



## Scrutinizer's Report

April 16, 2016

To,  
**Chairman**  
**Flex Foods Limited**  
A-107, Sector-4, NOIDA,  
Uttar Pradesh – 201301

### Scrutinizer's Report on Postal Ballot voting including voting by electronic means in respect of passing of the resolution contained in the Notice dated March 1, 2016 through Postal Ballot

Dear Sir,

I, Raghav Agarwal, Designated Partner, M/s RA & Co. Company Secretaries LLP, have been appointed as a Scrutinizer by the Board of Directors of **M/s Flex Foods Limited** (the company) for scrutinizing postal ballot voting including voting by electronic means in respect of the passing of the resolution contained in the Notice dated March 1, 2016 through Postal Ballot.

The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the Listing Obligations & Disclosure Requirements Regulations, relating to postal ballot voting including voting by electronic means. My responsibility as a scrutinizer is restricted to making a Scrutinizer's Report of the votes cast by the members for the resolutions contained in the Notice dated March 1, 2016, based on the report generated from e-voting system provided by Central Depository Securities Limited (CDSL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballot received till the time fixed for closing of the voting process i.e. till 5.00 pm on April 13, 2016.

I submit my report as under:

1. After the time fixed for closing of the e-voting, i.e. 5.00 pm on April 13, 2016, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website <https://www.evotingindia.com/> of CDSL. The data regarding the e-votes was diligently scrutinized.
2. The physical postal ballots received till the time fixed for closing of the Postal Ballots i.e. 5.00 pm on April 13, 2016, were diligently scrutinized and reconciled with the records maintained by the Company & authorizations lodged with the Company.





3. The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated March 1, 2016 through Postal Ballot, is as under:

**(a) Special Resolution – Item No. 1 – Appointment of Mr. Surrendar Kumar Kaushik (DIN : 00027035) as Whole-Time Director of the Company -**

- i. Voted **in favour** of the resolution:

Postal Ballot Voting	Number of members present & voting (in person or by proxy)	Number of votes cast by them	% of total number of valid voted cast
Physical	16	7378265	99.2108
Electronic (e-voting)	15	57689	0.7757
<b>Total</b>	<b>31</b>	<b>7435954</b>	<b>99.9865</b>

- ii. Voted **against** the resolution:

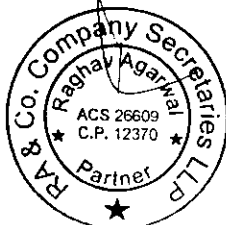
Postal Ballot Voting	Number of members present & voting (in person or by proxy)	Number of votes cast by them	% of total number of valid voted cast
Physical	0	0	0
Electronic (e-voting)	1	1000	0.0135
<b>Total</b>	<b>1</b>	<b>1000</b>	<b>0.0135</b>

- iii. Invalid Votes:

Postal Ballot Voting	Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
Physical	3	250
Electronic (e-voting)	Nil	Nil
<b>Total</b>	<b>3</b>	<b>250</b>

Note: The figures in percentage have been rounded off to 4 decimal places

4. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.

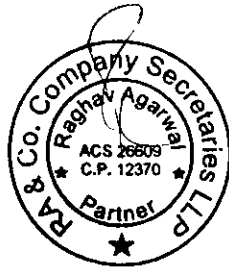




5. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.

Thanking you,

Place: NOIDA  
Date: 16.04.2016



Yours faithfully,  
For **RA & Co. Company Secretaries LLP**

For **RA & Co. Company Secretaries LLP**

**Designated Partner**

**CS. RAGHAV AGARWAL**

**Designated Partner**

C.P. No. : 12370

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