

NOTICE OF 32nd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 32ND ANNUAL GENERAL MEETING OF FLEXITUFF VENTURES INTERNATIONAL LIMITED WILL BE HELD ON TUESDAY 30TH SEPTEMBER, 2025, AT 2:00 P.M. IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS

1. To receive, consider and adopt

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with the reports of the Board of Directors and Auditors thereon, to consider and if thought fit, to pass, the following resolution as Ordinary Resolution;**

"RESOLVED THAT pursuant to the provisions of section 129 of Companies Act, 2013 and rules made thereunder, the Audited Standalone Financial Statements of the Company consisting of the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended 31st March, 2025 and the Explanatory Notes annexed to, and forming part of, any of the said documents together with the reports of the Board of Directors and the Auditors report, as circulated to the Members, be and are hereby considered and adopted."

- b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 together with the report of Auditors thereon, to consider and if thought fit, to pass, the following resolution as Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of section 129 of Companies Act, 2013 and rules made thereunder, the Audited Consolidated Financial Statements of the Company consisting of the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended 31st March, 2025 and the Explanatory Notes annexed to, and forming part of, any of the said documents together with the reports of the Auditors, as circulated to the Members, be and are hereby considered and adopted."

2. To appoint a director in place of Mr. Jagdish Prasad Pandey (DIN: 00225969), Whole-time Director of the Company, who retires by rotation and being eligible has offered himself for re-appointment, to consider and if thought fit, to pass, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the rules made there under and as per the Company's Articles of

Association, **Mr. Jagdish Prasad Pandey (DIN: 00225969)** Whole-time Director be and is hereby re-appointed as the Whole-time Director of the Company.”

- 3. To re-appoint M/s Mahesh C Solanki, Chartered Accountants, as the Statutory Auditors of the Company, and to fix their remuneration. To consider and if thought fit, to pass, the following resolution as Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 made thereunder, (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for the re-appointment of Statutory Auditor M/s Mahesh C Solanki & Co., Chartered Accountants, Indore (bearing Firm Registration No.006228C), to hold office for a period of 5 years, from the conclusion of Thirty Second (32nd) Annual General Meeting till the conclusion of Thirty Seventh (37th) Annual General Meeting of the Company, on a remuneration of Rs. 18,00,000/- per annum plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.;

SPECIAL BUSINESS

- 4. To consider and take on record appointment of M/s. Ritesh Gupta & Co. (Unique Identification No: P2025MP106200) as the Secretarial Auditor of the Company for term of five consecutive years starting from the FY 2025-26 till the FY 2029-30.**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of the Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 ('SEBI Listing Regulations') and other applicable law, if any, and read with applicable provisions of the Companies Act, 2013, each as amended, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company ('Board') (including any statutory modification's and re-enactment's, thereof for the time being in force) the approval of the members be and are hereby accorded to appoint **M/s Ritesh Gupta & Co., Peer Reviewed Firm of Company Secretaries in Practice (Unique Identification No: P2025MP106200)** as Secretarial Auditor of the company for the term of five consecutive years to hold the office from the financial year 2025-26 till the financial year 2029-30, to conduct the secretarial audit of the company and to issue the secretarial audit report and any other services in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, at such remuneration, plus applicable taxes and other out-off pocket expenses, as may be mutually agreed upon by the Board of Directors , based on the recommendation(s) of the Audit Committee, and the Secretarial Auditor of the Company;

RESOLVED FURTHER THAT the Board and/or any person authorized by the Board, be and is hereby authorized, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/ or otherwise considered by them to be in the best interest of the Company.”

5. To approve the Material Related Party Transactions between the Company and its Associate Company Flexituff Technology International Limited, and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, including any statutory amendment(s) or reenactment(s) thereof, for the time being in force, and in terms of Regulation 23(4) and Regulation 2(l)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, including any statutory modification(s) or re-enactment thereof, read with the Company’s Policy on Related Party Transactions, as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to the Company to enter into contracts/arrangements/ transactions or modification(s) of earlier contracts/ arrangements/transactions (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), between the Company and its Associate Company **Flexituff Technology International Limited (FTIL)**, ‘related party’ of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(l)(zb) of the SEBI Listing Regulations, in relation to sale or purchase of any goods or services from/to FTIL upto an amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only), on such terms and conditions as may be mutually agreed between the Company and **FTIL**, for a period of one year from the date of 32nd Annual General Meeting to 33rd Annual General Meeting, as set out in the Explanatory Statement annexed hereto, provided that the transactions so carried out shall at all times be on an arm’s length basis and in the ordinary course of business;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the Company;

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Madhya Pradesh & to do all such acts, deeds, things required for the aforesaid purpose.”

