

Date: 23rd July, 2024

BSE Limited Department of Corporate Services P. J. Towers, 25th Floor, Dalal Street, Mumbai- 400 001 Scrip Code: 533638	National Stock Exchange of India Ltd Exchange Plaza, C-1, Block-G Bandra Kurla Complex, Bandra (E) Mumbai- 400 051 Scrip Code: FLEXITUFF
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Sub: Disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sirs,

Please refer the Board Meeting outcome dated 18th July, 2024 wherein board decided to create, issue, and allot the following:

1. Preferential issue of warrants:

To issue upto 50,00,000 (Fifty Lakhs) equity warrants (“**Warrants**”) convertible into, or exchangeable for, equal number of equity share of the Company, having a face value of Rs. 10/- (Rupee Ten only) within the period of 18 (Eighteen) months in accordance with the applicable laws at a price of Rs. 41.75/- per Warrant (“**Warrant Issue Price**”) aggregating up to Rs. 20,87,50,000/- (Rupees Twenty Crores Eighty Seven Lakh Fifty Thousand only) to certain identified persons / entity (**as mentioned in Annexure I, of outcome of board meeting dated 18th July, 2024**) by way of preferential issue in accordance with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, as amended ("Act") read with Companies (Prospectus and Allotment of Securities) Rules, 2014, and Companies (Share Capital and Debentures) Rules, 2014 as amended ("**Rules**"), Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI (ICDR) Regulations**”), SEBI (LODR) Regulations, 2015 and such other acts / rules / regulations as may be applicable and subject to necessary approval of the members of the Company and other regulatory authorities, as maybe applicable ("**Preferential Issue of Warrants**").

In this regard, the Board of Directors of the Company had further authorized /empowered to take necessary decision to settle any question, difficulty or doubt that may arise subsequently in respect to the preferential issue, and in pursuance to the same.

During the scrutiny of the documents, it was observed that the following allottee is ineligible in terms of the Regulation 159(1) of the SEBI (ICDR) Regulations.



Flexituff Ventures International Limited

C41-50, SEZ Sector-3
Pithampur – 454 775, Distt. Dhar (M.P.) India
Phone: 91-7292420200, 401681-82-83
Fax : 91-7292-401684
Email: mail@flexituff.com url:
www.flexituff.com

CIN : L25202MP1993PLC034616

Name of Proposed Allottee	Category	No of Warrants proposed to be Allotted
Mr. Sudhanshu Saraf	Non-Promoter	Upto 50,000

Pursuant to the aforementioned changes, the revised details relating to Preferential Issue of Warrants as required under Regulation 30 of the SEBI (LODR) Regulations, 2015 read with SEBI Master Circular dated July 11, 2023, bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 ("SEBI Circular"), are provided in **Annexure I**, attached herewith.

The Company has fixed 10th August, 2024 as the "Cut-off Date" for the purpose of determining the eligibility of the members entitled to vote by remote e-voting. Those shareholders holding shares either in dematerialized form or in physical form, as on the close of business hours on 10th August, 2024 will be entitled to avail the facility of remote e-voting as well as voting at the EGM.

We request you to kindly take on record the same.

Thanking you,

Yours faithfully,

For Flexituff Ventures International Limited

Rishabh Kumar Jain
Company Secretary

Encl. As above

Annexure I

The details relating to issuance of warrants as required under Regulation 30 of SEBI (LODR) Regulations, 2015 read with SEBI Master Circular dated July 11, 2023, bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are as under:

Sr. No.	Particulars	Description
1	Type of securities proposed to be issued	Convertible Warrants carrying a right to subscribe 1 (One) Equity Share per Warrant.
2	Type of issuance	Preferential allotment on a private placement basis in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI (ICDR) Regulations") and other applicable laws
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Up to 49,50,000 (Forty Nine Lakhs and Fifty Thousand) warrants, at a price of Rs. 41.75/- per Warrant, payable in cash ("Warrant Issue Price"), aggregating up to Rs. 20,66,62,500/- (Rupees Twenty Crores Sixty Six Lakhs Sixty Two Thousand Five Hundred only), each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of Rs. 10.00/- (Rupee Ten Only) each ("Equity Share(s)"). The price of the warrants has been determined in accordance with the SEBI (ICDR) Regulations. The preferential issue will be undertaken for cash consideration. An amount equivalent to 25% of the Warrant Issue Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% shall be payable by the Warrant holder(s) on the exercise of Warrant(s); The price of the warrants and the number of Equity Shares to be allotted on conversion of warrants shall be subject to appropriate adjustments as permitted under applicable laws.
Additional information in case of preferential issue		
4.	Name of Investors	As per Annexure A
5.	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Refer Annexure B for outcome of subscription Issue Price is Rs. 41.75 per Warrant An amount equivalent to 25% of the Warrant Issue Price i.e. Rs. 10.44 shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Issue Price i.e. Rs.31.31 shall be payable by the



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		Warrant holder(s) on the exercise of the Warrant(s). Number of proposed allottees for Warrants – 17
6	In case of convertibles — intimation on conversion of securities or on lapse of the tenure of the instrument;	Same will be intimated to stock exchanges as and when warrants will be converted/ lapsed.
7	Any cancellation or termination of proposal for issuance of securities including reasons thereof	Not applicable

