

August 1, 2016

|                                                                                                          |                                                                                                                                                                                                     |
|----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>To,</b><br><b>BSE Limited</b><br><b>Floor 25, P.J. Towers, Dalal Street,</b><br><b>Mumbai-400 001</b> | <b>To,</b><br><b>The Manager - Corporate Compliance</b><br><b>National Stock Exchange of India Limited</b><br><b>Exchange Plaza, Bandra Kurla Complex,</b><br><b>Bandra (East), Mumbai- 400 051</b> |
|----------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**REF: Flexituff International Limited (ISIN – INE060J01017), BSE Code-533638, NSE Scrip- FLEXITUFF**

Sub: Voting Results and Scrutinizer Report

Dear Sir/Mam

In continuation to our letter dated 7<sup>th</sup> July, 2016, 23<sup>rd</sup> Annual General Meeting of the Company was held on 30<sup>th</sup> July, 2016 and the business mentioned in the Notice dated May 20, 2016 were approved by the Members with requisite majority.

In this regard, Please find enclosed the following:-

1. Voting Results as required under Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.
2. Report of Scrutinizer dated 30<sup>th</sup> June, 2016, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014.

This is for your information and record.

Thanking you,

For **Flexituff International Limited**

  
**D.K. Sharma**  
**Executive Director**



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

|                                                                                      |                                      |
|--------------------------------------------------------------------------------------|--------------------------------------|
| <b>Date of the AGM/EGM</b>                                                           | 30 <sup>th</sup> July, 2016          |
| <b>Total number of Shareholders</b>                                                  | 927                                  |
| <b>No. of Shareholders present in the meeting either in person or through proxy:</b> |                                      |
| Promoters and promoter group:<br>Public:                                             | 6 (Six) Members<br>7 (Seven) Members |
| <b>No. of Shareholders attend the meeting through Video Conferencing:</b>            | 0                                    |
| Promoters and promoter group:<br>Public:                                             |                                      |

For Flexituff International Ltd.

  
Director

**ITEM – I:** To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended on 31<sup>st</sup> March 2016 and the report of the Board of Directors' and the Auditor's thereon.

| Resolution required: (Ordinary/ Special)                                   |                               | Ordinary                                                                                    |                         |                                                           |                             |                            |                                                        |                                                      |
|----------------------------------------------------------------------------|-------------------------------|---------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------------|-----------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Whether promoter /promoter group are interested in the agenda /resolution? |                               | Yes, Promoters/Promoter group is interested to the extent of their respective shareholding. |                         |                                                           |                             |                            |                                                        |                                                      |
| 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                                                                                     | 7277203                 | 88.95                                                     | 7277203                     | 0                          | 100                                                    | 0                                                    |
|                                                                            | Poll                          |                                                                                             | -                       | -                                                         | -                           | -                          | -                                                      | -                                                    |
|                                                                            | Postal Ballot (if applicable) |                                                                                             | -                       | -                                                         | -                           | -                          | -                                                      | -                                                    |
|                                                                            | Total                         |                                                                                             |                         |                                                           |                             |                            |                                                        |                                                      |
| Public- Institutions                                                       | E- Voting                     | 8181603                                                                                     | 7277203                 | 88.95                                                     | 7277203                     | 0                          | 100                                                    | 0                                                    |
|                                                                            | Poll                          | 16701203                                                                                    | 3904804                 | 23.38                                                     | 3904804                     | 0                          | 100                                                    | 0                                                    |
|                                                                            | Postal Ballot (if applicable) |                                                                                             | 5672                    | 0.03                                                      | 5672                        | 0                          | 100                                                    | 0                                                    |
|                                                                            | Total                         |                                                                                             | -                       | -                                                         | -                           | -                          | -                                                      | -                                                    |
| Public Non Institutions                                                    | E- Voting                     | 16701203                                                                                    | 3910476                 | 23.41                                                     | 3910476                     | 0                          | 100                                                    | 0                                                    |
|                                                                            | Poll                          | -                                                                                           | -                       | -                                                         | -                           | -                          | -                                                      | -                                                    |
|                                                                            | Postal Ballot (if applicable) |                                                                                             | -                       | -                                                         | -                           | -                          | -                                                      | -                                                    |
|                                                                            | Total                         |                                                                                             | -                       | -                                                         | -                           | -                          | -                                                      | -                                                    |
| Total                                                                      |                               | 24882806                                                                                    | 11187679                | 44.96                                                     | 11187679                    | 0                          | 100                                                    | 0                                                    |

For Flexituff International Ltd.

