

September 5, 2017

<p>To, BSE Limited Floor 25, P.J. Towers, Dalal Street, Mumbai-400 001</p>	<p>To, The Manager - Corporate Compliance National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051</p>
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REF: Flexituff International Limited (ISIN – INE060J01017), BSE Code-533638, NSE Scrip- FLEXITUFF

**Sub: Voting Results and Scrutinizer Report in respect of businesses conducted through Postal Ballot (including e-voting)**

Dear Sir/Mam,

This is to inform you that the members of the Company have accorded their approval with requisite majority through postal ballot (including e-voting) for the resolutions mentioned below:

S. No.	Description of Resolution
1	Sell, transfer and/or otherwise dispose of FIBC division of the Company including assets, liabilities/obligations of whatsoever nature & employees which are specific to the FIBC division, by way of Slump Sale, on a going concern basis; to a wholly owned subsidiary Company.
2	Above transaction with a Wholly owned Subsidiary of Flexituff International Limited

In this regard, please find enclosed the following:-

1. Voting Results as required under Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
2. Report of Scrutinizer dated 5<sup>th</sup> September, 2017 pursuant to Section 108 of The Companies Act, 2013 read with the relevant rules thereunder.

This is for your information and record.

Thanking you,

For Flexituff International Limited

CS Madhura Jethani  
Company Secretary



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

<b>Date of the declaration of postal ballot results</b>	Wednesday, 5 <sup>th</sup> September, 2017
<b>Total number of Shareholders as on cut-off date i.e. 24<sup>th</sup> July, 2017</b>	1820
<b>No. of Shareholders present in the meeting either in person or through proxy:</b>	NA
<b>Promoters and promoter group: Public:</b>	
<b>No. of Shareholders attend the meeting through Video Conferencing:</b>	NA
<b>Promoters and promoter group: Public:</b>	



**ITEM –1:** Approval for Sell, transfer and/or otherwise dispose of FIBC division of the Company including assets, liabilities/obligations of whatsoever nature & employees which are specific to the FIBC division, by way of Slump Sale, on a going concern basis; to a wholly owned subsidiary 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	0	100	0			
	Poll		-	-	-	-	-	-			
	Postal Ballot (if applicable)		-	-	-	-	-	-			
	Total	8181603	8181603	100	8181603	0	100	0			
Public- Institutions	E- Voting	16701203	6270791	37.55	6269972	819	99.99	0.01			
	Poll		-	-	-	-	-	-			
	Postal Ballot (if applicable)		-	-	-	-	-	-			
	Total	16701203	6270791	37.55	6269972	819	99.99	0.01			
Public Non Institutions	E- Voting	-	-	-	-	-	-	-			
	Poll		-	-	-	-	-	-			
	Postal Ballot (if applicable)		-	-	-	-	-	-			
	Total	-	-	-	-	-	-	-			
Total		24882806	14452394	58.08	14451575	819	99.99				



**ITEM – 2:** Approval for transaction stated in Item No. 1 with a wholly owned subsidiary i.e. sell/transfer and/or otherwise dispose off FIBC Division of the company including assets, Liabilities/ Obligations of whatsoever nature and employees which are specific to the FIBC division, by way of Slump Sale, on a going concern basis

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	0	100	0			
	Poll		-	-	-	-	-	-			
	Postal Ballot (if applicable)		-	-	-	-	-	-			
	Total	8181603	8181603	100	8181603	0	100	0			
Public- Institutions	E- Voting	16701203	6270791	37.55	6269972	819	99.99	0.01			
	Poll		-	-	-	-	-	-			
	Postal Ballot (if applicable)		-	-	-	-	-	-			
	Total	16701203	6270791	37.55	6269972	819	99.99	0.01			
Public Non Institutions	E- Voting	-	-	-	-	-	-	-			
	Poll		-	-	-	-	-	-			
	Postal Ballot (if applicable)		-	-	-	-	-	-			
	Total	-	-	-	-	-	-	-			
Total		24882806	14452394	58.08	14451575	819	99.99	0.01			



**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: csgiteshgupta@gmail.com

**"SCRUTINIZER'S REPORT"**

[Pursuant to Section 108 and 110 of the Companies Act 2013]  
[Rule 20 and 22 of the Companies (Management and Administration) Rules 2014  
read with SEBI (LODR) Regulations, 2015]

