

Flexituff International Limited

C 41-50, SEZ, Sector-3 Pithampur - 454 775, Dist. Dhar (M P.) India Phone : 91-7292-420200, 401681-82-83 Fax : 91-7292-401684

August 24, 2017

To. 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 International Limited (ISIN - INE060J01017), BSE Code-533638, NSE Scrip- FLEXITUFF

Sub: Voting Results and Scrutinizer Report

Dear Sir/Mam,

This is to inform you that the 24th Annual General Meeting of the Company was held on 22nd August, 2017 and the business mentioned in the Notice dated July 24, 2017 were approved by the Members with requisite majority.

In this regard, Please find enclosed the following:-

- 1. Voting Results as required under Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.
- 2. Report of Scrutinizer dated 23rd August, 2017, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014.

This is for your information and record.

Thanking you,

For Flexituff International Limited

CS Madhuri Jethani Company Secretary

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

Date of the AGM/EGM	22 nd August, 2017
Total number of Shareholders	1942
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and promoter group: Public:	(7) Members (8) Members
No. of Shareholders attend the meeting through Video Conferencing:	0
Promoters and promoter group: Public:	



ITEM – 1: Adoption of Audited Financial Statements of the Company for the Financial Year ended on 31st March 2017 and the reports of the Board of Directors and Auditor's thereon.

Whether promoter /promoter group are	ter /promoter g	/ Special)	Ordinary					
interested in the agenda /resolution?	agenda/resolu	tion?	NO					
Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes
	Voting	Shares	Votes	polled on	Votes- in	Votes -	favour on	against on
		held	polled	outstanding	favour	against	votes polled	votes polled
		Ξ	(2)	shares	(4)	(5)	(6)= .	(7)= .
			3 2	(3)=[(2)/(1)]*100	3	,	[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	E- Voting	8181603	8181603	100	8181603	0	100	0
promoter	Poll		e.C.	1	1	1	1 6	i c
group	Postal Ballot		ı	EF.	1	1		T.
	(if				[E]			
	applicable)							
	Total	8181603	8181603	100	8181603	0	100	0
Public-	E- Voting	16701203	6240720	37.37	6240713	7	100	0
Institutions	Poll		ı	1	1	1	1	1
	Postal Ballot		t	F)	1	1	1	1
	(if							
	applicable)							
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non	E- Voting	1	1	1	1	1	12	1
Institutions	Poll		1	1	1	i	1	
	Postal Ballot		E .	(1)	1		1	
	(if			,	į			
	applicable)							
	Total	E.	ľ	1	1	1	1	ı,
Total		24882806	14422323	57.96	14422316	7	100	0



ITEM - 2: Re-appointment of Mrs. Alka Sagar who retires by rotation and being eligible offers herself for re-appointment.

Whether promo	Whether promoter /promoter group are	/Special)	Ordinary					
interested in the agenda /resolution?	agenda /resolu	tion?	140					
Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes
	Voting	Shares	Votes	polled on	Votes- in	Votes -	favour on	against on
		held	polled	outstanding	favour	against	votes polled	votes polled
		Ξ	(2)	shares	(4)	(5)	(6)=	(7)=
				(3)=[(2)/(1)]*100		24	[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	E- Voting	8181603	8181603	100	8181603	0	100	0
promoter	Poll		Ē	E	1	1		1
group	Postal Ballot		1	T.	t	É	1	1
	(if							
	applicable)							
	Total	8181603	8181603	100	8181603	0	100	0
Public-	E- Voting	16701203	6240720	37.37	6240713	7	100	0
Institutions	Poll		ı	10	1	1	1	1
	Postal Ballot		1	1	ľ	ı	1	1
	(if							
	applicable)							
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non	E- Voting	1	1	3	1	ı	1	ì
Institutions	Poll		ľ.	Ē	(4)	1	1	.1
	Postal Ballot	- 10	1		£	1		ı
	(if							
	applicable)							
	Total	1	1	i	ı	ı		1
Total		24882806	14422323	57.96	14422316	7	100	0



ITEM - 3: Appointment of M/s Kailash Chand Jain & Co., Chartered Accountants, Indore (FRN: 112318W) as Joint Statutory Auditor of the Company

