

Date: 24th February, 2023

BSE Limited Department of Corporate Services P. J. Towers, 25thFloor, Dalal Street, Mumbai- 400 001 Scrip Code: 533638	National Stock Exchange of India Ltd Exchange Plaza, C-1, Block-G Bandra Kuria Complex, Bandra (E) Mumbai- 400 051 Scrip Code: FLEXITUFF
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Sub: Outcome of Board Meeting held on 24th February, 2023 pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") we would like to inform you that the Board of Directors of Flexituff Ventures International Limited at its meeting held today, i.e., on 24th February, 2023 inter-alia has considered and approved the following:

1. Preferential issue of warrants:

To issue upto 59,40,000 (Fifty Nine Lakhs Forty Thousand) equity warrants ("**Warrants**") convertible into, or exchangeable for, equal number of equity share of the Company, having a face value of Rs. 10/- (Rupee Ten only) within the period of 18 (Eighteen) months in accordance with the applicable laws at a price of Rs. 31.50/- per Warrant ("**Warrant Issue Price**") aggregating up to Rs. 18,71,10,000/- (Rupees Eighteen Crores Seventy One Lakhs Ten Thousand only) to certain identified persons / entity (**as mentioned in Annexure I, attached herein**) by way of preferential issue in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended ("Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended ("**Rules**"), Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (LODR) Regulations, 2015 and such other acts / rules / regulations as may be applicable and subject to necessary approval of the members of the Company and other regulatory authorities, as maybe applicable ("**Preferential Issue of Warrants**"). Upon issue of Warrants in accordance herewith, an amount equivalent to 25.40% of Warrant Issue Price shall be called upfront from the proposed allottees.

2. Preferential issue of equity shares:

To issue upto 20,00,000 (Twenty lakhs) Equity Shares having a face value of INR 10.00/- (Rupee Ten only) each, at a price of Rs. 31.50/- (Rupees Thirty One and Fifty paise only) per Equity Share (including a premium of Rs. 21.50 (Rupees Twenty One and Fifty Paise only) per Equity Share) aggregating up to Rs.6,30,00,000 (Rupees Six Crores Thirty Lakhs only) to certain identified persons / entity (**as mentioned in Annexure III, attached herein**) by way of preferential issue in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended ("Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended ("**Rules**"), Chapter V of Securities

and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (LODR) Regulations, 2015 and such other acts / rules / regulations as may be applicable and subject to necessary approval of the members of the Company and other regulatory authorities, as maybe applicable ("**Preferential Issue of Equity Shares**").

Details relating to Preferential Issue of Warrants and Equity Shares as required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI circular dated September 9, 2015, bearing reference no. CIR/CFD/CMD/4/2015 ("SEBI Circular"), are provided in Annexure II and Annexure IV, respectively.

3. Convening an Extra Ordinary General Meeting of the Company

To hold an Extraordinary General Meeting ("EGM") of the members of the Company on 21st March, 2023 at 02:00 P.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM") to seek the approval of the shareholders of the Company inter alia in relation to the above Preferential Issue of Warrants and Equity Shares. The Board of Directors has approved the draft notice of the EGM and matters related thereto. The notice of the said EGM will be sent separately to the Stock Exchange(s) and to the Members of the Company and will also be available on the Company's website at [www.flexituff.com] and on the website of the stock exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, in due course.

The Company has fixed 14th march, 2023 as the "Cut-off-Date" for the purpose of determining the eligibility of the members entitled to vote by remote e-voting. Those shareholders holding shares either in dematerialized form or in physical form, as on the close of business hours on 14th march, 2023 will be entitled to avail the facility of remote e-voting as well as voting at the EGM.

The Meeting of the Board of Directors commenced at 1.15 p.m. and concluded at 3.40 p.m.

We request you to kindly take on record the same.

Thanking you,

Yours faithfully,

For Flexituff Ventures International Limited

Rishabh Kumar Jain
Company Secretary

Encl. As above

Annexure I

Sr. No.	Name of Proposed Allottee(s)	Category (Promoter Group/ Non Promoter)	No. of Warrants to be allotted
1.	Green Environment Private Trust	Promoter Group	up to 6,00,000
2.	Gourmet Private Trust	Promoter Group	up to 6,00,000
3.	Triple A Real Estate Pvt. Ltd	Non Promoter	up to 10,85,000
4.	Triple A Constructions Private Limited	Non Promoter	up to 10,85,000
5.	Anant Kumar Bomb	Non Promoter	up to 3,35,000
6.	Aniket Bomb	Non Promoter	up to 3,00,000
7.	SDB Finances Private Limited	Non Promoter	up to 1,50,000
8.	SRB Finvest Pvt. Ltd	Non Promoter	up to 1,50,000
9.	Mahesh Sharma	Non Promoter	up to 3,00,000
10.	Pramod Baid	Non Promoter	up to 1,00,000
11.	Priyanka Baid	Non Promoter	up to 1,00,000
12.	Yash Vardhan Baid HUF	Non Promoter	up to 1,00,000
13.	Yash Vardhan Baid	Non Promoter	up to 1,00,000
14.	Maan Vardhan Baid HUF	Non Promoter	up to 1,00,000
15.	Prakash Baid (HUF)	Non Promoter	up to 1,00,000
16.	Kalpana Baid	Non Promoter	up to 35,000
17.	Fidus Reality Private Limited (Formerly known as High Beam Reality Private Limited)	Non Promoter	Up to 7,00,000
Total			up to 59,40,000

