FlexiTuff VENTURES

Flexituff Ventures International Limited
(Formerly Flexituff International Limited)
C41-50, SEZ Sector-3,
Pithampur-454 775, Distt. Dhar (M.P.)
Phone: +91-7292-420200, 401681-82-83
Email: mail@flexituff.com | www.flexituff.com

20th September, 2019

To, **The Listing Manager** **BSE Limited** **Floor 25, P.J. Towers, Dalal Street,** **Mumbai-400 001**	**To,** **The Manager - Corporate Compliance** **National Stock Exchange of India Limited** **Exchange Plaza, Bandra Kurla Complex,** **Bandra (East), Mumbai- 400 051**

REF: Flexituff Ventures International Limited (ISIN – INE060J01017), BSE Code-533638, NSE Scrip- FLEXITUFF

Sub: Voting Results and Scrutinizer Report

Dear Sir/Madam,

We are enclosing herewith following in relation to the 26th Annual General Meeting of the Company which was held on Wednesday, 18th September, 2019 at 12:30 PM at the registered office of the Company at C 41-50, SEZ, Sector III, Pithampur, 454775, Dist Dhar:

1. Voting Results as required under Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

2. Report of Scrutinizer dated 18th September, 2019, pursuant to Section 108 of the Companies Act, 2013 and Rule 20, 21 and any other applicable provisions of the Companies (Management and Administration) Rules, 2014 as amended from time to time.

This is for your information and record.

Thanking you,

For **Flexituff Ventures International Limited**

Khush

Khushboo Kothari
Company Secretary

FLEXITUFF VENTURES INTERNATIONAL LIMITED

Encl :- as above

VOTING RESULTS AS REQUIRED UNDER REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM/~~EGM~~	18^{th} September, 2019
Total number of Shareholders	2879
No. of Shareholders present in the meeting either in person or through proxy: Promoters and promoter group: Public:	 **(5) Members** **(12) Members**
No. of Shareholders attend the meeting through Video Conferencing: Promoters and promoter group: Public:	**0**

FLEXITUFF VENTURES INTERNATIONAL LIMITED

ITEM – 1: To receive, consider and adopt the audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter /promoter group are interested in the agenda /resolution?			No					
Category	**Mode of Voting**	**No. of Shares held (1)**	**No. of Votes polled (2)**	**% of Votes polled on outstanding shares (3)=[(2)/(1)]*100**	**No. of Votes- in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)=[(4)/(2)]*100**	**% of Votes against on votes polled (7)=[(5)/(2)]*100**
Promoter and promoter group	**E- Voting**	8181603	8181603	100	8181603	-	100	-
	Poll		-	-	-	-		-
	Postal Ballot (if applicable)					-	-	-
	Total	**8181603**	**8181603**	**100**	**8181603**	**-**	**100**	**-**
Public- Institutions	**E- Voting**	2224498	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**2224498**	-	-	-	-	-	-
Public Non Institutions	**E- Voting**	14476705	5637584	38.9425	5637577	7	99.9999	0.0001
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**14476705**	**5637584**	**38.9425**	**5637577**	**-**	**99.9999**	**0.0001**
Total		**24882806**	**13814035**	**55.5371**	**13819180**	**-**	**99.9999**	**0.0001**

ITEM – 2: To receive, consider and adopt the audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the report of Auditors thereon.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter /promoter group are interested in the agenda /resolution?			No					
Category	**Mode of Voting**	**No. of Shares held (1)**	**No. of Votes polled (2)**	**% of Votes polled on outstanding shares (3)=[(2)/(1)]*100**	**No. of Votes- in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)= [(4)/(2)]*100**	**% of Votes against on votes polled (7)= [(5)/(2)]*100**
Promoter and promoter group	**E- Voting**	8181603	8181603	100	8181603	-	100	-
	Poll		-	-	-	-		-
	Postal Ballot (if applicable)					-	-	-
	Total	**8181603**	**8181603**	**100**	**8181603**	**-**	**100**	**-**
Public- Institutions	**E- Voting**	2224498	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**2224498**	-	-	-	-	-	-
Public Non Institutions	**E- Voting**	14476705	5637584	38.9425	5637577	7	99.9999	0.0001
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**14476705**	**5637584**	**38.9425**	**5637577**	**-**	**99.9999**	**0.0001**
Total		**24882806**	**13814035**	**55.5371**	**13819180**	**-**	**99.9999**	**0.0001**

