

19<sup>th</sup> September, 2018

To, The Listing Manager 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
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REF: Flexituff International Limited (ISIN – INE060J01017), BSE Code-533638, NSE Scrip- FLEXITUFF

**Sub: Proceedings of 25<sup>th</sup> Annual General Meeting**

Dear Sir/Madam,


This is to inform you that 25<sup>th</sup> Annual General Meeting of the Company was held on Wednesday, September 19, 2018 at 12:00 Noon at the registered office of the Company at C41-50, SEZ, Sector -3, Pithampur, Dist. Dhar (M.P.) – 454775.

In this regard, please find enclosed summary of proceedings of AGM as required under Regulation 30, Part A of Schedule III of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Kindly take the above information on record.

Thanking you,

For **Flexituff International Limited**

  
Anand Khandelwal  
Whole-Time Director  
(DIN: 07889346)



## **SUMMARY OF PROCEEDINGS OF 25<sup>th</sup> ANNUAL GENERAL MEETING**

The 25<sup>th</sup> Annual General Meeting (AGM) of the members of Flexituff International Limited ('the Company') was held on Wednesday, 19<sup>th</sup> September, 2018 at 12.00 Noon at the registered office of the Company situated at C 41-50, SEZ, Sector -3, Pithampur, Dist. Dhar (M.P.) – 454775, India.

Ms. Khushboo Kothari – Company Secretary welcomed the members, directors & other invitees on 25<sup>th</sup> Annual General Meeting of the Company.

She introduced the people on the dais & informed that due to other commitments, Mr. Ashish Jamidar – Whole-Time Director was unable to attend the meeting.

She further informed that Mr. Amrish Vaidya – M/s MSKA & Associates (Formerly known as M/s MZSK & Associates) and Mr. Rajeev Dubey – Kailashchand Jain & Co., Joint Statutory Auditors of the Company have asked for Leave of Absence and were granted exemption to attend the AGM.

She then requested Mr. Anirudh Sonpal, Chairman to continue with the proceedings of the meeting.

Mr. Anirudh Sonpal, Chairman, chaired the Meeting and as the requisite quorum being present, called the meeting to order.

He addressed the shareholders & spoke about the financial position of the Company.

Chairman then authorized Ms. Khushboo Kothari, Company Secretary of the Company to carry further proceedings of the AGM.

She informed that the Company has emailed the Annual Report of the Company for the Financial Year 2017-18 along with Notice of AGM to those shareholders, whose e-mail address was available & sent hard copies to remaining shareholders. Chairman further informed that the statutory registers including "Register of Directors and Key Managerial Personnel and their shareholding" and "Register of Contracts or arrangements in which Directors are interested" along with the proposed altered "Memorandum of Association and Articles of Association", Auditors' Report is available for inspection by the members.

With the permission of the Chairman & all members present, the Notice & Report of Directors were taken as read.



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The following items of business, as per the Notice of the AGM were transacted –

• **Ordinary Business**

1. Adoption of Audited Financial Statements (including the Consolidated Financial Statements) for the year ended 31<sup>st</sup> March, 2018.
2. Appointment of Mr. Saurabh Kalani (DIN: 00699380) as a director who retires by rotation and being eligible, offers himself for re-appointment.

• **Special Business**

3. Regularisation of Mr. Ashish Jamidar (DIN: 08196328) as Director of the Company.
4. Approval for change of the name of the Company from “**Flexituff International Limited**” to “**Flexituff Ventures International Limited**”.
5. Appointment of Mr. Ashish Jamidar (DIN: 08196328) as Whole-Time Director of the Company.
6. Approval for payment of remuneration to Mr. Mahesh Sharma (DIN: 07610685) as a Whole-Time Director of the Company from 1<sup>st</sup> April, 2018 to 30<sup>th</sup> May, 2018 in case Company has no profits or inadequate profits.
7. Approval for payment of remuneration to Mr. Saurabh Kalani (DIN: 00699380) as a Whole-Time Director of the Company from 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2021 in case Company has no profits or inadequate profits.
8. Approval for payment of remuneration to Mr. Anand Khandelwal (DIN: 07889346) as a Whole-Time Director of the Company from 1<sup>st</sup> April, 2018 to 31<sup>st</sup> March, 2021 in case Company has no profits or inadequate profits.
9. Prescribing the mode of Delivery of Documents to Members.

The Company Secretary further informed that the pursuant to the provisions of the Companies Act, 2013 & SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has extended the remote e-voting facility to the members of the Company in respect of the resolutions to be passed at the meeting. The e-voting facility commenced at Sunday, 16<sup>th</sup> September, 2018 and ended on Tuesday, 18<sup>th</sup> September, 2018.

It was further informed that there would be no voting by show of hands. Therefore, voting will be done by way of ballot in order to enable the members present at the meeting to cast their vote.

Thereafter, Mr. Ritesh Gupta, Practicing Company Secretary, who was appointed as Scrutinizer to scrutinize the e-voting & ballot process locked & sealed the empty polling boxes in presence of the members.

On invitation of Chairman, Members addressed the meeting, gave their suggestions and sought clarifications on the Company’s accounts and business. The Chairman responded to the queries of the members and gave clarifications.



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Thereafter, on request of the Chairman, members participated in ballot to cast their votes.

On completion of voting activity, Mr. Ritesh Gupta, Scrutinizer declared that the results of voting will be declared within 48 hours from the conclusion of the meeting.

The meeting concluded at 1:00 P.M with vote of thanks.

Thanking You,  
For Flexituff International Limited



**Anand Khandelwal**  
Whole-Time Director  
(DIN: 07889346)