Whether promoter /promoter group are	ter /promoter g	(Special)	Ordinary					
interested in the agenda /resolution?	agenda /resolut	tion?						
Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes
8	Voting	Shares	Votes	polled on	Votes- in	Votes -	favour on	against on
		held	polled	outstanding	favour	against	votes polled	votes polled
		Ξ	(2)	shares	(4)	(5)	(6)=	(7)= ,
			20	(3)=[(2)/(1)]*100	9	9	[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	E- Voting	8181603	8181603	100	8181603	0	100	0
promoter	Poll		1	A.	1	1	1	1
group	Postal Ballot		ť.	100		Ľ	1	(1)
	(if							
	applicable)							
	Total	8181603	8181603	100	8181603	0	100	0
Public-	E- Voting	16701203	6240720	37.37	6240713	7	100	0
Institutions	Poll		1	1	1	1	(1	1
	Postal Ballot		ř.	ř	1)	Ü	•	1
	(if							
	applicable)							
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non	E- Voting	1	1	•	1	1		i.
Institutions	Poll		1	4	1	1	1	1
	Postal Ballot		Ľ.	1	1	10	1	a
	(if							
	applicable)							
	Total	ı			1	1	1	1
Total		24882806	14422323	57.96	14422316	7	100	0



ITEM - 4: Re-appointment of M/s MZSK & Associates., Chartered Accountants, Mumbai (FRN: 105047W), as Joint Statutory Auditor of the Company.

Resolution required: (Ordinary/ Special)	ired: (Ordinary	/ Special)	Ordinary					
Whether promoter /promoter group are	ter /promoter g	roup are	No					
interested in the agenda /resolution?	agenda /resolut	ion?						
Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes
	Voting	Shares	Votes	polled on	Votes- in	Votes -	favour on	against on
	3	held	polled	outstanding	favour	against	votes polled	votes polled
		Ξ	(2)	shares	4	(5)	(6)=	(7)=
		39	3	(3)=[(2)/(1)]*100	9	3	[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	E- Voting	8181603	8181603	100	8181603	0	100	0
promoter	Poll		1	1	1	1	1	1
group	Postal Ballot		Ē.	1	1	1	SES.	ı
	(if							
	applicable)							
	Total	8181603	8181603	100	8181603	0	100	0
Public-	E- Voting	16701203	6240720	37.37	6240713	7	100	0
Institutions	Poll		3		1	1	34	ı
	Postal Ballot	'	Ē		1	1	SIC	1
	(if							
	applicable)							
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non	E- Voting	I	9	*	E	T.	t	f)
Institutions	Poll		al .	•	T	1	3	1
	Postal Ballot		30	1	SI .	i i	1	а
	(if							
	applicable)							
	Total	1	1			1	I	31
Total		24882806	14422323	57.96	14422316	7	100	0

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ITEM - 5: Appointment of Mr. Bhuwan Modi as Independent Director of the Company

Resolution required: (Ordinary/ Special)	ired: (Ordinary	/ Special)	Ordinary					
Whether promoter /promoter group are interested in the agenda /resolution?	ter /promoter g agenda /resolut	roup are tion?	No					
Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes
	Voting	Shares	Votes	polled on	Votes- in	Votes -	favour on	against on
		held	polled	outstanding	favour	against	votes polled	votes polled
		Ξ	(2)	shares	(4)	(5)	(6)=	(7)=
			03	(3)=[(2)/(1)]*100	0.0	4	[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	E- Voting	8181603	8181603	100	8181603	0	100	0
promoter	Poll		i)	ic.	1	1	•	1
group	Postal Ballot		ı	£	ı	E.	1	1
	(if							
	applicable)							
	Total	8181603	8181603	100	8181603	0	100	0
Public-	E- Voting	16701203	6240720	37.37	6240713	7	100	0
Institutions	Poll			4348	1	1	1	1
	Postal Ballot		1	t	į.		ſ	1
	(if							
	applicable)							
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non	E- Voting	1	3	1	1	1	ı	t,
Institutions	Poll		1	1	ì	1	1	1
	Postal Ballot		E.	1	ı		1	1
	(if					3		
	applicable)							
	Total		F	Ē.	1		1	1
Total		24882806	14422323	57.96	14422316	7	100	0

