

**NOTICE OF EXTRA ORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF FLEXITUFF VENTURES INTERNATIONAL LIMITED WILL BE HELD ON SATURDAY, 17<sup>TH</sup> AUGUST, 2024 AT 02:00 P.M. IST THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:-**

**SPECIAL BUSINESS:****1. Issuance of Convertible Warrants of the Company to certain identified persons / entity on Preferential Basis:**

To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and other applicable rules made thereunder and in accordance with enabling provisions of Memorandum of Association and Articles of Association of the Company, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI (ICDR) Regulations**”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**SEBI Takeover Regulations**”) (including any amendments thereto, statutory modification(s) or re-enactment (s) thereof for the time being in force) and subject to any other applicable laws, rules and regulations, circulars, notifications, clarifications, guidelines issued by the Ministry of Corporate Affairs (“**MCA**”), Government of India (“**GoI**”), Reserve Bank of India (“**RBI**”), the Securities and Exchange Board of India (“**SEBI**”), Stock Exchanges where the shares of the Company are listed (“**Stock Exchanges**”), and/or any competent statutory/regulatory authorities from time to time to the extent applicable, and subject to necessary approvals, sanctions, permissions, consents as may be necessary from SEBI, Stock Exchanges, GoI, RBI, MCA and other competent statutory/regulatory authorities as may be required in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting such approvals/ sanctions/ permissions and/or consents, if any, which may be agreed by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include any committee(s), which the Board has constituted or may constitute to exercise its powers, including the powers conferred on the Board by this resolution), is hereby authorised to accept, the consent of the members of the Company be and are hereby accorded to offer, issue and allot from time to time in one or more tranches, up to 49,50,000 (Forty Nine Lakhs and Fifty Thousand) warrants, each convertible into, or exchangeable for, 1 (One) fully paid up equity share of the Company of face value of Rs. 10/- (Rupees Ten only) each (“**Warrants**”) at a price of Rs. 41.75/- (Rupees Forty-One and Seventy Five Paise only) each payable in cash (“**Warrants Issue Price**”), aggregating up to Rs. 20,66,62,500/- (Rupees Twenty Crores Sixty Six Lakhs Sixty Two Thousand Five Hundred only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the below mentioned Non Promoters (hereinafter referred to as “**Proposed Allottees**”), by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice calling EGM, and on such other terms and conditions as set out herein, subject to applicable

laws and regulations, including the provisions of Chapter V of the SEBI (ICDR) Regulations and the Act, as the Board may determine (the “**Preferential Issue**”).

| Sr. No. | Name of the Proposed Allottee   | Category     | No. of Warrants       | Investment Amount (Rs.) |
|---------|---|--------------|-----------------------|-------------------------|
| 1.      | Chintan Hemantkumar Desai   | Non-Promoter | Upto 60,000           | 25,05,000               |
| 2.      | 1955 Venture Fund (Partnership Firm represented by its partners - Jinendra G And Gotham Chand)                | Non-Promoter | Upto 10,00,000        | 4,17,50,000             |
| 3.      | GJNX Ventures (Partnership Firm represented by its partners - Gunavanth Kumar Rekha and Ganavanth Kumar Neha) | Non-Promoter | Upto 10,00,000        | 4,17,50,000             |
| 4.      | Divyashri Ravichandran  | Non-Promoter | Upto 2,00,000         | 83,50,000               |
| 5.      | Rupa Das  | Non-Promoter | Upto 50,000           | 20,87,500               |
| 6.      | Arthy V   | Non-Promoter | Upto 40,000           | 16,70,000               |
| 7.      | Prashant Mishra   | Non-Promoter | Upto 60,000           | 25,05,000               |
| 8.      | Manav Vijayakumar   | Non-Promoter | Upto 2,00,000         | 83,50,000               |
| 9.      | Singhvi Heritage LLP  | Non-Promoter | Upto 1,50,000         | 62,62,500               |
| 10.     | Hirachand Padma Jain  | Non-Promoter | Upto 1,00,000         | 41,75,000               |
| 11.     | Avinash   | Non-Promoter | Upto 1,00,000         | 41,75,000               |
| 12.     | Hemalatha Umedmal Golecha   | Non-Promoter | Upto 1,00,000         | 41,75,000               |
| 13.     | Sadhana Bhandari  | Non-Promoter | Upto 2,00,000         | 83,50,000               |
| 14.     | Flexi Fusion System Private Limited   | Non-Promoter | Upto 4,50,000         | 1,87,87,500             |
| 15.     | Flexigeo System Private Limited   | Non-Promoter | Upto 1,90,000         | 79,32,500               |
| 16.     | Alveor Plastic Technologies Private Limited   | Non-Promoter | Upto 6,00,000         | 2,50,50,000             |
| 17.     | Herbal Dream Ayurveda Creations Private Limited   | Non-Promoter | Upto 4,50,000         | 1,87,87,500             |
|         | <b>Total</b>  |              | <b>Upto 49,50,000</b> | <b>20,66,62,500</b>     |

**RESOLVED FURTHER THAT** in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, the “**Relevant Date**” for the purpose of calculating the floor price for the issue of Warrants be and is hereby fixed as Thursday, 18<sup>th</sup> July 2024 being the date 30 (Thirty) days prior to the date of Extra-Ordinary General Meeting i.e. Saturday, 17<sup>th</sup> August 2024.