FLEXITUFF VENTURES INTERNATIONAL LIMITED

ITEM – 3: To appoint a director in place of Mr. Anand Khandelwal (DIN: 07889346), who retires by rotation and being eligible offers himself for reappointment.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter /promoter group are interested in the agenda /resolution?			No					
Category	**Mode of Voting**	**No. of Shares held (1)**	**No. of Votes polled (2)**	**% of Votes polled on outstanding shares (3)=[(2)/(1)]*100**	**No. of Votes- in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)= [(4)/(2)]*100**	**% of Votes against on votes polled (7)= [(5)/(2)]*100**
Promoter and promoter group	**E- Voting**	8181603	8181603	100	8181603	-	100	-
	Poll		-	-	-	-		-
	Postal Ballot (if applicable)					-	-	-
	Total	**8181603**	**8181603**	**100**	**8181603**	**-**	**100**	**-**
Public- Institutions	**E- Voting**	2224498	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**2224498**	-	-	-	-	-	-
Public Non Institutions	**E- Voting**	14476705	5637584	38.9425	5637577	7	99.9999	0.0001
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**14476705**	**5637584**	**38.9425**	**5637577**	**-**	**99.9999**	**0.0001**
Total		**24882806**	**13814035**	**55.5371**	**13819180**	**-**	**99.9999**	**0.0001**

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ITEM – 4: Re-appointment of Mr. Anirudh Chittaranjan Sonpal (DIN:03367049) as an Independent Director of the Company

Resolution required: (Ordinary/ Special)		Special						
Whether promoter /promoter group are interested in the agenda /resolution?		No						
Category	**Mode of Voting**	**No. of Shares held (1)**	**No. of Votes polled (2)**	**% of Votes polled on outstanding shares (3)=[(2)/(1)]*100**	**No. of Votes- in favour (4)**	**No. of Votes – against (5)**	**% of Votes in favour on votes polled (6)= [(4)/(2)]*100**	**% of Votes against on votes polled (7)= [(5)/(2)]*100**
Promoter and promoter group	**E- Voting**	8181603	8181603	100	8181603	-	100	-
	Poll		-	-	-	-		-
	Postal Ballot (if applicable)					-	-	-
	Total	**8181603**	**8181603**	**100**	**8181603**	**-**	**100**	**-**
Public-Institutions	**E- Voting**	2224498	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**2224498**	-	-	-	-	-	-
Public Non Institutions	**E- Voting**	14476705	5637584	38.9425	5637577	7	99.9999	0.0001
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	**14476705**	**5637584**	**38.9425**	**5637577**	**-**	**99.9999**	**0.0001**
Total		**24882806**	**13814035**	**55.5371**	**13819180**	**-**	**99.9999**	**0.0001**

FLEXITUFF VENTURES INTERNATIONAL LIMITED

RITESH GUPTA
M.Com., LL.B., FCS.

RITESH GUPTA &CO.
COMPANY SECRETARIES

G-1, 56-Anil Nagar, M. R. 9 Road, Indore-8 (MP) ☎94253-11503, 78798-41500, Email: csriteshgupta@gmail.com

COMBINED SCRUTINIZER'S REPORT

[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20(4) (xii) and Rule 21 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairperson
M/s. Flexituff Ventures International Limited
(Formerly known as Flexituff International Limited)
CIN: L25202MP1993PLC034616
C41-50, Sec No III SEZ Industrial Area,
Pithampur, Dist. Dhar (M.P.)-454775

Sub: Passing of Resolution through remote e-voting and poll conducted at the 26th Annual General Meeting of Flexituff Ventures International Limited (The Company) held on 18th September, 2019.

Dear Sir,

I, **Ritesh Gupta,** Practicing Company Secretary and proprietor of **Ritesh Gupta & Co., Company Secretaries,** at Indore have been appointed as scrutinizer on 24th May, 2019 pursuant to the authority granted by the Board of Directors of the Company for the purpose of scrutinizing remote e-voting process pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and the provisions of regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and also scrutinizing voting by means of poll at the meeting pursuant to Section 109 of the Companies Act, 2013 in respect of the below mentioned resolutions proposed at the 26th Annual General Meeting of the Equity Shareholders of the Company held on 18th September, 2019 at C41-50, Sec No III SEZ Industrial Area Pithampur, Dist. Dhar (M.P.)-454775, submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, and rules relating to voting through remote e-voting and ballot form at the Annual General Meeting for the resolutions proposed in the notice to the 26th Annual General Meeting of the Equity Shareholders of the Company dated 18th September, 2019. My responsibility as a scrutinizer for the process of voting through remote e-voting and ballot form at the Annual General Meeting is to ensure that the voting process is conducted in fair and transparent manner and is restricted to make a consolidated scrutinizer's

RITESH GUPTA & CO. FCS : 5200 COP : 3764 COMPANY SECRETARIES report of the votes cast "**in favour**" or "**in against**" on the resolutions stated below, based on the reports generated from the e-voting system provided by **Central Depository Services (India) Limited (CDSL),** the agency authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means.

