

**TRANSCRIPT OF THE 35TH ANNUAL GENERAL MEETING OF FLEX FOODS LIMITED
HELD ON THURSDAY, 21ST AUGUST, 2025 AT 12:30 P.M. THROUGH VIDEO
CONFERENCING.**

Mr. Himanshu Luthra: - Good afternoon, ladies and Gentlemen,

I am Himanshu Luthra, Company Secretary of your Company. On behalf of the Directors & the Company, I welcome all the members and stakeholders to the 35th Annual General Meeting of Flex Foods Limited being held today August 21, 2025.

This Annual General Meeting is being held through Video Conferencing / other audio-visual means in accordance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

This facility of holding AGM through Video Conferencing / other audio-visual means is made available to 1000 members on first come first serve basis in addition to large shareholders, institutional investors, Directors, Key Managerial Personnels, Statutory Auditors and Secretarial Auditors, etc. who can also join.

Let me introduce our esteemed Board Members, Executives and other members on the panel, who have joined us for the meeting:

- 1) Mr. Rahul Razdan, Whole-time Director & CEO of the Company. He is also a member of the Audit Committee of the Company and Chairman of the Corporate Social Responsibility Committee of the Company.
- 2) Mrs. Indu Liberhan, Chairperson of Audit Committee, is an Independent Director on the Board of your Company. She is also the chairperson of the Nomination and Remuneration Committee, a member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.
- 3) Mr. Rajeev Sharma is a Non-Executive Director of the Company and the Chairman of Stakeholders Relationship Committee of the Company.
- 4) Mr. Shekhar Tiwari, Chief Financial Officer of the Company.
- 5) Mrs. Megha Jain, Partner M/s. MJMJ & Associates, LLP, Chartered Accountants, the Statutory Auditors of the Company.
- 6) Mr. Mahesh Kumar Gupta, Practicing Company Secretary, the Secretarial Auditors of the Company.
- 7) Mr. Gaurav Sharma from Beetal Financial & Computer Services Pvt. Ltd. joined as a host/moderator for this Annual General Meeting.

I, welcome all the Board Members and other panelists for being with us today.

Mr. Ashok Chaturvedi, Chairman of the meeting, could not join the meeting due to certain exigencies. May I therefore request directors present at the meeting to elect one amongst themselves to be the chairman of the meeting.

Mrs. Indu Liberhan: - I would suggest that Mr. Razdan may chair the meeting.

Mr. Himanshu Luthra: - Name of Mr. Rahul Razdan has been proposed as the Chairman of the meeting, therefore, I request Mr. Rahul Razdan to preside the 35th Annual General Meeting of the Company in accordance with Article 53 of the Articles of Association of the Company.

Mr. Rahul Razdan: - I thank the Board members for electing me to chair the 35th AGM of the Company.

Mr. Himanshu Luthra: -The participation of members through Video Conference is being reckoned for the purpose of quorum as per circular of the Ministry of Corporate Affairs.

Quorum for the meeting being present, I request the Chair to call the meeting to order.

Mr. Rahul Razdan: - Quorum is present and I call the meeting to order.

Dear Shareholders,

It gives me immense pleasure to share the performance of your Company for the year and our prospects on the way forward. I appreciate your support and confidence in us, which enthuses us to work harder towards creating greater value in the Food Processing industry.

Let me give you a brief about:

ECONOMIC AND BUSINESS OVERVIEW

The global economy appears to be stabilizing, with steady yet underwhelming growth rates. Further, intensifying downside risks dominate the outlook, amid escalating trade tensions and financial market adjustments. Divergent and swiftly changing policy positions or deteriorating sentiment could lead to even tighter global financial conditions. Ratcheting up a trade war and heightened trade policy uncertainty may further hinder both short-term and long-term growth prospects.

PERFORMANCE OF THE COMPANY

During FY 2024-25, your company achieved total revenue of INR 151 crores against INR 121 Crores in previous year. Considering performance and future requirements of the Company, the Board of Directors of the Company has recommended a Dividend of 5% for the FY 2024-25 after taking into account business exigencies.

Global Economic Outlook

The landscape has changed as governments around the world reorder policy priorities. A series of new tariff measures by the United States and countermeasures by its trading partners have been announced and implemented, ending up in near-universal US tariffs on April 2, 2025 and bringing effective tariff rates to levels not seen in a last 100 years.

Indian Economic Overview

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships. India is poised to lead the global economy once again, with the International

Monetary Fund (IMF) projecting it to remain the fastest growing major economy over the next two years. Despite this slight moderation, the overall outlook remains strong. This consistency signals not only the strength of India's macroeconomic fundamentals but also its capacity to sustain momentum in a complex international environment. Despite global uncertainties and downward revisions in growth forecasts for other large economies, India is set to maintain its leadership in global economic growth.