**RESOLVED FURTHER THAT** the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- a) The Convertible Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Convertible Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Convertible Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten only) each to the Convertible Warrant holder;
- b) An amount equivalent to 25% of the Convertible Warrant Issue Price shall be payable at the time of subscription and allotment of each Convertible Warrant and the balance 75% shall be payable by the Convertible Warrant holder(s) on the exercise of the Convertible Warrant(s);
- c) In the event that, a Convertible Warrant holder does not exercise the Convertible Warrants within a period of 18 (Eighteen) months from the date of allotment of such Convertible Warrants, the unexercised Convertible Warrants shall lapse and the amount paid by the Convertible Warrant holders on such Convertible Warrants shall stand forfeited by Company;
- d) The price determined above and the number of Equity Shares to be allotted on exercise of the Convertible Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- e) Apart from the said right of adjustment mentioned in (d) above, the Convertible Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Convertible Warrant holder thereof any rights akin to that of shareholder(s) of the Company;
- f) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Convertible Warrant holders upon exercise of the Convertible Warrants from the relevant Stock Exchanges in accordance with the SEBI Listing Regulations and all other applicable laws, rules and regulations;
- g) The Equity Shares so allotted on exercise of the Convertible Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing Equity Shares of the Company;
- h) The allotment of Convertible Warrants pursuant to this resolution shall be completed within a period of 15 (Fifteen) days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approval(s);
- i) The allotment of the Equity Shares pursuant to exercise of Convertible Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the allottees; and

- j) The Convertible Warrants and Equity Shares issued pursuant to the exercise of the Convertible Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issue of invitation to subscribe to the Warrants and a private placement offer cum application letter in Form No. PAS-4 and be issued to such Proposed Allottees inviting them to subscribe to the Warrants and consent of the Members of the Company be and are hereby accorded to the issuance of the same to the Proposed Allottees inviting them to subscribe to the Warrants.

**RESOLVED FURTHER THAT** the consideration received for allotment of Warrants to the Proposed Allottees shall be kept in separate bank account.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the preferential issue), utilisation of proceeds of the preferential issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the preferential issue, apply to Stock Exchanges for obtaining of in-principle for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants, apply to depositories for corporate actions and other activities as may be necessary for obtaining listing and trading approvals, to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants, file necessary forms with the appropriate authority or expedient in this regard, issuing clarifications, resolving or settling all questions, doubts or difficulties that may arise with regard and to give effect to such modifications changes, variations, alterations, deletions, additions with regard to the terms and conditions, as may be required by the Stock Exchanges, SEBI, MCA, or other authorities or agencies involved in or concerned with regard to such preferential issue, and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board, in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the power herein conferred, to any committee or any Director(s) or executive of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of this resolution including making necessary filings with the Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint consultants, professional advisors and legal advisors to give effect to the aforesaid resolution.”



**Flexituff Ventures International Limited**

C41-50, SEZ Sector-3

Pithampur – 454 775, Distt. Dhar (M.P.) India

Phone: 91-7292420200, 401681-82-83

Fax : 91-7292-401684

Email: mail@flexituff.com url: www.flexituff.com

**CIN : L25202MP1993PLC034616**

**By Order of the Board of Directors  
Flexituff Ventures International Limited**

**Date: 23.07.2024  
Place: Pithampur**

**Sd/-  
Rishabh Kumar Jain  
Company Secretary**

**NOTES:**

1. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC. The registered office of the Company shall be deemed to be the venue for the EGM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on their email Id: - [cs@flexituff.com](mailto:cs@flexituff.com), a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through Remote E-voting.
4. The Ministry of Corporate Affairs (“MCA”) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by Companies and has issued a circular on April 29, 2011 stating that the service of document by a Company can be made through electronic mode and in compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020. Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/Link Intime India Private Limited., the Registrar and Share Transfer Agent in case the shares are held by them in physical form.
5. Members who hold shares in dematerialized form are requested to quote Depository Account Number (Client ID No.) for recording of attendance at the meeting.
6. Members are requested to notify to the Company immediately, quoting Registered Folio No.,
  - Changes in their addresses, if any, with the pin code number.
  - Change in their residential status on return to India for permanent settlement;
  - Particulars of NRE account, if not furnished earlier.
7. Members who are holding shares in identical names in more than one folios, are requested to write to the Company/Registrar and Share Transfer Agent, to consolidate their holding in one folio.
8. Shareholders who are still holding physical share certificate are advised to dematerialize their shareholding to avail benefit of dematerialization.
9. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary at least seven working days before the date of the EGM so that the required information can be made available at the meeting.
10. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.



11. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the registered office of the Company during the office hours on all working days (except Sundays and Public Holidays) up to the date of this EGM.
12. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
13. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
14. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services India Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by CSDL.
16. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.flexituff.com](http://www.flexituff.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with e General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”).

