

Scrutinizer's Report

[Pursuant to rule Section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman of 21st Annual General Meeting of the members of,
FLEXITUFF INTERNATIONAL LIMITED (the Company) held on 30th September, 2014 at
'Kalakunj, Kalamandir, 48 Shakespear Sarani, Kolkata- 700 017 West Bengal.

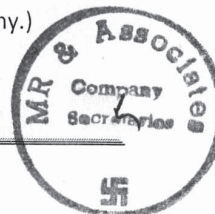
Dear Sir,

I, Mohan Ram Goenka, Company Secretary in Practice and Partner at M R & Associates, have been Appointed by the Board of Directors of **FLEXITUFF INTERNATIONAL LIMITED** (the Company) as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the Resolution contained in the notice to the 21st Annual General Meeting (AGM) of the members of the Company, to be held on 30th September, 2014 at 'Kalakunj, Kalamandir, 48 Shakespear Sarani, Kolkata- 700 017 West Bengal.

1. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolution contained in the notice of 21st Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by NSDL, the authorized agency to provide e-voting facilities, engaged by the Company.
2. Further to the above, I submit my Report as under:
 - (I) The e-voting period remained open from **23rd September, 2014 (10:00 A.M.) (IST) to 25th September, 2014 (6:00 P.M.) (IST)**
 - (II) The member of the Company as on "cut off" date i.e. **29.08.2014** were entitled to vote on the resolutions. (Item No. 1 to 15 as set out in the notice of 21st AGM of the Company.)

Our Office :
46, B. B. Ganguly Street, 4th Floor
R. No.: 6, Kolkata 700012,
E Mail: goenkamohan@hotmail.com
goenkamohan@gmail.com

Mobile No.9831074332
Phone No : 2237 9517



- (III) The votes cast were unblocked on 27.09.2014 after completion of e-voting process in the presence of two witnesses Ms. Sneha Khaitan and Ms. Smita Mondal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Sneha Khaitan

Ms. Sneha Khaitan

Smita Mondal

Ms. Smita Mondal

- (iv) Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" and "against" each of the resolution that were put to vote, were generated from the e-voting website of CDSL i.e. www.evotingindia.com and based on such report generated, the results of the e-voting is as under:

Item No. 1:-

Ordinary Resolution; To consider and adopt the Audited Balance Sheet as at 31st March 2014 and the Profit and Loss Account for the Financial Year ended on that date together with the Reports of the Directors' and the Auditor's thereon

- (i) **Voted in favour of the Resolution:**

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 27 | 12945897 | 100 (approx.) |

- (ii) **Voted against the Resolution:**

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 1 | 2 | 0 (approx.) |

- (iii) **Invalid Votes :**

| Total Number of members whose votes were declared invalid. | Total Number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

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Item No. 2:-

Ordinary Resolution; To declare dividend on equity shares of the company

(i) Voted in favour of the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|----------------------------|---------------------------------|--|
| 28 | 12945897 | 100 |

(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|----------------------------|---------------------------------|--|
| NIL | NIL | NIL |

(iii) Invalid Votes :

| Total Number of members whose votes were declared invalid. | Total Number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

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Item No. 3 :-

Ordinary Resolution; To appoint a director in place of Mr. Saurabh Kalani, who retires by rotation and being eligible offers himself for reappointment

(i) Voted in favour of the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 26 | 12945775 | 99.9991 (approx.) |

(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 2 | 122 | 0.0009 (approx.) |

(iii) Invalid Votes :

| Total Number of members whose votes were declared invalid. | Total Number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

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Item No. 4 :-

Ordinary Resolution; To appoint a director in place of Mr. Manoj Kumar Dwivedi, who retires by rotation and being eligible offers himself for re-appointment

(i) Voted in favour of the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 26 | 12945775 | 99.9991 (approx.) |

(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 2 | 122 | 0.0009 (approx.) |

(iii) Invalid Votes :

| Total Number of members whose votes were declared invalid. | Total Number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

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Item No. 5 :-

Ordinary Resolution; To appoint M/s L.K. Maheshwari & Co., Chartered Accountants, (Firm Registration No. 000780C), as the Statutory Auditors of the Company

(i) Voted in favour of the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 26 | 12945775 | 99.9991 (approx.) |

(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 2 | 122 | 0.0009 (approx.) |

(iii) Invalid Votes :

| Total Number of members whose votes were declared invalid. | Total Number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

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Item No. 6 :-

Special Resolution; Authority to Board to borrow monies upto Rs. 2000 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013

(i) Voted in favour of the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 26 | 12945775 | 99.9991 (approx.) |

(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 2 | 122 | 0.0009 (approx.) |

(iii) Invalid Votes :

| Total Number of members whose votes were declared invalid. | Total Number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |



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Item No. 7 :-

Ordinary Resolution; Authority to board for creation of Securities upto the limit of Rs. 2000 Crores under Section 180(1)(a) of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 26 | 12945775 | 99.9991 (approx.) |

(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 2 | 122 | 0.0009 (approx.) |

(iii) Invalid Votes :

| Total Number of members whose votes were declared invalid. | Total Number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |



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Item No. 8 :-

Special Resolution; To pay remuneration by way of commission in the net profits of the Company, calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, for each financial year, not exceeding 1% (one percent) of the net profit to the Non-Executive Directors of the Company (i.e. Directors other than the Managing Director and/or the Whole-time Directors).