Director

**ITEM – 2:** To appoint a director in place of Mr. Saurabh Kalani (DIN: 00699380) who retires by rotation and being eligible offers himself for re-appointment.

| Resolution required: (Ordinary/ Special)                                   |                               | Ordinary                                                                                    |                     |                                                              |                                |                               |                                                           |                                                         |
|----------------------------------------------------------------------------|-------------------------------|---------------------------------------------------------------------------------------------|---------------------|--------------------------------------------------------------|--------------------------------|-------------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Whether promoter /promoter group are interested in the agenda /resolution? |                               | Yes, Promoters/Promoter group is interested to the extent of their respective shareholding. |                     |                                                              |                                |                               |                                                           |                                                         |
| Category                                                                   | Mode of Voting                | No. of Shares held                                                                          | No. of Votes polled | % of Votes polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes- in favour<br>(4) | No. of Votes – against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and promoter group                                                | (1)                           | 8181603                                                                                     | 7277203             | 88.95                                                        | 7277203                        | 0                             | 100                                                       | 0                                                       |
|                                                                            | E- Voting                     |                                                                                             | -                   | -                                                            | -                              | -                             | -                                                         | -                                                       |
|                                                                            | Poll                          |                                                                                             | -                   | -                                                            | -                              | -                             | -                                                         | -                                                       |
|                                                                            | Postal Ballot (if applicable) |                                                                                             | -                   | -                                                            | -                              | -                             | -                                                         | -                                                       |
| Public- Institutions                                                       | Total                         | 8181603                                                                                     | 7277203             | 88.95                                                        | 7277203                        | 0                             | 100                                                       | 0                                                       |
|                                                                            | E- Voting                     | 16701203                                                                                    | 3904804             | 23.38                                                        | 3904804                        | 0                             | 100                                                       | 0                                                       |
|                                                                            | Poll                          |                                                                                             | 5672                | 0.03                                                         | 5672                           | 0                             | 100                                                       | 0                                                       |
|                                                                            | Postal Ballot (if applicable) |                                                                                             | -                   | -                                                            | -                              | -                             | -                                                         | -                                                       |
| Public Non Institutions                                                    | Total                         | 16701203                                                                                    | 3910476             | 23.41                                                        | 3910476                        | 0                             | 100                                                       | 0                                                       |
|                                                                            | E- Voting                     | -                                                                                           | -                   | -                                                            | -                              | -                             | -                                                         | -                                                       |
|                                                                            | Poll                          |                                                                                             | -                   | -                                                            | -                              | -                             | -                                                         | -                                                       |
|                                                                            | Postal Ballot (if applicable) |                                                                                             | -                   | -                                                            | -                              | -                             | -                                                         | -                                                       |
| Total                                                                      | Total                         | 24882806                                                                                    | 11187679            | 44.96                                                        | 11187679                       | 0                             | 100                                                       | 0                                                       |

For Flexituff International Ltd.

