

Date: 18th July, 2024

BSE Limited Department of Corporate Services P. J. Towers, 25thFloor, Dalal Street, Mumbai- 400 001 Scrip Code: 533638	National Stock Exchange of India Ltd Exchange Plaza, C-1, Block-G Bandra Kuria Complex, Bandra (E) Mumbai- 400 051 Scrip Code: FLEXITUFF
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Sub: Outcome of Board Meeting held on 18th July, 2024 pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") we would like to inform you that the Board of Directors of Flexituff Ventures International Limited at its meeting held today, i.e., on 18th July 2024 inter-alia has considered and approved the following:

1. Preferential issue of warrants:

To issue upto 50,00,000 (Fifty Lakhs) equity warrants ("**Warrants**") convertible into, or exchangeable for, equal number of equity share of the Company, having a face value of Rs. 10/- (Rupee Ten only) within the period of 18 (Eighteen) months in accordance with the applicable laws at a price of Rs. 41.75/- per Warrant ("**Warrant Issue Price**") aggregating up to Rs. 20,87,50,000/- (Rupees Twenty Crores Eighty Seven Lakh Fifty Thousand only) to certain identified persons / entity (**as mentioned in Annexure I, attached herein**) by way of preferential issue in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended ("Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended ("**Rules**"), Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, SEBI (LODR) Regulations, 2015 and such other acts / rules / regulations as may be applicable and subject to necessary approval of the members of the Company and other regulatory authorities, as maybe applicable ("**Preferential Issue of Warrants**"). Upon issue of Warrants in accordance herewith, an amount equivalent to 25% of Warrant Issue Price shall be called upfront from the proposed allottees.

Details relating to Preferential Issue of Warrants as required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI circular dated September 9, 2015, bearing reference no. CIR/CFD/CMD/4/2015 ("SEBI Circular"), are provided in **Annexure II**.

2. Convening an Extra Ordinary General Meeting of the Company

To hold an Extraordinary General Meeting ("EGM") of the members of the Company on Saturday 17th August, 2024 at 02:00 P.M. (IST) through Video Conferencing ("VC")/Other



Flexituff Ventures International Limited

C41-50, SEZ Sector-3

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CIN : L25202MP1993PL034616

Audio-Visual Means ("OAVM") to seek the approval of the shareholders of the Company inter alia in relation to the above Preferential Issue of Warrants. The Board of Directors has approved the draft notice of the EGM and matters related thereto. The notice of the said EGM will be sent separately to the Stock Exchange(s) and to the Members of the Company and will also be available on the Company's website at [www.flexituff.com] and on the website of the stock exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, in due course.

The Company has fixed 9th August, 2024 as the "Cut-off-Date" for the purpose of determining the eligibility of the members entitled to vote by remote e-voting. Those shareholders holding shares either in dematerialized form or in physical form, as on the close of business hours on 9th August, 2024 will be entitled to avail the facility of remote e-voting as well as voting at the EGM.

The Meeting of the Board of Directors commenced at 05:00 P.M and concluded at 6:30 p.m.

We request you to kindly take on record the same.

Thanking you,

Yours faithfully,

For Flexituff Ventures International Limited

Rishabh Kumar Jain
Company Secretary
Encl. As above

Annexure I

S.No.	Name of Proposed Allottee(s)	Category (Promoter Group/ Non Promoter)	No. of Warrants to be allotted
1	CHINTAN HEMANTKUMAR DESAI	Non-Promoter	Upto 60,000
2	JINENDRA G AND AND GOTHAM CHAND AS AUTHORISED REPRESENTATIVE OF 1955 VENTURE FUND	Non-Promoter	Upto 10,00,000
3	GUNAVANTH KUMAR REKHA AS AUTHORISED REPRESENTATIVE OF GJNX VENTURES	Non-Promoter	Upto 10,00,000
4	DIVYASHRI RAVICHANDRAN	Non-Promoter	Upto 2,00,000
5	RUPA DAS	Non-Promoter	Upto 50,000
6	ARTHY V	Non-Promoter	Upto 40,000
7	PRASHANT MISHRA	Non-Promoter	Upto 60,000
8	MANAV VIJAYAKUMAR	Non-Promoter	Upto 2,00,000
9	SINGHVI HERITAGE LLP	Non-Promoter	Upto 1,50,000
10	HIRACHAND PADMA JAIN	Non-Promoter	Upto 1,00,000
11	AVINASH .	Non-Promoter	Upto 1,00,000
12	HEMALATHA UMEDMAL GOLECHA	Non-Promoter	Upto 1,00,000
13	SADHANA BHANDARI	Non-Promoter	Upto 2,00,000
14	FLEXI FUSION SYSTEM PRIVATE LIMITED	Non-Promoter	Upto 4,50,000
15	FLEXIGEO SYSTEM PRIVATE LIMITED	Non-Promoter	Upto 1,90,000
16	ALVEOR PLASTIC TECHNOLOGIES PRIVATE LIMITED	Non-Promoter	Upto 6,00,000
17	HERBAL DREAM AYURVEDA CREATIONS PRIVATE LIMITED	Non-Promoter	Upto 4,50,000
18	SUDHANSHU SARAF	Non-Promoter	Upto 50,000
	TOTAL		50,00,000

