

## **Mahesh Gupta & Company**

Company Secretaries

Wadhwa Complex Chamber No. 110, G.F.  
D-288-289/10, Laxmi Nagar, Delhi 110 092

To,  
The Chairman  
M/s. FLEX FOODS LIMITED  
Lal Tappar Industrial Area,  
P.O. Resham Majri,  
Haridwar Road, Dehradun,  
Uttarakhand

### **CONSOLIDATED SCRUTINISERS 'REPORT**

I, Mahesh Kumar Gupta, Practicing Company Secretary, having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar Delhi – 110 092, being appointed as the Scrutinizer by the Board of Directors of FLEX FOODS LIMITED., at their meeting held on 22<sup>nd</sup> May, 2014 (the Company) for the purpose of scrutinizing voting process in a fair and transparent manner in respect of the below mentioned resolutions proposed at the 24<sup>th</sup> Annual General Meeting of the Equity shareholders of the Company held on 23<sup>rd</sup> August, 2014 at 3:00 P.M. at the Registered Office of the Company at Lal Tappar Industrial Area, P.O. Resham Majri, Haridwar Road, Dehradun, Uttarakhand, submit my report as under:

1. In accordance with the Notice of the 24<sup>th</sup> Annual General Meeting dated 22<sup>nd</sup> May 2014 sent to the shareholders and the 'Advertisement "published pursuant to the Rule (20(3)(V) of the Companies (Management and Administration) Rules, 2014 on July 31<sup>st</sup>, 2014 in "Financial Express" in English and "Jan satta" in Hindi, the E-voting opened at 9:00 A.M. on 18<sup>th</sup> August, 2014 and remained open upto 6:00 P.M. on 19<sup>th</sup> August , 2014.
2. The equity shareholders holding shares as on 18<sup>th</sup> July 2014, "cut off date "were entitled to vote on the resolutions stated in the Notice of the 24<sup>th</sup> Annual General Meeting of the Company.
3. The votes were unblocked and considered at 10:00 A.M. on 20<sup>th</sup> August, 2014 in presence of Mr. Peeyush Toshniwal and Ms Shweta Jain , who are not the employees of the Company.
4. The e-voting results/list of equity shareholders who have voted "For and Against " were downloaded from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>) and the same are being handed over to the chairman.



The result of the e-voting and the polling at the Meeting (AGM), for the resolutions starting from serial no 1 to 8 are passed with the requisite majority, are as under:

Resolution(s)	Particulars	Mode	Votes in		Total Shares	Votes Casted	
			Favour	Against		% For	% Against
1	To adopt the Audited Financial Results for the year ended 31st March, 2014	E-voting	7346819	0	7346819	100	.00000
		Polling at AGM	1511	0	1511	100	.00000
		<b>Total</b>	<b>7348330</b>	<b>0</b>	<b>7348330</b>	<b>100</b>	<b>.00000</b>
2	To declare the dividend	E-voting	7346819	0	7346819	100	.00000
		Polling at AGM	1511	0	1511	100	.00000
		<b>Total</b>	<b>7348330</b>	<b>0</b>	<b>7348330</b>	<b>100</b>	<b>.00000</b>
3	To appoint a Director in place of Shri R.K. Jain who retires by rotation and being eligible offers himself for re-appointment	E-voting	7346818	1	7346819	99.99999	.00001
		Polling at AGM	1511	0	1511	100	.00000
		<b>Total</b>	<b>7348329</b>	<b>1</b>	<b>7348330</b>	<b>99.99999</b>	<b>.00001</b>
4	To re-appoint M/s. Jain Singhal & Associates, Chartered Accountants as Statutory Auditors of the Company and fixing their Remuneration	E-voting	7346818	1	7346819	99.99999	.00001
		Polling at AGM	1511	0	1511	100	.00000
		<b>Total</b>	<b>7348329</b>	<b>1</b>	<b>7348330</b>	<b>99.99999</b>	<b>.00001</b>
5	Appointment of Shri M.G. Gupta as an independent Director of the Company for five consecutive years for a term up to 31st March, 2019	E-voting	7346819	0	7346819	100	.00000
		Polling at AGM	1511	0	1511	100	.00000
		<b>Total</b>	<b>7348330</b>	<b>0</b>	<b>7348330</b>	<b>100</b>	<b>.00000</b>
6	Appointment of Shri T.N. Pandey as an independent Director of the Company for five consecutive years for a term up to 31st March, 2019.	E-voting	7346819	0	7346819	100	.00000
		Polling at AGM	1511	0	1511	100	.00000
		<b>Total</b>	<b>7348330</b>	<b>0</b>	<b>7348330</b>	<b>100</b>	<b>.00000</b>



7	Appointment of Shri G.N. Gupta as an independent Director of the Company for five consecutive years for a term up to 31st March, 2019	E-voting	7346818	1	7346819	99.99999	.00001
		Polling at AGM	1511	0	1511	100	.00000
		<b>Total</b>	<b>7348329</b>	<b>1</b>	<b>7348330</b>	<b>99.99999</b>	<b>.00001</b>
8	To pass a Special Resolution for exercising the borrowing power of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013	E-voting	7346818	1	7346819	99.99999	.00001
		Polling at AGM	1511	0	1511	100	.00000
		<b>Total</b>	<b>7348329</b>	<b>1</b>	<b>7348330</b>	<b>99.99999</b>	<b>.00001</b>

For Mahesh Gupta & company  
Company Secretaries

  
Mahesh K. Gupta  
Prop.



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Dated 25-8-2014