

**Scrutinizer's Report**  
**Combined Report on e-voting and postal ballot**

To,

The Chairman / Board of Directors of FLEXITUFF INTERNATIONAL LIMITED, a Company incorporated under the Companies Act 1956 and having its registered office at 304, Diamond Prestige, 41-A, A.J.C. Bose Road, Kolkata- 700017 (West Bengal).

Dear Sir,

1. I Mohan Ram Goenka, a Company Secretary in Practice, have been appointed as a Scrutinizer by the Board of Directors of FLEXITUFF INTERNATIONAL LIMITED. (the Company) in its meeting held on November 4, 2014 as a Scrutinizer for the purpose of Scrutinizing the e-voting process and postal ballot process under the provision of Section 108 and 110 of the Companies Act, 2013 (the 2013 Act) respectively read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (Rules) and Clause 35B of the Listing Agreement on the proposed Resolutions to be passed through postal ballot.
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 and postal ballot on the proposed resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot process including the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" on the resolution stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and duly completed Postal Ballot Form(s) as received upto the close of business hours on 27th December, 2014, being the last date fixed for receipt of postal ballot forms were considered for scrutiny.
2. I have issued separate Scrutinizer's Report dated 06.01.2015 on the e-voting and postal ballot on the proposed resolutions contained in the notice to the postal ballot. As requested by the Management we submit herewith our Combined Report on the results of e-voting together with that of postal ballot as under:

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


Item No. 1 – Analysis of Combines result of Postal Ballot and E-voting.

Resolution No.	1
Purpose of Resolution	Shifting of Registered Office from Kolkata in the state of West Bengal to Pithampur in the state of Madhya Pradesh and consequential amendment in Clause II of the Memorandum of Association;
Type of Resolution	Special Resolution
Result	E-voting + Postal Ballot

Particulars	No. of Shares (through E-voting)	No. of Shares (through Postal Ballot)	Total No. of Shares	% of Total Net Valid votes (in percentage)
Total No. of votes received	15874375	1980	15876355	Not applicable
Less: No. of Invalid Votes	0	1876	1876	
Net Valid Votes	15874375	104	15874479	
Votes with assent for the resolution	15874368	101	15874469	100% (approx.)
Votes with dissent for the resolution	7	3	10	0% (approx.)

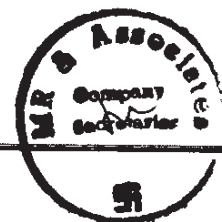
Thanking You,

Yours Faithfully,

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

Place: Kolkata  
Date: 06.01.2015

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

### Scrutinizer's Report (Postal Ballot)

[Pursuant to rule Section 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman / Board of Directors of FLEXITUFF INTERNATIONAL LIMITED, a Company incorporated under the Companies Act 1956 and having its registered office at 304, Diamond Prestige, 41-A, A.J.C. Bose Road, Kolkata- 700017 (West Bengal).

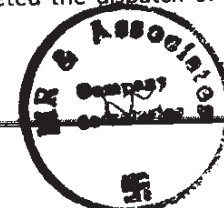
Sub: Scrutinizer Report on the Postal Ballot conducted by the Company pursuant to the provisions of 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 to pass the item on the Agenda as contained in the notice dated 07.11.2014

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice, have been Appointed by the Board of Directors of FLEXITUFF INTERNATIONAL LIMITED (the Company) In its meeting held on November 7, 2014 as a Scrutinizer for the purpose of Scrutinizing the postal ballot process and ascertaining the requisite majority on ballot voting carried out as per the provision of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (Rules) and Clause 35B of the Listing Agreement.
2. 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 postal ballot means on the proposed Resolution contained in the notice of postal ballot. My responsibility as a Scrutinizer for the postal ballot process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the forms received from the shareholders by casting of their votes through postal ballot.
3. All the duly completed postal ballot form as received by the Scrutinizer upto the close of business hours upto 6:00 P.M. on 03.01.2015, being the last date fixed for receipt of postal ballot forms were considered for scrutiny.
4. The member of the Company as on "cut off" date (record date) i.e. 31.10.2014 were entitled to vote on the resolutions and the Company had also completed the dispatch of postal ballot notice.

