

Scrutinizer's Report
Combined Report on e-voting and postal ballot

To,

The Chairman / Board of Directors of FLEXITUFF INTERNATIONAL LIMITED, a Company incorporated under the Companies Act 1956 and having its registered office at 304, Diamond Prestige, 41-A, A.J.C. Bose Road, Kolkata- 700017 (West Bengal).

Dear Sir,

1. I Mohan Ram Goenka, a Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of FLEXITUFF INTERNATIONAL LIMITED. (the Company) in its meeting held on November 4, 2014 as a Scrutinizer for the purpose of Scrutinizing the e-voting process and postal ballot process under the provision of Section 108 and 110 of the Companies Act, 2013 (the 2013 Act) respectively read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (Rules) and Clause 35B of the Listing Agreement on the proposed Resolutions to be passed through postal ballot.
1. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means and postal ballot on the proposed resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot process including the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" on the resolution stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and duly completed Postal Ballot Form(s) as received upto the close of business hours on 27th December, 2014, being the last date fixed for receipt of postal ballot forms were considered for scrutiny.
2. I have issued separate Scrutinizer's Report dated 06.01.2015 on the e-voting and postal ballot on the proposed resolutions contained in the notice to the postal ballot. As requested by the Management we submit herewith our Combined Report on the results of e-voting together with that of postal ballot as under:

Our Office :
46, B. B. Ganguly Street, 4th Floor
R. No.: 6, Kolkata 700012,
E Mail: goenkamohan@hotmail.com
goenkamohan@gmail.com



Mobile No: 9831074332
Phone No : 2237 9517

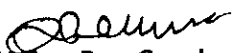
Item No. 1 – Analysis of Combines result of Postal Ballot and E-voting.

Resolution No.	1
Purpose of Resolution	Shifting of Registered Office from Kolkata in the state of West Bengal to Pithampur in the state of Madhya Pradesh and consequential amendment in Clause II of the Memorandum of Association;
Type of Resolution	Special Resolution
Result	E-voting + Postal Ballot

Particulars	No. of Shares (through voting)	No. of Shares (through Postal Ballot)	Total No. of Shares	% of Total Net Valid votes (in percentage)
Total No. of votes received	15874375	1980	15876355	Not applicable
Less: No. of Invalid Votes	0	1876	1876	
Net Valid Votes	15874375	104	15874479	
Votes with assent for the resolution	15874368	101	15874469	100% (approx.)
Votes with dissent for the resolution	7	3	10	0% (approx.)

Thanking You,

Yours Faithfully,


Mohan Ram Goenka
Practicing Company Secretary
C.P. No: 2551

Place: Kolkata
Date: 06.01.2015

Our Office :
46, B. B. Ganguly Street, 4th Floor
R. No.: 6, Kolkata 700012,
E Mail: goenkamohan@hotmail.com
goenkamohan@gmail.com



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Phone No : 2237 9517