  
Director

**ITEM – 3:** To appoint a director in place of Mrs. Alka Sagar, (DIN: 07138477) who retires by rotation and being eligible offers herself for re-appointment.

| Resolution required: (Ordinary/ Special)                                   |                               | Ordinary                                                                                    |                            |                                                              |                                |                               |                                                           |                                                         |
|----------------------------------------------------------------------------|-------------------------------|---------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------------|--------------------------------|-------------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Whether promoter /promoter group are interested in the agenda /resolution? |                               | Yes, Promoters/Promoter group is interested to the extent of their respective shareholding. |                            |                                                              |                                |                               |                                                           |                                                         |
| Category                                                                   | Mode of Voting                | No. of Shares held<br>(1)                                                                   | No. of Votes polled<br>(2) | % of Votes polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes- in favour<br>(4) | No. of Votes – against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and promoter group                                                | E- Voting                     | 8181603                                                                                     | 7277203                    | 88.95                                                        | 7277203                        | 0                             | 100                                                       | 0                                                       |
|                                                                            | Poll                          |                                                                                             | -                          | -                                                            | -                              | -                             | -                                                         | -                                                       |
|                                                                            | Postal Ballot (if applicable) |                                                                                             | -                          | -                                                            | -                              | -                             | -                                                         | -                                                       |
|                                                                            | Total                         |                                                                                             |                            |                                                              |                                |                               |                                                           |                                                         |
| Public- Institutions                                                       | E- Voting                     | 8181603                                                                                     | 7277203                    | 88.95                                                        | 7277203                        | 0                             | 100                                                       | 0                                                       |
|                                                                            | Poll                          | 16701203                                                                                    | 3904804                    | 23.38                                                        | 3904804                        | 0                             | 100                                                       | 0                                                       |
|                                                                            | Postal Ballot (if applicable) |                                                                                             | 5672                       | 0.03                                                         | 5672                           | 0                             | 100                                                       | 0                                                       |
|                                                                            | Total                         |                                                                                             | -                          | -                                                            | -                              | -                             | -                                                         | -                                                       |
| Public Non Institutions                                                    | E- Voting                     | 16701203                                                                                    | 3910476                    | 23.41                                                        | 3910476                        | 0                             | 100                                                       | 0                                                       |
|                                                                            | Poll                          | -                                                                                           | -                          | -                                                            | -                              | -                             | -                                                         | -                                                       |
|                                                                            | Postal Ballot (if applicable) |                                                                                             | -                          | -                                                            | -                              | -                             | -                                                         | -                                                       |
|                                                                            | Total                         |                                                                                             | -                          | -                                                            | -                              | -                             | -                                                         | -                                                       |
| Total                                                                      |                               | 24882806                                                                                    | 11187679                   | 44.96                                                        | 11187679                       | 0                             | 100                                                       | 0                                                       |

For Flexituff International Ltd,

Director

**ITEM – 4:** To ratify appointment of M/s L.K. Maheshwari and Co., as Joint Statutory Auditor of the Company.

| Resolution required: (Ordinary/ Special)                                   |                               | Ordinary                                                                                    |                     |                                                              |                                |                               |                                                           |                                                         |
|----------------------------------------------------------------------------|-------------------------------|---------------------------------------------------------------------------------------------|---------------------|--------------------------------------------------------------|--------------------------------|-------------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Whether promoter /promoter group are interested in the agenda /resolution? |                               | Yes, Promoters/Promoter group is interested to the extent of their respective shareholding. |                     |                                                              |                                |                               |                                                           |                                                         |
| Category                                                                   | Mode of Voting                | No. of Shares held                                                                          | No. of Votes polled | % of Votes polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes- in favour<br>(4) | No. of Votes – against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and promoter group                                                | (1)                           | 8181603                                                                                     | (2)                 | 88.95                                                        | 7277202                        | 1                             | 100                                                       | 0                                                       |
|                                                                            | E- Voting                     |                                                                                             | 7277203             |                                                              |                                |                               |                                                           |                                                         |
|                                                                            | Poll                          |                                                                                             | -                   | -                                                            | -                              | -                             | -                                                         | -                                                       |
|                                                                            | Postal Ballot (if applicable) |                                                                                             | -                   | -                                                            | -                              | -                             | -                                                         | -                                                       |
| Public- Institutions                                                       | Total                         | 8181603                                                                                     | 7277203             | 88.95                                                        | 7277202                        | 1                             | 100                                                       | 0                                                       |
|                                                                            | E- Voting                     | 16701203                                                                                    | 3904804             | 23.38                                                        | 3904804                        | 0                             | 100                                                       | 0                                                       |
|                                                                            | Poll                          |                                                                                             | 5672                | 0.03                                                         | 5672                           | 0                             | 100                                                       | 0                                                       |
|                                                                            | Postal Ballot (if applicable) |                                                                                             | -                   | -                                                            | -                              | -                             | -                                                         | -                                                       |
| Public Non Institutions                                                    | Total                         | 16701203                                                                                    | 3910476             | 23.41                                                        | 3910476                        | 0                             | 100                                                       | 0                                                       |
|                                                                            | E- Voting                     | -                                                                                           | -                   | -                                                            | -                              | -                             | -                                                         | -                                                       |
|                                                                            | Poll                          |                                                                                             | -                   | -                                                            | -                              | -                             | -                                                         | -                                                       |
|                                                                            | Postal Ballot (if applicable) |                                                                                             | -                   | -                                                            | -                              | -                             | -                                                         | -                                                       |
| Total                                                                      | Total                         | 24882806                                                                                    | 11187679            | 44.96                                                        | 11187678                       | 1                             | 100                                                       | 0                                                       |