Annexure II

The details relating to issuance of warrants as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Circular dated September 9, 2015 are as under:

Sr. No.	Particulars	Description
1	Type of securities proposed to be issued	Convertible Warrants carrying a right to subscribe 1 (One) Equity Share per Warrant.
2	Type of issuance	Preferential allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and other applicable laws
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 50,00,000 (Fifty Lakhs) Warrants, at a price of Rs. 41.75/- per Warrant, payable in cash ("Warrant Issue Price"), aggregating up to Rs. 20,87,50,000/- (Rupees Twenty Crores Eighty Seven Lakh Fifty Thousand only), each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10.00/- (Rupee Ten Only) each ("Equity Share(s)"). The price of the warrants has been determined in accordance with the ICDR Regulations. The preferential issue will be undertaken for cash consideration. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of Warrant(s); The price of the warrants and the number of Equity Shares to be allotted on conversion of warrants shall be subject to appropriate adjustments as permitted under applicable laws.
Additional information in case of preferential issue		
4.	Name of Investors	As per Annexure I
5.	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Refer Annexure III for outcome of subscription Issue Price is Rs. 41.75 per Warrant An amount equivalent to 25% of the Warrant Issue Price i.e. Rs. 10.44 shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price i.e. Rs.31.31

		shall be payable by the Warrant holder(s) on the exercise of the Warrant(s).
		Number of proposed allottees for Warrants - 18
6	In case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument;	Same will be intimated to stock exchange as and when warrants will be converted/ lapsed.
7	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not applicable

Annexure III

Post allotment of securities

Sr. No.	Name of Proposed Allottee(s)	Pre Issue Equity Shareholding		No. of Equity Shares to be allotted	No. of Warrants to be allotted	Post Issue Equity Shareholding (assuming full conversion of warrants)	
		No. of shares	%			No. of shares	%
1	CHINTAN HEMANTKUMAR DESAI	NIL	0	NIL	Upto 60,000	60,000	0.16
2	JINENDRA G AND AND GOTHAM CHAND AS AUTHORISED REPRESENTATIVE OF 1955 VENTURE FUND	NIL	0	NIL	Upto 10,00,000	10,00,000	2.64
3	GUNAVANTH KUMAR REKHA AS AUTHORISED REPRESENTATIVE OF GJNX VENTURES	NIL	0	NIL	Upto 10,00,000	10,00,000	2.64
4	DIVYASHRI RAVICHANDRAN	NIL	0	NIL	Upto 2,00,000	2,00,000	0.53
5	RUPA DAS	NIL	0	NIL	Upto 50,000	50,000	0.13

6	ARTHY V	NIL	0	NIL	Upto 40,000	40,000	0.11
7	PRASHANT MISHRA	NIL	0	NIL	Upto 60,000	60,000	0.16
8	MANAV VIJAYAKUMAR	NIL	0	NIL	Upto 2,00,000	2,00,000	0.53
9	SINGHVI HERITAGE LLP	NIL	0	NIL	Upto 1,50,000	1,50,000	0.40
10	HIRACHAND PADMA JAIN	NIL	0	NIL	Upto 1,00,000	1,00,000	0.26
11	AVINASH .	NIL	0	NIL	Upto 1,00,000	1,00,000	0.26
12	HEMALATHA UMEDMAL GOLECHA	NIL	0	NIL	Upto 1,00,000	1,00,000	0.26
13	SADHANA BHANDARI	NIL	0	NIL	Upto 2,00,000	2,00,000	0.53
14	FLEXI FUSION SYSTEM PRIVATE LIMITED	NIL	0	NIL	Upto 4,50,000	4,50,000	1.19
15	FLEXIGEO SYSTEM PRIVATE LIMITED	NIL	0	NIL	Upto 1,90,000	1,90,000	0.50
16	ALVEOR PLASTIC TECHNOLOGIES PRIVATE LIMITED	NIL	0	NIL	Upto 6,00,000	6,00,000	1.59
17	HERBAL DREAM AYURVEDA CREATIONS PRIVATE LIMITED	NIL	0	NIL	Upto 4,50,000	4,50,000	1.19
18	SUDHANSHU SARAF	NIL	0	NIL	Upto 50,000	50,000	0.13