and the

ITEM - 6: Appointment of Mr. Parag Gupta as Independent Director of the Company

Resolution required: (Ordinary/ Special) Whether promoter /promoter group are	ired: (Ordinary ter /promoter gi	/Special)	Ordinary					
Whether promoter /promoter group are interested in the agenda /resolution?	ter /promoter gi agenda /resolut	roup are tion?	O					
Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes
9	Voting	Shares	Votes	polled on	Votes- in	Votes -	favour on	against on
		held	polled	outstanding	favour	against	votes polled	votes polled
		(I)	(2)	shares	(4)	(5)	(6)=	(7)=
		á	A	(3)=[(2)/(1)]*100	174			[(5)/(2)]*100
Promoter and	E- Voting	8181603	8181603	100	8181603	0		0
promoter	Poll		U	15	Ü	r		E.
group	Postal Ballot	.1	1		î	r	1	ì
	(if							
	applicable)							
	Total	8181603	8181603	100	8181603	0	100	0
Public-	E- Voting	16701203	6240720	37.37	6240713	7	100	0
Institutions	Poll		Ď	1	Ľ	T:		ř.
	Pactal Rallat			ı	Ĺ	E	1	
	(if		3			***	ļ	
	applicable)							
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non	E- Voting	1	1	/4	1	1	,	1
Institutions	Poll		T	ANIC:	1	2002	1	1
	Postal Ballot		1	£	i.	1	t	1
	(if							
	applicable)							
	Total	E	Ĭ.	t	Ē	r	ř.	Ĕ
Total		24882806	14422323	57.96	14422316	7	100	0

ITEM - 7: Appointment of Mr. Akshay Tanna as an Investor Director of the Company

Resolution required: (Ordinary/ Special)	ired: (Ordinary/	Special)	Ordinary					
Whether promoter /promoter group are	ter /promoter gi	oup are	No					
interested in the agenda /resolution?	agenda /resolut	ion?						
Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes
	Voting	Shares	Votes	polled on	Votes- in	Votes -	favour on	against on
	7/1	held	polled	outstanding	favour	against	votes polled	votes polled
		(1)	(2)	shares	(4)	(5)	(6)=	(7)=
		63	3	(3)=[(2)/(1)]*100	8	5	[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	E- Voting	8181603	8181603	100	8181603	0	100	0
promoter	Poll		1	1	1	t		
group	Postal Ballot		Ü	ı	Ĩ.	ï		
	(if							
	applicable)							
	Total	8181603	8181603	100	8181603	0	100	0
Public-	E- Voting	16701203	6240720	37.37	6240713	7	100	0
Institutions	Poll		1	.1.		1		•
	Postal Ballot		Ĭ.	i	Ĭ.	ï	Ĭ.	ř
	(if							
	applicable)							
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non	E- Voting	1		1	1	1	9	1
Institutions	Poll		•	1	1	1	1	1
	Postal Ballot		1	P)	I.	ı	T.	Ė
	(if							
	applicable)							
	Total	1	ı	1	I)	()	1	I.
Total		24882806	14422323	57.96	14422316	7	100	0

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ITEM - 8: Increase in Remuneration of Ms. Devakshi Kalani, Executive Finance of the Company

Resolution required: (Ordinary/ Special)	ired: (Ordinary)	Special)	Ordinary					
Whether promoter /promoter group are	ter/promoter gi	roup are	No					
interested in the agenda /resolution?	agenda /resolut	ion?						
Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes
	Voting	Shares	Votes	polled on	Votes- in	Votes -	favour on	against on
	Special Control	held	polled	outstanding	favour	against	votes polled	votes polled
		(1)	(2)	shares	4	(5)	(6)=	(7)=
		OFFICE	5	(3)=[(2)/(1)]*100	3	70.715.0	[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	E- Voting	8181603	8181603	100	8181603	0	100	0
promoter	Poll		1	1	1	1	1	1
group	Postal Ballot		ji.	1	1	1	1	1
	(if							
	applicable)							
	Total	8181603	8181603	100	8181603	0	100	0
Public-	E- Voting	16701203	5047332	30.22	5047325	7	100	0
Institutions	Poll		1	1	1	1	1	1
	Postal Ballot		1	1	J	1	4	3 .
	(if							
	applicable)							
	Total	16701203	5047332	30.22	5047325	7	100	0
Public Non	E- Voting	E	£	10	ii.	Ti.	Ť.	Ĭ.
Institutions	Poll		1	1	1	1	1	1
	Postal Ballot	111	1	3	1	1	1	1
	(if							
	applicable)							
	Total	1	1	1	1	1	1	1
Total		24882806	13228935	53.16	13228928	7	100	0



ITEM -9: Increase in Remuneration of Mr. Kartikeya Kalani, President of the Company