For Flexituff International Ltd.

*(Signature)*

Director

**ITEM – 5:** To re-appoint M/s MZSK and Associates, as Joint Statutory Auditor of the Company.

| Resolution required: (Ordinary/ Special)                                   |                               | Ordinary                                                                                    |                            |                                                              |                               |                             |                                                           |                                                         |
|----------------------------------------------------------------------------|-------------------------------|---------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------------|-------------------------------|-----------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Whether promoter /promoter group are interested in the agenda /resolution? |                               | Yes, Promoters/Promoter group is interested to the extent of their respective shareholding. |                            |                                                              |                               |                             |                                                           |                                                         |
| Category                                                                   | Mode of Voting                | No. of Shares held<br>(1)                                                                   | No. of Votes polled<br>(2) | % of Votes polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes in favour<br>(4) | No. of Votes against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and promoter group                                                | E- Voting                     | 8181603                                                                                     | 7277203                    | 88.95                                                        | 7277203                       | 0                           | 100                                                       | 0                                                       |
|                                                                            | Poll                          |                                                                                             | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
|                                                                            | Postal Ballot (if applicable) |                                                                                             | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
|                                                                            | Total                         | 8181603                                                                                     | 7277203                    | 88.95                                                        | 7277203                       | 0                           | 100                                                       | 0                                                       |
| Public-Institutions                                                        | E- Voting                     | 16701203                                                                                    | 3904804                    | 23.38                                                        | 3904804                       | 0                           | 100                                                       | 0                                                       |
|                                                                            | Poll                          |                                                                                             | 5672                       | 0.03                                                         | 5672                          | 0                           | 100                                                       | 0                                                       |
|                                                                            | Postal Ballot (if applicable) |                                                                                             | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
|                                                                            | Total                         | 16701203                                                                                    | 3910476                    | 23.41                                                        | 3910476                       | 0                           | 100                                                       | 0                                                       |
| Public Non Institutions                                                    | E- Voting                     | -                                                                                           | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
|                                                                            | Poll                          |                                                                                             | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
|                                                                            | Postal Ballot (if applicable) |                                                                                             | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
|                                                                            | Total                         | -                                                                                           | -                          | -                                                            | -                             | -                           | -                                                         | -                                                       |
| Total                                                                      |                               | 24882806                                                                                    | 11187679                   | 44.96                                                        | 11187679                      | 0                           | 100                                                       | 0                                                       |

For Flexituff International Ltd.