Industry Scenario and Development

The food processing sector in India is characterized by its diverse structure, which includes various sub-sectors that cater to different consumer needs and preferences. This diversity not only enhances the sector's resilience but also reflects the country's vast agricultural base. The Sector has undergone rapid transformation, driven by its vast agricultural base, rising domestic demand, and supportive government policies. India is poised to emerge as a global leader in the food processing sector, with an impressive growth trajectory. Agriculture sector forms the backbone of the India's food processing industry, India being the largest producer of fruits, vegetables, millets, tea, and food grains as well as milk and livestock globally.

OUR BUSINESS OVERVIEW ON FLEX FOODS:

❖ Freeze-dried Products

Freeze-dried products are a widespread preservation alternative in modern industry to preserve their original texture, colour, flavour, aroma and nutrients. Today, there are numerous examples of freeze-dried products on the market: freeze-dried food, freeze-dried fruit, freeze-dried flower, etc. Among their many advantages are their long shelf life without compromising quality, and the ease of transport and storage by significantly reducing weight of the product. As the demand for these lightweight, easy-to-store items grows, certain global markets have emerged as key players in the freeze-dried product industry. The global freeze-dried product market is thriving, with key players spread across different continents. The demand for these lightweight, nutrient-dense options is driven by diverse factors, including lifestyle choices, health consciousness, and a growing interest in sustainable and convenient food solutions. As the Company continue to witness innovations in food technology of freeze-dried products and air-dried herbs in India and changing consumer preferences, the freeze-dried market is poised for further expansion.

❖ Air-dried Products

One of the biggest drivers of market expansion is heightened consumer interest in minimally processed, additive-free food products. As more health-conscious consumers call for natural and nutrient-rich food products, air-dried food products are quickly gaining traction as their potential to retain major nutrients, minerals, and flavors with no artificial additives position them as a desirable alternative. The popularity of air dried food is on the rise. The global air-dried food market has grown due to easy availability to a variety of packaging foods, including air-dried packaging foods, rising consumer health consciousness, and rising customer appetite to pay higher prices for air-dried foods.

❖ Individual Quick Frozen (IQF) Products

IQF technology extends the shelf life of food products, reducing food waste and allowing for greater distribution and storage flexibility. The increasing demand for convenient and ready-to-eat food products is driving the industry growth. Further, the trend towards plant-based diets and meat alternatives has led to a surge in demand for IQF frozen fruits, vegetables, and plant-based proteins to cater to the growing vegan and vegetarian consumer base.

PRODUCT CATEGORIES

❖ Mushrooms

Rapid augmentation in health awareness has accelerated the consumption of variety of mushrooms as a nutrient-rich, low-calorie food source. Increase in popularity of organic and sustainable products aids mushroom market share expansion, aligning with environmental and health trends worldwide. The Company produces premium quality Champignon Mushrooms throughout the year strictly under controlled atmospheric conditions. The Company's enhanced Freeze Dried technique ensures that the product retains the colour, shape, flavour and nutritional value better than other drying methods. World class manufacturing facilities with "state-of-the-art" technology, Quality systems, etc. make the Company a leading player in the category.

❖ Fruits and Vegetables

The global fruit and vegetable market is undergoing a period of profound transformation driven by a combination of shifting consumer demands, innovative processing technologies, and rapidly evolving distribution methods. In recent years, this market has become increasingly complex due to a blend of traditional agricultural practices and modern retail approaches that cater simultaneously to sustainability and health-focused trends.

❖ Herbs and Spices

Herbs and spices are extensively used in food and beverages as flavor enhancers and to give a special aroma to foods and beverages to appease the changing taste preferences and flavor profiles of individuals worldwide. The usage of different herbs and spices is rising as an increasing number of individuals are trying to replicate the restaurant-style flavor in the dishes they make at home. The growing product demand in the food and beverage (F&B) sector, widespread adoption of spices for medicinal purposes, government support, sustainable sourcing, continuous innovation, and introduction of new blends are some of the major factors propelling the market.

OPPORTUNITIES AND STRENGTHS

The food processing industry in India is rapidly emerging as a vital cog in the nation's economy. Food processing increases the value of agricultural products and reduces wastage, while also creating job opportunities and enhancing food security. Food processing is the mainstay of driving agricultural and economic development in India. It is also strategically placed to boost innovation that would work towards raising the livelihoods of millions in the country.

