



“SCRUTINIZERS’ REPORT”

M/S. Flexituff International Limited

22ND ANNUAL GENERAL MEETING

30TH SEPTEMBER, 2015

CS RITESH GUPTA

Ritesh Gupta & Co., Company Secretaries

G-1, 56-Anil Nagar, M.R. 9 Road, Indore-452001

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



RITESH GUPTA & CO.
COMPANY SECRETARIES

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CONSOLIDATED SCRUTINIZER'S REPORT
(VOTING THROUGH REMOTE E-VOTING & BALLOT FORM AT THE
ANNUAL GENERAL MEETING)

To,
The Chairman
M/s. Flexituff International Limited
(CIN: L25202MP1993PLC034616)
22nd Annual General Meeting of Flexituff International Limited
C41-50, SEZ, Sector -3, Pithampur,
Dist. Dhar (M.P.) 454775

Sub: Passing of Resolution through remote e-voting and ballot form conducted at the
22nd Annual General Meeting of Flexituff International Limited (The
Company) held on 30th September, 2015.

Dear Sir,

1. I Ritesh Gupta Proprietor of Ritesh Gupta & Co., Company Secretaries Indore, have been appointed as scrutinizer on 08th August 2015, pursuant to the authority granted by the Board of Directors of Flexituff International Limited (The Company) for the purpose of :
 - i. Scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 (the 2013 act) read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended and the provisions of clause 35B of the listing agreement entered into with Stock exchanges and
 - ii. Scrutinizing the Ballot form at the Annual General Meeting under the provisions of Section 109 of the 2013 Act read with Rule 21 of the Rules, on the resolutions contained in the notice to the 22nd Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on 30th September, 2015 at C41-50, SEZ, Sector -3, Pithampur, Dist. Dhar (M.P.)



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 Ballot form at the AGM for the resolutions proposed in the notice to the 22nd AGM of the Equity Shareholder of the Company dated 01st September, 2015. My responsibility as a scrutinizer for the process of voting through remote voting and Ballot form at the AGM 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 (India) Limited (CDSL)**, the agency authorized under the Rules and engaged by the company to provide e- voting facilities for voting through electronic means.
3. The Member who were on record of the Company as on the "Cut - off" date i.e; Wednesday 23th September, 2015, were entitled to vote on the resolutions as set out in the notice of the 22nd Annual General Meeting of the 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 Friday, 25th September, 2015 at 10:00 AM to Tuesday, 29th September, 2015 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.
5. At the end of the voting period on Tuesday, 29th September, 2015 at 5.00 P.M, the voting portals of the service provider was blocked forthwith.
6. The votes cast through remote e-voting were unblocked on 30th September, 2015 after the conclusion of the voting cast at the Annual general meeting in the presence of two witnesses, Ms. Babita Kumawat and Ms. Divyani Koshta, who are not in the employment of the Company.
7. At the 22ndAGM of the Company held on 30th September, 2015, the Chairman of the Company 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 AGM had appointed me as scrutinizer for the same.



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

Item of Notice Particulars of Business	Type of Votes	Votes in Favour of Resolution		Votes against the Resolution		Invalid Votes	
		No. of shares	%age	No. of shares	%age	Nos.	%age
Item No. 1 of the Notice Ordinary Resolution (To Consider and Adopt of Audited Financial Statement for the year ended 31 st March, 2015)	Remote E-voting	15032244	100	07.00	0.00	0.00	0.00
	Ballot Form	15000	100	0.00	0.00	0.00	0.00
	Total	15047244	100	07.00	0.00	0.00	0.00
Item No. 2 of the Notice Ordinary Resolution (To Declare Final Dividend on the Equity Shares of the Company for the Year ended 31 st March, 2015)	Remote E-voting	15032249	100	02.00	0.00	0.00	0.00
	Ballot Form	15000	100	0.00	0.00	0.00	0.00
	Total	15047249	100	02.00	0.00	0.00	0.00
Item No. 3 of the Notice Ordinary Resolution (To appoint a director in place of Mr. D.K. Sharma (DIN:00028152)who retires by rotation and being eligible offers himself for re-appointment)	Remote E-voting	15032243	100	08.00	0.00	0.00	0.00
	Ballot Form	15000	100	0.00	0.00	0.00	0.00
	Total	15047243	100	08.00	0.00	0.00	0.00
Item No. 4 of the Notice Ordinary Resolution (To ratifies the appointment of M/s L.K. Maheshwari & Co. as Statutory Auditors of the Company and fix their remuneration)	Remote E-voting	15032244	100	07.00	0.00	0.00	0.00
	Ballot Form	15000	100	0.00	0.00	0.00	0.00
	Total	15047244	100	07.00	0.00	0.00	0.00



Item No. 5 of the Notice Ordinary Resolution (To appoint M/s MZSK & Associates as Joint Statutory Auditors of the Company and Fix their remuneration)	Remote E-voting	15032244	100	07.00	0.00	0.00	0.00
	Ballot Form	15000	100	0.00	0.00	0.00	0.00
	Total	15047244	100	07.00	0.00	0.00	0.00
Item No. 6 of the Notice Ordinary Resolution (To appoint Mrs. Alka Sagar, (DIN 07138477), as a Director of the Company)	Remote E-voting	15032244	100	07.00	0.00	0.00	0.00
	Ballot Form	15000	100	0.00	0.00	0.00	0.00
	Total	15047244	100	07.00	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 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 30th September, 2015

For Ritesh Gupta & Co.
Company Secretaries


Ritesh Gupta
Proprietor
FCS: 5200, CP: 3764



Countersigned by
For Flexituff International Limited.


Chairman/Company secretary