17. The Company has appointed M/s. Ritesh Gupta & Co., Practicing Company Secretary (Membership No. F5200 & Certificate of Practice No. 3764) as Scrutinizer to scrutinize the remote e-voting and e-voting at the EGM in a fair and transparent manner.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Wednesday 14<sup>th</sup> August, 2024 at 09:00 A.M. and ends on at Friday 16<sup>th</sup> August, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 10<sup>th</sup> August, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 10<sup>th</sup> August, 2024.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

| <b>Login type</b>   | <b>Helpdesk details</b>  |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911 |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000                  |

(i)The voting period begins on Wednesday 14<sup>th</sup> August, 2024 at 09:00 A.M. and ends on at Friday 16<sup>th</sup> August, 2024 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 10<sup>th</sup> August, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii)Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.



Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders      Login Method

Individual Shareholders holding securities in Demat mode with CDSL Depository

1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit [www.cdslindia.com](http://www.cdslindia.com) and click on Login icon and select New System Myeasi.

2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin> the system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

**Individual Shareholders holding securities in demat mode with NSDL Depository**

- 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “Register Online for IDeAS “Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP).  
You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type      Helpdesk details

Individual Shareholders holding securities in Demat mode with CDSL Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Demat mode with NSDL Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat. PAN  
Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department  
(Applicable for both demat shareholders as well as physical shareholders)

    - Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

    - If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@flexituff.com](mailto:cs@flexituff.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 2 (two) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.



**Flexituff Ventures International Limited**

C41-50, SEZ Sector-3

Pithampur – 454 775, Distt. Dhar (M.P.) India

Phone: 91-7292420200, 401681-82-83

Fax : 91-7292-401684

Email: mail@flexituff.com url: www.flexituff.com

**CIN : L25202MP1993PLC034616**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

Pursuant to Section 102 of the Companies Act, 2013 (“Act”) and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1:

**ITEM NO. 1:****To Issue and Allot Convertible Warrants on Preferential Basis:**

The Board of Directors of the Company (“the Board”) in their Meeting held on Thursday, 18<sup>th</sup> July 2024, subject to necessary approval(s), has approved the proposal for raising of funds by way of preferential issue of upto 50,00,000 (Fifty Lakhs) convertible warrants (“Convertible 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 Convertible Warrant (“Issue Price”) on a preferential basis, for cash consideration. Due to ineligibility of one of the proposed allottee (viz. Sudhanshu Saraf intending to subscribe upto 50,000 Convertible Warrants) as per Regulation 159(1) of SEBI (ICDR) Regulations, the revised list of the proposed allottees and their details were intimated to the Stock Exchanges vide letter dated 23<sup>rd</sup> July 2024.

Necessary information or details in respect of the proposed preferential issue of Convertible Warrants in terms of Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the SEBI (ICDR) Regulations are as under:

**1) Particulars of the offer including date of passing of the Board resolution, kind of securities offered, total/maximum number of securities to be issued and the issue price:**

The Board of Directors of the Company at their Meeting held on Thursday, 18<sup>th</sup> July 2024 read with intimation of revised list of proposed allottees to the stock exchanges vide letter dated 23<sup>rd</sup> July 2024 and subject to the approval of the Members of the Company and such other approvals as may be required, approved the issue of Convertible Warrants on a preferential basis, for cash consideration, in the following manner:

| Sr . No. | Name of the Proposed Allottee | Category     | PAN        | Nature and Number of Securities (Convertible Warrants) | Price of Each Security (In Rs.) | Investment Amount (Rs.) |
|----------|-------------------------------|--------------|------------|--|---------------------------------|-------------------------|
| 1        | Chintan Hemantkumar Desai     | Non-Promoter | AIGPD2455A | Upto 60,000  | 41.75                           | 25,05,000               |

|    |   |              |            |                       |       |                     |
|----|---|--------------|------------|-----------------------|-------|---------------------|
| 2  | 1955 Venture Fund (Partnership Firm represented by its partners - Jinendra G And Gotham Chand)                | Non-Promoter | AADFZ2935J | Upto 10,00,000        | 41.75 | 4,17,50,000         |
| 3  | GJNX Ventures (Partnership Firm represented by its partners - Gunavanth Kumar Rekha and Ganavanth Kumar Neha) | Non-Promoter | AAVFG1025C | Upto 10,00,000        | 41.75 | 4,17,50,000         |
| 4  | Divyashri Ravichandran  | Non-Promoter | FVYPR3075L | Upto 2,00,000         | 41.75 | 83,50,000           |
| 5  | Rupa Das  | Non-Promoter | AFUPD1203R | Upto 50,000           | 41.75 | 20,87,500           |
| 6  | Arthy V   | Non-Promoter | BNBPA9758C | Upto 40,000           | 41.75 | 16,70,000           |
| 7  | Prashant Mishra   | Non-Promoter | AEWPM6129E | Upto 60,000           | 41.75 | 25,05,000           |
| 8  | Manav Vijayakumar   | Non-Promoter | CEEPV1801C | Upto 2,00,000         | 41.75 | 83,50,000           |
| 9  | Singhvi Heritage LLP  | Non-Promoter | ADQFS0922G | Upto 1,50,000         | 41.75 | 62,62,500           |
| 10 | Hirachand Padma Jain  | Non-Promoter | CAKPP2090R | Upto 1,00,000         | 41.75 | 41,75,000           |
| 11 | Avinash   | Non-Promoter | AHLPA1008J | Upto 1,00,000         | 41.75 | 41,75,000           |
| 12 | Hemalatha Umedmal Golecha   | Non-Promoter | AAYPH2816F | Upto 1,00,000         | 41.75 | 41,75,000           |
| 13 | Sadhana Bhandari  | Non-Promoter | ABDPB7138E | Upto 2,00,000         | 41.75 | 83,50,000           |
| 14 | Flexi Fusion System Private Limited   | Non-Promoter | AADCF8700E | Upto 4,50,000         | 41.75 | 1,87,87,500         |
| 15 | Flexigeo System Private Limited   | Non-Promoter | AADCF9761D | Upto 1,90,000         | 41.75 | 79,32,500           |
| 16 | Alveor Plastic Technologies Private Limited   | Non-Promoter | AACCM6451G | Upto 6,00,000         | 41.75 | 2,50,50,000         |
| 17 | Herbal Dream Ayurveda Creations Private Limited   | Non-Promoter | AADCA2335C | Upto 4,50,000         | 41.75 | 1,87,87,500         |
|    | <b>Total</b>  |              |            | <b>Upto 49,50,000</b> |       | <b>20,66,62,500</b> |