*[Signature]*

Director

**ITEM – 6:** To offer, issue and allot debentures.

| Resolution required: (Ordinary/ Special)                                   |                               | Special                                                                                     |                            |                                                              |                                |                               |                                                           |                                                         |
|----------------------------------------------------------------------------|-------------------------------|---------------------------------------------------------------------------------------------|----------------------------|--------------------------------------------------------------|--------------------------------|-------------------------------|-----------------------------------------------------------|---------------------------------------------------------|
| Whether promoter /promoter group are interested in the agenda /resolution? |                               | Yes, Promoters/Promoter group is interested to the extent of their respective shareholding. |                            |                                                              |                                |                               |                                                           |                                                         |
| Category                                                                   | Mode of Voting                | No. of Shares held<br>(1)                                                                   | No. of Votes polled<br>(2) | % of Votes polled on outstanding shares<br>(3)=[(2)/(1)]*100 | No. of Votes- in favour<br>(4) | No. of Votes – against<br>(5) | % of Votes in favour on votes polled<br>(6)=[(4)/(2)]*100 | % of Votes against on votes polled<br>(7)=[(5)/(2)]*100 |
| Promoter and promoter group                                                | E- Voting                     | 8181603                                                                                     | 7277203                    | 88.95                                                        | 7277203                        | 0                             | 100                                                       | 0                                                       |
|                                                                            | Poll                          |                                                                                             | -                          | -                                                            | -                              | -                             | -                                                         | -                                                       |
|                                                                            | Postal Ballot (if applicable) |                                                                                             | -                          | -                                                            | -                              | -                             | -                                                         | -                                                       |
|                                                                            | Total                         | 8181603                                                                                     | 7277203                    | 88.95                                                        | 7277203                        | 0                             | 100                                                       | 0                                                       |
| Public-Institutions                                                        | E- Voting                     | 16701203                                                                                    | 3904804                    | 23.38                                                        | 3904804                        | 0                             | 100                                                       | 0                                                       |
|                                                                            | Poll                          |                                                                                             | 5672                       | 0.03                                                         | 5672                           | 0                             | 100                                                       | 0                                                       |
|                                                                            | Postal Ballot (if applicable) |                                                                                             | -                          | -                                                            | -                              | -                             | -                                                         | -                                                       |
|                                                                            | Total                         | 16701203                                                                                    | 3910476                    | 23.41                                                        | 3910476                        | 0                             | 100                                                       | 0                                                       |
| Public Non Institutions                                                    | E- Voting                     | -                                                                                           | -                          | -                                                            | -                              | -                             | -                                                         | -                                                       |
|                                                                            | Poll                          |                                                                                             | -                          | -                                                            | -                              | -                             | -                                                         | -                                                       |
|                                                                            | Postal Ballot (if applicable) |                                                                                             | -                          | -                                                            | -                              | -                             | -                                                         | -                                                       |
|                                                                            | Total                         | -                                                                                           | -                          | -                                                            | -                              | -                             | -                                                         | -                                                       |
| Total                                                                      |                               | 24882806                                                                                    | 11187679                   | 44.96                                                        | 11187679                       | 0                             | 100                                                       | 0                                                       |

For Flexituff International Ltd.

  
Director

**ITEM – 7:** To pay the remuneration to Mr. Saurabh Kalani, Whole Time Director of the Company, for the Financial Year 2015-16 in absence of adequate profits.

