

**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
FLEXITUFF VENTURES INTERNATIONAL LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2021**

To,
The Board of Directors
M/s. Flexituff Ventures International Limited
(Formerly Known as Flexituff International Limited)
C41-50, Sec No III SEZ, Industrial Area
Pithampur, Dist. Dhar (MP)-454775

I have examined:

- (a) all the documents and records made available to us and explanation provided by **Flexituff Ventures International Limited** (“the listed entity”);
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

For the year ended 31st March, 2021 (review period) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the act and dealing with clients;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. (not applicable to the Company during the review period);
- (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. (not applicable to the Company during the review period);
- (g) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. (not applicable to the Company during the review period);
- (h) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013. (not applicable to the Company during the review period);
- (i) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (not applicable to the Company during the review period).

And based on the above examination, I hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) There are no actions taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder except-

- *A show cause notice has been issued by National Stock Exchange of India Limited to the Company vide Ref. No. NSE/LIST/SOP/FLEXITUFF for delayed compliance of Regulation 17(1)(c) of SEBI (LODR) Regulations, 2015 which states that board of directors of top 2000 listed entities w.e.f 1st April, 2020 shall comprise of not less than six directors, due to which fine has been levied by NSE. The Company later on has complied the regulation w.e.f. 11/09/2020.*

- (d) The reporting of actions by the listed entity to comply with the observations made in previous reports does not arise during the review period.

I further report that the Company has complied with clauses 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India.

For Ritesh Gupta & Co.
Company Secretaries

Date: 08/06/2021
Place: Indore

Ritesh Gupta
CP: 3764 | FCS:5200
UDIN: F005200C000433311