Resolution required: (Ordinary/ Special)	ired: (Ordinary	/ Special)	Ordinary					
Whether promoter /promoter group are interested in the agenda /resolution?	ter /promoter g agenda /resolut	roup are	No					
Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes
	Voting	Shares	Votes	polled on	Votes- in	Votes -	favour on	against on
		held	polled	outstanding	favour	against	votes polled	votes polled
		Ξ	(2)	shares	(4)	(5)	(6)=	(7)= ·
				(3)=[(2)/(1)]*100	99	54	[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	E- Voting	8181603	8181603	100	8181603	0	100	0
promoter	Poll		Ĭ,	t	6	9	ı	T.
group	Postal Ballot		1		ı	1	E	E
	(if							
	applicable))					
	Total	8181603	8181603	100	8181603	0	100	0
Public-	E- Voting	16701203	5047332	30.22	5047325	7	100	0
Institutions	Poll		Е	ř.	Ē	Ę.	t	10
	Postal Ballot		T	*	ı	1	1	ı
	(if							
	applicable)							
	Total	16701203	5047332	30.22	5047325	7	100	0
Public Non	E- Voting	1	I	1	1	1	1	1
Institutions	Poll		I)	5)	010	ar.	T	1
	Postal Ballot		1	1	Е	E	i)	C
	(if							
	applicable)							
	Total	1		1	E	E	1	f.
Total		24882806	13228935	53.16	13228928	7	100	0

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ITEM -10: Regularization of Mr. Mahesh Sharma as Director of the Company

Resolution requ	Resolution required: (Ordinary/ Special)	/Special)	Ordinary					
Whether promo interested in the	Whether promoter /promoter group are interested in the agenda /resolution?	roup are	No					
Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes
	Voting	Shares	Votes	polled on	Votes- in	Votes -	favour on	against on
		held	polled	outstanding	favour	against	votes polled	votes polled
		Ξ	(2)	shares	(4)	(5)	(6)=	(7)=
				(3)=[(2)/(1)]*100			[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	E- Voting	8181603	8181603	100	8181603	0	100	0
promoter	Poll		ř	Ĭ.	I	E	i	ť
group	Postal Ballot		ī	1	1	1	1	1
	(if							
	applicable)							
	Total	8181603	8181603	100	8181603	0	100	0
Public-	E- Voting	16701203	6240720	37.37	6240713	7	100	0
Institutions	Poll	,		E	Ĭ	E	13	ĵ.
	Postal Ballot		i	1	1	1	1	1
	(if							
	applicable)							
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non	E- Voting	WW8)	1	1	1	1	1	1
Institutions	Poll		1	¥:	t	Ü	£	1
	Postal Ballot		1		1	I	1	ı
	(iť							
	applicable)							
	Total	1	•	ī	1	1	•	1
Total		24882806	14422323	57.96	14422316	7	100	0

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ITEM -11: Regularization of Mr. Anand Khandelwal as Director of the Company

Resolution required: (Ordinary/ Special)	ired: (Ordinary	Special)	Ordinary					
Whether promoter /promoter group are	ter /promoter gi	roup are	No					
interested in the agenda /resolution?	agenda /resolut	ion?						
Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes
	Voting	Shares	Votes	polled on	Votes- in	Votes -	favour on	against on
		held	polled	outstanding	favour	against	votes polled	votes polled
		(<u>1</u>)	(2)	shares	(4)	(5)	(6)=	(7)= ,
				(3)=[(2)/(1)]*100	3		[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	E- Voting	8181603	8181603	100	8181603	0	100	0
promoter	Poll		1	1	ī	1	ï	1
group	Postal Ballot		1	1	i	1	1	1
	(if							
	applicable)							
	Total	8181603	8181603	100	8181603	0	100	0
Public-	E- Voting	16701203	6240720	37.37	6240713	7	100	0
Institutions	Poll		T.	t	ï	Ē	ï	ï
	Postal Ballot		1		1	1	1	1
	(if							
	applicable)							
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non	E- Voting	nti	U	n#A	1	L		1
Institutions	Poll		1	Î	ï	1	î.	ı
	Postal Ballot			X	ı	1	ŀ	1
	(if							
	applicable)							
	Total		1	1	•	1		ı
Total		24882806	14422323	57.96	14422316	7	100	0