THREATS AND MITIGATION STRATEGIES

While food processing provides an opportunity to utilize excess production efficiently, ensuring food & nutritional security and supporting farmers, the Indian food processing industry faces threats such as:

- Infrastructural limitations
- Lack of proper storage and cold chain facilities
- Competition from global players
- Fluctuating Raw Material Prices
- Stringent Quality and Safety Standards
- Seasonality of operations and low capacity utilization
- Fragmented Regulatory Environment

These problems hinder the growth of the sector and increase wastage of agricultural products.

INTERNAL CONTROL SYSTEMS: THEIR ADEQUACY AND OPERATIVE EFFECTIVENESS

Internal control is an essential part of the corporate governance and management of the Company. The Company has defined the operating principles for internal control. The Audit Committee of the Company monitors the effectiveness and efficiency of the internal control systems and the correctness of financial reporting.

HUMAN RESOURCES/ INDUSTRIAL RELATIONS

The Company has amicable employee relations at all locations and would like to place on record its sincere appreciation for the unstinted support it continues to receive from all its employees. The Company also continued to focus on manpower productivity and efficiency during the Financial Year under review and hence drives various learning and development interventions in this regard, in line with the organizational objectives. The Company is also committed to foster employee engagement and connect, while maintaining a safe and healthy workplace.

SUSTAINABILITY AND ENVIRONMENT CONCERNS

As a responsible corporate citizen, the Company continues to make efforts towards reducing its environmental impact and work towards well-being & inclusive development of the society. Further, the Company gives utmost importance to the health and safety of its workers and the environment it operates in. The Company provides a clean, hygienic and safe working environment to its employees and provides them with appropriate training to carry out their duties safely. Prevention of safety-related incidents is one of Company's highest priorities. The Company strictly adheres to all EHS-related laws and regulations.

OUR VISION FOR FUTURE GROWTH

I am delighted to announce that company has prioritized and carried out R&D work in the process and product development of the Company such as Freeze Dried: Strawberry, Yoghurt, flavored Yoghurt, Flavored Corn, Banana Peel powder, Apple, Pumpkin, Banana Powder, Blueberry, IQF Papaya, Air-Dried: sweet Potato, Potato, Organic sprouted, Rice, Millets & Pulses grains & Flours, Organic sprouted multigrain Crackers & Noodles, etc.

Further:

- Continuous training programs are done at plant locations for EMS (Environment Management system) and for farmers for growing Organic & Conventional herbs for Good Agricultural Practices (GAP) to grow herbs & vegetables as per US and EU norms.
- Backward integration for growing of herbs with increased area of cultivation for sustained and quality supply of fresh herbs at Hosur, Tamil Nadu plant.
- Certification of GRASP along with updated version-6 of Global GAP.

Also, I would like to announce here that the South Plant has been certified by the COSCO, CVS and Walmart in the US and we will be shipping our Goods to them also in the near future.

ACKNOWLEDGEMENT

On behalf of the Company, I extend my sincere gratitude to all shareholders, vendors, customers, dealers, business associates, and other stakeholders, namely the Central and State governments, banks, government agencies and non-governmental institutions, for extending their support to the Company. I also express my sincere appreciation to the Board of Directors, the Management Team for their invaluable contributions. Once again, I thank you all for being with us today and end with warm regards and good wishes for each one of you.

Now, Mr. Himanshu Luthra, Company Secretary of the Company is advised to brief the members on the procedure and the objects and reasons for the resolutions proposed for consideration and approval by the members.

Thank You.

Mr. Himanshu Luthra: - With the permission of Chair, let me quickly take you through the general instructions to members for participation in this meeting.

- i. The Facility of Joining this Meeting through VC is made available to 1000 members of the company on First Come First Serve Basis. In addition, large shareholders, Directors, KMPs and Institutional Investors can also join the meeting.
- ii. Registered Office of the Company at Dehradun will be deemed venue for the meeting and all the proceedings of AGM shall be deemed to be made thereat.
- iii. Register of Directors and Key Managerial Personnel and the Register of Contracts are available electronically, at the website of the Company, for inspection of the members during the AGM.
- iv. Pursuant to MCA circulars, the facility for appointment of proxy by the members is not applicable and therefore, the proxy register is not available for inspection. Similarly, facility for voting by show of hand is not available.
- v. The Company had provided the facility to cast votes electronically via remote e-voting on all resolutions set forth in the Notice from 18th August, 2025 (09:00 a.m.) to 20th August, 2025 (05:00 p.m.).
- vi. Members who have not cast their votes via remote e-voting and who are participating in this meeting will now have an opportunity to cast their votes today through the e-voting system provided by CDSL.
- vii. E-voting facility is already open for Members to cast their vote and shall be available for 30 minutes after this meeting.
- viii. The Board of Directors has appointed Mr. Mahesh Kumar Gupta, Practicing Company Secretary, as Scrutinizer to supervise the e-voting process. He is also present as a panelist.
- ix. The resolutions set forth in the notice shall be deemed to be passed today, subject to receipt of requisite majority votes. The results of this AGM will be posted on website of the company, sent to stock exchange and given to service provider viz CDSL.

