

21st July, 2025

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

Sub: Postal Ballot Notice - Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir / Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015 , please find enclosed here with a copy of the Postal Ballot Notice dated July 18th, 2025, along with the Explanatory Statement, seeking approval of the Members of Flexituff Ventures international Limited (“Company”) by way of remote e-voting process (e-Voting), on the special business item as mentioned below:

S.No.	Particulars of Proposed Resolution	Resolution Type
1.	Appointment of Mr. Sunil Ramsinghani (Holding DIN: 11121244) as a Non-Executive Independent Director	Special Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) and the Depositories viz., National Securities Depository Limited and Central Depository Services (India) Limited as on the cut-off date i.e. July 18th, 2025.

The Company has engaged the services of CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically.

The remote e-voting on the resolution set out in the Postal Ballot Notice shall commence on **Wednesday, July 23rd, 2025 at 9:00 A.M. (IST)** and shall end on **Thursday, August 21st,**



Flexituff Ventures International Limited

6th Floor Treasure Island 11 South Tukoganj, MG road,

Indore, Madhya Pradesh, India, 452001 (M.P.)

Phone: 91-7292420200, 401681-82-83

Fax : 91-7292-401684

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

CIN : L25202MP1993PLC034616

2025 at 5:00 P.M. (IST). The Postal Ballot Notice is also being uploaded on the Company's website at www.flexituff.com.

The results of the Postal Ballot will be uploaded on the Stock Exchanges within Two (2) working days from the conclusion of Postal Ballot and will also be placed on the websites of the Company. This intimation is also being uploaded on the Company's website www.flexituff.com in terms of Regulation 30 of the SEBI Listing Regulations.

Kindly take the above on your record.

Thanking You,

Yours Faithfully,

For Flexituff Ventures International Limited

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

Encl: As above



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POSTAL BALLOT NOTICE

PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

To,
The Member(s),
Flexituff Ventures International Limited

Notice is hereby given that, pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and 22 of the Companies (Management And Administration) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations, 2015**”), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Secretarial Standard on General Meetings (“**SS-2**”) (as amended) issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s), or re-enactment thereof for the time being in force and as may be enacted thereafter) and pursuant to the Board Resolution dated 18th July, 2025, the resolution set out below is proposed to be passed as Special Resolution by way of Postal Ballot, only by way of remote e-voting process (“**e-Voting**”) being provided by the Company to all its members to cast their votes electronically,.

The proposed Special Resolution and the Explanatory Statement pursuant to 102, 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice (“**Notice**”) and additional information as required under SEBI



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(LODR) Regulations, 2015, are annexed hereto for the consideration of the Shareholders.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mr. Ritesh Gupta, Practicing Company Secretary, (Membership No. 5200 & C.P. No. 3764) as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

Members are requested to carefully read the instructions mentioned under the head **“INSTRUCTIONS FOR MEMBERS FOR E -VOTING”** in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolution through the e-voting process not later than **5:00 p.m. (IST) on Thursday, 21st August, 2025** failing which it will be considered that no reply has been received from the Member.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as “CDSL” or “Service Provider”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their email address are requested to register the same by following the procedure set out in this Notice. The postal ballot results will be submitted within 2 (TWO) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations.



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The Scrutinizer will submit the results of the e-voting to the Chairman of the Company or any other authorized officer(s) of the Company after completion of the scrutiny of the e-voting. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at <https://www.flexituff.com> and on the website of CDSL at www.evotingindia.com while simultaneously being communicated to the National Stock Exchange of India Limited and BSE Limited where the equity shares of the Company are listed.

The proposed resolution, if approved, will be taken as having duly passed on the last date specified for e-voting by the requisite majority of Members by means of Postal Ballot, i.e. Thursday, 21st August, 2025.

SPECIAL BUSINESS

ITEM NO. 1-

To consider and if thought fit, to give assent or dissent to the following Resolution as a "Special Resolution" by postal ballot:

1. TO APPROVE THE APPOINTMENT OF MR. SUNIL RAMSINGHANI (HOLDING DIN: 11121244) AS A NON EXECUTIVE INDEPENDENT DIRECTOR -:

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 Section 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014, and circulars, orders and notifications issued thereunder and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Mr. Sunil Ramsinghani (Holding DIN: 11121244) who was appointed as an Additional Independent Director of the Company by the Board of Directors of the



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Company (“the Board”) based on the recommendation of the Nomination and Remuneration Committee with effect from May 28, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director (Non-Executive) of the Company, not liable to retire by rotation, and to hold the office for a first term of 5 (Five) consecutive years starting from May 28, 2025 up to May 27, 2030;

RESOLVED FURTHER THAT the Board and/or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this resolution.”

