



**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

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

<b>Date of the EGM</b>	<b>16<sup>th</sup> November, 2023</b>
<b>Total number of Shareholders</b>	<b>4441</b>
<b>No. of Shareholders present in the meeting either in person or proxy</b>	
Promoters and promoter group:	<b>0</b>
Public:	<b>0</b>
<b>No. of Shareholders attend the meeting through Video Conferencing:</b>	<b>31</b>
Promoters and promoter group:	<b>5</b>
Public:	<b>26</b>

**RISHABH  
KUMAR  
JAIN**

Digitally signed by RISHABH KUMAR JAIN  
DN: cn=RISHABH KUMAR JAIN, postalCode=452016, st=MP, o=Flexituff Ventures International Limited, email=mail@flexituff.com, c=IN  
ENCLAVENDOREKANADIA,ROAD MAINNEAR  
ASHISH KIRANA 452016, h=INDORE, o=Personal,  
title=ES01,  
serialNumber=3F068A5E95A09A10c1ad9cd1244  
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9d1166d6d9a4e9903348b4704e,  
email=SANDHELIYA.RISHABH@GMAIL.COM,  
cn=RISHABH KUMAR JAIN  
Date: 2023.11.16 18:27:17 +05'30'

**ITEM – 1:** Prior approval to lenders for an option to convert loan into equity shares u/s 62(3) of the Companies Act, 2013

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	9381603	8181603	87.2090	8181603	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>9381603</b>	<b>8181603</b>	<b>87.2090</b>	<b>8181603</b>	<b>-</b>	<b>100</b>
Public- Institutions	E- Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public Non Institutions	E- Voting	17501203	6294495	35.9661	6294493	2	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>17501203</b>	<b>6294495</b>	<b>35.9661</b>	<b>6294493</b>	<b>2</b>	<b>100.0000</b>
<b>Total</b>		<b>26882806</b>	<b>14476100</b>	<b>53.8389</b>	<b>14476098</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>

**RISHABH  
KUMAR  
JAIN**

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DN: c=IN, postalCode=452016, st=MADHYA PRADESH,  
street=65, SIKHOLE ENCLAVE/INDORE/ANANDIA ROAD  
MAINNEAR ASHISH KIRANA 452016, I=INDORE,  
o=Personal, title=BSO1,  
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2.5.4.20=4a2a276610315a18f09f02a46e8865e9d4  
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email=SANDESHIYA.RISHABH@GMAIL.COM,  
cn=RISHABH KUMAR JAIN  
Date: 2023.11.18 18:28:01 +05'30'

**ITEM – 2:** Re-appointment of Mr. Jagdish Prasad Pandey as whole-time director for further period of 3 years

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	9381603	8181603	87.2090	8181603	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>9381603</b>	<b>8181603</b>	<b>87.2090</b>	<b>8181603</b>	<b>-</b>	<b>100</b>
Public- Institutions	E- Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public Non Institutions	E- Voting	17501203	6294495	35.9661	6294493	2	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>17501203</b>	<b>6294495</b>	<b>35.9661</b>	<b>6294493</b>	<b>2</b>	<b>100.0000</b>
<b>Total</b>		<b>26882806</b>	<b>14476100</b>	<b>53.8389</b>	<b>14476098</b>	<b>2</b>	<b>100.0000</b>	<b>0.0000</b>

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 DN: c=IN, postalCode=452016,   
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 ENCLAVENINDOREKANKAJA ROAD,  
 MAINNEAR ASHESH KIRANA 452016,  
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 93a12,  
 cn=RISHABH KUMAR JAIN  
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 Date: 2023.11.18 18:28:52 +05'30'

**RISHABH  
KUMAR  
JAIN**

**ITEM – 3:** Re-appointment of Mr. Saurabh Kalani as whole-time director for further period of 3 years

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	9381603	8181603	87.2090	8181603	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>9381603</b>	<b>8181603</b>	<b>87.2090</b>	<b>8181603</b>	<b>-</b>	<b>100</b>
Public-Institutions	E- Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public Non Institutions	E- Voting	17501203	6294495	35.9661	6294494	1	100.0000	0.0000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>17501203</b>	<b>6294495</b>	<b>35.9661</b>	<b>6294494</b>	<b>1</b>	<b>100.0000</b>
<b>Total</b>		<b>26882806</b>	<b>14476100</b>	<b>53.8389</b>	<b>14476099</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>

**RISHABH  
KUMAR  
JAIN**

Digitally signed by RISHABH KUMAR JAIN  
DN: c=IN, postalCode=432016, st=MAHARASHTRA, street=GT SHLOKE ENCLAVE,INDORE,INDIA, SERIAL=MANNEERASHISH KIRANA 432016, ln=INDORE, o=Personal, ou=8901, serialNumber=395648c959e07e11c1a8dc dc24432886f71a1948d30c3d57e2034e82e 93a72, pseudonym=850120320102130455836, 2.5.4.29=3a22b7963b37a1b1e09720e436e f805c9d5150648e0a2e49f90348a74744e  
e-mail=SANDHELIYA.RISHABH@GMAIL.CO  
M, cn=RISHABH KUMAR JAIN  
Date: 2023.11.16 18:29:49 +05'30'

**SCRUTINIZER'S REPORT**

(Consolidated report on remote e-voting and voting through electronic means)  
[Pursuant to Section 108 of the Companies Act, 2013 read with  
Rule 20 of the Companies (Management and Administration) Rules, 2014 and voting  
through electronic system provided in terms of circulars issued by  
Ministry of Corporate Affairs]

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

**Sub:** Consolidated Report of Scrutinizer on passing of resolutions through remote e-voting and voting through electronic system conducted at the Extra Ordinary General Meeting of the members of Flexituff Ventures International Limited (The Company) held on 16<sup>th</sup> November, 2023.

