

August 24, 2017

To, 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
--	--

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

Sub: Voting Results and Scrutinizer Report

Dear Sir/Mam,

This is to inform you that the 24th Annual General Meeting of the Company was held on 22nd August, 2017 and the business mentioned in the Notice dated July 24, 2017 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 23rd August, 2017, 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



CS Madhuri Jethani
Company Secretary

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

Date of the AGM/EGM	22 nd August, 2017
Total number of Shareholders	1942
No. of Shareholders present in the meeting either in person or through proxy:	
Promoters and promoter group: Public:	(7) Members (8) Members
No. of Shareholders attend the meeting through Video Conferencing:	0
Promoters and promoter group: Public:	



ITEM – 1: Adoption of Audited Financial Statements of the Company for the Financial Year ended on 31st March 2017 and the reports of the Board of Directors and Auditor's 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	8181603	100	8181603	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public-Institutions	Total	8181603	8181603	100	8181603	0	100	0
	E- Voting	16701203	6240720	37.37	6240713	7	100	0
	Poll		-	-	-	-	-	-
Public Non Institutions	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	16701203	6240720	37.37	6240713	7	100	0
	E- Voting	-	-	-	-	-	-	-
Public Non Institutions	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		24882806	14422323	57.96	14422316	7	100	0



ITEM – 2: Re-appointment of Mrs. Alka Sagar 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?			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	8181603	100	8181603	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	8181603	8181603	100	8181603	0	100	0
Public- Institutions	E- Voting	16701203	6240720	37.37	6240713	7	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non Institutions	E- Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		24882806	14422323	57.96	14422316	7	100	0



ITEM-3: Appointment of M/s Kailash Chand Jain & Co., Chartered Accountants, Indore (FRN: 112318W) as Joint Statutory Auditor 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	8181603	100	8181603	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot	-	-	-	-	-	-	-
	(if applicable)	-	-	-	-	-	-	-
Public- Institutions	Total	8181603	8181603	100	8181603	0	100	0
	E- Voting	16701203	6240720	37.37	6240713	7	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Public Non Institutions	Total	16701203	6240720	37.37	6240713	7	100	0
	E- Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
Total	Total	-	-	-	-	-	-	-
	Total	24882806	14422323	57.96	14422316	7	100	0



ITEM – 4: Re-appointment of M/s MZSK & Associates,, Chartered Accountants, Mumbai (FRN: 105047W), as Joint Statutory Auditor 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	8181603	100	8181603	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	8181603	8181603	100	8181603	0	100	0
Public- Institutions	E- Voting	16701203	6240720	37.37	6240713	7	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non Institutions	E- Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		24882806	14422323	57.96	14422316	7	100	0



ITEM – 5: Appointment of Mr. Bhuwan Modi as Independent 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	8181603	100	8181603	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	Total	8181603	8181603	100	8181603	0	100	0
	E- Voting	16701203	6240720	37.37	6240713	7	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	16701203	6240720	37.37	6240713	7	100	0
	E- Voting	-	-	-	-	-	-	-
Public Non Institutions	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		24882806	14422323	57.96	14422316	7	100	0

Chand



ITEM – 6: Appointment of Mr. Parag Gupta as Independent 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	8181603	100	8181603	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	8181603	8181603	100	8181603	0	100	0
Public- Institutions	E- Voting	16701203	6240720	37.37	6240713	7	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non Institutions	E- Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		24882806	14422323	57.96	14422316	7	100	0



ITEM – 7: Appointment of Mr. Akshay Tanna as an Investor 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	8181603	100	8181603	0	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	8181603	8181603	100	8181603	0	100	0
Public-Institutions	E- Voting	16701203	6240720	37.37	6240713	7	100	0
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non Institutions	E- Voting	-	-	-	-	-	-	-
	Poll	-	-	-	-	-	-	-
	Postal Ballot (if applicable)	-	-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		24882806	14422323	57.96	14422316	7	100	0



ITEM – 8: Increase in Remuneration of Ms. Devakshi Kalani, Executive Finance 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	8181603	100	8181603	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	8181603	8181603	100	8181603	0	100	0
Public- Institutions	E- Voting	16701203	5047332	30.22	5047325	7	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	16701203	5047332	30.22	5047325	7	100	0
Public Non Institutions	E- Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		24882806	13228935	53.16	13228928	7	100	0

ITEM -9: Increase in Remuneration of Mr. Kartikeya Kalani, President 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	8181603	100	8181603	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	(if applicable)							
Public- Institutions	Total	8181603	8181603	100	8181603	0	100	0
	E- Voting	16701203	5047332	30.22	5047325	7	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
Public Non Institutions	(if applicable)							
	Total	16701203	5047332	30.22	5047325	7	100	0
	E- Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	(if applicable)							
	Total	-	-	-	-	-	-	-
	Total		24882806	13228935	53.16	13228928	7	100