For Flexituff Ventures International Limited.

Sd/-

Ms. Priya Soni

Company Secretary and Compliance officer

Membership No: A58472

Date: July 18, 2025

Place: Indore

Registered Office:

6th Floor Treasure Island 11 South Tukoganj,
MG Road, Indore Tukoganj, Indore, (M.P.)-452001

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Website: www.flexituff.com

e-Mail Id: cs@flexituff.com

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NOTES:

1. Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules, of the Companies Act, 2013 setting out all relating to resolution mentioned in Postal Ballot Notice and additional information as required under the SEBI (LODR) Regulations, 2015 is attached.
2. In accordance with Section 110 of the Companies Act, 2013 read with the applicable Rules, the item of business set out in the Notice is to be passed through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolution contained in this Notice through postal ballot with remote e-voting.
3. In accordance with the Section 110 of the Companies Act, 2013 and the applicable rules made thereunder, MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners as on Friday, July 18, 2025 received from the Depositories viz., National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") and whose e-mail addresses, , is registered with the Company/ Depositories/ Depository Participants/ the Registrar and Share Transfer Agent of the Company i.e. MUFG Intime India Private Limited.
4. Cut-Off Date is for determining the eligibility to vote by electronic means. Only a person, whose name is recorded in the register of members / register of beneficial owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.



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5. The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as “CDSL” or “Service Provider”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms.
6. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
7. In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, MCA Circulars, Regulation 44 of the SEBI (LODR) Regulations, 2015 read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended (“**SEBI Master Circular**”) and SS-2 issued by the Institute of Company Secretaries of India on General Meetings and any amendments thereto, the Company is providing e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
8. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the



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shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 duly filled and signed along with requisite supporting documents to Company's RTA i.e. MUFG Intime India Private Limited.

9. Only a member who is entitled to vote is entitled to exercise his/her/its vote through postal ballot. Voting rights of every member shall be in proportion to his/her/its shareholding in the paid-up equity shares capital of the Company whose names shall appear in the Register of Members as on July 18, 2025 being the Cut-off date for the purpose, and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
10. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives.
11. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again
12. Postal Ballot (e-voting) period **commences from Wednesday, July 23, 2025 (9:00 A.M. IST) and ends on Thursday, August 21, 2025 (5:00 P.M. IST).**



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The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall forthwith be disabled upon expiry of the aforesaid period.

13. The proposed resolution, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be August 21, 2025. The resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
14. This Postal Ballot Notice shall also be available on the website of the Company at <https://flexituff.com> websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, on the website of Central Depository Services (India) Limited at www.evotingindia.com and on the website of the Registrar and Share Transfer Agent (“RTA”) at www.in.mpms.mufg.com
15. Relevant documents, if any, referred to in the accompanying Postal Ballot Notice are open for inspection by the Members at the registered office of the Company on all working day, except Saturday between 11.00 A.M. and 1.00 P.M. from the date of circulation of this Postal Ballot Notice until the last date of e-voting.
16. The Board of Directors at their meeting held on July 18, 2025 have appointed Mr. Ritesh Gupta, Practicing Company Secretary as the Scrutinizer to conduct the voting through postal ballot as well as remote e-voting in accordance with law and in a fair and transparent manner and he has given his consent to act as scrutinizer for the said purpose. The Scrutinizer’s decision on the validity of the votes cast in the Postal Ballot shall be final.



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17. The Scrutinizer will submit his report to the Chairman of the Board or in his absence to any other Designated Director after completion of scrutiny of postal ballot forms received. The result of the Postal Ballot will be announced on or before August 23, 2025 and will be displayed on the Company's website at <https://flexituff.com> .The results will simultaneously be communicated to the Stock Exchange.
18. The decision of the Scrutinizer on the validity of the votes cast through the postal ballot and remote e-voting and any other matter in this regard shall be final and binding.
- 19. THE INSTRUCTIONS FOR MEMBERS FOR E - VOTING ARE AS UNDER:**
1. In accordance with Regulation 44 of SEBI and other applicable provisions of the SEBI (LODR) Regulations, 2015 entered into by the Company with BSE and NSE on which its equity shares are listed and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide electronic voting ("e-voting") as an option to its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of CDSL to provide remote e-voting facility.
 2. The 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.