Dear Sir,

I, **Ritesh Gupta**, Practicing Company Secretary and proprietor of **Ritesh Gupta & Co., Company Secretaries**, Indore have been appointed as Scrutinizer on 18<sup>th</sup> October, 2023 pursuant to the authority granted by the Board of Directors of **Flexituff Ventures International Limited (CIN: L25202MP1993PLC034616)** for the purpose of scrutinizing the remote e-voting and venue e-voting process in terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and also scrutinizing e-voting through electronic system in accordance with various circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) in this regard for conducting this Extra Ordinary General Meeting of the Equity Shareholders of the Company held on Thursday, 16<sup>th</sup> November, 2023 through Video Conferencing(VC)/Other Audio Visual Means(OAVM) and I submit my report as under:

1. 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 voting through electronic means at the Extra Ordinary General

Meeting for the resolutions proposed in the notice of the Extra Ordinary General Meeting of the members of the Company. My responsibility as Scrutinizer to scrutinize the remote e-voting process and voting through electronic means at the Extra Ordinary General Meeting in a fair and transparent manner and also responsible to make a consolidated Scrutinizer's Report of the total votes cast "in favour" or "against" on the resolutions stated below.

2. In accordance with the Notice of the Extra Ordinary General Meeting sent to the shareholders and the 'advertisement' published pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014 the remote e-voting opened at 10:00 A.M. (IST) on Monday, 13<sup>th</sup> day of November, 2023 and remained opened up to 5:00 P.M. (IST) on Wednesday, 15<sup>th</sup> day of November, 2023.
3. The members who were on record of the Company as on the "Cut-off" date i.e.; Thursday, 9<sup>th</sup> November, 2023 were entitled to vote on the resolutions as set out in the notice of the Extra Ordinary General Meeting of Company.
4. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") the authorized e-voting agency to provide the e voting facility.
5. At the Extra Ordinary General Meeting, the facility for voting through e-voting system is available for all those members, who are present in this meeting and did not cast their votes by remote e-voting and otherwise not barred from doing so.
6. The votes cast through remote e-voting and voting through e-voting system during the Extra Ordinary General Meeting were unblocked on 16<sup>th</sup> November 2023 at 04:45 PM after the conclusion of Extra Ordinary General Meeting in the presence of two witnesses, Ms. Payal Paras and Mr. Aayush Patidar, who are not in the employment of the Company.

Based on the data downloaded from the official website of the Central Depository Services (India) Limited (CDSL), the agency authorized and engaged by the Company to provide remote e-voting and voting through electronic means at the Extra Ordinary General Meeting, the Consolidated Report on the results of voting on each resolution are given hereunder: -

The brief analysis of the results of remote e-voting and voting through electronic means are as under:

**"VOTING RESULTS"**

Item of Notice Particulars of Business	Type of Votes	Votes in Favour of Resolution		Votes against the Resolution		Invalid Votes	
		No. of shares	(%)	No. of shares	(%)	No. of shares	(%)
<b>Item No. 1</b> <b>Special Resolution:</b>							
Restructure the Existing Facilities and avail the Facility from the Lenders to set up and implement the Resolution Plan, on the terms and conditions contained in the master restructuring agreement or any other financing documents executed in relation thereto, inter-alia by giving an option to the Lenders, at their sole discretion, to convert either whole or part of the loans, interest and any other outstanding secured obligation, in relation to the Existing Facilities (whether then due and payable or not) (the "Loans") into fully paid up and voting equity shares of the Company	Remote E-voting	14476083	100	2	0	0	0.00
	Venue E-voting	15	0	0	0	0	0.00
	Total	14476098	100	2	0	0	0.00
<b>Item No. 2</b> <b>Special Resolution:</b>							
Re appointment of Mr. Jagdish Prasad Pandey (DIN: 00225969) as Whole-Time Director for 3 years with effect from 11th September, 2023 i.e. (11th September, 2023 - 10th September, 2026)	Remote E-voting	14476083	100	2	0	0	0.00
	Venue E-voting	15	0	0	0	0	0.00
	Total	14476098	100	2	0	0	0.00

Item No. 3 Special Resolution:							
Reappointment of Mr. Saurabh Kalani (DIN: 00699380) as Whole-Time Director for 3 years with effect from 1st April, 2024 i.e. (1st April, 2024 - 31st March, 2027)	Remote E-voting	14476084	100	1	0	0	0.00
	Venue E-voting	15	0	0	0	0	0.00
	Total	14476099	100	1	0	0	0.00

All the Resolutions under remote E-voting and E-voting at EGM shall be deemed to have been passed with the requisite majority.

I hereby confirm that I am maintaining the registers received from the Service Provider in respect of votes cast through remote e-voting and voting through electronic means by the members of the company. I shall be providing these records to you or such other person as authorized by you.

Thanking You.

Issued at Indore dated 18<sup>th</sup> Day of November, 2023

For Ritesh Gupta & Co.  
Company Secretaries

Ritesh  
Gupta

Digitally signed  
by Ritesh Gupta  
Date: 2023.11.18  
13:16:23 +05'30'

Ritesh Gupta  
Proprietor  
FCS: 5200 | CP: 3764  
PR Certificate No. 750/2020  
UDIN: F005200E001972627



Countersigned by:  
For Flexituff Ventures International Limited  
Chairperson/ Company Secretary