



Mahesh Gupta & Company

Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, New Delhi-110092

Phone : 011-49503085; 9312406331;E-Mail: maheshgupta.co@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

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

To,
The Chairperson,
The Extra Ordinary General Meeting (EGM) of the Equity Shareholders of
FLEX FOODS LIMITED
Held on **Tuesday, January 04, 2022, AT 11:30 A.M. (IST)**., through Video
Conferencing ("VC")/Other Audio-Visual Means ("OAVM")
Lal Tappar Industrial Area, P.O. – Resham Majri, Haridwar Road,
Dehradun (Uttarakhand)

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting for the EGM through video conferencing ('VC')/ Other Audio-Visual Means ('OAVM')

I, Mahesh Kumar Gupta, Proprietor of M/s. Mahesh Gupta & Company, Company Secretaries (M.N. 2870 , C.P. No. 1999) firm 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 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) in respect of the below mentioned resolution(s) proposed at the Extra Ordinary General Meeting ("EGM") of the Equity Shareholders of **Flex Foods Limited**, held on **Tuesday, January 04, 2022, AT 11:30 A.M. (IST)** through VC / OAVM without physical presence of the members at the EGM Venue in compliance with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 , Circular No. 10/ 2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI") and in compliance with the provisions of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company has decided to hold its Extra-ordinary General Meeting (EGM) through Video-conferencing ("VC") or other



audio visual means (“OAVM”) (hereinafter referred to as “electronic means”). The deemed venue of the EGM had been the Registered Office of the Company at 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 and circular issued by MCA and SEBI relating to conducting of EGM through VC / OAVM and voting through electronic means on the resolutions contained in the Notice of the EGM 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 e-voting at the EGM through VC / OAVM.

I have completed the scrutiny of remote e-voting and e-voting at the EGM conducted through VC / OAVM and submit my report as under:-

1. The Company had provided the remote e-voting facility and e-voting facility at the EGM through VC / OAVM offered by CDSL (Central Depository Services Limited) to the shareholders of the Company.
2. In line with MCA Circular No. 14/2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 , Circular No. 10/ 2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“MCA”) and as also Securities Exchange Board of India (“SEBI”) issued its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 read with its previous Circular SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Notice calling the EGM dated **10th December, 2021** had been uploaded on the website of the Company at www.flexfoodsltd.com. The Notice could also be accessed from the websites of the Stock Exchange i.e. The BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
3. Pursuant to aforesaid MCA, SEBI circulars and to the Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 “Advertisements” were published in “Financial Express” in English Language and “Jansatta” in Hindi Language on 14th December, 2021 in connection with ensuing EGM scheduled to be held on 4th January, 2022 through Video Conferencing/OAVM specifying the date and time of the EGM, availability of the notice on Company’s website and website of Stock Exchange, manner of registration of email ids by members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the EGM etc.



4. Pursuant to MCA circular and SEBI circular, the Notice of EGM were sent only by the e-mail to those members whose e-mail addresses were registered with the Company / Depository Participants / Depositories.
5. The shareholders holding shares as on the “cut-off date” i.e. **Tuesday, 28th December, 2021** were entitled to vote on the proposed resolution(s) item no. 1 to 3 as set out in the Notice of the EGM of the Company by remote e-voting or e-voting at EGM through VC/ OAVM.
6. The remote e-voting period remained open from Saturday, 1st January, 2022 (9:00 AM) and ends on Monday, 3rd January, 2022 (5:00 PM).
7. At the EGM, the Chairperson announced that the facility for e-voting is available to facilitate the Members attending the Meeting through VC / OAVM and who did not participate in the remote e-voting to cast their votes.
8. After the conclusion of EGM, the votes cast through remote e-voting and e-voting at the EGM were unblocked on Tuesday, 4th January, 2022 at 12:30 PM (IST) in the presence of two witnesses, Smt. Manju Gupta and Miss Himansi Gupta who are not in the employment of the Company.

The Consolidated Report on the results of remote e-voting and e-voting at the EGM on each resolution are given hereunder:

Resolution No. 1– (Special Resolution)

Increasing the Borrowing Powers 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	42	7440452	99.9987
E-Voting at the EGM	--	--	--
Total	42	7440452	99.9987

(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	100	00.0013
E-Voting at the EGM	--	--	--
Total	1	100	00.0013



(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	--	--
E-Voting at the EGM	--	--
Total	--	--

Resolution No. 2 – (Special Resolution)

Creation of Mortgage / Charge on the Assets 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	42	7440452	99.9987
E-Voting at the EGM	--	--	--
Total	42	7440452	99.9987

(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	100	00.0013
E-Voting at the EGM	--	--	--
Total	1	100	00.0013

(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	--	--
E-Voting at the EGM	--	--
Total	--	--



Resolution No. 3 – (Ordinary Resolution)

Availing / Acceptance of Inter Corporate Deposit(s) / Loan(s)

(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	31	10716	99.0754
E-Voting at the EGM	--	--	--
Total	31	10716	99.0754

(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	100	0.9246
E-Voting at the EGM			
Total	1	100	0.9246

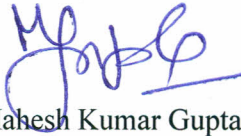
(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	--	--
E-Voting at the EGM	--	--
Total	--	--

9. The electronic data and other relevant records related to remote e-voting and e-voting at the EGM through VC / OAVM shall remain in my safe custody until the Chairperson considers, approves and signs the minutes of aforesaid Extra Ordinary General Meeting and thereafter the same will be handed over to the Secretary of the Company for safe keeping.


Thanking you,

Yours faithfully,
For Mahesh Gupta & Company
Company Secretaries


Mahesh Kumar Gupta
Proprietor
FCS: 2870 CP: 1999
UDIN : F002870C002043051



Countersigned by:
For Flex Foods Limited


(Chairperson of the Meeting)

Place : New Delhi
Date : 4th January, 2022