The amount paid against Convertible Warrants shall be adjusted/ set-off against the issue price for the resultant Equity Shares.

**The issue and allotment of Convertible Warrants including resultant equity shares arising out of exercise of option attached to Convertible Warrants shall be on the terms and conditions, as mentioned below:**

- a) The Convertible Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to exercise the Convertible Warrants in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Convertible Warrants proposed to be exercised. The Company shall accordingly issue and allot the corresponding number of Equity Shares of face value of Rs. 10/- (Rupees Ten only) each to the Convertible Warrant holder;
- b) An amount equivalent to 25% of the Convertible Warrant Issue Price shall be payable at the time of subscription and allotment of each Convertible Warrant and the balance 75% shall be payable by the Convertible Warrant holder(s) on the exercise of the Convertible Warrant(s);
- c) In the event that, a Convertible Warrant holder does not exercise the Convertible Warrants within a period of 18 (Eighteen) months from the date of allotment of such Convertible Warrants, the unexercised Convertible Warrants shall lapse and the amount paid by the Convertible Warrant holders on such Convertible Warrants shall stand forfeited by Company;
- d) The price determined above and the number of Equity Shares to be allotted on exercise of the Convertible Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- e) Apart from the said right of adjustment mentioned in (d) above, the Convertible Warrants by themselves, until exercise of the conversion option and allotment of Equity Shares, do not give the Convertible Warrant holder thereof any rights akin to that of shareholder(s) of the Company;
- f) The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Convertible Warrant holders upon exercise of the Convertible Warrants from the relevant Stock Exchanges in accordance with the SEBI Listing Regulations and all other applicable laws, rules and regulations;
- g) The Equity Shares so allotted on exercise of the Convertible Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank *pari-passu* in all respects including dividend, with the existing Equity Shares of the Company;
- h) The allotment of Convertible Warrants pursuant to this resolution shall be completed within a period of 15 days from the passing of this resolution, provided that, where the allotment pursuant to this resolution is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval(s);
- i) The allotment of the Equity Shares pursuant to exercise of Convertible Warrants shall be completed within a period of 15 days from the date of such exercise by the allottees; and

- j) The Convertible Warrants and Equity Shares issued pursuant to the exercise of the Convertible Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.

**2) Objects of the preferential issue:**

The Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards the following objects:

| <b>Nature of Utilisation</b> | <b>Total estimated amount to be utilised for each of the Objects Amount (Rs.)*</b> | <b>Tentative timeline for utilisation (in months)</b> |
|------------------------------|--|---|
| Working Capital              | Upto Rs. 15,66,62,500/-  | 3 Months  |
| General Corporate Purposes   | Upto Rs. 5,00,00,000/-   | 3 Months  |
| <b>Total</b>                 | <b>Rs. 20,66,62,500/-</b>  |   |

*\*considering 100% conversion of Convertible Warrants into equity shares within the stipulated time.*

*Note: Not more than 25% of the consideration received for allotment of Convertible Warrants shall be utilised for general corporate purposes.*

Pending utilization of the proceeds from the preferential issue, the Company may invest such proceeds in money market instruments including money market mutual funds, deposits in scheduled commercial banks or any other avenues as permitted under applicable laws.

**3) Relevant Date:**

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, relevant date for determining the floor price for the preferential issue of the Convertible Warrants is Thursday, 18<sup>th</sup> July 2024 being the date 30 (Thirty) days prior to the date of this Extra-Ordinary General Meeting i.e. Saturday, 17<sup>th</sup> August 2024.