ITEM-10: Regularization of Mr. Mahesh Sharma 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	8181603	100	8181603	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public-Institutions	Total	8181603	8181603	100	8181603	0	100	0
	E- Voting	16701203	6240720	37.37	6240713	7	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	16701203	6240720	37.37	6240713	7	100	0
	E- Voting	-	-	-	-	-	-	-
Public Non Institutions	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		24882806	14422323	57.96	14422316	7	100	0

Divyanshu

ITEM-11: Regularization of Mr. Anand Khandelwal 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	8181603	100	8181603	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	8181603	8181603	100	8181603	0	100	0
Public- Institutions	E- Voting	16701203	6240720	37.37	6240713	7	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non Institutions	E- Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		24882806	14422323	57.96	14422316	7	100	0



ITEM -12: Appointment of Mr. Mahesh Sharma 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	8181603	100	8181603	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	Total	8181603	8181603	100	8181603	0	100	0
	E- Voting	16701203	6240720	37.37	6240713	7	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non Institutions	E- Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		24882806	14422323	57.96	14422316	7	100	0

Guarant

ITEM-13: Re-appointment of Mr. Saurabh Kalani as Whole-Time Director of the Company

Resolution required: (Ordinary/ Special)		Special						
Whether promoter /promoter group are interested in the agenda /resolution?		Yes						
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	5813070	71.05	5813070	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	Total	8181603	5813070	71.05	5813070	0	100	0
	E- Voting	16701203	6240720	37.37	6240713	7	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	16701203	6240720	37.37	6240713	7	100	0
	E- Voting	-	-	-	-	-	-	-
Public Non Institutions	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		24882806	12053790	48.44	14422316	7	100	0

Chand

ITEM -14: Appointment of Mr. Anand Khandelwal 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	8181603	100	8181603	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	Total	8181603	8181603	100	8181603	0	100	0
	E- Voting	16701203	6240720	37.37	6240713	7	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	16701203	6240720	37.37	6240713	7	100	0
	E- Voting	-	-	-	-	-	-	-
Public Non Institutions	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		24882806	14422323	57.96	14422316	7	100	0

Anand

ITEM –15: Ratification of remuneration paid to Mr. Akhilesh Agnihotri

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	8181603	100	8181603	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	Total	8181603	8181603	100	8181603	0	100	0
	E- Voting	16701203	6240720	37.37	6240713	7	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	16701203	6240720	37.37	6240713	7	100	0
Public Non Institutions	E- Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		24882806	14422323	57.96	14422316	7	100	0

Shravan



ITEM –16: Approval of Strategic Debt Restructuring

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	8181603	100	8181603	0	100	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	Total	8181603	8181603	100	8181603	0	100	0
	E- Voting	16701203	6240720	37.37	6240713	7	100	0
	Poll		-	-	-	-	-	-
Public Non Institutions	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	16701203	6240720	37.37	6240713	7	100	0
	E- Voting	-	-	-	-	-	-	-
Public Non Institutions	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	-	-	-	-	-	-	-
Total		24882806	14422323	57.96	14422316	7	100	0

Handwritten signature

Stamp: LEBEX INVESTMENT LTD. 100% INDIAN OWNERSHIP

COMBINED SCRUTINIZER'S REPORT

**(VOTING THROUGH REMOTE E-VOTING & POLL AT THE
24th ANNUAL GENERAL MEETING)**

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 24th Annual General Meeting of Flexituff International Limited (The Company) held on 22nd day of August, 2017.

Dear Sir,

1. I Ritesh Gupta, Proprietor of Ritesh Gupta & Co., Company Secretaries Indore, have been appointed as scrutinizer on 24.07.2017, 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 24th 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 24th Annual General Meeting of the Equity Shareholders of the Company, held on 22nd Day of August, 2017 at C41-50, Sec No III SEZ Industrial Area Pithampur Dist. Dhar (M.P.) 454775.