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

**Rahul Chouhan
Whole Time Director
(Holding DIN: 03307553)**

**Place: Indore
Date: 14/08/2025**

NOTES:

1. In view of general circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA") (collectively "MCA Circulars") permitting the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members.
2. Further, Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively "SEBI Circulars"), has provided relaxation from compliance with certain provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") regarding sending of hard copy of annual report and proxy form in line with aforesaid MCA Circulars. The registered office of the Company shall be deemed to be the venue for the AGM.
3. In compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI Listing Regulations as amended, MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM which does not require physical presence of members at a common venue on Tuesday, 30th September, 2025 at 02:00 P.M. (IST). The proceedings of the 32nd AGM of the Company will be deemed to be conducted at the Registered Office of the Company situated at 6th Floor Treasure Island 11 South Tukoganj, MG road, Indore Tukoganj, Indore, (M.P.)-452001 which shall be the deemed Venue of the AGM.
4. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the Act), in respect of the Special Business to be transacted at the Meeting under item no. 4 and 5 is annexed hereto and forms part of this Notice. Further the relevant details with respect to item no. 2 to 4 pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also annexed.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM 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 AGM 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 AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
6. Corporate Members whose Authorized Representatives are intending to attend the Meeting, pursuant to Section 112 and Section 113 of the Companies Act, 2013, through

VC/OAVM and to vote on their behalf at the Meeting and through remote e-voting are requested to send a certified copy of the Board Resolution (in PDF/JPG form) authorizing their representative to the Scrutinizer by e-mail at rgc1@yahoo.com with a copy marked to cs@flexituff.com.

7. In pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of State or Body Corporate can attend the AGM through VC/OAVM.
8. Electronic copy of the Notice for the AGM and the Annual Report for the financial year 2024-25 is being sent to all the Members whose e-mail id's are or to be registered upto the date of dispatch of this notice with the Company/Depository Participant(s). A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to the shareholders who have not registered their e-mail id with the Company's RTA or DP.
9. Dispatching of physical copies of the Financial Statements (including Board's Report, Auditors' Report and other documents required to be attached therewith) has been dispensed with in line with the aforementioned circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India unless the member has specifically requested for hard copy of the Annual Report to the Company at cs@flexituff.com mentioning there Folio No./DP ID and Client Id.
10. Members holding shares in electronic/demat mode and who have not got their e-mail addresses updated with the Depository Participants are requested to update their e-mail address and any changes therein through their Depository Participants. Members holding shares in physical mode are requested to update their e-mail address and mobile number, by sending e-mail quoting their Folio Number along with scanned copy of PAN (self-attested scanned copy) or AADHAR (self-attested scanned copy) to our Registrar and Share Transfer Agent, viz., MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at rnt.helpdesk@in.mpms.mufg.com and mark cc to Company: cs@flexituff.com. Also for any queries you may contact on 022-49186270.
11. All shareholder queries or service requests in electronic mode can be raised through MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) website, the link for which is <https://web.in.mpms.mufg.com/helpdesk/Service Request.html>.
12. SEBI vide its circulars SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated July 31, 2023 and August 04, 2023 respectively has introduced Online Dispute Resolution Portal ("ODR Portal"). Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company i.e. <https://flexituff.com/>.

13. In line with SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, SEBI has provided a **special window from July 7, 2025, to January 6, 2026, for investors to re-lodge transfer requests for physical shares** that were initially submitted before April 1, 2019, but were rejected or not processed due to document deficiencies. All such re-lodged shares will be transferred only in dematerialized form following the due process. This initiative aims to ease investment processes and protect investor rights.
14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are having demat accounts. Members holding shares in physical form are requested to submit PAN details to the Company / Registrar.
15. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17th May, 2023 read with SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023, in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature) and nomination details. As per the said Circulars, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details.