2. In accordance with the Notice of the 26th Annual General Meeting sent to the shareholders and the 'advertisement' published pursuant to Rule 20(4)(v) of the Companies (Management And Administration) Rules, 2014 (amendment rules, 2015) on 28th day of August, 2019 and the remote e-voting opened at 10:00 A.M. on 15th day of September, 2019 and remained opened up to 5:00 P.M. on 17th day of September, 2019.

3. The members who were on record of the Company as on the "Cut-off" date i.e; Friday, 06th September, 2019 were entitled to vote on the resolutions as set out in the notice of the 26th Annual General Meeting of Company.

4. The Company had appointed **Central Depository Services (India) Limited (CDSL)** as service provider for extending the facility of remote e-voting to the Shareholders of the Company from Sunday 15th September at 10:00 AM to Tuesday 17th September, 2019 till 5:00 PM and the members were requested to cast their votes electronically conveying their assent and dissent in respect of the resolution on the e-voting platform.

5. At the end of the voting period on Tuesday, 17th September, 2019 at 5:00 PM, the voting portals of the service provider was blocked forthwith.

6. The votes cast through remote e-voting were unblocked on 18th September, 2019 at 02:37 PM in the presence of two witnesses, Ms. Diksha Rajput and Ms. Nikita Jain, who are not in the employment of the Company and 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.

RITESH GUPTA & CO. FCS : 5200 COP : 3764 COMPANY SECRETARIES

RITESH GUPTA
M.Com., LL.B., FCS.

RITESH GUPTA &CO.
COMPANY SECRETARIES

G-1, 56-Anil Nagar, M. R. 9 Road, Indore-8 (MP) ☎94253-11503, 78798-41500, Email: csriteshgupta@gmail.com

The brief analysis of the results of remote e-voting and Ballot Form are as under:

"VOTING RESULTS"

Item of Notice Particulars of Business	Type of Votes	Votes in Favour of Resolution		Votes against the Resolution		Invalid Votes	
		No. of shares	(%)	No. of shares	(%)	No. of shares	(%)
Item No. 1 **Ordinary Resolution** (Adoption of Audited Standalone Financial Statement of the Company for the Financial year 31st March, 2019 and report of the Board of Directors and Auditors thereon)	Remote E-voting	13819180	100	7	0.00	0.00	0.00
	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	13819180	100	7	0.00	0.00	0.00
Item No. 2 **Ordinary Resolution:** (Adoption of Audited Consolidated Financial Statement of the Company for the Financial year 31st March, 2019 and report of Auditors thereon)	Remote E-voting	13819180	100	7	0.00	0.00	0.00
	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	13819180	100	7	0.00	0.00	0.00
Item No. 3 **Ordinary Resolution:** To appoint a director in place of Mr. Anand Khandelwal (DIN: 07889346), who retires by rotation and being eligible offers himself for re-appointment.	Remote E-voting	13819180	100	7	0.00	0.00	0.00
	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	13819180	100	7	0.00	0.00	0.00

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Item No. 4 **Special Resolution:** Re-appointment of Mr. Anirudh Chittaranjan Sonpal (DIN:03367049) as an Independent Director of the Company.	Remote E-voting	13819180	100	7	0.00	0.00	0.00
	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	13819180	100	7	0.00	0.00	0.00

All the Resolution under remote e-voting and ballot form shall be deemed to have been passed with the requisite majority

I hereby confirm that I am maintaining the registers received from the Service Provider in respect of votes cast through remote e-voting. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You.

Issued at Indore dated 18th day of September, 2019

For Ritesh Gupta & Co.
Company Secretaries

RITESH GUPTA & CO. FCS: 5200 COP: 3764 COMPANY SECRETARIES

Ritesh Gupta
Proprietor
FCS: 5200 | CP: 3764

FLEXITUFF VENTURES INTERNATIONAL LIMITED

Countersigned by:
For Flexituff Ventures International Limited
Chairperson/ Company Secretary