



FLEX FOODS LIMITED

305, Third Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash-I,
New Delhi-110 048, India Tel.: 2644 0917, 2644 0925. Fax : 2621 6922
Website : www.flexfoodsltd.com; E-mail : ~~secretariat@flexltd.com~~ secretariat@flexltd.com, CIN : L15133UR1990PLC020970

FFL/SEC/2021/

30 June, 2021

The BSE Limited
Corporate Relationships Department
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort,
Mumbai – 400 001

Scrip Code : 523672

Subject : Submission of Annual Secretarial Compliance Report for the Year Ended 31st March, 2021 under Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

Pursuant to Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith, Annual Secretarial Compliance Report for the Year Ended 31st March, 2021 issued by Mr. Mahesh Kumar Gupta, Practicing Company Secretary.

Thanking you,

Yours faithfully,
For FLEX FOODS LIMITED

(Rajesh Dheer)
Company Secretary

Encl: As above



Mahesh Gupta & Company

Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, Delhi - 110092
Phone : 011-22533508,49503085; 9312406331; E-Mail: maheshgupta.co@gmail.com

Secretarial Compliance Report of FLEX FOODS LIMITED for the year ended 31st March, 2021

I Mahesh Kumar Gupta have examined:

- all the documents and records made available to us and explanation provided by **Flex Foods Limited** (the "Listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this clarification, for the year ended **31st March, 2021** ("Review Period") in respect of compliance with the provisions of:
 - the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - the Securities Contracts (Regulations) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not applicable as the Company did not issue any securities during the year under review**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable as the Company has not bought back any of its securities during the year under review**
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not applicable as the Company has not granted any Options to its employees during the year under review**
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable as the Company has not issued any debt securities during the year under review**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not applicable as the Company has not issued any Non-Convertible and Redeemable Preference Shares during the year under review**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And circulars/ guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period:

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Secretary Company
1.	Regulation 17(1) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015	Regulation 17(1) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 provide that Top 2000 companies	The appointment of Sixth Director on the Board was delayed on account of Covid health emergency and consequent lock-down w.e.f.



		shall have six Directors on the Board w.e.f. 1 st April, 2020. However, Company appointed sixth Director on the Board on 14 th July, 2020.	25 th March, 2020. The process got delayed. The BSE has imposed a penalty of Rs.5,20,000/-+GST for the non-compliance which upon representation of the Company was waived off by BSE vide email dated 17 June, 2021.
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- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder is so far as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1	The Stock Exchange (The BSE Limited)	Non-compliance with the requirements of the composition of Board of Directors for the quarter ended 30 th June, 2020 & 30 th September, 2020	The Company has paid a fine of Rs.5,20,000/- +GST totaling to Rs.6,13,600/-	The appointment of Sixth Director on the Board was delayed on account of Covid health emergency and consequent lock-down w.e.f. 25 th March, 2020. The process got delayed. The BSE has imposed a penalty of Rs.5,20,000/-+GST for the non-compliance which upon representation of the Company was waived off by BSE vide email dated 17 June, 2021.

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31 st March 2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
			None	

- e) The Listed Entity has suitably modified the terms of appointment of its present statutory auditors to give effect to para 6(A) and 6(B) of SEBI Circular dated October 18, 2019 bearing no. CIR/CFD/CMD1/114/2019.

<p>Date : 28th June, 2021 Place : Delhi</p>	<p style="text-align: right;">For Mahesh Gupta & Company Company Secretaries</p> <div style="text-align: center;">  </div> <p style="text-align: right;">  Mahesh Kumar Gupta Proprietor FCS 2870::CP 1999 UDIN: F002870C000525733 </p>
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