

21st September, 2018

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

Sub: Voting Results and Scrutinizer Report

Dear Sir/Madam,

We are enclosing herewith following in relation to the 25th Annual General Meeting of the Company was held on Wednesday, 19th September, 2018 at 12:00 Noon at the registered office of the Company at C 41-50, SEZ, Sector III, Pithampur, 454775, Dist Dhar:

1. Voting Results as required under Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.
2. Report of Scrutinizer dated 19th September, 2018, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20, 21 and any other applicable provisions of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.

This is for your information and record.

Thanking you,

For **Flexituff International Limited**


Khushboo Kothari
Company Secretary



VOTING RESULTS AS REQUIRED UNDER REGULATION 44 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Date of the AGM/EGM	19 th September, 2018
Total number of Shareholders	3092
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and promoter group: Public:	(10) Members (19) Members
No. of Shareholders attend the meeting through Video Conferencing:	0
Promoters and promoter group: Public:	



ITEM - 1: Adoption of Audited Financial Statements (including Consolidated Financial Statements) of the Company for the Financial Year ended 31st March 2018 and the reports of the Board of Directors and Auditors' thereon.

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	E- Voting	8181603	4980893	60.88	4980893	-	100	-
	Poll		3200710	39.12	3200710	-	100	-
	Postal Ballot (if applicable)					-	-	-
	Total	8181603	8181603	100	8181603	-	100	-
Public- Institutions	E- Voting	2224498	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2224498	-	-	-	-	-	-
Public Non Institutions	E- Voting	14476705	5571407	38.49	5571407	-	100	-
	Poll		61025	0.42	61025	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	14476705	5632432	38.91	5632432	-	100	-
Total	Total	24882806	13814035	55.52	13814035	-	100	-



ITEM – 2: Re-appointment of Mr. Saurabh Kalani (DIN: 00699380) who retires by rotation and being eligible offers himself for reappointment

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter /promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	E- Voting	8181603	4980893	60.88	4980893	-	100	-
	Poll		3200710	39.12	3200710	-	100	-
	Postal Ballot (if applicable)					-	-	-
Public- Institutions	Total	8181603	8181603	100	8181603	-	100	-
	E- Voting	2224498	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Non Institutions	Total	2224498	-	-	-	-	-	-
	E- Voting	14476705	5571407	38.49	5571407	-	100	-
	Poll		61025	0.42	61025	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total	Total	14476705	5632432	38.91	5632432	-	100	-
		24882806	13814035	55.52	13814035	-	100	-



ITEM – 3: Appointment of Mr. Ashish Jamidar (DIN: 08196328) as Director of the Company.

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter /promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
Promoter and promoter group	E- Voting	8181603	4980893	60.88	4980893	-	100	-
	Poll		3200710	39.12	3200710	-	100	-
	Postal Ballot (if applicable)					-	-	-
Public-Institutions	Total	8181603	8181603	100	8181603	-	100	-
	E- Voting	2224498	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Non Institutions	Total	2224498	-	-	-	-	-	-
	E- Voting	14476705	5571407	38.49	5571407	-	100	-
	Poll		61025	0.42	61025	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total	Total	14476705	5632432	38.91	5632432	-	100	-
		24882806	13814035	55.52	13814035	-	100	-



ITEM – 4: Approval for change of the name of the Company from “Flexituff International Limited” to “Flexituff Ventures International Limited”.

Resolution required: (Ordinary/ Special)		Special						
Whether promoter /promoter group are interested in the agenda /resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	E- Voting	8181603	4980893	60.88	4980893	-	100	-
	Poll		3200710	39.12	3200710	-	100	-
	Postal Ballot (if applicable)					-	-	-
Public-Institutions	Total	8181603	8181603	100	8181603	-	100	-
	E- Voting	2224498	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Non Institutions	Total	2224498	-	-	-	-	-	-
	E- Voting	14476705	5571407	38.49	5571407	-	100	-
	Poll		61025	0.42	61025	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total	Total	14476705	5632432	38.91	5632432	-	100	-
		24882806	13814035	55.52	13814035	-	100	-



ITEM – 5: Appointment of Mr. Ashish Janidar (DIN: 08196328) as Whole-Time Director of the Company.