**4) Basis on which the price has been arrived at and justification for the price (including premium, if any) and Name and Address of the valuer who performed Valuation:**

- a. The equity shares of Company are listed on Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited and are frequently traded in accordance with the SEBI (ICDR) Regulations. The trading volume of Equity Shares of the Company was higher on National Stock Exchange of India Limited (the “**NSE**”) during the preceding 90 trading days prior to the Relevant Date for computation of issue price. Therefore, trading volume of the Equity Shares on the NSE has been considered to determine the issue price.
- b. In terms of the provisions of Regulation 164(1) of SEBI (ICDR) Regulations, the price at which Convertible Warrants shall be allotted shall not be less than higher of the following:
- (i) the 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or

- (ii) the 10 trading days volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

We also confirm that the Articles of Association doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

However, the allotment to the Proposed Allottee(s) shall be more than 5% of the post issue fully diluted Equity Share capital of the company, and therefore, the pricing of the Convertible Warrants to be allotted shall be higher of the following parameters:

- I. Price determined as per Regulation 164(1) of the SEBI (ICDR) Regulations (in case of frequently traded shares) which is Rs. 36.85 (Rupees Thirty Six and Eighty Five Paise only) per Equity Share; or
- II. Price determined as per Regulation 166A(1) of the SEBI (ICDR) Regulations which is Rs. 41.75 (Rupees Forty One and Seventy Five Paise only) per Equity Share.

Hence, the floor price is Rs. 41.75 (Rupees Forty One and Seventy Five Paise only) per Equity Share.

In view of the above, the Board of the Company has fixed the Issue price of Rs. 41.75 (Rupees Forty One and Seventy Five Paise only) as determined in compliance with the SEBI (ICDR) Regulations.

The valuation report dated July 18, 2024 issued by CA. Shivanand Chaudhary, independent registered valuer (registration no. IBBI/RV/06/2020/13074, having office at M-15, Munish Plaza, 20-Ansari Road, Daryaganj, New Delhi-110002), in accordance with Regulation 166A(1) of the SEBI (ICDR) Regulations (“**Valuation Report**”) shall be available for inspection by the members and the same may be accessed on the Company's website at the link: [www.flexituff.com](http://www.flexituff.com)

**Adjustments for Convertible Warrants:** The price determined above and the number of Equity Shares to be allotted on exercise of the Convertible Warrant shall be subject to appropriate adjustments, as permitted under applicable rules, regulations and laws from time to time.

**5) Amount which the Company intends to raise by way of such securities:**

The Company intends to raise upto Rs. 20,66,62,500/- (Rupees Twenty Crores Sixty Six Lakhs Sixty Two Thousand Five Hundred only).

**6) Intent of the Promoters, Directors or Key Managerial Personnel or Senior Management of the Company to subscribe to the preferential issue:**

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Warrants proposed to be issued under the Preferential Issue.

**7) Time frame within which the preferential issue shall be completed:**

As required under Regulation 170 of the SEBI (ICDR) Regulations, the Convertible Warrants will be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the proposed Convertible Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India, the allotment will be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions.

**8) Name of the proposed allottees, class and percentage of post preferential issue capital that may be held by them:**

| Name of the Propose Allottee  | Class        | Pre-Issue Holding |   | Issue of Convertible Warrants | Post-Issue Shareholding after Conversion of Convertible Warrants <sup>(a&amp;b)</sup> |      |
|---|--------------|-------------------|---|-------------------------------|---|------|
|   |              |                   |   | (Present Issue)               |   |      |
|   |              | No.               | % | (No)                          | No.   | %    |
| Chintan Hemantkumar Desai   | Non Promoter | Nil               | - | Upto 60,000                   | 60,000  | 0.16 |
| 1955 Venture Fund (Partnership Firm represented by its partners - Jinendra G And Gotham Chand)                | Non Promoter | Nil               | - | Upto 10,00,000                | 10,00,000   | 2.65 |
| GJNX Ventures (Partnership Firm represented by its partners - Gunavanth Kumar Rekha and Ganavanth Kumar Neha) | Non Promoter | Nil               | - | Upto 10,00,000                | 10,00,000   | 2.65 |
| Divyashri Ravichandran  | Non Promoter | Nil               | - | Upto 2,00,000                 | 2,00,000  | 0.53 |
| Rupa Das  | Non Promoter | Nil               | - | Upto 50,000                   | 50,000  | 0.13 |
| Arthy V   | Non Promoter | Nil               | - | Upto 40,000                   | 40,000  | 0.11 |
| Prashant Mishra   | Non Promoter | Nil               | - | Upto 60,000                   | 60,000  | 0.16 |
| Manav Vijayakumar   | Non Promoter | Nil               | - | Upto 2,00,000                 | 2,00,000  | 0.53 |
| Singhvi Heritage LLP  | Non Promoter | Nil               | - | Upto 1,50,000                 | 1,50,000  | 0.40 |



|   |              |     |   |               |          |      |
|---|--------------|-----|---|---------------|----------|------|
| Hirachand Padma Jain                            | Non Promoter | Nil | - | Upto 1,00,000 | 1,00,000 | 0.26 |
| Avinash   | Non Promoter | Nil | - | Upto 1,00,000 | 1,00,000 | 0.26 |
| Hemalatha Umedmal Golecha                       | Non Promoter | Nil | - | Upto 1,00,000 | 1,00,000 | 0.26 |
| Sadhana Bhandari                                | Non Promoter | Nil | - | Upto 2,00,000 | 2,00,000 | 0.53 |
| Flexi Fusion System Private Limited             | Non Promoter | Nil | - | Upto 4,50,000 | 4,50,000 | 1.19 |
| Flexigeo System Private Limited                 | Non Promoter | Nil | - | Upto 1,90,000 | 1,90,000 | 0.50 |
| Alveor Plastic Technologies Private Limited     | Non Promoter | Nil | - | Upto 6,00,000 | 6,00,000 | 1.59 |
| Herbal Dream Ayurveda Creations Private Limited | Non Promoter | Nil | - | Upto 4,50,000 | 4,50,000 | 1.19 |

**Note:**

- a. Assuming 21,18,724 convertible warrants converted into equity shares of Rs. 10 each in the ratio 1:1
- b. Assuming 49,50,000 convertible warrants allotted to proposed investors and converted into equity shares of Rs. 10 each in the ratio 1:1.