The procedure and instructions for voting through electronic means are as under:-



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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 **23rd July, 2025** at **09.00 am** and ends on **21st August, 2025** 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 18th July, 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



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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 **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 users to login to Easi / Easiest are requested to visit cdsi 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



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	<p>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.</p> <p>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.</p> <p>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 e voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>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.</p>

	<p>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</p>
	<p>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.</p>
	<p>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</p>



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	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.

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.



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(v) Login method for Remote e-Voting 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) *Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the



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	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 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



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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.

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.



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- 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; (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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



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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 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 at toll free no. 1800 21 09911

Contact Details:

Company	Flexituff Ventures International Limited Registered Office: 6 th Floor Treasure Island, 11 Tukoganj Main Road, Indore- 452001 Phone: 91-7292420200 Email: CS@flexituff.com
Registrar and Transfer Agent	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) Regd. office: C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400 083. Tel: 8108116767 Fax: +91-22-49186060 E mail ID: rnt.helpdesk@in.mpms.mufg.com or https://swayam.linki
e-voting Agency	Central Depository Services (India) Limited Email: helpdesk.evoting@cdslindia.com Toll Free: 1800 21 09911
Scrutinizer	CS Ritesh Gupta and Co., Practicing Company Secretary E mail: csriteshgupta@gmail.com



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No: 1

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on 28th May, 2025 had appointed Mr. Sunil Ramsinghani (Holding DIN: 11121244) as an Additional Director (Non-Executive, Independent) of the Company for a first term of Five (5) years effective from 28th May, 2025, not liable to retire by rotation, subject to approval of the shareholders of the Company.

In the opinion of the Board, Mr. Sunil Ramsinghani fulfils the conditions specified in the Act and the rules made thereunder and that he is independent of the management

Further, in terms of the amended Regulation 17(1C) of the SEBI (LODR) Regulations, 2015, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mr. Sunil Ramsinghani as an Independent Director requires approval of members of the Company by passing a special resolution. Accordingly, approval of the shareholders is sought to comply with the SEBI (LODR) Regulations, 2015.

The Company has received consents in writing from Mr. Sunil Ramsinghani (Holding DIN: 11121244) to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not



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disqualified under Section 164(2) of the Act along with a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. He does not hold any equity shares of the Company.

Copy of the draft letter for appointment of Mr. Sunil Ramsinghani (Holding DIN: 11121244) as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution, except Mr. Sunil Ramsinghani, in the Company.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as Special Resolution.

For Flexituff Ventures International Limited.

Sd/-

Ms. Priya Soni

Company Secretary and Compliance officer

Membership No: A58472

Date: July 18, 2025

Place: Indore

Registered Office:

6th Floor Treasure Island 11 South Tukoganj,
MG Road, Indore Tukoganj, Indore, (M.P.)-452001

CIN: L25202MP1993PLC034616

Website: www.flexituff.com

e-Mail Id: cs@flexituff.com

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OTHER:

Information pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India regarding the Directors proposed to be appointed/re-appointed:

Name	Sunil Ramsinghani
Date of Appointment	May 28, 2025
Qualifications	Mr. Sunil Ramsinghani is an engineering professional with over 18 years of comprehensive experience in software development, project management, and executive leadership.
Expertise in specific functional areas/ Brief Resume	Mr. Sunil Ramsinghani has demonstrated expertise in leading cross-functional teams, managing multi-domain projects, and overseeing product development from inception to deployment. Throughout his career, Mr. Sunil has held pivotal roles including Software Engineer, Team Lead, Tech Lead, Project Manager, Product Owner, and Chief



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	Technology Officer. Collaborated with multinational corporations such as CDN Solutions, Webgility, Together Light Inc., and Souped Up.
Relationship with Directors	None
Directorships held in other listed companies	NIL
Memberships of committees of other board (along with listed entities from which the person has resigned in the past three years)	NIL
Number of shares held in the Company including shareholding as a beneficial owner (in case of non executive director)	-
Skills and capabilities required for the role and the manner in which the proposed person	Mr. Sunil Ramsinghani is well-versed in strategic management, business administration, and corporate governance. His experience enables him to provide holistic oversight, balancing innovation with regulatory compliance



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meets such requirements	and long-term value creation. His multifaceted expertise makes him well-equipped to contribute effectively to board-level decision-making, particularly in areas involving technology strategy, risk assessment, and digital transformation.
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For Flexituff Ventures International Limited.

Sd/-
Ms. Priya Soni
Company Secretary and Compliance officer
Membership No: A58472

Date: July 18, 2025
Place: Indore

Registered Office:
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