ITEM -12: Appointment of Mr. Mahesh Sharma as Whole-Time Director of the Company

Resolution required: (Ordinary/ Special)	ired: (Ordinary	Special)	Special					
Whether promoter /promoter group interested in the agenda /resolution?	Whether promoter /promoter group are interested in the agenda /resolution?	roup are	No					
Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes
	Voting	Shares	Votes	polled on	Votes- in	Votes -	favour on	against on
		held	polled	outstanding	favour	against	votes polled	votes polled
		(<u>1</u>)	(2)	shares	(4)	(5)	(6)=	(7)=
				(3)=[(2)/(1)]*100			[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	E- Voting	8181603	8181603	100	8181603	0	100	0
promoter	Poll		1	ī	ı	ı	Ĭ.	1
group	Postal Ballot		1	1	1	ı	1	1
	(if							
	applicable)							
	Total	8181603	8181603	100	8181603	0	100	0
Public-	E- Voting	16701203	6240720	37.37	6240713	7	100	0
Institutions	Poll		ï	ï	1	ı	ť	t
	Postal Ballot	17.1	1	1	1	1	1	1
	(if							
	applicable)							
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non	E- Voting	1	70	E.	Ĺ	1	1	1
Institutions	Poll		ľ	ï	ï	Ē	I.	Ĺ
	Postal Ballot		1	1	1	I	I	t.
	(if							
	applicable)							
	Total	1	1	1	•	1	1	1
Total		24882806	14422323	57.96	14422316	7	100	0

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ITEM -13: Re-appointment of Mr. Saurabh Kalani as Whole-Time Director of the Company

Resolution required: (Ordinary/ Special)	ired: (Ordinary	/ Special)	Special					
Whether promoter /promoter group are	ter/promoter g	roup are	Yes					
interested in the agenda /resolution?	agenda /resolut	tion?						
Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes
	Voting	Shares	Votes	polled on	Votes- in	Votes -	favour on	against on
		held	polled	outstanding	favour	against	votes polled	votes polled
		Ξ	(2)	shares	(4)	(5)		(7)=
				(3)=[(2)/(1)]*100	3		[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	E- Voting	8181603	5813070	71.05	5813070	0		0
promoter	Poll		J	t	1	I	1	ı
group	Postal Ballot		ı	3	1	1	3	1
	(if							
	applicable)							
	Total	8181603	5813070	71.05	5813070	0	100	0
Public-	E- Voting	16701203	6240720	37.37	6240713	7	100	0
Institutions	P ₀ II		Ţ	í	t	ï	Ĭ.	1
	Postal Ballot		1	ı	1	1	1	1
	(if							
	applicable)							
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non	E- Voting	E	17) <u>-</u>	ı	1	1	1
Institutions	Poll		ï).	E	Î.	£	ŗ
	Postal Ballot		3	ī	1	1	1	1
	(if							
	applicable)							
	Total	1	1	*	1		1	
Total		24882806	12053790	48.44	14422316	7	100	0

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ITEM -14: Appointment of Mr. Anand Khandelwal as Whole-Time Director of the Company

Resolution required: (Ordinary/Special)	ired: (Ordinary	/Special)	Special					
Whether promoter /promoter group are	ter /promoter g	roup are	No					
Cotogonia Mada of Na	Mode of	No of	Noor	0/ of Water	No of	No of	0/ of Water in	_
Category	Voting	Shares	Votes	polled on	Votes- in	Votes -	favour on	
	C	held	polled	outstanding	favour	against	votes polled	votes polled
		Ξ	(2)	shares	(4)	(5)	(6)=	
			9	(3)=[(2)/(1)]*100		3	[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	E- Voting	8181603	8181603	100	8181603	0	100	
promoter	Poll		•	1	1	í	1	ï
group	Postal Ballot		1	1	1	1	3	1
	(if							
	applicable)							
	Total	8181603	8181603	100	8181603	0	100	0
Public-	E- Voting	16701203	6240720	37.37	6240713	7	100	0
Institutions	Poll		E.		T.	T.	10	1
	Postal Ballot		1	.1		i	.1	1
	(if							
	applicable)							
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non	E- Voting	1	1		1	1	1	1
Institutions	Poll		Ē	E	N.	100 mm	E	10
	Postal Ballot		1	*	1	t	1	1
	(if							
	applicable)							
	Total	-	1	•	1	1	1	í.
Total		24882806	14422323	57.96	14422316	7	100	0

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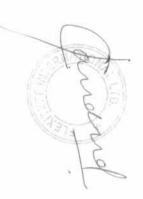
ITEM -15: Ratification of remuneration paid to Mr. Akhilesh Agnihotri

