

FFL/SEC/2024/

May 27, 2024

The BSE Ltd.  
Corporate Relationship Dept.  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Bldg., P.J. Towers  
Dalal Street,  
Mumbai – 400 001

**Scrip Code : 523672**

**Subject : Submission of Annual Secretarial Compliance Report for the Year Ended 31<sup>st</sup> March, 2024 under Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir(s),

Pursuant to Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith, Annual Secretarial Compliance Report for the Year Ended 31<sup>st</sup> March, 2024 issued by Mr. Mahesh Kumar Gupta, Practicing Company Secretary.

Request you to take on record(s).

Thanking you,

Yours faithfully,  
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](http://www.flexfoodsltd.com); **E-mail ID:** [secretarial@flexfoodsltd.com](mailto:secretarial@flexfoodsltd.com)



# Mahesh Gupta & Company

## Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, Delhi-110092

Phone : 011-49503085; 9312406331; E-Mail: [maheshgupta.co@gmail.com](mailto:maheshgupta.co@gmail.com)

### SECRETARIAL COMPLIANCE REPORT OF M/s. FLEX FOODS LIMITED FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2024

I, **Mahesh Kumar Gupta**, have examined:

- all the documents and records made available to me and explanation provided by **FLEX FOODS LIMITED**(the "Listed Entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this Report,

for the financial year ended **31st March, 2024** ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulations) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not applicable as the Company did not issue any securities during the year under review.**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not applicable as the Company has not bought back any of its securities during the year under review.**
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; – **Not applicable as the Company has not granted any Options to its employees during the year under review.**
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – **Not applicable as the Company has not issued any Non-Convertible Securities during the year under review.**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.  
And circulars/ guidelines issued thereunder:

and based on the above examination, I hereby report that, during the Review Period:

- (\*\*)The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: **NIL**





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Sr. No.	Compliance Requirement(Regulations/ circulars/ guide- lines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:  
NIL

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous report	Observations made in the Secretarial Compliance Report for the year ended..... (The year to be mentioned)	Compliance Requirement(Regulations/ circulars/ guidelines including specific clause)	Details of violation/deviations and actions taken/penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comment as of the PCS on the actions taken by the listed entity

I. I, hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India(ICSI).	--YES--	



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2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li><li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations /circulars/guidelines issued by SEBI</li></ul>	--YES--  --YES--	
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website</li><li>Timely dissemination of the documents/ information under a separate section on the website</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website</li></ul>	--YES--  --YES--  --YES--	
4.	<b>Disqualification of Director:</b> <p>None of the Director(s) of the Listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	--YES--	
5.	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b> <ul style="list-style-type: none"><li>(a) Identification of material subsidiary companies</li><li>(b) Disclosure requirement of material as well as other subsidiaries.</li></ul>	--NA--  --NA--	There is no Subsidiary
6.	<b>Preservation of Documents:</b> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	--YES--	
7.	<b>Performance Evaluation:</b> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations.</p>	--YES--	
8.	<b>Related Party Transactions:</b> <ul style="list-style-type: none"><li>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions;</li><li>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</li></ul>	--YES--  --NA--	There is no such transaction(s).





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9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	--YES--	
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	--YES--	
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder(or)  The action taken against the listed entity/its promoters/directors/subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	--YES--	
12	<b>Resignation of Statutory auditors from the listed entity or its material subsidiaries</b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and/or its material subsidiary(ies) has/have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by the listed entities.	-NA-	There is no resignation of Auditor
13	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. except as reported above	--YES--	

### Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.





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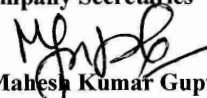
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place : Delhi

Date: 27<sup>th</sup> May, 2024

For Mahesh Gupta and Company  
Company Secretaries



  
Mahesh Kumar Gupta  
Proprietor

FCS No.: 2870::C P No.: 1999  
Peer review certificate no. 727/2020  
UDIN NO.: F002870F000452220