Resolution required: (Ordinary/ Special)			Special					
Whether promoter /promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	E- Voting	8181603	4980893	60.88	4980893	-	100	-
	Poll		3200710	39.12	3200710	-	100	-
	Postal Ballot (if applicable)					-	-	-
Public-Institutions	Total	8181603	8181603	100	8181603	-	100	-
	E- Voting	2224498	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Non Institutions	Total	2224498	-	-	-	-	-	-
	E- Voting	14476705	5571407	38.49	5571407	-	100	-
	Poll		61025	0.42	61025	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total	Total	14476705	5632432	38.91	5632432	-	100	-
		24882806	13814035	55.52	13814035	-	100	-



ITEM – 6: Payment of remuneration to Mr. Mahesh Sharma (DIN: 07610685) as Whole-Time Director of the Company in case Company has no profits or inadequate profits.

Resolution required: (Ordinary/ Special)			Special					
Whether promoter /promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	E- Voting	8181603	4980893	60.88	4980893	-	100	-
	Poll		3200710	39.12	3200710	-	100	-
	Postal Ballot (if applicable)					-	-	-
Public- Institutions	Total	8181603	8181603	100	8181603	-	100	-
	E- Voting	2224498	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Non Institutions	Total	2224498	-	-	-	-	-	-
	E- Voting	14476705	5571407	38.49	5571407	-	100	-
	Poll		61025	0.42	61025	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total	Total	14476705	5632432	38.91	5632432	-	100	-
		24882806	13814035	55.52	13814035	-	100	-



ITEM – 7: Payment of remuneration to Mr. Saurabh Kalani (DIN: 00699380), Whole-Time Director of the Company in case Company has no profits or inadequate profits.

Resolution required: (Ordinary/ Special)			Special					
Whether promoter /promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	E- Voting	8181603	4980893	60.88	4980893	-	100	-
	Poll		3200710	39.12	3200710	-	100	-
	Postal Ballot (if applicable)					-	-	-
Public- Institutions	Total	8181603	8181603	100	8181603	-	100	-
	E- Voting	2224498	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Non Institutions	Total	2224498	-	-	-	-	-	-
	E- Voting	14476705	5571407	38.49	5571407	-	100	-
	Poll		61025	0.42	61025	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total	Total	14476705	5632432	38.91	5632432	-	100	-
		24882806	13814035	55.52	13814035	-	100	-



ITEM – 8: Payment of remuneration to Mr. Anand Khandelwal (DIN: 07889346), Whole-Time Director of the Company in case Company has no profits or inadequate profits.

Resolution required: (Ordinary/ Special)		Special						
Whether promoter /promoter group are interested in the agenda /resolution?		No						
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	E- Voting	8181603	4980893	60.88	4980893	-	100	-
	Poll		3200710	39.12	3200710	-	100	-
	Postal Ballot (if applicable)					-	-	-
Public-Institutions	Total	8181603	8181603	100	8181603	-	100	-
	E- Voting	2224498	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	2224498	-	-	-	-	-	-
	E- Voting	14476705	5571407	38.49	5571407	-	100	-
Public Non Institutions	Poll		61025	0.42	61025	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	14476705	5632432	38.91	5632432	-	100	-
Total		24882806	13814035	55.52	13814035	-	100	-



ITEM-9: Prescribing the charges for delivery of documents to Members

Resolution required: (Ordinary/ Special)			Special					
Whether promoter /promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes- in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and promoter group	E- Voting	8181603	4980893	60.88	4980893	-	100	-
	Poll		3200710	39.12	3200710	-	100	-
	Postal Ballot (if applicable)					-	-	-
Public- Institutions	Total	8181603	8181603	100	8181603	-	100	-
	E- Voting	2224498	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public Non Institutions	Total	2224498	-	-	-	-	-	-
	E- Voting	14476705	5571407	38.49	5571407	-	100	-
	Poll		61025	0.42	61025	-	100	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total	Total	14476705	5632432	38.91	5632432	-	100	-
		24882806	13814035	55.52	13814035	-	100	-



COMBINED SCRUTINIZER'S REPORT

**(VOTING THROUGH REMOTE E-VOTING & POLL AT THE
25th ANNUAL GENERAL MEETING OF F.Y. 2017-18)**

To,
The Chairman
Flexituff International Limited
CIN: L25202MP1993PLC034616
C41-50, Sec No III SEZ Industrial Area
Pithampur Dist. Dhar (M.P.) 454775

Sub: Passing of Resolution through remote e-voting and poll conducted at the 25TH Annual General Meeting of F.Y. 2017-18 of Flexituff International Limited (The Company) held on 19th September, 2018.