Accordingly, the Company had sent an intimation letter to all the shareholders holding shares in physical form at their registered address requesting them to comply with the provisions of the aforesaid SEBI Circulars. The forms for updating the aforesaid details are available on the website of the RTA and the Company and the members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

16. Members are requested to ensure that the abovementioned KYC details are updated as and when there is a change in order to receive all important shareholder communications and corporate benefits. Members holding shares in electronic mode may update the KYC details with their respective Depository Participants.
17. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company's Registrar and Transfer Agents, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at www.in.mpms.mufig.com. Members are requested to submit the said details to their depository participant in case the shares are held by them in dematerialized form and to MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) in case the shares are held in physical form.
18. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested as maintained under Section 170 and Section 189 of the Act, respectively will be available for inspection by the Members at the AGM in pdf mode.

19. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 24th day of September, 2025 to Tuesday, 30th day of September, 2025 (both days inclusive).
20. Members are requested to quote their Folio Number / Demat Account Number and contact details such as email address, contact number and complete address in all correspondence with the Company/Company's Registrar.
21. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the AGM.
22. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
23. Investor should register with their depository participant for the SMS alert facility. Both Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) alert investors through SMS of the debits and credits in their demat account.
24. M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), RTA of the Company has launched Investor Self-Service Portal called "SWAYAM" which is a secure, user-friendly web-based application that empowers shareholders to effortlessly access information through a dashboard for all companies, in which they hold shares, which are serviced by MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited). This portal can be accessed at <https://swayam.in.mpms.mufg.com> This portal enables shareholders to obtain an updated status on their electronic holdings across various companies as also to track dividend and other corporate action details. Shareholders can also raise queries/complaints on the same and track them till resolution. Physical holders can also avail of the portal services for folios which are KYC compliant.
25. 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/ MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Registrar and Share Transfer Agent in case the shares are held by them in physical form.
26. Members who hold shares in dematerialized form are requested to quote Depository Account Number (Client ID No.) for recording of attendance at the meeting.
27. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney,

change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Registrar and Share Transfer Agents of the Company i.e. M/s MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) in prescribed forms. The Company has sent communication to shareholders in this regard.

28. 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.
29. Shareholders who are still holding physical share certificate are advised to dematerialize their shareholding to avail benefit of dematerialization.
30. Members desirous of obtaining any information concerning on the Annual Report, Financial results or any other matters, are requested to send their queries to the Company Secretary via e-mail at cs@flexituff.com at least seven working days before the date of the AGM so that the required information can be made available at the meeting.
31. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
32. 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 AGM.
33. The Members can join the AGM 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 AGM 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 AGM without restriction on account of first come first served basis.
34. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
35. 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 and 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 AGM. 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 AGM will be provided by CSDL.

Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

The facility for voting through electronic voting system shall be made available at this AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

36. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at 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 and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

37. The Board of Directors of the Company has appointed M/s Ritesh Gupta & Co., Practicing Company Secretaries as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed 23rd September, 2025 (Tuesday) as the 'Cut-off Date'. The remote e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. 23rd September, 2025 (Tuesday) only.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

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.

- (i) The voting period begins on 27th September, 2025 at 09.00 A.M. IST and ends on 29th September, 2025 at 05.00 P.M. IST. 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 23rd September, 2025 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 abovesaid 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	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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, 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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.nsdl.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.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>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.</p>

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 or contact at toll free no. 1800 21 09911
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 or call at : 022 - 4886 7000 and 022 - 2499 7000

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.
- 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 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) <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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 **Flexituff Ventures International Limited** 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 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.
 - 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, 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 AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ 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 AGM/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 atleast **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@flexituff.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@flexituff.com. 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 AGM 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/AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM 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 cs@flexituff.com.
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.

Other Instructions:

- I. The e-voting module shall be disabled by CDSL for voting after 05:00 P.M. at 29th September, 2025 (Monday). Members holding shares in physical or in demat form as on 23rd September, 2025 (Tuesday) shall only be eligible for e-voting.
- II. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 23rd September, 2025 (Tuesday).
- III. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.
- IV. M/s Ritesh Gupta & Co., Practicing Company Secretaries (Unique Identification No: P2025MP106200) (Address: G-1, 56-Anil Nagar, M. R. 9 Road, Indore-8 (MP) has been appointed as the scrutinizer to conduct the e-voting process.
- V. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company.
- VI. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company **www.flexituff.com** and on the website of CDSL.

