

FFL/SEC/2024/

27th August, 2024

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: Disclosure of events pursuant to Regulation 30(2) - Schedule III - Part A (13) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Ref.: Proceedings of the 34th Annual General Meeting held on 27th August, 2024.

Dear Sirs,

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the gist of proceedings of the 34th Annual General Meeting held on Tuesday, 27th August, 2024 **through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)** is given hereunder:

Gist of Proceedings of the 34th Annual General Meeting

A. Date & Time of the Annual General Meeting (Meeting):

The 34th Annual General Meeting of the Company was held on Tuesday, 27th August, 2024, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). The Meeting commenced at 03:30 PM (IST) and concluded at 04:03 PM (IST).

B. Proceedings in brief:

- The Board of Directors and other Panelist(s) present in the Meeting were introduced.
- The business as per notice dated: 27th May 2024, convening the 34th Annual General Meeting was taken up as quorum was present at the beginning and throughout the Meeting. 45 Members attended and participated in the Meeting.

It was informed that:

- The Meeting was being held through VC/ OAVM in compliance with the Circulars issued by the Ministry of Corporate Affairs, Government of India and Securities and Exchange Board of India.

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- The Register of Director(s) and Key Managerial Personnel(s) (KMPs) and Register of Contract(s) were made available electronically, at the website of the Company for inspection of the Members during the Annual General Meeting.
- The Company had taken necessary steps to ensure that the Members were able to attend and vote at the Meeting through electronic mode in a seamless manner.
- The Remote E-voting commenced at 9:00 Hours IST on 24th August, 2024 and ended at 17:00 Hours IST on 26th August, 2024.
- Mr. Mahesh Kumar Gupta, Practicing Company Secretary was appointed as the Scrutinizer to Scrutinize the voting through electronic means (i.e., remote e-voting and voting at the meeting by using electronic system).
- In terms of Notice of 34th Annual General Meeting, following business were transacted:

Ordinary Business(s)

1. To consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and the Auditors thereon.
2. To declare the dividend for the year 2023-2024 on the equity shares of the Company.
3. To appoint a Director in place of Mr. Rahul Razdan, (DIN: 09290572), who retires by rotation and, being eligible, offers himself for re-appointment.

(Mr. Rahul Razdan being interested in the item No. 3 and 4, therefore, Mr. Rahul Razdan vacated the chair and Mrs. Indu Liberhan was appointed as the Chairperson for the Item no.3 and 4 respectively)

Special Business

4. To consider the re-appointment of Mr. Rahul Razdan (DIN: 09290572) as Whole-time Director & CEO of the Company for a period of 3 (three) years w.e.f. 24th August, 2024.
- The Results of E-voting shall be disseminated to the Stock Exchanges and uploaded on the website of the Company and Central Depository Services (India) Limited (“CDSL”), the agency providing e-voting facility.

The Chairman for the meeting responded to the queries lodged by the shareholders of the Company. Thereafter, the Chairman invited shareholders for further questions and which were then responded to.

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Further, he also requested the shareholders to send their queries, if any, to the Company and the Company will respond to them suitably.

C. Voting by Members:

- The Company had provided remote e-voting facility to its members electronically on all 4 items of business set out in the Notice.
- E-voting facility was provided during the Meeting to those Members who had not cast their votes through remote e-voting, which remained open for thirty minutes from the conclusion of the Meeting.

D. Other Information

- The Voting Results, along with the Scrutinizer's Report, would be made available on the Company's website and on the website of CDSL. The Voting Results would also be forwarded to "BSE Limited ('BSE')", where the Company's shares are listed.
- The Dividend declared at the Meeting will be credited to the Members on or after 27th August 2024.
- This document does not constitute minutes of the proceedings of the 34th Annual General Meeting of the Company.

Kindly take the above intimation on your records.

Thanking you,

Yours faithfully,

For FLEX FOODS LIMITED

(Himanshu Luthra)
Company Secretary