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 24th Annual General Meeting of the Equity Shareholder of the Company dated 22nd August, 2017. My responsibility as a scrutinizer for the process of voting through remote e-voting and ballot form at 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; Thursday, 17 August, 2017 were entitled to vote on the resolutions as set out in the notice of the 24th 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 Saturday, 19th August, 2017 at 10:00 AM to Monday, 21st August, 2017 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 Monday, 21st August, 2017 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 22nd August, 2017 at 3:35 PM after the conclusion of the voting cast at the Annual general meeting in the presence of two witnesses, Ms. Shreya Thombre and Mr. Burhanuddin Hotelwala, who are not in the employment of the Company.
7. At the 24th Annual General Meeting of the Company held on 22nd August, 2017 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	Perce nt-age (%)	No. of shares	Perce nt-age (%)	No. of shares	Perce nt- age (%)
Item No. 1 Ordinary Resolution (Adoption of Audited Financial Statements for the Financial Year ended 31 st March, 2017)	Remote E- voting	14422316	100.00	7	0.00	0.00	0.00
	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	14422316	100.00	7	0.00	0.00	0.00
Item No. 2 Ordinary Resolution (Appointment of Mrs. Alka Sagar as director liable to retire by rotation.)	Remote E- voting	14422316	100.00	7	0.00	0.00	0.00
	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	14422316	100.00	7	0.00	0.00	0.00

Item No. 3 Ordinary Resolution (Appointment of M/s. Kailash Chand Jain & Co., Indore as Joint Statutory Auditors of the company.)	Remote E-voting	14422316	100.00	7	0.00	0.00	0.00
	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	14422316	100.00	7	0.00	0.00	0.00
Item No. 4 Ordinary Resolution (To Appoint M/s. MZSK & Associates, Mumbai as Joint Statutory Auditors of the company.)	Remote E-voting	14422316	100.00	7	0.00	0.00	0.00
	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	14422316	100.00	7	0.00	0.00	0.00
Item No. 5 Ordinary Resolution (Appointment of Mr. Bhuwan Modi as Independent Director)	Remote E-voting	14422316	100.00	7	0.00	0.00	0.00
	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	14422316	100.00	7	0.00	0.00	0.00

Item No. 6 Ordinary Resolution	Remote E-voting	14422316	100.00	7	0.00	0.00	0.00
(Appointment of Mr. Parag Gupta as Independent Director)	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	14422316	100.00	7	0.00	0.00	0.00
Item No. 7 Ordinary Resolution	Remote E-voting	14422316	100.00	7	0.00	0.00	0.00
(Appointment of Mr. Akshay Tanna as Investor Director)	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	14422316	100.00	7	0.00	0.00	0.00
Item No. 8 Ordinary Resolution	Remote E-voting	13228928	100.00	7	0.00	0.00	0.00
(Increase in remuneration of Ms. Devakshi Kalani, Executive Finance of the company.)	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	13228928	100.00	7	0.00	0.00	0.00
Item No. 9 Ordinary Resolution	Remote E-voting	13228928	100.00	7	0.00	0.00	0.00
(Increase in remuneration of Mr. Kartikeya Kalani, President of the company.)	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	13228928	100.00	7	0.00	0.00	0.00

Item No. 10 Ordinary Resolution (Regularisation of Mr. Mahesh Sharma as Director of the company)	Remote E-voting	14422316	100.00	7	0.00	0.00	0.00
	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	14422316	100.00	7	0.00	0.00	0.00
Item No. 11 Ordinary Resolution (Regularisation of Mr. Anand Khandelwal as Director of the company)	Remote E-voting	14422316	100.00	7	0.00	0.00	0.00
	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	14422316	100.00	7	0.00	0.00	0.00
Item No. 12 Special Resolution (To appoint Mr. Mahesh Sharma as Whole Time Director of the company)	Remote E-voting	14422316	100.00	7	0.00	0.00	0.00
	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	14422316	100.00	7	0.00	0.00	0.00
Item No. 13 Special Resolution (Re-appointment of Mr. Saurabh Kalani as Whole Time Director of the company)	Remote E-voting	14422316	100.00	7	0.00	0.00	0.00
	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	14422316	100.00	7	0.00	0.00	0.00

Item No. 14 Special Resolution (Re-appointment of Mr. Anand Khandelwal as Whole Time Director of the company)	Remote E-voting	14422316	100.00	7	0.00	0.00	0.00
	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	14422316	100.00	7	0.00	0.00	0.00
Item No. 15 Special Resolution (Ratify the Remuneration paid to Mr. Akhilesh Agnihotri)	Remote E-voting	14422316	100.00	7	0.00	0.00	0.00
	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	14422316	100.00	7	0.00	0.00	0.00
Item No. 16 Special Resolution (Approval of Strategic Debt Restructuring)	Remote E-voting	14422316	100.00	7	0.00	0.00	0.00
	Ballot Form	0.00	0.00	0.00	0.00	0.00	0.00
	Total	14422316	100.00	7	0.00	0.00	0.00



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

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 23rd August, 2017

For Ritesh Gupta & Co.
Company Secretaries


Ritesh Gupta
Proprietor
FCS: 5200, CP: 3764



Countersigned by:
For Flexituff International Limited


Chairman/ Company Secretary
Whole-Time Director