To,  
Mr.Saurabh Kalani  
(Whole-Time Director)  
Flexituff International Limited  
CIN: L25202MP1993PLC034616  
C41-50, Sec No III SEZ Industrial Area  
Pithampur, Dist. Dhar (M.P.) 454775

Dear Sir,

In terms of Section 108 and 110 of the Companies Act 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014 and also read with Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015, The Board of Directors of Flexituff International Limited (CIN: L25202MP1993PLC034616) (here in after referred as the Company) at its meeting held on 24.07.2017 has appointed us as the scrutinizer for conducting and scrutinizing the postal ballot voting process (including voting through electronic means) in a fair and transparent manner.

Accordingly we submit the report as under:

1. In terms of section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has issued the postal ballot notice dated 24.07.2017 to its members for passing of following resolutions-
  - (i) A Special Resolution for sell/transfer and/ or otherwise dispose off FIBC Division of the company including assets, liabilities/ Obligations of whatsoever nature and employees which are specific to the FIBC division, by way of Slump Sale, on a going concern basis to a Wholly owned subsidiary ; And



- (ii) An Ordinary Resolution for sell/transfer and/or otherwise dispose off FIBC Division of the company including assets, Liabilities/ Obligations of whatsoever nature and employees which are specific to the FIBC division, by way of Slump Sale, on a going concern basis to a Wholly owned subsidiary.
2. The Company completed the dispatch of postal ballot form along with self-addressed postage prepaid business reply envelopes to its members, whose name appeared in the register of members/beneficiaries as on 24<sup>th</sup> July, 2017.
  3. The members were informed vide the postal ballot notice that they were required to give their assent or dissent to the proposal through the physical postal ballot form, which were required to be sent to me on or before 4<sup>th</sup> September, 2017 (till 05:00 PM) or through e-voting facility which was kept open from 6<sup>th</sup> August, 2017 (from 10:00AM) to 04<sup>th</sup> September, 2017 (till 05:00 PM).
  4. Pursuant to Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) regulations, 2015 and the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014 (including any amendment thereto), the Company has provided electronic voting facility (e-voting) to the shareholders of the Company and has engaged Central Depository Services Limited (CDSL) for providing e-voting platform. E-mail communication in respect of e-voting for postal ballot of the Company has been sent to the email addresses which are registered with the depositories.
  5. Particulars of all the postal ballot forms received from the members including electronic voters has been entered in a register separately maintained for the purpose.
  6. No postal ballot forms were received till the closer of voting period as mentioned in the notice sent to the shareholders.
  7. The report of shareholders voting through remote e-voting option was generated after close of working hours as mentioned in the notice sent to the shareholders.
  8. We have considered electronic vote recorded up to the close of working hours i.e. at 05:00 PM on 4<sup>th</sup> September, 2017 being the last date and time fix by the Company for receipt of the forms which has been considered for our scrutiny.



9. The summary of the vote cast / resolution-wise is as given below:

**For Resolution No. 1**

S. No.	Description	Through Postal Ballot	Through E-voting	Total	Percentage of Total Votes
1.	Total Number of votes cast	0	14452394	14452394	100.00%
2.	Invalid Votes cast	0	0	0	0
3.	Valid Number of votes cast	0	14452394	14452394	100.00%
4.	No. of Valid votes with assent for the Resolution	0	14451575	14451575	99.99%
5.	No. of Valid votes with Dissent for the Resolution	0	819	819	00.01%

**For Resolution No. 2**

S. No.	Description	Through Postal Ballot	Through E-voting	Total	Percentage of Total Votes
1.	Total Number of votes cast	0	14452394	14452394	100.00%
2.	Invalid Votes cast	0	0	0	0
3.	Valid Number of votes cast	0	14452394	14452394	100.00%
4.	No. of Valid votes with assent for the Resolution	0	14451575	14451575	99.99%
5.	No. of Valid votes with Dissent for the Resolution	0	819	819	00.01%

We write to state that the Special Resolution and Ordinary Resolution set out in the notice for Postal Ballot dated 24<sup>th</sup> July, 2017 is approved by the members of the company with requisite majority.

Place: Indore  
Date: 05.09.2017



For Ritesh Gupta & Co.  
Company Secretaries

Ritesh Gupta  
FCS: 5200, CP: 3764