**9) Contribution being made by the promoters or Directors either as part of the offer or separately in furtherance of objects:**

No Contribution is being made by the promoters of the Company or Directors as part of the offer or separately in furtherance of its objects

**10) Principle terms of assets charged as securities:**

Not Applicable

**11) Shareholding pattern of the Company before and after the preferential issue:**

| Sr. No.    | Category of Shareholder   | Pre-issue<br>(As on 30.06.2024) |   | Post-Issue                  |   |
|------------|---|---------------------------------|---|-----------------------------|---|
|            |   | Pre-issue<br>Share held         | Diluted<br>% of<br>Holding <sup>(a)</sup> | Post - Issue<br>Shares held | Diluted<br>% of<br>Holding <sup>(a&amp;b)</sup> |
| <b>(A)</b> | <b>Shareholding of Promoter &amp; Promoter Group</b>  |                                 |   |                             |   |
| <b>(1)</b> | <b>Indian Promoters</b>   |                                 |   |                             |   |
|            | Individual  | 0                               | 0.00                                      | 0                           | 0.00  |
|            | Body Corporate  | 8181603                         | 24.93                                     | 8181603                     | 21.66   |
|            | Trust   | 2193616                         | 7.31                                      | 2400000                     | 6.35  |
|            | <b>Sub-Total (A1)</b>   | <b>10375219</b>                 | <b>32.24</b>                              | <b>10581603</b>             | <b>28.01</b>                                    |
| <b>(2)</b> | <b>Foreign Promoters (A2)</b>   |                                 |   |                             |   |
|            |   | 0                               | 0.00                                      | 0                           | 0.00  |
|            | <b>Total (A1)+(A2)</b>  | <b>10375219</b>                 | <b>32.24</b>                              | <b>10581603</b>             | <b>28.01</b>                                    |
| <b>(B)</b> | <b>Non Promoters' Holding</b>   |                                 |   |                             |   |
| <b>(1)</b> | <b>Institutions</b>   |                                 |   |                             |   |
|            | <b>Institutions (Domestic)</b>  |                                 |   |                             |   |
| (a)        | Insurance Companies   | 845137                          | 2.57                                      | 845137                      | 2.24  |
|            |   |                                 |   |                             |   |
|            | <b>Institutions (Foreign)</b>   |                                 |   |                             |   |
| (a)        | Foreign Portfolio Investors<br>(Category-1)   | 231110                          | 0.70                                      | 231110                      | 0.61  |
|            | <b>Sub-Total (B1)</b>   | <b>1076247</b>                  | <b>3.28</b>                               | <b>1076247</b>              | <b>2.85</b>                                     |
| <b>(2)</b> | <b>Non-institutions</b>   |                                 |   |                             |   |
| (a)        | Bodies Corporate  | 10194648                        | 32.10                                     | 12226988                    | 32.37   |
| (b)        | Directors and Relatives   | 0                               | 0.00                                      | 0                           | 0.00  |
| (c)        | Key Managerial Personnel  | 0                               | 0.00                                      | 0                           | 0.00  |
| (d)        | Relatives of promoters (other than immediate relatives of promoters disclosed under Promoter and Promoter Group category) | 0                               | 0.00                                      | 0                           | 0.00  |
| (e)        | Indian Public   | 5555939                         | 20.80                                     | 7935939                     | 21.01   |
| (f)        | Clearing Members  | 1145                            | 0.00                                      | 1145                        | 0.00  |
| (g)        | Foreign Company   | 3129446                         | 9.53                                      | 3129446                     | 8.28  |
| (h)        | Hindu Undivided Family  | 281691                          | 1.17                                      | 581691                      | 1.54  |
| (i)        | Limited Liability Partnership   | 54000                           | 0.16                                      | 204000                      | 0.54  |
| (j)        | Partnership Firm  | 0                               | 0.00                                      | 2000000                     | 5.29  |

|     |   |                 |               |                 |               |
|-----|---|-----------------|---------------|-----------------|---------------|
| (k) | Foreign Nationals                             | 0               | 0.00          | 0               | 0.00          |
| (l) | Non Resident Indians (NRIs)                   | 35580           | 0.11          | 35580           | 0.09          |
| (m) | Trust   | 0               | 0.00          | 0               | 0.00          |
| (n) | Investor Education and Protection Fund (IEPF) | 167             | 0.00          | 167             | 0.00          |
| (o) | Unclaimed Shares                              | 0               | 0.00          | 0               | 0.00          |
|     | <b>Sub-Total (B2)</b>                         | <b>19252616</b> | <b>64.48</b>  | <b>26114956</b> | <b>69.14</b>  |
|     | <b>Total (B1)+(B2)</b>                        | <b>20328863</b> | <b>67.76</b>  | <b>27191203</b> | <b>71.99</b>  |
|     | <b>GRAND TOTAL</b>                            | <b>30704082</b> | <b>100.00</b> | <b>37772806</b> | <b>100.00</b> |

**Note:**

- Assuming 21,18,724 convertible warrants converted into equity shares of Rs. 10 each in the ratio 1:1
- Assuming 49,50,000 convertible warrants allotted to proposed investors and converted into equity shares of Rs. 10 each in the ratio 1:1.