---

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

5. The votes cast were unblocked on 05.01.2015 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.

  
Ms. Sneha Khaitan

  
Ms. Smita Mondal

6. Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" "against" each of the resolution that were put to vote, were derived from the postal ballot forms and based on such data, the summary of results of the postal ballot voting are as under:

**Item No. 1 - Summary of the Postal Ballots received for Resolution No. 1**

Resolution No.	1
Purpose of Resolution	Shifting of Registered Office from Kolkata in the state of West Bengal to Pithampur in the state of Madhya Pradesh and consequential amendment in Clause II of the Memorandum of Association;
Type of Resolution	Special Resolution

Particulars	No. of Postal Ballot Forms	No. of Shares
Total Postal Ballots received	10	1980
Less: Invalid Postal Ballots	3	1876
Net Valid Postal Ballots	7	104
Postal Ballot with assent for the resolution	5	101
Postal Ballot with dissent for the resolution	2	3
Percentage of voters / shares in favour	71.43 (approx.)	97.12 (approx.)
Percentage of voters / shares Against	28.57 (approx.)	2.88 (approx.)

Thanking You,

Yours Faithfully,



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

Place: Kolkata  
Date: 06.01.2015

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

### Scrutinizer's Report (e-voting)

[Pursuant to rule Section 108 and 110 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014]

To,

The Chairman / Board of Directors of FLEXITUFF INTERNATIONAL LIMITED, a Company incorporated under the Companies Act 1956 and having its registered office at 304, Diamond Prestige, 41-A, A.J.C. Bose Road, Kolkata- 700017 (West Bengal).

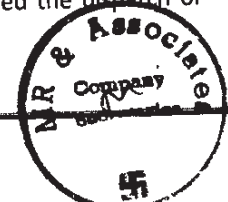
**Sub: Scrutinizer Report on the e-voting conducted by the Company pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 to pass the item on the Agenda as contained in the notice dated 07.11.2014**

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice, have been Appointed by the Board of Directors of FLEXITUFF INTERNATIONAL LIMITED. (the Company) in its meeting held on November 7, 2014 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 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (Rules) on the Resolution to be passed through postal ballot.
2. 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 proposed Resolution contained in the notice of postal ballot. 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 CDSL, the authorized agency to provide e-voting facilities, engaged by the Company.
3. In terms of the aforesaid Notice, the e-voting period begins on **04.12.2014 at 10:00 A.M.** and ends on **03.01.2015 at 6:00 P.M.** and members were requested to cast their votes electronically conveying their assent or dissent in respect of the special resolution on e-voting platform provided by CDSL.
4. The member of the Company as on "cut off" date (record date) i.e. **31.10.2014** were entitled to vote on the resolutions and the Company had also completed the dispatch of postal ballot notice.

---

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

5. The votes cast were unblocked on 05.01.2015 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.

  
Ms. Sneha Khaitan

  
Ms. Smita Mondal

6. Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" "against" each of the resolution that were put to vote, were generated from the e-voting website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and based on such report generated, 24 members have cast their votes on the E-voting platform and the analysis of the results of the e-voting are depicted as under:


**Analysis of Result – 1**

Resolution No.	1
Purpose of Resolution	Shifting of Registered Office from Kolkata in the state of West Bengal to Pithampur in the state of Madhya Pradesh and consequential amendment in Clause II of the Memorandum of Association;
Type of Resolution	Special Resolution

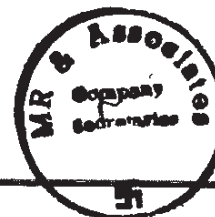
Particulars	No. of e-votes	No. of votes contained in e-votes	Percentage of total
Received	24	15874375	100%
Assent	22	15874368	100% (approx.)
Dissent	2	7	0% (approx.)
Abstain	0	0	0%
Total	24	15874375	100%

Thanking You,

Yours Faithfully,

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

Place: Kolkata  
Date: 06.01.2015



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

Mobile No.9831074332  
Phone No : 2237 9517