For Flexituff Ventures International Limited

Rishabh Kumar Jain
Company Secretary

Annexure A

List of Allottees

S. No.	Name of Proposed Allottee(s)	Category (Promoter Group/ Non Promoter)	No. of Warrants to be allotted
1	CHINTAN HEMANT KUMAR DESAI	Non-Promoter	Upto 60,000
2	1955 VENTURE FUND (PARTNERSHIP FIRM REPRESENTED BY ITS PARTNERS - JINENDRA G AND GOTHAM CHAND)	Non-Promoter	Upto 10,00,000
3	GJNX VENTURES (PARTNERSHIP FIRM REPRESENTED BY ITS PARTNERS - GUNAVANTH KUMAR REKHA AND GANAVANTH KUMAR NEHA)	Non-Promoter	Upto 10,00,000
4	DIVYASHRI RAVICHANDRAN	Non-Promoter	Upto 2,00,000
5	RUPA DAS	Non-Promoter	Upto 50,000
6	ARTHY V	Non-Promoter	Upto 40,000
7	PRASHANT MISHRA	Non-Promoter	Upto 60,000
8	MANAV VIJAYAKUMAR	Non-Promoter	Upto 2,00,000
9	SINGHVI HERITAGE LLP	Non-Promoter	Upto 1,50,000
10	HIRACHAND PADMA JAIN	Non-Promoter	Upto 1,00,000
11	AVINASH	Non-Promoter	Upto 1,00,000
12	HEMALATHA UMEDMALGOLECHA	Non-Promoter	Upto 1,00,000
13	SADHANA BHANDARI	Non-Promoter	Upto 2,00,000
14	FLEXI FUSION SYSTEM PRIVATE LIMITED	Non-Promoter	Upto 4,50,000
15	FLEXIGEO SYSTEM PRIVATE LIMITED	Non-Promoter	Upto 1,90,000
16	ALVEOR PLASTIC TECHNOLOGIES PRIVATE LIMITED	Non-Promoter	Upto 6,00,000
17	HERBAL DREAM AYURVEDA CREATIONS PRIVATE LIMITED	Non-Promoter	Upto 4,50,000
	TOTAL		Upto 49,50,000

For Flexituff Ventures International Limited

Rishabh Kumar Jain
Company Secretary

Annexure B

Post allotment of securities

Sr. No.	Name of Proposed Allottee(s)	Pre Issue Equity Shareholding		No. of Equity Shares to be allotted	No. of Warrants to be allotted	Post Issue Equity Shareholding (assuming full conversion of warrants)	
		No. of shares	%			No. of shares	%
1	CHINTAN HEMANTKUMAR DESAI	NIL	0	NIL	Upto 60,000	60,000	0.17
2	1955 VENTURE FUND (PARTNERSHIP FIRM REPRESENTED BY ITS PARTNERS - JINENDRA G AND GOTHAM CHAND)	NIL	0	NIL	Upto 10,00,000	10,00,000	2.79
3	GJNX VENTURES (PARTNERSHIP FIRM REPRESENTED BY ITS PARTNERS - GUNAVANTH KUMAR REKHA AND GANAVANTH KUMAR NEHA)	NIL	0	NIL	Upto 10,00,000	10,00,000	2.79
4	DIVYASHRI RAVICHANDRAN	NIL	0	NIL	Upto 2,00,000	2,00,000	0.56
5	RUPA DAS	NIL	0	NIL	Upto 50,000	50,000	0.14

6	ARTHY V	NIL	0	NIL	Upto 40,000	40,000	0.11
7	PRASHANT MISHRA	NIL	0	NIL	Upto 60,000	60,000	0.17
8	MANAV VIJAYAKUMAR	NIL	0	NIL	Upto 2,00,000	2,00,000	0.56
9	SINGHVI HERITAGE LLP	NIL	0	NIL	Upto 1,50,000	1,50,000	0.42
10	HIRACHAND PADMA JAIN	NIL	0	NIL	Upto 1,00,000	1,00,000	0.28
11	AVINASH	NIL	0	NIL	Upto 1,00,000	1,00,000	0.28
12	HEMALATHA UMEDMAL GOLECHA	NIL	0	NIL	Upto 1,00,000	1,00,000	0.28
13	SADHANA BHANDARI	NIL	0	NIL	Upto 2,00,000	2,00,000	0.56
14	FLEXI FUSION SYSTEM PRIVATE LIMITED	NIL	0	NIL	Upto 4,50,000	4,50,000	1.25
15	FLEXIGEO SYSTEM PRIVATE LIMITED	NIL	0	NIL	Upto 1,90,000	1,90,000	0.53
16	ALVEOR PLASTIC TECHNOLOGIES PRIVATE LIMITED	NIL	0	NIL	Upto 6,00,000	6,00,000	1.67
17	HERBAL DREAM AYURVEDA CREATIONS PRIVATE LIMITED	NIL	0	NIL	Upto 4,50,000	4,50,000	1.25

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