| Resolution required: (Ordinary/ Special)                                   |                               | Special                                                                                     |                         |                                                           |                            |                          |                                                        |                                                      |
|----------------------------------------------------------------------------|-------------------------------|---------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------------|----------------------------|--------------------------|--------------------------------------------------------|------------------------------------------------------|
| Whether promoter /promoter group are interested in the agenda /resolution? |                               | Yes, Promoters/Promoter group is interested to the extent of their respective shareholding. |                         |                                                           |                            |                          |                                                        |                                                      |
| 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                                                                                     | 7277203                 | 88.95                                                     | 7277203                    | 0                        | 100                                                    | 0                                                    |
|                                                                            | Poll                          |                                                                                             |                         |                                                           |                            |                          |                                                        |                                                      |
|                                                                            | Postal Ballot (if applicable) |                                                                                             |                         |                                                           |                            |                          |                                                        |                                                      |
|                                                                            | Total                         | 8181603                                                                                     | 7277203                 | 88.95                                                     | 7277203                    |                          | 100                                                    |                                                      |
| Public-Institutions                                                        | E- Voting                     | 16701203                                                                                    | 3904804                 | 23.38                                                     | 3904804                    | 0                        | 100                                                    | 0                                                    |
|                                                                            | Poll                          |                                                                                             | 5672                    | 0.03                                                      | 5672                       |                          | 100                                                    |                                                      |
|                                                                            | Postal Ballot (if applicable) |                                                                                             |                         |                                                           |                            |                          |                                                        |                                                      |
|                                                                            | Total                         | 16701203                                                                                    | 3910476                 | 23.41                                                     | 3910476                    |                          | 100                                                    |                                                      |
| Public Non Institutions                                                    | E- Voting                     |                                                                                             | -                       | -                                                         | -                          | -                        | -                                                      | -                                                    |
|                                                                            | Poll                          |                                                                                             |                         |                                                           |                            |                          |                                                        |                                                      |
|                                                                            | Postal Ballot (if applicable) |                                                                                             |                         |                                                           |                            |                          |                                                        |                                                      |
|                                                                            | Total                         |                                                                                             |                         |                                                           |                            |                          |                                                        |                                                      |
| Total                                                                      |                               | 24882806                                                                                    | 11187679                | 44.96                                                     | 11187679                   | 0                        | 100                                                    | 0                                                    |

For Flexituff International Ltd.

Director

**ITEM – 8:** Approval of the payment of minimum remuneration to Mr. Saurabh Kalani, Whole-Time Director, in absence of adequate profits during the period commencing from 1<sup>st</sup> April, 2016 till the expiry of his term (i.e. 30<sup>th</sup> May, 2017)

| Resolution required: (Ordinary/ Special)                                   |                               | Special                                                                                     |                         |                                                           |                            |                            |                                                        |                                                      |
|----------------------------------------------------------------------------|-------------------------------|---------------------------------------------------------------------------------------------|-------------------------|-----------------------------------------------------------|----------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Whether promoter /promoter group are interested in the agenda /resolution? |                               | Yes, Promoters/Promoter group is interested to the extent of their respective shareholding. |                         |                                                           |                            |                            |                                                        |                                                      |
| 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                                                                                     | 7277203                 | 88.9500                                                   | 7277203                    | 0                          | 100                                                    | 0                                                    |
|                                                                            | Poll                          |                                                                                             |                         |                                                           |                            |                            |                                                        |                                                      |
|                                                                            | Postal Ballot (if applicable) |                                                                                             |                         |                                                           |                            |                            |                                                        |                                                      |
|                                                                            | Total                         | 8181603                                                                                     | 7277203                 | 88.95                                                     | 7277203                    |                            | 100                                                    |                                                      |
| Public-Institutions                                                        | E- Voting                     | 16701203                                                                                    | 3904804                 | 23.38                                                     | 3904804                    | 0                          | 100                                                    | 0                                                    |
|                                                                            | Poll                          |                                                                                             | 5672                    | 0.03                                                      | 5672                       |                            | 100                                                    |                                                      |
|                                                                            | Postal Ballot (if applicable) |                                                                                             |                         |                                                           |                            |                            |                                                        |                                                      |
|                                                                            | Total                         | 16701203                                                                                    | 3910476                 | 23.41                                                     | 3910476                    |                            | 100                                                    |                                                      |
| Public Non Institutions                                                    | E- Voting                     | -                                                                                           | -                       | -                                                         | -                          | -                          | -                                                      | -                                                    |
|                                                                            | Poll                          |                                                                                             |                         |                                                           |                            |                            |                                                        |                                                      |
|                                                                            | Postal Ballot (if applicable) |                                                                                             |                         |                                                           |                            |                            |                                                        |                                                      |
|                                                                            | Total                         | -                                                                                           | -                       | -                                                         | -                          | -                          | -                                                      | -                                                    |
| Total                                                                      |                               | 24882806                                                                                    | 11187679                | 44.96                                                     | 11187679                   | 0                          | 100                                                    | 0                                                    |

For Flexituff International Ltd.