Dear Sir,

1. I, Ritesh Gupta, Proprietor of Ritesh Gupta & Co., Company Secretaries Indore, have been appointed as scrutinizer on 14th August, 2018 pursuant to the authority granted by the Board of Directors of M/s. Flexituff International Limited (The Company) having the CIN: L25202MP1993PLC034616 for the purpose of :
 - i. Scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended and the provisions of regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015
 - ii. Scrutinizing the Ballot Form at the 25th Annual General Meeting of F.Y. 2017-18 under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management & Administration) Rules, 2014 on the resolutions contained in the notice of the 25th Annual General Meeting of F.Y. 2017-18 of the members of the Company, held on 19th September, 2018 at C41-50, Sec No III SEZ Industrial Area Pithampur Dist. Dhar (M.P.) 454775.

Flexituff International Limited



Page 1 of 6

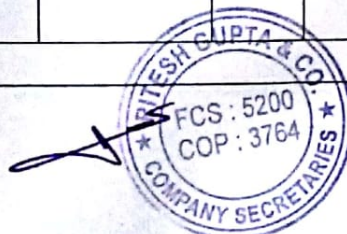
2. The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act 2013, and rules relating to voting through remote e-voting and poll at the Annual General Meeting for the resolutions proposed in the notice to the 25th Annual General Meeting of F.Y. 2017-18 of the Equity Shareholder of the Company dated 19th September, 2018. My responsibility as a scrutinizer for the process of voting through remote e-voting and ballot format the Annual General Meeting is to ensure that the voting process is conducted in fair and transparent manner and is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "in against" on the resolutions stated below, based on the reports generated from the e-voting system provided by **Central Depository Services Limited (CDSL)**, the agency authorized under the Rules and engaged by the company to provide e-voting facilities for voting through electronic means.
3. The Member who were on record of the Company as on the "Cut - off" date i.e; Friday, 7th September, 2018 were entitled to vote on the resolutions as set out in the notice of the Annual General Meeting of F.Y. 2017-18 of Company.
4. The Company had appointed Central Depository Services Limited (CDSL) as service provider for extending the facility of remote e-voting to the Shareholders of the Company from Sunday 16th September at 10:00 AM to Tuesday 18th September, 2018 at 5:00 PM and the members were requested to cast their votes electronically conveying their assent and dissent in respect of the resolution on the e-voting platform.
5. At the end of the voting period on Tuesday, 18th September, 2018 at 5:00 PM, the voting portals of the service provider was blocked forthwith.
6. The votes cast through remote e-voting were unblocked on 19th September, 2018 at 01:30 pm after the conclusion of the voting cast at the annual general meeting in the presence of two witnesses, Ms. Pooja Malvi and Mr. Yash Khemchandani, who are not in the employment of the Company.
7. At the 25th Annual General Meeting of the Company held on 19th September, 2018 the Chairman of the meeting had suo-motto called for poll to facilitate the members present in the meeting and the members who could not participate in remote e-voting to record their votes through the poll process. The Chairman of the Annual General Meeting had appointed me as scrutinizer for the same.