- VII. The resolutions shall be deemed to be passed on the date of Annual General Meeting of the Company, subject to receipt of sufficient votes.
- VIII. The result declared along with the Scrutinizer's Report shall be placed on the Company's website **www.flexituff.com** and the Company shall simultaneously forward the results to BSE Limited and NSE Limited, where the shares of the Company are listed.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to 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 or call toll free no. 1800 21 09911.

By Order of the Board of Directors
Flexituff Ventures International Limited

Rahul chauhan
Whole-time Director
DIN: 03307553

Place: Indore
Date: 14/08/2025

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("ACT")

Item 4: To consider and take on record appointment of M/s. Ritesh Gupta & Co. as the Secretarial Auditor of the Company for term of five consecutive financial year starting from FY 2025-26 till the FY 2029-30

As per the provisions of Section 204 of the Act and Regulation 24A of the SEBI Listing Regulations, the Company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and as per recent amendment under Regulation 24A of the SEBI Listing Regulations, approval of members of the company required for such appointment or re-appointment of the Secretarial Auditors.

The Board of Director of the company at its meeting held on 14th August, 2025, has recommended the appointment of the **M/s Ritesh Gupta & Co, Peer Reviewed Firm of Company Secretaries in Practice (Unique Identification No: P2025MP106200)**, as Secretarial Auditor of the company for the term of five consecutive years commencing from the financial year 2025-26 till the financial year 2029-30 to undertake the secretarial audit of the company and to issue the secretarial audit report and any other services as may be approved by the board for the aforesaid period.

Mr. Ritesh Gupta, (Proprietor) of **M/s Ritesh Gupta & Co, Company Secretaries in Practice (Unique Identification No: P2025MP106200)** has consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. Mr. Ritesh Gupta (Proprietor) of **M/s Ritesh Gupta & Co**, has also confirmed that the firm has not incurred any disqualification and is eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24A (1A) of SEBI Listing Regulations, provisions of Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December 2024.

Your Directors recommend the Resolution at Item No. 4 for approval by the Members by way of Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out at Item No. 4 of the Notice.

Item 5: To approve the Material Related Party Transactions between the Company and its Associate Company Flexituff Technology International Limited, and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution

Flexituff Technology International Limited ("FTIL") is an Associate Company and qualifies as a "Related Party" under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Company proposes to enter into Related Party Transactions ("RPTs") with FTIL for an aggregate amount not exceeding ₹150 Crores (Rupees One Hundred and Fifty Crores Only), during the period commencing from the conclusion of the 32nd Annual General Meeting (AGM) up to the date of the 33rd AGM to be held in the year 2026.

These transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis, based on commercial considerations such as operational synergies, supply chain efficiencies, and alignment with the Company's strategic objectives. The Audit Committee and the Board of Directors have reviewed and approved the proposed RPTs and are of the opinion that they are in the best interest of the Company.

Regulation 23 of the Listing Regulations mandates prior approval of the shareholders of a listed entity by means of an ordinary resolution for all "material" related party transactions ("RPTs") to which the listed entity or its subsidiary are a party, even if such transactions are in the ordinary course of business and at an arm's length basis. For this purpose, related party transaction shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed(s) Rs. 1,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Considering that the material threshold for these transactions are exceeding 10% of the annual consolidated turnover of the Company as on 31st March, 2025.

Accordingly, approval of the Members is being sought for entering into material RPTs with FTIL to sale or purchase any goods or services from/to FTIL upto an amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only)

None of the Directors, Key Managerial Personnel, or their relatives, except those who may be deemed to be interested in FTIL, are concerned or interested in the resolution.