  
Director

**COMBINED SCRUTINIZER'S REPORT**

**(VOTING THROUGH REMOTE E-VOTING & POLL AT THE  
23<sup>rd</sup> ANNUAL GENERAL MEETING)**

To,  
The Chairman  
M/s. Flexituff International Limited  
CIN: L25202MP1993PLC034616  
23<sup>rd</sup> Annual General Meeting of Flexituff International Limited  
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 23<sup>rd</sup> Annual General Meeting of Flexituff International Limited (The Company) held on 30<sup>th</sup> day of July, 2016.

Dear Sir,

1. I Ritesh Gupta Proprietor of Ritesh Gupta & Co., Company Secretaries Indore, have been appointed as scrutinizer on 20<sup>th</sup> May 2016, 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 23<sup>rd</sup> Annual General Meeting 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 to the 23<sup>rd</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on 30<sup>th</sup> day of July, 2016 at C41-50, Sec No III SEZ Industrial Area Pithampur Dist. Dhar (M.P.) 454775.

Flexituff International Limited



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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 AGM for the resolutions proposed in the notice to the 23<sup>rd</sup> AGM of the Equity Shareholder of the Company dated 20<sup>th</sup> May 2016. My responsibility as a scrutinizer for the process of voting through remote voting and ballot form at the AGM 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; Monday 25<sup>th</sup> July, 2016, were entitled to vote on the resolutions as set out in the notice of the 23<sup>rd</sup> Annual General Meeting of the 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 Wednesday, 27<sup>th</sup> July, 2016 at 10:00 AM to Friday, 29<sup>th</sup> July, 2016 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 Friday, 29<sup>th</sup> July, 2016 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 30<sup>th</sup> July, 2016 at 12:45 PM after the conclusion of the voting cast at the Annual general meeting in the presence of two witnesses, Mr. Pranshul Singhai and Ms. Payal Paras, who are not in the employment of the Company.
7. At the 23<sup>rd</sup> AGM of the Company held on 30<sup>th</sup> July, 2016, the Chairman of the Company 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 AGM had appointed me as scrutinizer for the same.

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

**"RESULTS"**

| Item of Notice<br>Particulars of<br>Business                                                                                                                                                                                                   | Type<br>of<br>Votes | Votes in Favour<br>of<br>Resolution |                        | Votes against<br>the<br>Resolution |                        | Invalid<br>Votes    |                        |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-------------------------------------|------------------------|------------------------------------|------------------------|---------------------|------------------------|
|                                                                                                                                                                                                                                                |                     | No.<br>of<br>shares                 | Perce<br>nt-age<br>(%) | No.<br>of<br>shares                | Perce<br>nt-age<br>(%) | No.<br>of<br>shares | Perce<br>nt-age<br>(%) |
| Item No. 1 of the<br>Notice <b>Ordinary<br/>Resolution</b><br><br>(Adoption of<br>Audited<br>Financial<br>Statement)                                                                                                                           | Remote E-voting     | 11182007                            | 100                    | 0                                  | 0                      | 0                   | 0                      |
|                                                                                                                                                                                                                                                | Ballot Form         | 5672                                | 0.53                   | 0                                  | 0                      | 1064105             | 99.47                  |
|                                                                                                                                                                                                                                                | <b>Total</b>        | 11187679                            | 91.31                  | 0                                  | 0                      | 1064105             | 8.69                   |
| Item No. 2 of the<br>Notice <b>Ordinary<br/>Resolution</b><br><br>(To Appoint<br>Director in place<br>of Mr. Saurabh<br>Kalani (DIN:<br>00699380), who<br>retires by rotation<br>and being eligible,<br>offers himself for<br>re-appointment.) | Remote E-voting     | 11182007                            | 100                    | 0                                  | 0                      | 0                   | 0                      |
|                                                                                                                                                                                                                                                | Ballot Form         | 5672                                | 0.53                   | 0                                  | 0                      | 1064105             | 99.47                  |
|                                                                                                                                                                                                                                                | <b>Total</b>        | 11187679                            | 91.31                  | 0                                  | 0                      | 1064105             | 8.69                   |

