

FFL/SEC/2023/

18th August, 2023

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 Scrutinizer's Report

Ref: 33rd Annual General Meeting (“AGM”) of the Members of the Company held on 18th August, 2023 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)

Dear Sir(s),

We send herewith the Consolidated Scrutinizer's Report dated 18th August, 2023 of Remote E-voting and E-Voting at the 33rd Annual General Meeting of the Company held on 18th August, 2023 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

This is for your information and record please.

Kindly take the same on record.

Thanking you,

For Flex Foods Limited

(Himanshu Luthra)
Company Secretary

Encl: As above

BRC CERTIFIED COMPANY

Corporate Office: A-108, Sector-IV, Distt. Gautam Budh Nagar, Noida-201301, Uttar Pradesh, INDIA. Ph: +91 120 4012345

Regd. Office: Lal Tappar Industrial Area, Haridwar Road, Dehradun (Uttarakhand)

Share Deptt. Office: 305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash-I, New Delhi-110048.

Ph: 011-26440917, 26440925

CIN: L15133UR1990PLC023970, **Website:** www.flexfoodsltd.com; **E-mail ID:** secretarial@flexfoodsltd.com



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 Chairman,
33rd Annual General Meeting (“AGM”) of the Equity Shareholders of
Flex Foods Limited
held on **Friday, 18th August, 2023 at 03:30 P.M.** through Video
Conferencing (VC)/Other Audio-Visual Means (OAVM)

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 33rd AGM 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 33rd Annual General Meeting (“AGM”) of the Equity Shareholders of **Flex Foods Limited**, held on **Friday, 18th August, 2023 at 3.30 P.M.** through VC / OAVM without physical presence of the members at the AGM Venue in compliance with the General Circular No(s) 14/2020 dated: April 08, 2020, 17/2020, dated: April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 issued by (MCA Circulars) and circular dated May 12, 2020, May 13, 2022 and circular dated January 5, 2023, issued by the Securities and Exchange Board of India providing relaxations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Circulars”) and any other applicable laws and regulations, holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, to transact the business set out in the Notice calling the 33rd AGM, the deemed venue of the 33rd AGM 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 AGM through



VC / OAVM and voting through electronic means on the resolutions contained in the Notice of 33rd AGM 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 AGM through VC / OAVM.

I have completed the scrutiny of remote e-voting and e-voting at the AGM 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 AGM through VC / OAVM offered by CDSL (Central Depository Services (India) Limited) to the shareholders of the Company.
2. In compliance with the aforesaid "MCA Circulars" and "SEBI Circulars", the Notice dated **21st July, 2023** calling the 33rd AGM had been uploaded on the website of the Company at www.flexfoodsltd.com. The Notice could also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice was also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) 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 25th July, 2023 in connection with 33rd AGM held on 18th August, 2023** through Video Conferencing/OAVM specifying the date and time of the AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of registration of email ids by members (both physical & Demat) who were yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.
4. Pursuant to aforesaid "MCA Circulars" and "SEBI Circulars", the Annual Report and the Notice of AGM were sent only by 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., **11th August, 2023** were entitled to vote on the proposed resolution(s) item no. 1 to 4 as set out in the Notice of the 33rd AGM of the Company by remote e-voting or e-voting at AGM through VC/ OAVM.
6. The remote e-voting period remained open from **Tuesday, 15th August, 2023 (9:00 AM) and ended on Thursday, 17th August, 2023 (5:00 PM)**.
7. At the AGM, it was informed 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 AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked on 18th August, 2023 at 04:26 P.M. in the presence of two witnesses, Ms. Himansi Gupta and Ms. Manju 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 AGM on each resolution are given hereunder:

Resolution No. 1– (Ordinary Resolution)

To consider & adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, the reports of the Board of Directors and the Auditors thereon

(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	59	7748738	99.9999
E-Voting at the AGM	--	--	--
Total	59	7748738	99.9999

(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	11	.0001
E-Voting at the AGM	--	--	--
Total	1	11	.0001

(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 AGM	--	--
Total	--	--

Resolution No. 2 – (Ordinary Resolution)

To declare the dividend for the year 2022-2023 on the equity shares 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	59	7748738	99.9999
E-Voting at the AGM	--	--	--
Total	59	7748738	99.9999



(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	11	.0001
E-Voting at the AGM	--	--	--
Total	1	11	.0001

(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 AGM	--	--
Total	--	--

Resolution No. 3 – (Ordinary Resolution)

To appoint a Director in place of Shri Ashok Chaturvedi, Chairman (DIN: 00023452), who retires by rotation and, being eligible, offers himself for re-appointment

(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	57	7741039	99.9987
E-Voting at the AGM	--	--	--
Total	57	7741039	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	2	100	.0013
E-Voting at the AGM	--	--	--
Total	2	100	.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 AGM	--	--
Total	--	--



Resolution No. 4– (Special Resolution)

To consider and appoint Shri Pradeep Narendra Poddar (DIN: 00025199), as an Independent Director of the Company for Three years w.e.f. 21st July, 2023.

(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	58	7748649	99.9987
E-Voting at the AGM	--	--	--
Total	58	7748649	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	2	100	.0013
E-Voting at the AGM	--	--	--
Total	2	100	.0013

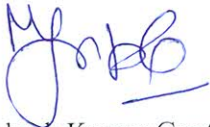
(iii) Votes 'INVALID':

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 AGM	--	--
Total	--	--

9. The electronic data and other relevant records related to remote e-voting and e-voting at 33rd AGM through VC / OAVM shall remain in my safe custody until the Chairperson considers, approves and signs the minutes of aforesaid Annual 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 : F002870E000823162



Countersigned by:
For Flex Foods Limited



Rahul Razdan
(Whole-Time Director)

Place : Noida
Date : 18th August,2023