Resolution required: (Ordinary/ Special)	ired: (Ordinary	Special)	Special					
Whether promoter /promoter group are interested in the agenda /resolution?	ter /promoter gi agenda /resolut	roup are	No					
Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes
	Voting	Shares	Votes	polled on	Votes- in	Votes -	favour on	against on
		held	polled	outstanding	favour	against	votes polled	votes polled
		Ξ	(2)	shares	(4)	(5)	(6)=	(7)=
				(3)=[(2)/(1)]*100			[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	E- Voting	8181603	8181603	100	8181603	0	100	0
promoter	Poll		1	I.	ľ	ı	r	1
group	Postal Ballot		1	1	1	1	1	1
	(if							
	applicable)							
	Total	8181603	8181603	100	8181603	0	100	0
Public-	E- Voting	16701203	6240720	37.37	6240713	7	100	0
Institutions	Poll		Ĺ	i.	1	Ė	1	1
	Postal Ballot		1	1	1	1	1	
	(if							
	applicable)							
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non	E- Voting		•		1	1	1	1
Institutions	Poll		ř.	1	Ĭ.	Ü	ř.	Ü.
	Postal Ballot		1	ŧ	1	ı	T.	
	(if							
	applicable)							
	Total	•	1	1	1	1	ī	1
Total		24882806	14422323	57.96	14422316	7	100	0

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ITEM -16: Approval of Strategic Debt Restructuring

Resolution required: (Ordinary/ Special)	ired: (Ordinary	/ Special)	Special					
Whether promoter /promoter group are	ter /promoter g	roup are	No					
mici esten in the agenna/resolution;	agenua /resolu	TOIL						
Category	Mode of	No. of	No. of	% of Votes	No. of	No. of	% of Votes in	% of Votes
	Voting	Shares	Votes	polled on	Votes- in	Votes -	favour on	against on
	44.5	held	polled	outstanding	favour	against	votes polled	votes polled
		Ξ	(2)	shares	(4)	(5)	(6)=	(7)=
				(3)=[(2)/(1)]*100		j	[(4)/(2)]*100	[(5)/(2)]*100
Promoter and	E- Voting	8181603	8181603	100	8181603	0	100	0
promoter	Poll		ı	1	1	t	r	ì
group	Postal Ballot		1	3	1	1	ì	1
	(if							
	applicable)							
	Total	8181603	8181603	100	8181603	0	100	0
Public-	E- Voting	16701203	6240720	37.37	6240713	7	100	0
Institutions	Poll		1		ì	1	Î	ř
	Postal Ballot		1	1	1	1	•	1
	(if							
	applicable)							
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non	E- Voting	Ē	ř.	Ü	J	1	1	1
Institutions	Poll		1	1	ř.	E	1.	T.
	Postal Ballot		1	1	I	1	1	ı
	(if							
	applicable)							
	Total	1	•	1	Ĭ	1	1	1
Total		24882806	14422323	57.96	14422316	7	100	0



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RITESH GUPTA & CO. COMPANY SECRETARIES

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COMBINED SCRUTINIZER'S REPORT

(VOTING THROUGH REMOTE E-VOTING & POLL AT THE 24th ANNUAL GENERAL MEETING)

To,
The Chairman
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 24th Annual General Meeting of Flexituff International Limited (The Company) held on 22nd day of August, 2017.

Dear Sir,

- I Ritesh Gupta, Proprietor of Ritesh Gupta & Co., Company Secretaries Indore, have been appointed as scrutinizer on 24.07.2017, pursuant to the authority granted by the Board of Directors of M/s. Flexituff International Limited (The Company) having the CIN: L25202MP1993PLC034616 for the purpose of:
 - Scrutinizing the remote e-voting process under the provision of Section 108
 of the Companies Act, 2013 read with Rule 20 of the Companies
 (Management and Administration) Rules 2014 as amended and the
 provisions of regulation 44 of SEBI (Listing Obligation and Disclosure
 Requirements) Regulations, 2015
 - ii. Scrutinizing the Ballot Form at the 24th Annual General Meeting under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management & Administration) Rules, 2014 on the resolutions contained in the notice to the 24th Annual General Meeting of the Equity Shareholders of the Company, held on 22nd Day of August, 2017 at C41-50, Sec No III SEZ Industrial Area Pithampur Dist. Dhar (M.P.) 454775.