- 12) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

| Sr. No | Details of the proposed Allottee | PAN        | Category/ Class of proposed Allottee | Ultimate Beneficial Owner of the proposed Allottee | Pre-issue Share holding | % to Pre issue Capital | No of Convertible Warrants proposed to be allotted | Number of Equity Shares proposed to be allotted or to be allotted post conversion of Convertible Warrants into Equity | % to post issue capital (a&b) |
|--------|----------------------------------|------------|--------------------------------------|--|-------------------------|------------------------|--|---|-------------------------------|
| 1.     | Chintan Hemantkumar Desai        | AIGPD2455A | Non Promoter (Individual)            | Not Applicable                                     | Nil                     | -                      | 60,000   | 60,000  | 0.16                          |
| 2.     | 1955 Venture Fund                | AADFZ2935J | Non Promoter                         | MR. JINE NDR                                       | Nil                     | -                      | 10,00,000  | 1000000   | 2.65                          |

|    |   |            |                                 |  |     |   |           |         |      |
|----|---|------------|---------------------------------|--|-----|---|-----------|---------|------|
|    | (Partnership Firm represented by its partners - Jinendra G And Gotham Chand)                                  |            | (Partnership Firm)              | A G - 90%  |     |   |           |         |      |
| 3. | GJNX Ventures (Partnership Firm represented by its partners - Gunavanth Kumar Rekha and Ganavanth Kumar Neha) | AAVFG1025C | Non Promoter (Partnership Firm) | Gunavanth Kumar Rekha - 50%<br>Ganavanth Kumar Neha -50% | Nil | - | 10,00,000 | 1000000 | 2.65 |
| 4. | Divyashri Ravichandran  | FVYPR3075L | Non Promoter (Individual)       | Not Applicable   | Nil | - | 2,00,000  | 200000  | 0.53 |
| 5. | Rupa Das  | AFUPD1203R | Non Promoter (Individual)       | Not Applicable   | Nil | - | 50,000    | 50,000  | 0.13 |
| 6. | Arthy V   | BNBPA9758C | Non Promoter (Individual)       | Not Applicable   | Nil | - | 40,000    | 40,000  | 0.11 |
| 7. | Prashant Mishra   | AEWPM6129E | Non Promoter (Individual)       | Not Applicable   | Nil | - | 60,000    | 60,000  | 0.16 |
| 8. | Manav Vijayakumar   | CEEPV1801C | Non Promoter (Individual)       | Not Applicable   | Nil | - | 2,00,000  | 200000  | 0.53 |

|     |                           |            |                                      |   |     |   |          |        |      |
|-----|---------------------------|------------|--------------------------------------|---|-----|---|----------|--------|------|
| 9.  | Singhvi Heritage LLP      | ADQFS0922G | Non Promoter<br>(Body Corporate-LLP) | L. Dhar mich and Singhvi-25%<br><br>D. Prakash Devi-25%<br><br>D Sunil Kumar-25%<br><br>D Rishabh Singhvi-25% | Nil | - | 1,50,000 | 150000 | 0.40 |
| 10. | Hirachand Padma Jain      | CAKPP2090R | Non Promoter (Individual)            | Not Applicable  | Nil | - | 1,00,000 | 100000 | 0.26 |
| 11. | Avinash                   | AHLPA1008J | Non Promoter (Individual)            | Not Applicable  | Nil | - | 1,00,000 | 100000 | 0.26 |
| 12. | Hemalatha Umedmal Golecha | AAYPH2816F | Non Promoter (Individual)            | Not Applicable  | Nil | - | 1,00,000 | 100000 | 0.26 |
| 13. | Sadhana Bhandari          | ABDPB7138E | Non Promoter (Individual)            | Not Applicable  | Nil | - | 2,00,000 | 200000 | 0.53 |

|     |   |            |                                  |                               |     |   |          |        |      |
|-----|---|------------|----------------------------------|-------------------------------|-----|---|----------|--------|------|
| 14. | Flexi Fusion System Private Limited             | AADCF8700E | Non Promoter<br>(Body Corporate) | Krishna Kumar Ruthi - 99.90 % | Nil | - | 4,50,000 | 450000 | 1.19 |
| 15. | Flexigeo System Private Limited                 | AADCF9761D | Non Promoter<br>(Body Corporate) | Vinet Chandra - 99.99 %       | Nil | - | 1,90,000 | 190000 | 0.50 |
| 16. | Alveor Plastic Technologies Private Limited     | AACCM6451G | Non Promoter<br>(Body Corporate) | Abhishek Mansingka - 64.29 %  | Nil | - | 6,00,000 | 600000 | 1.59 |
| 17. | Herbal Dream Ayurveda Creations Private Limited | AADCA2335C | Non Promoter<br>(Body Corporate) | Padma Kalani - 41.6 %         | Nil | - | 4,50,000 | 450000 | 1.19 |

**Note:**

- Assuming 21,18,724 convertible warrants converted into equity shares of Rs. 10 each in the ratio 1:1
- Assuming 49,50,000 convertible warrants allotted to proposed investors and converted into equity shares of Rs. 10 each in the ratio 1:1.