The brief analysis of the results of remote e-voting and Ballot Forms are as under:

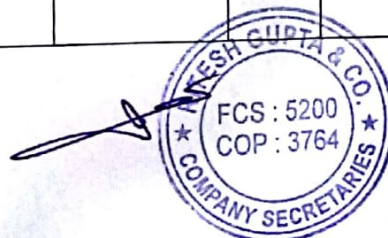
"VOTING RESULTS"

Item of Notice Particulars of Business	Type of Votes	Votes in Favour of Resolution		Votes against the Resolution		Invalid Votes	
		No. of shares	(%)	No. of shares	(%)	No. of shares	(%)
Item No. 1 Ordinary Resolution (Adoption of Standalone and Consolidated Audited Financial Statement for the Financial year 31 st March, 2018 and Report of the Board of Directors and Auditors thereon)	Remote E-voting	10552300	100	0	0	0	0
	Ballot Form	3261735	100	0	0	0	0
	Total	13814035	100	0	0	0	0
Item No. 2 Ordinary Resolution: (To appoint a director in place of Mr. Saurabh Kalani (DIN: 00699380), who retires by rotation and being eligible, offers himself for re-appointment)	Remote E-voting	10552300	100	0	0	0	0
	Ballot Form	3261735	100	0	0	0	0
	Total	13814035	100	0	0	0	0
Item No. 3 Ordinary Resolution: To proposed the candidature of the appointment for the office of Director of Mr. Ashish Jamidar (DIN: 08196328) who was appointed as Additional Director by Board of Directors.	Remote E-voting	10552300	100	0	0	0	0
	Ballot Form	3261735	100	0	0	0	0
	Total	13814035	100	0	0	0	0

Item No. 4 Special Resolution: To change the Name of the Company from "Flexituff International Limited" to "Flexituff Ventures International Limited" and accordingly alter the Name Clause (Clause I) of the MOA and AOA of Company:	Remote E-voting	10552300	100	0	0	0	0
	Ballot Form	3261735	100	0	0	0	0
	Total	13814035	100	0	0	0	0
Item No. 5 Special Resolution: To appoint Mr. Ashish Jamidar (DIN: 08196328) as a Whole Time Director of the Company for the period of 3 (Three) year w. e. f 14th August 2018 on prescribed terms and conditions.	Remote E-voting	10552300	100	0	0	0	0
	Ballot Form	3261735	100	0	0	0	0
	Total	13814035	100	0	0	0	0
Item No. 6 Special Resolution: To approve the payment of remuneration as detailed in explanatory statements to Mr. Mahesh Sharma (DIN: 07610685) WTD and CEO as a minimum remuneration in case company has no profit or the profit of the company are inadequate for the period commencing 1st April, 2018 to 30th May, 2018.	Remote E-voting	10552300	100	0	0	0	0
	Ballot Form	3261735	100	0	0	0	0
	Total	13814035	100	0	0	0	0



Item No. 7 Special Resolution: To approve the payment of remuneration to Mr. Saurabh Kalani (DIN: 00699380) Whole Time Director as a minimum remuneration in case company has no profit or the profit of the company are inadequate for the period commencing from 1st April, 2018 to 31st March, 2021:	Remote E-voting	10552300	100	0	0	0	0
	Ballot Form	3261735	100	0	0	0	0
	Total	13814035	100	0	0	0	0
Item No. 8 Special Resolution: To approve the payment of remuneration as detailed in explanatory statements to Mr. Anand Khandelwal (DIN: 07889346) Whole Time Director as a minimum remuneration in case company has no profit or the profit of the company are inadequate for the period commencing from 1st April, 2018 to 31st March, 2021	Remote E-voting	10552300	100	0	0	0	0
	Ballot Form	3261735	100	0	0	0	0
	Total	13814035	100	0	0	0	0



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



RITESH GUPTA & CO.
COMPANY SECRETARIES

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

Item No. 9: Special Resolution	Remote E-voting	10552300	100	0	0	0	0
To approve the charge from members in advance for delivery of such documents to him through such mode of service provided	Ballot Form	3261735	100	0	0	0	0
	Total	13814035	100	0	0	0	0

All the Resolution under remote e-voting and ballot form shall be deemed to have been passed with the requisite majority

I hereby conform that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of votes cast through remote e-voting and Ballot paper by the Shareholders of the Company. I shall be arranging to hand over these records to you or such other person as authorized by you.

Thanking You.

Issued at Indore dated 19th of September, 2018

For Ritesh Gupta & Co.
Company Secretaries



Ritesh Gupta
Proprietor
FCS: 5200, CP: 3764

Countersigned by:
For Flexituff International Limited

Chairman/ Company Secretary



Flexituff International Limited

Page 6 of 6