In addition to the aforesaid details, Minimum information for approval of Related Party Transactions, as per the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 read with SEBI Master Circular dated 11th November, 2024 may also be noted.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and SEBI Master Circular dated 11th November, 2024, are as under:

S. No.	Particulars of the information	Details of RPTS
PART A: Minimum information of the proposed RPT		
A (1): Basic details of the related party		
1.	Name of the related party	Flexituff Technology International Limited ("FTIL")
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Technical Textiles
A(2): Relationship and ownership of the related party		
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: • Shareholding of the listed entity/subsidiary (in case of transaction involving the subsidiary), whether	<ul style="list-style-type: none"> • Flexituff Technology International Limited (FTIL) is an Associate Company of Flexituff Ventures International Limited ("FVIL"). • 576000 shares of Rs. 10/- each

	<p>direct or indirect, in the related party.</p> <ul style="list-style-type: none"> Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). <p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.</p> <p>While calculating indirect shareholding, held by relatives shall also be considered.</p>	<ul style="list-style-type: none"> NA NA 															
A(3): Details of previous transactions with the related party																	
1.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <table border="1"> <thead> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 2024-25 (In Lakhs)</th></tr> </thead> <tbody> <tr> <td>01.</td><td>Sale of Business</td><td>40300.93</td></tr> <tr> <td>02</td><td>Sale of Goods</td><td>1942.49</td></tr> <tr> <td>03</td><td>Sale of services</td><td>2714.81</td></tr> <tr> <td>04</td><td>Purchase of Goods</td><td>846.98</td></tr> </tbody> </table> <p>Explanation: Details need to be disclosed separately for listed entity and its subsidiary.</p>	S. No.	Nature of Transactions	FY 2024-25 (In Lakhs)	01.	Sale of Business	40300.93	02	Sale of Goods	1942.49	03	Sale of services	2714.81	04	Purchase of Goods	846.98	Rs. 45,805.21Lakhs
S. No.	Nature of Transactions	FY 2024-25 (In Lakhs)															
01.	Sale of Business	40300.93															
02	Sale of Goods	1942.49															
03	Sale of services	2714.81															
04	Purchase of Goods	846.98															
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately proceeding the quarter in which the approval is sought.	Total amount of all the transactions undertaken by the Company with FTIL for FY 2025-26 (till Quarter ended 30 th June 2025): Rs. 174.13 Lakhs															
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity.															

A(4): Amount of the proposed transaction(s)										
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	An amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only)								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	52%								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	37%								
6.	Financial performance of the related party for the immediately preceding financial year:	-								
	<table><tr><th>Particulars</th><th>FY 2024-25 (INR)</th></tr><tr><td>Turnover</td><td>4,045,834,149</td></tr><tr><td>Profit After Tax</td><td>(286,593,771)</td></tr><tr><td>Net worth</td><td>2,337,199,841</td></tr></table>	Particulars	FY 2024-25 (INR)	Turnover	4,045,834,149	Profit After Tax	(286,593,771)	Net worth	2,337,199,841	
	Particulars	FY 2024-25 (INR)								
	Turnover	4,045,834,149								
Profit After Tax	(286,593,771)									
Net worth	2,337,199,841									
	Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.									
A(5): Basic details of the proposed transaction										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale and purchase of goods/services								
2.	Details of each type of the proposed transaction	1. Job Work Transactions 2. Sale and Purchase of Raw Material 3. Sale and Purchase of Finished Goods								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year								

4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	These transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis, based on commercial considerations such as operational synergies, supply chain efficiencies, and alignment with the Company's strategic objectives. The Audit Committee and the Board of Directors have reviewed and approved the proposed RPTs and are of the opinion that they are in the best interest of the Company.
7.	Details of the promoter(s)/ director(s)/ key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	NA
	a. Name of the director / KMP	NA
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NA
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	NA
9.	Other information relevant for decision making.	All relevant/important information forms part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013
PART B Information to be provided <i>only</i> if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A,		
B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction		
1	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	NA
2	Best bid / quotation received.	NA

	If comparable bids are available, disclose the price and terms offered.	
3	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	NA
4	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	The Company and its associate FTIL both are engaged in the same business. Their transactions are based on commercial considerations such as operational synergies, supply chain efficiencies, and alignment with the Company's strategic objectives.
5	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The Company and its associate FTIL both are engaged in the same business. Their transactions are based on commercial considerations such as operational synergies, supply chain efficiencies, and alignment with the Company's strategic objectives. The Audit Committee and the Board of Directors have reviewed and approved the proposed RPTs and are of the opinion that they are in the best interest of the Company and its Shareholders.

Your Directors recommend the Resolution at Item No. 5 for approval by the Members by way of an Ordinary Resolution.

Members may note that as per the provisions of the Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the proposed resolutions.