|                                                                                                                                                                                                  |                 |          |       |   |   |         |       |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|----------|-------|---|---|---------|-------|
| Item No. 3 of the Notice Ordinary Resolution<br>(To Appoint Director in place of Mrs Alka Sagar, (DIN: 07138477), who retires by rotation and being eligible, offers herself for re-appointment) | Remote E-voting | 11182007 | 100   | 0 | 0 | 0       | 0     |
|                                                                                                                                                                                                  | Ballot Form     | 5672     | 0.53  | 0 | 0 | 1064105 | 99.47 |
|                                                                                                                                                                                                  | Total           | 11187679 | 91.31 | 0 | 0 | 1064105 | 8.69  |
| Item No. 4 of the Notice Ordinary Resolution<br>(To ratifies the appointment of M/s. L.K. Maheshwari & Co. as Statutory Auditors of the Company and fix their remuneration)                      | Remote E-voting | 11182006 | 100   | 1 | 0 | 0       | 0     |
|                                                                                                                                                                                                  | Ballot Form     | 5672     | 0.53  | 0 | 0 | 1064105 | 99.47 |
|                                                                                                                                                                                                  | Total           | 11187678 | 91.31 | 1 | 0 | 1064105 | 8.69  |
| Item No. 5 of the Notice Ordinary Resolution<br>(To re-appoint M/s. MZSK & Associates as Joint Statutory Auditors of the Company and Fix their remuneration)                                     | Remote E-voting | 11182007 | 100   | 0 | 0 | 0       | 0     |
|                                                                                                                                                                                                  | Ballot Form     | 5672     | 0.53  | 0 | 0 | 1064105 | 99.47 |
|                                                                                                                                                                                                  | Total           | 11187679 | 91.31 | 0 | 0 | 1064105 | 8.69  |

|                                                                                                                                                                            |                 |          |       |   |   |         |       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|----------|-------|---|---|---------|-------|
| Item No. 6 of the Notice <b>Special Resolution</b><br><br>(To offer issue and allot Secured or Unsecured Non-Convertible Debentures/ Bonds on private placement basis)     | Remote E-voting | 11182007 | 100   | 0 | 0 | 0       | 0     |
|                                                                                                                                                                            | Ballot Form     | 5672     | 0.53  | 0 | 0 | 1064105 | 99.47 |
|                                                                                                                                                                            | <b>Total</b>    | 11187679 | 91.31 | 0 | 0 | 1064105 | 8.69  |
| Item No. 7 of the Notice <b>Special Resolution</b><br><br>(To ratify the payment of remuneration to Mr. Saurabh Kalani (DIN: 00699380) Whole-Time Director of the Company) | Remote E-voting | 11182007 | 100   | 0 | 0 | 0       | 0     |
|                                                                                                                                                                            | Ballot Form     | 5672     | 0.53  | 0 | 0 | 1064105 | 99.47 |
|                                                                                                                                                                            | <b>Total</b>    | 11187679 | 91.31 | 0 | 0 | 1064105 | 8.69  |
| Item No. 8 of the Notice <b>Special Resolution</b><br><br>(To fix the minimum remuneration of Mr. Saurabh Kalani (DIN: 00699380) Whole-Time Director of the Company)       | Remote E-voting | 11182007 | 100   | 0 | 0 | 0       | 0     |
|                                                                                                                                                                            | Ballot Form     | 5672     | 0.53  | 0 | 0 | 1064105 | 99.47 |
|                                                                                                                                                                            | <b>Total</b>    | 11187679 | 91.31 | 0 | 0 | 1064105 | 8.69  |

**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: [csciteshgupta@gmail.com](mailto:csciteshgupta@gmail.com)

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 30<sup>th</sup> July, 2016

For Ritesh Gupta & Co.  
Company Secretaries

  
Ritesh Gupta  
Proprietor  
FCS: 5200, CP: 3764



Countersigned by:  
For Flexituff International Limited



  
Chairman Company Secretary