

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

Dear Sir,

Sub. : Consolidated Scrutinizer's Report on e-voting and postal ballot pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

I, Mahesh Kumar Gupta, Company Secretary in whole-time practice, having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar Delhi-110092, was appointed as a Scrutinizer of M/s. FLEX FOODS LIMITED ("the Company"), pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and administration) Rules, 2014, for the purpose of Scrutinizing the e-voting and POSTAL BALLOT process in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out as per the provisions of Companies Act, 2013 on the below mentioned resolution(s). We submit our report as under:

1. The e-voting period remained open from 17th September, 2014 (9:00 a.m.) to 16th October, 2014 (5:00 p.m.).
2. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 5th September, 2014 were entitled to vote on the proposed resolution item no.1 as set out in the Postal Ballot Notice.
3. The votes were unblocked on 18th October, 2014 in the presence of two witnesses, **Ms. Meenakshi Jain** (1/2,Block – 41, Singh Sabha Road, Shakti Nagar, Delhi 110007) and **Ms. Shweta Jain** (24, Devi Murti Colony, Near Asian School, Panipat Haryana 132103) who are not in the employment of the Company.



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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>).
5. The last date of receipt of Postal Ballot Paper was close of the working hours of 16th October, 2014 at 5.00 p.m..
6. Ballot Papers Received and scrutinized with the records provided by the Company.
7. The consolidated results of the e-voting and the Postal Ballot are as under:

A) Creation of Charge / Mortgage on the Assets of the Company

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
E-voting	21	7361082	99.9815
Postal Ballot	3	300	100.0000
Total	24	7361382	99.9815

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	4	1367	0.0185
Postall Ballot	0	0	0
Total	4	1367	0.0185

(i) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

THE AFORESAID RESOLUTION WAS PASSED WITH REQUISITE MAJORITY



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8. The register, all other papers and relevant records relating to Electronic Voting & Postal Ballot papers shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Postal Ballot Process.

Thanking You,

**Yours faithfully,
For Mahesh Gupta & Co.**


**Mahesh Kumar Gupta
Proprietor
FCS.2870 CP: 1999**



Place: New Delhi

Dated: October 18, 2014