None of the Directors and/or Key Managerial Personnel (as defined under the Act) of the Company and/or their respective relatives are concerned or interested either directly or indirectly, either financially or otherwise, in the Resolutions mentioned at Item no. 05 of the Notice.

ANNEXURE TO THE EXPLANATORY STATEMENT

PURSUANT TO REGULATION 36 OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS AND AUDITORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Name of Director	Mr. Jagdish Prasad Pandey
DIN	00225969
Date of Birth	05/07/1967
Age	58 Years
Appointment/Re-appointment	Re-appointment on retire by rotation.
Qualifications	B.Com
Expertise in specific functional area	Mr. Jagdish Prasad Pandey is a professional with over 40 years of rich experience in accountancy, finance, and corporate advisory. He possesses deep expertise in areas such as financial planning, statutory compliance, taxation, auditing, and risk management, and has contributed significantly to strengthening the financial frameworks of various organizations. Over the past 10 to 15 years, Mr. Pandey has served as a Director on the boards of multiple companies, providing valuable insights on financial strategy, governance, and regulatory compliance. His long standing board experience reflects his sound judgment, integrity, and commitment to upholding high standards of corporate governance.
Date of Appointment on the Board of the Company	11 th September, 2020
Shareholding in the Company as on date	Nil
Terms and conditions of appointment/re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Jagdish Prasad Pandey, Whole-time Director of the Company is liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn.	Nil
Number of Meetings of the Board attended during the year 2024-25	6 (Six)
Names of listed entities in which the person also holds the directorship	Sunrise Properties Private Limited
Membership / Chairmanship in Committees of other companies as on date Membership of Committees of the board along with listed entities from which the Director has resigned in the past three years.	2 (Two)
Relationship with Directors	Nil
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	NA

Brief Details of Statutory Auditor seeking re-appointment

Name of Statutory Auditors	M/s Mahesh C Solanki & Co.
Firm Registration Number	006228C
Proposed fees payable	Rs. 18,00,000/- (Rupees Eighteen Lakhs only) per annum plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit
Terms of Appointment	From the conclusion of 32 nd Annual General Meeting till the conclusion of the 37 th Annual General Meeting.
Any material change in the fees payable to the auditor from that paid to the outgoing auditor along with the rationale for such change.	NA
Basis of recommendation for appointment including the details in relation to and credentials of the Statutory Auditors	Based on the recommendation of the Audit Committee, the Board of Directors proposes the reappointment of M/s Mahesh C Solanki & Co, Chartered Accountants (Firm Registration No. 006228C), as the Statutory Auditors of the Company for a second term of five consecutive years from the conclusion of 32 nd Annual General Meeting till the conclusion of the 37 th Annual General Meeting, subject to approval of the shareholders at the ensuing Annual General Meeting. The firm has demonstrated professional competence and maintained independence throughout its previous tenure.

Brief Details of Secretarial Auditor seeking Appointment

Name of Secretarial Auditors	M/s. Ritesh Gupta & Co.
Firm Registration Number	(Unique Identification No: P2025MP106200)
Proposed fees payable	Rs. 75000/- (Rupees Seventy Five only) per annum plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit
Terms of Appointment	For the term of five consecutive years commencing from the financial year 2025-26 till the financial year 2029-30
Any material change in the fees payable to the auditor from that paid to the outgoing auditor along with the rationale for such change.	NA
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditors	M/s Ritesh Gupta & Co., Company Secretaries, is a leading firm of Practicing Company Secretaries with 25 years of excellence in Corporate Governance and

	<p>Compliance in Indore (MP). They engage in providing various types of corporate & professional services in the field of Corporate Laws, Finance & Accounting, Legal Compliances, Corporate Governance, Corporate Social Responsibility and allied services including Secretarial Audit; Due Diligences; SEBI and Stock Exchanges Compliances; Advising, organizing and implementing corporate restructuring; Compromises, arrangements and merger, Advising, organizing and implementing corporate restructuring; Acquisition of shares and control; Incorporation of Companies, Partnership Firms, Limited Liability Partnerships; Restoration and strike-off of The Companies; Certification and preparation of forms, returns and documentation; other services under Companies Act and allied acts.</p>
--	---

By Order of the Board of Directors
Flexituff Ventures International Limited

Sd/-
Rahul chauhan
Whole-time Director
DIN: 03307553

Place: Indore
Date: 14/08/2025