

22<sup>nd</sup> August, 2025

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

**Sub: -Disclosure of Voting Results and Scrutinizer's Report on Postal Ballot Notice dated July 18, 2025.**

Dear Sir / Madam,

The Company had sought approval of the members of the Company to appoint Mr. Sunil Ramsinghani (Holding DIN: 11121244) as a Non-Executive Independent Director of the Company, for a term of 5 (five) consecutive years with effect from May 28, 2025.

The aforesaid resolution have been passed by the shareholders with more than requisite majority, on **Thursday, August 21, 2025**. (Last date of remote e-voting).

We hereby submit the following documents pertaining to the postal ballot:

1. **Annexure-I:** Voting Results as required under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. **Annexure-II:** Scrutinizer's Report dated August 22, 2025, pursuant to Section 108 and other applicable provisions of the Companies Act, 2013 and Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014, as amended from time to time

The above documents are also being uploaded on the Company's website [www.flexituff.com](http://www.flexituff.com). Kindly take the above information in your records.

Thanking You,  
**Yours Faithfully,**  
**For Flexituff Ventures International Limited**

**Ms. Priya Soni**  
**Company Secretary and Compliance Officer**  
**M.No: A58472**

**Encl: As above**

## Annexure- I

### Result of Postal Ballot

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), also read with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 9/2023 dated 25th September, 2023 and 9/2024 dated 19th September, 2024, issued by the Ministry of Corporate Affairs, Government of India ('MCA Circulars'), the approval of shareholders was sought by postal ballot as per details furnished in the Postal Ballot Notice dated July 18, 2025, sent to all shareholders of the Company, on the following proposal for passing Special Resolution by way of postal ballot only by voting through electronic means.

S.no.	Agenda	Resolution required ( Ordinary/ Special)	Mode of Voting	Remarks
1.	To approve the appointment of Mr. Sunil Ramsinghani (Holding DIN: 11121244) as a Non-Executive Independent Director	Special Resolution	E-voting	-

Mr. Ritesh Gupta & Co., a Practicing Company Secretary who was appointed as the scrutinizer for conducting postal ballot process in a fair and transparent manner, submitted his report on the postal ballot.

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, details regarding postal ballot are as follows:

Date of the AGM/EGM	NA
Date of Postal Ballot Notice	18 <sup>th</sup> July, 2025
Total number of Shareholders on the record date	4936
No. of Shareholders present in the meeting either in person or proxy Promoters and promoter group: Public:	NA (Resolutions passed through Postal Ballot)

<b>No. of Shareholders attend the meeting through Video Conferencing:</b>	<b>NA</b>
Promoters and promoter group: Public:	<b>(Resolutions passed through Postal Ballot)</b>

**ITEM – 1: Appointment of Mr. Sunil Ramsinghani (Holding DIN: 11121244) as a Non-Executive Independent Director**

Resolution required: (Ordinary/ Special)			Special					
Whether promoter /promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
<b>Promoter and promoter group</b>	<b>E- Voting Poll</b>	10581603	8181603	77.31	8181603	0	100.00	0
			-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>	10581603	8181603	77.31	8181603	0	100.00	0
<b>Public-Institutions</b>	<b>E- Voting Poll</b>	974861	0	0	0	0	0	0
			-	-	-	-	-	-
	<b>Postal Ballot (if applicable)</b>		-	-	-	-	-	-
	<b>Total</b>	974861	0	0	0	0	0	0
<b>Public Non</b>	<b>E- Voting Poll</b>		5756530	27.00	5756530	0	100.00	0
			-	-	-	-	-	-

Institution s	Postal Ballot (if applicabl e)	21266342	-		-	-	-	-
	<b>Total</b>	21266342	5756530	27.00	5756530	0	100.00	0
<b>Total</b>		<b>32822806</b>	<b>1393813 3</b>	<b>42.46</b>	<b>139381 33</b>		<b>100.00</b>	<b>0</b>

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	NIL
Public- Institutions	NIL
Public- Non Institutions	NIL
Total	NIL

**Whether resolution is passed or not? (Yes/No): Yes**

On the basis of the report received from M/s Ritesh Gupta and Co, Practicing Company Secretary and scrutinizer, 100.00% of total votes polled are in favor of the above-mentioned Resolution, the said resolution is duly passed as Special Resolution as mentioned in the notice dated July 18, 2025, with requisite majority, as per **Annexure I**.

**RITESH GUPTA**  
**M.Com., LL.B., FCS.**



**RITESH GUPTA & CO.**  
**COMPANY SECRETARIES**

G-1, 56-Anil Nagar, M. R. 9 Road, Indore-8 (MP) ☎94253-11503, 78798-41500, Email: riteshguptafcs@yahoo.com

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**SCRUTINIZER'S REPORT**

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and voting through electronic system provided in terms of circulars issued by Ministry of Corporate Affairs]

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To,  
The Chairperson  
M/s. Flexituff Ventures International Limited  
CIN: L25202MP1993PLC034616  
6<sup>th</sup> Floor, Treasure Island, 11 South Tukoganj, M.G. Road,  
Indore, Madhya Pradesh, India, 452001 (M.P.)

**Sub:** Scrutinizer's report on passing of special resolution through postal ballot by way of remote e-voting for Resolution as set out in the Postal Ballot Notice dated 18<sup>th</sup> July, 2025.