(i) Voted in favour of the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 26 | 12945775 | 99.9991 (approx.) |

(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 2 | 122 | 0.0009 (approx.) |

(iii) Invalid Votes :

| Total Number of members whose votes were declared invalid. | Total Number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

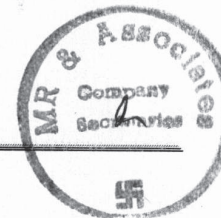
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Item No. 9 :-

Ordinary Resolution; To appoint Mr. Anirudh Sonpal as an Independent Director of the Company to hold office for a term of 5 years

(i) Voted in favour of the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 26 | 12945775 | 99.9991 (approx.) |

(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 2 | 122 | 0.0009 (approx.) |

(iii) Invalid Votes :

| Total Number of members whose votes were declared invalid. | Total Number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |



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Item No. 10 :-

Ordinary Resolution; To appoint Mr. Sharat Anand as an Independent Director of the Company to hold office for a term of 5 years

(i) Voted in favour of the Resolution:

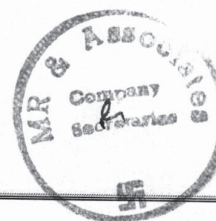
| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 26 | 12945775 | 99.9991 (approx.) |

(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 2 | 122 | 0.0009 (approx.) |

(iii) Invalid Votes :

| Total Number of members whose votes were declared invalid. | Total Number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |



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Item No. 11 :-

Ordinary Resolution; To appoint Mr. Kevan John Upperdine as an Independent Director of the Company to hold office for a term of 5 years

(i) Voted in favour of the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 27 | 12945897 | 100 (approx.) |

(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 1 | 2 | 0 (approx.) |

(iii) Invalid Votes :

| Total Number of members whose votes were declared invalid. | Total Number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

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Item No. 12 :-

Ordinary Resolution; To appoint Mr. D.K. Sharma as Whole time Director/ Executive Director on the Board of Directors of the Company to hold office up to 5 (five) consecutive years up to 12th August, 2019 pursuant to Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013

(i) Voted in favour of the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 27 | 12945897 | 100 (approx.) |

(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 1 | 2 | 0 (approx.) |

(iii) Invalid Votes :

| Total Number of members whose votes were declared invalid. | Total Number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |

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Item No. 13 :-

Ordinary Resolution; To appoint Mr. D. K. Sharma, as an Executive Director of the Company for a period of 5 years w.e.f. 12th August, 2014 pursuant to provisions of Section 152, 196, 197, 203, Schedule V and other applicable provisions of Companies Act, 2013

(i) Voted in favour of the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|----------------------------|---------------------------------|--|
| 27 | 12945897 | 100 (approx.) |

(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|----------------------------|---------------------------------|--|
| 1 | 2 | 0 (approx.) |

(iii) Invalid Votes :

| Total Number of members whose votes were declared invalid. | Total Number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |



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Item No. 14 :-

Ordinary Resolution; To approve the remuneration to be paid to M/s Vijay P. Joshi & Associates., Cost Accountants (Firm Registration Number 000267)

(i) Voted in favour of the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 27 | 12945897 | 100 (approx.) |

(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|-------------------------|------------------------------|---|
| 1 | 2 | 0 (approx.) |

(iii) Invalid Votes :

| Total Number of members whose votes were declared invalid. | Total Number of votes cast by them |
|--|------------------------------------|
| NIL | NIL |



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Item No. 15 :-

Special Resolution; To amend the Article of Association of the Company.

(i) Voted in favour of the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|----------------------------|---------------------------------|--|
| 27 | 12945897 | 100 (approx.) |

(ii) Voted against the Resolution:

| Number of members voted | Number of votes cast by them | % of the Total Number of Valid Votes cast |
|----------------------------|---------------------------------|--|
| 1 | 2 | 0 (approx.) |

(iii) Invalid Votes :

| Total Number of members whose votes were declared invalid. | Total Number of votes cast by them |
|---|------------------------------------|
| NIL | NIL |

Thanking You,

Yours Faithfully,



Mohan Ram Goenka
Practicing Company Secretary
C.P. No: 2551

Place: Kolkata

Date: 27th September, 2014

Our Office :

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