❖ Business of the Meeting:

Notice of 35th AGM along with Directors Report, Statutory Auditors & Secretarial Auditors Report and Annual Accounts for FY 2024-25 have been sent to the members within the prescribed timelines. Also, in accordance with circulars of the Ministry of Corporate Affairs, the Company has given mandatory pre & post-dispatch advertisements regarding the AGM.

Since, the notice has been circulated with the shareholders, we take the notice dated 16th May, 2025 of this Annual General Meeting as read. Further, members may note that there are no qualifications,

observations or adverse remarks in the report of Statutory Auditors and Secretarial Auditors for FY 2024-25. These reports being unqualified are too being taken as read.

❖ **Business for the AGM**

Business to be transacted through e-voting at the meeting today is: -

Ordinary Business:

- 1. Item no. 1 of the Notice:** Ordinary Resolution to consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and the Auditors thereon.
- 2. Item no. 2 of the Notice:** Ordinary Resolution to declare the dividend on the Equity Shares of the Company for the Financial Year Ended March 31, 2025.
- 3. Item no. 3 of the Notice:** Ordinary Resolution to appoint a Director in place of Mr. Rajeev Sharma, Non-Executive-Non-Independent Director (DIN: 08789214), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

- 4. Item no. 4 of the Notice:** Ordinary Resolution for appointment of Secretarial Auditors for a term of five (5) consecutive years, commencing from financial year 2025-26 to financial year 2029-30

As a reminder to all the shareholders, e-voting facility is being opened and will remain open for 30 minutes after the close of meeting. Such, shareholders who have not cast their votes so far can cast their votes.

I would like to bring to the notice of panelist and the shareholders that the company has received requests from the shareholders to be speaker and received queries as well.

To answer to these queries from the Shareholders, I request Mr. Rahul Razdan, Whole Time Director & CEO of your company to address these.

Mr. Rahul Razdan: -

Sl. No.	Queries	Answers
1	Where you see the light in the end of the tunnel?	The Management sees opportunities for a turnaround, as market demand improves, new products are introduced and Hosur Plant operates closer to capacity. These factors, combined with strong sector and economic outlooks for India which are signaling potential for recovery and future growth.
2	What will be the growth triggers in first half and second half?	Growth trigger for our business in the first half include expanding into new markets, Increased Capacity Utilization, Product Development & new product launch. In second half, the growth is likely to be driven by festive /holiday season driven export orders, Ramping domestic distribution & Inventory optimization. Core growth driver across the year will be operational efficiency, export market diversification among others.

3	Please give the production capacity utilisation figures in % for the month April, May and June 2025?	For FD units: Dehradun Plant April- 89% May-96% June-92% Q1 FY 25-26 :-92% Hosur Plant April-60% May-81% June-62% Q1 FY 25-26 : 68%
4	What was capacity utilisation of last year? and Last 5 years on moving average basis?	Dehradun Plant (2025) 88% & Last 5 Year :-(2024) 88% (2023) 96% (2022) 96% (2021) 97% (2020) 92% Hosur Plant (2025) 49% to 50 % which has now improved to almost 70% in the first quarter and I am hoping that in the Second Quarter onwards 85% to 90 %
5	What are new innovations and new product launches did after April 1 and what's the response so far?	This Year, we have successfully launched FD Strawberry into the US market in the retail pack as well as in the bulk pack and it has got a very positive response from the market itself and we have also started doing banana, mango and some of the other pickle cucumber from the South India. In Dehradun we have brought two new innovative products, FD Curd and also FD Yoghurt which is first of its kind and these are being sold at the movement in the domestic market with the good impressive results.
6	What is the cost-cutting initiatives and production enhancement activities done by the management?	Management has undertaken several cost-cutting initiatives and production enhancement activities as part of their operational strategy. These include: Energy Conservation Measures Technology and Process Enhancements Operation Rationalization Supply Chain & Inventory Management Automation and Smart Production
7	What is the view of the management going forward, sustainability of the profit earning growth will remain the challenge in coming quarters?	We remain optimistic about our long-term growth and profitability. Our strategy continues to focus on strengthening our core operations, enhancing efficiency, and pursuing disciplined expansion into high-potential markets. We are committed to maintaining robust margins through cost optimization, product innovation, and customer-centric offerings. Looking forward, we anticipate steady demand, ongoing improvements to our product portfolio, and deeper customer engagement will continue to drive sustainable growth. While we remain agile to respond to market shifts and economic uncertainty, our goal is to deliver enduring value for our stakeholders through a resilient and adaptive business model.