Dear Sir,

I, **Ritesh Gupta**, Practicing Company Secretary, Indore appointed as Scrutinizer by passing of resolution dated 18<sup>th</sup> July, 2025 pursuant to the authority granted by the Board of Directors of **Flexituff Ventures International Limited** pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules made there under for conducting the Postal Ballot / E-voting process in connection with the resolution as set out in the Postal Ballot Notice dated 18<sup>th</sup> July, 2025:

I submit my report as under:

1. The management of the Company is responsible for the compliance with the requirements of the relevant provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013, ("Act") and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") (including any statutory modification(s) amendment(s), or re-enactment(s) thereof, for the time being in force), read with General Circular Nos. 09/2024 Dated 19<sup>th</sup> September 2024, 09/2023 Dated 25<sup>th</sup> December, 2023, 11/2022 dated 28<sup>th</sup> December, 2022, 3/2022 dated 5<sup>th</sup> May, 2022, 20/2021 dated 8<sup>th</sup> December, 2021, 10/2021 dated 23<sup>rd</sup> June, 2021, 39/2020 dated 31<sup>st</sup> December, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and 14/2020 dated 8<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

2. My responsibility is only to the extent of issuing a Scrutinizer's Report for ascertaining the votes cast "in favour" or "against" on the resolutions as set out in the Postal Ballot Notice dated 18th July, 2025.
3. The members of the Company holding shares as on the "Cut-off" date i.e., Friday, 18th July, 2025 were entitled to vote on the proposed resolutions as set out in the Postal Ballot Notice dated 18th July, 2025 through Postal Ballot, only by way of remote e-voting ("e-voting") process.
4. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") the authorised e-voting agency to provide the e-voting facility.
5. In accordance with the Postal Ballot Notice dated 18th July, 2025 sent to the shareholders the remote e-voting commenced at 9:00 A.M. (IST) on Wednesday, 23<sup>rd</sup> day of July, 2025 and remained opened up to 5:00 P.M. (IST) on Thursday, 21<sup>st</sup> day of August, 2025.
6. At the end of the voting period (remote e-voting) on, 21<sup>st</sup> day of August, 2025 at 5:00 P.M., the voting portal of the Central Depository Services (India) Limited (CDSL) was closed forthwith.
7. Pursuant to the provisions of the Act and MCA Circulars, the Company has sent Postal Ballot Notice dated 18th July, 2025, to its Members whose names appeared in the Register of Members/Register of Beneficial owners maintained by the Depositories, as on the Cut-off date i.e. Friday, 18th July, 2025 and whose email addresses were registered with the Company, Share Transfer Agent of the Company, Depositories viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") or the Depositories Participant(s), through electronic means (e-mail) only and has not dispatched physical notices to any member.
8. Pursuant to the provisions of the Act read with MCA Circulars and SEBI Circular the manner of voting on the proposed resolution was only through remote e-voting i.e., by casting votes electronically were adhered. Therefore, neither the Company nor I have received any physical copy of documents related to aforesaid Postal Ballot.
9. After completion of remote e-voting, the result thereof was unblocked from the website of CDSL i.e., [www.evotingindia.com](http://www.evotingindia.com), in the presence of two witnesses Ms. Yogita Deokar and Mr. Harsh Saxena who are not in the employment of the Company.
10. The particulars of report downloaded from the website of CDSL have been entered in a separate register maintained for the purpose of Postal Ballot.

11. The register and other documents relating to e-voting will be handed over to the Company Secretary and Compliance Officer for the safe custody once the Chairman considers, approves and signs the Postal Ballot Minutes.
12. Based on the data downloaded from the official website of the **Central Depository Services (India) Limited (CDSL)** the Report on the results of voting on each resolution are given hereunder: -

**"VOTINGRESULTS"**

<b>Item No. 1: Special Resolution:</b>	<b>TO APPROVE THE APPOINTMENT OF MR. SUNIL RAMSINGHANI (HOLDING DIN: 11121244) AS A NON EXECUTIVE INDEPENDENT DIRECTOR -</b>								
<b>Manner of Voting</b>	<b>Votes in Favourof Resolution</b>			<b>Votes Againstthe Resolution</b>			<b>InvalidVotes</b>		
	<b>No. of Members</b>	<b>No. of shares</b>	<b>(%)</b>	<b>No. of Members</b>	<b>No. of shares</b>	<b>(%)</b>	<b>No. of Members</b>	<b>No. of shares</b>	<b>(%)</b>
Postal Ballot through remote E- Voting	89	13938133	100%	0	0	0	0	0	0
<b>Total</b>	<b>89</b>	<b>13938133</b>	<b>100%</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

The Resolutions under remote E-voting shall be deemed to have been passed with the requisite majority of the members of the Company. Accordingly, I request the Chairperson, to announce the voting results of the said Postal Ballot.

Thanking You.

Issued at Indore dated 22<sup>nd</sup> August, 2025

**For Ritesh Gupta & Co.,  
Company Secretaries**

RITESH  
GUPTA

Digitally signed by  
RITESH GUPTA  
Date: 2025.08.22  
15:38:58 +05'30'

**Ritesh Gupta**

**FCS: 5200 | CP: 3764**

**PR Certificate No.: 6837/2025**

**UDIN: F005200G001060309**

**For Flexituff Ventures International Limited**

**SUNIL  
RAMSINGHANI**

Digitally signed by SUNIL RAMSINGHANI  
DN: c=IN, o=Personal,  
2.5.4.20=c0d6963957a46aaabdf41c9f5fa43bf5e04,  
2076324e0982205c2d20c246, postalCode=452001,  
st=Madhya Pradesh,  
serialNumber=6a8f6cc3f2c3935e190a3a2b044faa95  
434b3e1a46335b749b9c4b64ae5c3, cn=SUNIL  
RAMSINGHANI  
Date: 2025.08.22 19:31:31 +05'30'

**Chairperson**