Annexure II

The details relating to issuance of warrants and equity shares as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular dated September 9, 2015 are as under:

Sr. No.	Particulars	Description
1	Type of securities proposed to be issued	Convertible Warrants carrying a right to subscribe 1 (One) Equity Share per Warrant.
2	Type of issuance	Preferential allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and other applicable laws
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	<p>Up to 59,40,000 (Fifty Nine Lakhs Forty Thousand) Warrants, at a price of Rs. 31.50/- (Rupees Thirty One and Fifty Paise only) per Warrant, payable in cash ("Warrant Issue Price"), aggregating up to Rs. 18,71,10,000/- (Rupees Eighteen Crores Seventy One Lakhs Ten Thousand only), each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10.00/- (Rupee Ten Only) each ("Equity Share(s)"). .,</p> <p>The price of the warrants has been determined in accordance with the ICDR Regulations. The preferential issue will be undertaken for cash consideration.</p> <p>An amount equivalent to 25.40% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 74.60% shall be payable by the Warrant holder(s) on the exercise of Warrant(s);</p> <p>The price of the warrants and the number of Equity Shares to be allotted on conversion of warrants shall be subject to appropriate adjustments as permitted under applicable laws.</p>
Additional information in case of preferential issue		
4.	Name of Investor	As per Annexure I
5.	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	<p>Refer Annexure V for outcome of subscription</p> <p>Issue Price is Rs. 31.50 per Warrant</p> <p>An amount equivalent to 25.40% of the Warrant Issue Price i.e. Rs. 8 shall be payable at the time of subscription and allotment of each Warrant and the balance 74.60% of the Warrant Issue Price i.e. Rs.23.50 shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).</p>

		Number of proposed allottees for Warrants –17
6	In case of convertibles — intimation on conversion of securities or on lapse of the tenure of the instrument;	Same will be intimated to stock exchange as and when warrants will be converted/ lapsed.
7	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not applicable

Annexure III

List of Proposed Allottees

Sr. No.	Name of Proposed Allottee(s)	Category (Promoter Group/ Non Promoter)	No. of Equity Shares to be allotted
1	Green Environment Private Trust	Promoter Group	up to 6,00,000
2	Gourmet Private Trust	Promoter Group	up to 6,00,000
3	Triple A Real Estate Pvt. Ltd.	Non Promoter	up to 50,000
4	Triple A Constructions Pvt. Ltd.	Non Promoter	up to 50,000
5	Fidus Reality Private Limited (Formerly known as High Beam Reality Private Limited)	Non Promoter	Up to 7,00,000
Total			up to 20,00,000

Annexure IV

The details relating to issuance of warrants and equity shares as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular dated September 9, 2015 are as under:

Sr. No.	Particulars	Description
1	Type of securities proposed to be issued	Equity Shares.
2	Type of issuance	Preferential allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Issue of

		Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and other applicable laws
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 20,00,000 (Twenty lakhs) equity share of the Company having face value of Rs. 10/- each at a price of Rs. 31.50/- (Rupees Thirty One and Fifty Paise only) per share payable in cash, aggregating upto Rs.6,30,00,000 (Rupees Six Crores Thirty Lakhs only) ("Total Issue Size") The price of the equity shares has been determined in accordance with the ICDR Regulations. The preferential issue will be undertaken for cash consideration.
Additional information in case of preferential issue		
4.	Name of Investor	As per Annexure III
5.	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Refer Annexure V for outcome of subscription Issue Price is RS. 31.50 per Equity Share Number of proposed allottee 5
6	In case of convertibles — intimation on conversion of securities or on lapse of the tenure of the instrument;	Not applicable
7	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not applicable

Annexure V

Sr. No.	Name of Proposed Allottee(s)	Pre Issue Equity Shareholding		No. of Equity Shares to be allotted	No. of Warrants to be allotted	Post Issue Equity Shareholding (assuming full conversion of warrants)	
		No. of shares	%			No. of shares	%
1	Green Environment Private Trust	0.00	0.00	600000	600000	1200000	3.66
2	Gourmet Private Trust	0.00	0.00	600000	600000	1200000	3.66

3	Triple A Real Estate Pvt. Ltd.	0.00	0.00	50,000	1085000	11,35,000	3.46
4	Triple A Constructions Pvt Ltd	0.00	0.00	50,000	1085000	11,35,000	3.46
5	Anant Kumar Bomb	0.00	0.00	0	335000	335000	1.02
6	Aniket Bomb	0.00	0.00	0	300000	300000	0.91
7	SDB Finance Pvt Ltd	0.00	0.00	0	150000	150000	0.46
8	SRB Finvest Pvt Ltd	0.00	0.00	0	150000	150000	0.46
9	Mahesh Sharma	0.00	0.00	0	300000	300000	0.91
10	Pramod Baid	0.00	0.00	0	100000	100000	0.30
11	Priyanka Baid		0.00	0	100000	100000	0.30
12	Yash Vardhan Baid HUF	0.00	0.00	0	100000	100000	0.30
13	Yash Vardhan Baid	0.00	0.00	0	100000	100000	0.30
14	Maan Vardhan Baid HUF	0.00	0.00	0	100000	100000	0.30
15	Prakash Baid HUF	0.00	0.00	0	100000	100000	0.30
16	Kalpana Baid	0.00	0.00	0	35000	35000	0.11
17	Fidus Reality Private Limited (Formerly known as High Beam Reality Private Limited)	5622	0.02	700000	700000	1405622	4.28