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- 2. 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 poll at the Annual General Meeting for the resolutions proposed in the notice to the 24th Annual General Meeting of the Equity Shareholder of the Company dated 22nd August, 2017. 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 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 Limited (CDSL), the agency authorized under the Rules and engaged by the company to provide e- voting facilities for voting through electronic means.
- The Member who were on record of the Company as on the "Cut off" date i.e; Thursday, 17 August, 2017 were entitled to vote on the resolutions as set out in the notice of the 24th Annual General Meeting of the Company.
- 4. The Company had appointed Central Depository Services Limited (CDSL) as service provider for extending the facility of remote e-voting to the Shareholders of the Company from Saturday, 19th August, 2017 at 10:00 AM to Monday, 21st August, 2017 at 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.
- At the end of the voting period on Monday, 21st August, 2017 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 22nd August, 2017 at 3:35 PM after the conclusion of the voting cast at the Annual general meeting in the presence of two witnesses, Ms. Shreya Thombre and Mr. Burhanuddin Hotelwala, who are not in the employment of the Company.
- 7. At the 24th Annual General Meeting of the Company held on 22nd August, 2017 the Chairman of the meeting had suo-motto called for poll to facilitate the members present in the meeting and the members who could not participate in remote e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as scrutinizer for the same.





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

"VOTING RESULTS"

Type of Votes	0	f	t	he	Inva Vot	
	No. of shares	Percen t-age (%)	No. of shares	Percen t-age (%)	No. of shares	Perce nt- age (%)
Remote E- voting	14422316	100.00	7	0.00	0.00	0.00
Ballot Form	0.00	0.00	• 0.00	0.00	0.00	0.00
Total	14422316	100.00	7	0.00	0.00	0.00
Remote E- voting	14422316	100.00	7	0.00	0.00	0.00
Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
l'otal	14422316	100.00	7	0.00	0.00	0.00
	Remote E-voting Ballot Form Total Remote E-voting Ballot Form	No. of shares Remote E-voting Remote E-voting Remote E-voting Remote E-voting Remote E-voting Remote E-voting 14422316 Remote E-voting 14422316 Remote I-voting Remote I-voting 14422316	Votes Resolution No. of shares Percentage (%) Remote Evoting 14422316 100.00 Ballot Form 0.00 100.00 Total 14422316 100.00 Remote Evoting 0.00 0.00 Ballot Form 0.00 0.00 Total 14422316 100.00	of Votes of Resolution total Resolution No. of shares No. of shares Remote E-voting 14422316 100.00 7 Ballot Form 0.00 0.00 * 0.00 Total 14422316 100.00 7 Remote E-voting 0.00 0.00 0.00 Ballot Form 0.00 0.00 0.00 Total 14422316 100.00 7 Total 14422316 100.00 7	of Votes no. of Shares of Resolution No. of Shares the Resolution No. of shares No. of Shares Percen of Shares No. of Shares Percen of Shares Percen of Shares 1-age Shares (%) Remote Evoting 0.00 0.00 0.00 0.00 0.00 Total 14422316 100.00 7 0.00 Remote Evoting 0.00 0.00 0.00 0.00 Ballot Form 0.00 0.00 0.00 0.00 Total 14422316 100.00 7 0.00 Total 14422316 100.00 7 0.00	of Votes Resolution Percen trage (%) No. of shares Percen of shares No. of shares Percen trage (%) No. of shares Percen trage (%) No. of shares Remote Evoting 14422316 100.00 7 0.00 0.00 Ballot Form 0.00 0.00 7 0.00 0.00 Total 14422316 100.00 7 0.00 0.00 Remote Evoting 0.00 0.00 0.00 0.00 0.00 Ballot Form 0.00 0.00 0.00 0.00 0.00 Total 14422316 100.00 7 0.00 0.00 Total 14422316 100.00 7 0.00 0.00

Flexituff International Limited

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RITESH GUPTA & CO. COMPANY SECRETARIES

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	, M. R. 9 Koad, Indo					- Out me	Parian COL
Item No. 3 Ordinary Resolution	Remote E- voting	144223	16 100.0	00	7 0.0	0.0	0.0
M/s. Kaila: Chand Jain & Co	of Ballot Form	0.0	0.00	0.0	0.0	0.0	0.0
Indore as Joi: Statutory Audito of the company.)	nt Total	1442231	6 100.00		7 0.0	0.0	0.00
Item No. 4 Ordinary Resolution	Remote E-voting	14422316	100.00	7	0.00	0.00	0.00
(To Appoint M/s MZSK & Associates,		0.00	0.00	0.00	0.00	0.00	0.00
Mumbai as Joint Statutory Auditors of the company.)	Total	14422316	100.00	7	0.00	0.00	0.00
tem No. 5 Ordinary Resolution	Remote E- voting	14422316	100.00	7	0.00	0.00	0.00
Appointment of Mr. Bhuwan Modi s Independent	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
Pirector)	Total	14422316	100.00	7	0.00	0.00	0.00
.47							
exituff Internation			J GI	JPTA			