8	<p>What are the management efforts to improve Working Capital to Sales ratio, ROCE, Net debt to EBITDA multiple, OPM, Debtor days and Interest coverage ratio?</p>	<p>The Management rely on implementing automation and leveraging Fixed Assets to improve WC/Sales Ratio & negotiating favorable supplier terms. Our focus is on streamlining production esp. in Hosur unit and reducing waste, along with launching new products and higher-margin products to improve overall profitability.</p> <ul style="list-style-type: none"> • Increasing domestic and export sales to improve cash flow and reduce negative working capital impact. • Optimizing inventories and receivables <p>Management's strategy to improve ROCE includes:</p> <ol style="list-style-type: none"> 1. Increasing utilization of capacity at the new Krishnagiri plant. 2. Enhancing product mix, including adding value-added products like freeze-dried snacks targeted at export markets. 3. Focus on cost control and operational efficiencies to reduce overhead and enhance operational margins. 4. Continued investment in R&D and automation to enhance manufacturing efficiencies. <p>Debt Servicing: Reduction of non-core expenses and improving operational efficiencies to conserve cash flows for debt servicing.</p> <p>Improve EBITDA by increasing capacity utilization and sales.</p>
9	<p>Please provide the details of parties in Other Current and Non-current Liabilities. Please let me know the details of our Contingent liabilities.</p>	<p>Contingent Liabilities have reduced from Rs. 1,701.99 lakhs previous year to Rs. 978.25 lakhs current year. The details of which can be found in our Annual Statement.</p>
10	<p>What are the management efforts to reduce other expenses, Legal Professional charges & Audit fees?</p>	<p>Legal and professional charges have been largely same at Rs. 163.96 lakhs during the year ended March, 2025, increasing marginally from Rs. 160.00 lakhs in the previous year. However, the company makes each expenditure with careful consideration and scrutiny as part of administrative costs. It is implied that these expenses are controlled through proper governance and selectivity in professional services engagement to align with business needs and statutory compliance.</p> <p>The statutory audit fees and other auditor fees have remained stable year-on-year demonstrate stable contract periods and fixed fee arrangements with auditors, without escalating costs. The company likely keeps audit fees in check by maintaining clear documentation, timely filings, and robust internal controls to facilitate efficient audits that require less time, thereby minimizing fees. The company works through regulatory and legal frameworks to manage costs and avoid excessive legal expenses.</p>
11	<p>Where you see the industry in next 3 years and where our company will be placed within the industry as other players are more proactive and prudent?</p>	<p>Indian Food Processing Industry is expected to grow with CAGR of about 8.38% in next 4-5 years. In view of expected better capacity utilization, expanding markets and Innovative products, we are expecting ourselves to be in a far better position, currently we are itself in the leading position as far as freeze drying is concerned we are one of the largest in India in terms of the capacities.</p>

Mr. Himanshu Luthra: - Now I Request Mr. Gaurav Sharma to unmute the Speakers.

Mr. Gaurav Sharma: - Our first speaker shareholder is Mr. Ajay Kumar Jain, Mr. Ajay Kumar Jain is not present. Our next speaker shareholder is Mr. Manjeet Singh, Mr. Manjeet Singh is also not present.

Mr. Himanshu Luthra: - Okay.

Mr. Gaurav Sharma: - Our next speaker shareholder is Mr. Bharat Raj K, He is also not present.

Mr. Himanshu Luthra: - Okay, next.

Mr. Gaurav Sharma: - Our last speaker shareholder is Mr. Hrishikesh Chopra and our last speaker shareholder is also not present. You can move forward.

Mr. Himanshu Luthra: - Ok, I am moving forward.

As mentioned earlier, members may note that the E-voting facility will remain open for 30 minutes after close of the meeting. Therefore, members who have not cast their vote are requested to do so. The results of the voting will be declared by posting the same on the company's website and by sending it to the stock exchange.

I thank all the Shareholders, Directors and other stakeholders who have taken their time to attend this meeting through Video Conferencing.

The Board and the management of the Company wish you to stay healthy and safe.

THANK YOU.

Mr. Rahul Razdan: - Thank you very much for giving me the opportunity and we look forward to the next financial year on a positive note. Thank you. Thank you.

Mr. Himanshu Luthra: - Thank you Mr. Gaurav.