans obtained / to be obtained from the Company's bankers in the ordinary course of business) together with interest, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premium on prepayment/redemption, remuneration of the Agents(s)/Trustees, all costs, charges, expenses including any increase as a result of devaluation, revaluation, fluctuation in the rates of exchange and all other monies payable by the Company in respect of the said loans in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into or to be entered into between the Company and the lender(s), Agent(s) and Trustee(s) in respect of such borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to, between the Board of Directors and the lender(s), Agent(s) and Trustee(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate."

By Order of the Board

Place : NOIDA
Dated : 22nd August, 2014

RAJESH DHEER
Company Secretary
FCS No. 3060

A-64 Ordnance Apartments,
Block-H, Vikasपुरi, New Delhi-110 018

Regd. Office:

Lal Tappar Industrial Area,
P.O. Resham Majri, Haridwar Road
Dehradun (Uttarakhand)

Notes

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 (Act) and other applicable provisions of the Companies Act, 2013 is annexed hereto.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. The Board appointed Shri Mahesh Kumar Gupta, Practicing Company Secretary, Delhi, as the Scrutinizer for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.
4. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5.00 P.M. on 16th October 2014 or before. Any postal ballot form received after this date and time shall be treated as if the reply from the shareholders had not been received.
5. The shareholders are requested to exercise their voting rights by using the attached postal ballot form. Shareholders who do not receive the postal ballot form may apply to the Company/Registrars and Transfer Agents, M/s Beetal Financial & Computer Services Private Limited, UNIT : FLEX FOODS LIMITED, Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi – 110 062 and obtain a duplicate thereof.
6. The Scrutinizer will submit the report to the Chairman after completion of the scrutiny and the results of the postal ballot will be announced on 20th October, 2014 at 5.00 P.M. at the Regd. Office of the Company at Lal Tappar Industrial Area, P.O. Resham Majri, Haridwar Road, Dehradun (Uttarakhand)
7. The results along with the Report will be posted on the website of the Company: www.flexfoodsltd.com. The date of declaration of Postal Ballot results will be taken to be the date of passing the resolution.
8. The results of the postal ballot will be published in one English Newspaper with nationwide circulation and in one Hindi Newspaper for the information of Members and will also be informed to BSE Limited.
9. In compliance with the provisions of Section 110 of the Companies Act 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically.
10. A copy of the documents referred to in the Explanatory Statement are open for inspection at the Registered Office of the Company between 10.00 A.M. and 5.00 P.M. on any working day till the last date of voting i.e. 16th October, 2014.
11. Please see the instructions for voting by postal ballot (including e-voting) which have been printed herein.
12. In case of e-voting on the website: www.evotingindia.com,

com, voting will commence on and from 9.00 A.M. on 17th September, 2014 and end at 5.00 P.M. on 16th October, 2014.

- 13 The Notice is also placed on the website of the Company: www.flexfoodsltd.com and website of CDSL www.cdslindia.com

INSTRUCTIONS FOR VOTING:

Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer before the close of working hours on or before 16th October, 2014. Any Postal Ballot Form received after 5.00 P.M. on 16th October, 2014 shall be treated as if the reply from the shareholders had not been received.
2. The Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

e-Voting Facility:

In pursuance of Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility as an alternative, for its shareholders, to enable them to cast their vote electronically instead of dispatching Postal Ballot.

The instructions for Members for voting electronically are as under:

In case of members receiving e-mail:

Log on to the e-voting website www.evotingindia.com

- (i) Click on "Shareholders" tab.
- (ii) Now, select "**FLEX FOODS LIMITED**" from the drop down menu and click on "SUBMIT"
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.
	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g., if your name is Ramesh Kumar with sequence number 1, then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> #Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares you hold on the record date i.e 5th September, 2014 in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

(x) Click on "**FLEX FOODS LIMITED**"

(xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.

(xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your

vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat Account Holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- The list of accounts should be mailed to helpdesk. evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of Members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.

(B) The voting period begins on **17th September, 2014 (9:00 A.M.)** and ends on **16th October, 2014 (5:00 P.M.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 5th September, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on Resolution is cast by the shareholders, the shareholders shall not be allowed to change it subsequently.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

General

a) Voting by Postal Ballot, both in physical form and e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorised person. It cannot be exercised by a proxy.

b) Voting rights shall be reckoned on the number of fully paid up equity shares registered in the name of the shareholders on the cutoff date fixed for the purpose i.e. 5th September, 2014.

c) Voting period commences on and from 9.00 A.M. on 17th September, 2014 and ends at 5.00 P.M. on 16th October, 2014.

d) The date of declaration of results of the postal ballot (i.e.

20th October, 2014) shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of Special Business set out in the Notice.

Creation of Charge / Mortgage on the Assets of the Company

The Members of the Company vide Resolution dated 22nd August, 2013 authorized the Board to create Charge / Mortgages on all or any of the moveable or immovable properties of the Company in favour of the Banks and Financial Institutions upto an aggregate amount of Rs.100 crores by way of Ordinary Resolution under Section 293(1)(a) of erstwhile Companies Act, 1956. Similar provisions also exist in new Companies Act, 2013 under section 180 (1) (a) of the Companies Act, 2013. However, now the resolution is required to be passed by way of Special Resolution instead of Ordinary Resolution.

Section 180 (1)(a) of the Companies Act, 2013, provides inter alia, that the Board of Directors of the Company shall not, except with the consent of the Company through Special Resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, the whole or substantially the whole of any such undertakings.

In view of the existing and fresh borrowings etc., and the increased long term fund requirements and Working Capital Limits which may be availed by the Company from Financial Institutions and Banks etc. in India or outside, it is felt that it may be necessary to pass an enabling Special Resolution to mortgage and/or charge the properties of the Company present and future in favour of the Banks and Financial Institutions, Trustees etc., for securing the requisite finance upto a maximum

of ₹ 150 crores (Rupees One Hundred Fifty Crores only).

Since mortgaging by the Company of its immovable and moveable properties as aforesaid in favour of the Financial Institutions/Banks/Trustees etc may be regarded as disposal of the Company's properties/undertakings, it is necessary for the members to pass Special Resolution under Section 180 (1)(a) of the Companies Act, 2013 for a sum of not exceeding ₹ 150 crores (Rupees One Hundred Fifty Crores only) in line with the borrowing powers envisaged, authorizing the Board of Directors for creation of the said mortgages/charges.

The Board recommends the passing of the resolution by the Members of the Company, as set out above at Item No. 1 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form/E-Voting as explained in the notes appended herewith.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested financial or otherwise in the said Special Resolution except to the extent of their shareholding in the Company.

By Order of the Board

Place : NOIDA
Dated : 22nd August, 2014

RAJESH DHEER
Company Secretary
FCS No. 3060
A-64 Ordnance Apartments,
Block-H, Vikaspuri, New Delhi-110 018

Regd. Office:
Lal Tappar Industrial Area,
P.O. Resham Majri, Haridwar Road
Dehradun (Uttarakhand)