**13) Change in Control or Management, if any, that would occur in the Company consequent to the preferential issue:**

There shall be no change in the management or control of the Company pursuant to the proposed issue and allotment of Convertible Warrants including conversion thereof into Equity Shares of the Company.

**14) Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:**

Not applicable. The Preferential Issue is being made for cash.



**15) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the financial year 2024-2025.

**16) Lock-in Period:**

The Convertible Warrants allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Convertible Warrants as above shall be subject to a lock-in for such period as per Chapter V of the SEBI (ICDR) Regulations.

**17) Listing:**

The Company will make an application to the Stock Exchanges on which the existing Equity Shares are listed, for listing of the Equity Shares allotted to the Convertible Warrant holders pursuant to conversion of the Convertible Warrants. Such Equity Shares, once allotted, shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**18) The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:**

As mentioned above, the Proposed Allottees are non-promoter group of the Company and such status will continue to remain the same post the Preferential Issue.

**19) Practicing Company Secretary Certificate:**

M/s Nikhil Dhanotiya & Associates, a practicing company secretary, have issued a certificate dated July 23, 2024 confirming that the issue of the Equity Shares is being made in accordance with the requirements of the SEBI (ICDR) Regulations.

The copy of the certificate shall be placed in the meeting and Company's website link for the Certificate is [www.flexituff.com](http://www.flexituff.com).

**20) Material terms of the proposed Preferential Issue of the Convertible Warrants:**

The material terms of the proposed preferential issue of the Convertible Warrants are stipulated in the Special Resolution and explanatory statement to this Notice.

**21) Other disclosures:**

- a. Neither the Company nor its Director(s) or Promoter(s) have been declared as wilful defaulter or fraudulent borrower as defined under the Schedule VI of SEBI (ICDR) Regulations. None of its Director(s) or Promoter(s) are declared as fugitive economic offender as defined under the SEBI (ICDR) Regulations;

- b. The Company is eligible to make the preferential issue under Chapter V of the SEBI (ICDR) Regulations;
- c. The valuation report from an independent registered valuer, CA Shivanand Chaudhary (Reg. No IBBI/RV/06/2020/13074) has issued the valuation report for the issue. The copy of the report has been uploaded on the Company's website, link for which is [www.flexituff.com](http://www.flexituff.com)
- d. The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI Listing Regulations, maintaining a minimum of 25% of the paid-up capital in the hands of the public.
- e. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
- f. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees before an application seeking in-principle approval is made by the Company to the stock exchanges where its equity shares are listed.
- g. The Company shall be making application seeking in-principle approval to the stock exchanges, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.
- h. The Equity Shares held by all the Proposed Allottees in the Company are in dematerialized form only.
- i. No person belonging to the promoters / promoter group has previously subscribed to and paid for any Convertible Warrants of the Company during the last one year.
- j. As the Equity Shares have been listed for a period of more than 90 (Ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI (ICDR) Regulations governing re-computation of the price of shares shall not be applicable;
- k. The Company shall re-compute the price of the Equity Shares to be allotted under the preferential issue in terms of the provisions of SEBI (ICDR) Regulations where it is required to do so.
- l. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Equity Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.
- m. The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the Listing Agreement with the Stock Exchanges and the SEBI Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.
- n. The Proposed Allottees have not sold or transferred any Equity Shares during 90 (Ninety) trading days preceding the Relevant Date.

**Flexituff Ventures International Limited**

C41-50, SEZ Sector-3

Pithampur – 454 775, Distt. Dhar (M.P.) India

Phone: 91-7292420200, 401681-82-83

Fax : 91-7292-401684

Email: mail@flexituff.com url: www.flexituff.com

**CIN : L25202MP1993PLC034616**

In terms of Section 42, Section 62(1)(c) of the Act read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Act only after the approval of its Members by way of a Special Resolution has been obtained. Further in terms of Regulations 160 of SEBI (ICDR) Regulations, a Special Resolution needs to be passed by Members of a listed company to issue Convertible Warrants on preferential basis.

The documents referred to in the Notice, for which this Members's approval is being obtained, will be available electronically for inspection on website at [www.flexituff.com](http://www.flexituff.com) from the date of circulation of this Notice up to the date of EGM i.e. Saturday, 17<sup>th</sup> August, 2024. Members seeking to inspect such documents can send an email to [cs@flexituff.com](mailto:cs@flexituff.com)

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors or any Key Managerial Personnel(s) of the Company or their respective relatives are concerned or interested financially or otherwise, either directly or indirectly in passing of the said Resolution, save and except to the extent of their respective interest as shareholders of the Company.

**By Order of the Board of Directors  
Flexituff Ventures International Limited**

**Date: 23.07.2024****Place: Pithampur**

**Sd/-  
Rishabh Kumar Jain  
Company Secretary**