Flexituff International Limited

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RITESH GUPTA & CO. COMPANY SECRETARIES

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				70 11000,	CITIALII. USITI	iesngupta@g	mail.com
Item No. 6 Ordinary Resolution	Remote E-voting	14422316	5 100.00	7	0.00	0.0	0.0
(Appointment o Mr. Parag Gupta a Independent		0.00	0.00	0.00	0.00	0.00	0.00
Director)	Total	14422316	100.00	7	0.00	0.00	0.00
Item No. 7 Ordinary Resolution	Remote E-voting	14422316	100.00	7	0.00	0.00	0.00
(Appointment of Mr. Akshay Tanna as Investor		0.00	0.00	0.00	0.00	0.00	0.00
Director)	Total	14422316	100.00	, 7	0.00	0.00	0.00
Item No. 8 Ordinary Resolution	Remote E- voting	13228928	100.00	7	0.00	0.00	0.00
(Increase in remuneration of Ms. Devakshi	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
Kalani, Executive Finance of the company.)	Total	13228928	100.00	7	0.00	0.00	0.00
<u>Item No. 9</u> Ordinary Resolution	Remote E- voting	13228928	100.00	7	0.00	0.00	0.00
(Increase in remuneration of Mr. Kartikeya	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
V-1- D 11 1 1	Total	13228928	100.00	7	0.00	0.00	0.00

Flexituff International Limited

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RITESH GUPTA & CO. COMPANY SECRETARIES

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						- 6 - F m o But	
Item No. 10 Ordinary Resolution	Remote E- voting	14422316	100.00	7	0.00	0.00	0.00
(Regularisation of Mr. Mahesh	- THE CALL	0.00	0.00	0.00	0.00	0.00	0.00
Sharma as Director of the company)	Total	14422316	100.00	7	0.00	0.00	0.00
Item No. 11 Ordinary Resolution	Remote E- voting	14422316	100.00	7	0.00	0.00	0.00
(Regularisation of Mr. Anand Khandelwal as	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
Director of the company)	Total	14422316	100.00	7	0.00	0.00	0.00
Item No. 12 Special Resolution	Remote E- voting	14422316	100.00	7	0.00	0.00	0.00
(To appoint Mr. Mahesh Sharma as Whole Time Director of the	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
company)	Total	14422316	100.00	7	0.00	0.00	0.00
Item No. 13 Special Resolution	Remote E- voting	14422316	100.00	7	0.00	0.00	0.00
(Re-appointment of Mr. Saurabh Kalani as Whole	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
Time Director of the company)	Total	14422316	100.00	7	0.00	0.00	0.00

Flexituff International Limited

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RITESH GUPTA & CO. COMPANY SECRETARIES

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	Total	14422316	100.00	7	0.00	0.00	0.00
Approval of Strategic Debt Restructuring)	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
Special Resolution	Remote E- voting	14422316	100.00	7	0.00	0.00	0.00
	Total	14422316	100.00	• 7	0.00	0.00	0.00
(Ratify the Remuneration paid to Mr. Akhilesh Agnihotri)	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
<u>Item No. 15</u> Special Resolution	Remote E- voting	14422316	100.00	7	0.00	0.00	0.00
Director of the company)	1	14422316	100.00	7	0.00	0.00	0.0
(Re-appointment of Mr. Anand Khandelwal as Whole Time	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.0
Item No. 14 Special Resolution	Remote E- voting	14422316	5 100.00	0 7	7 0.00	0.00	0.0





RITESH GUPTA & CO. COMPANY SECRETARIES

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

I hereby conform that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of votes cast through remote e-voting and Ballot paper by the Shareholders of the Company. 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 23rd August, 2017

For Ritesh Gupta & Co. Company Secretaries

Ritesh Gupta Proprietor

FCS: 5200, CP: 3764

Countersigned by: For Flexituff International Limited

Chairman Company Secretary Whole- Time Disuctor