



Flexituff International Limited

Regd. Office : 304, Diamond Prestige, 41-A, A.J.C. Bose Road, Kolkata- 700017 (W.B.)

NOTICE

NOTICE is hereby given that an **EXTRA ORDINARY GENERAL MEETING** of the Members of **FLEXITUFF INTERNATIONAL LIMITED** will be held on Tuesday, 11th day of March, 2014 at 11:00 A.M. at 94, Industrial Area, Sector -1, Pithampur, Dist. Dhar (M.P.) 454 775, to transact the following businesses: -

1. Appointment of Joint Statutory Auditor

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT M/s L.K. Maheshwari & Co.**, Chartered Accountants, Indore (**Firm Registration No. 000780C**) be and is hereby appointed as Joint Statutory Auditor of the Company in addition to existing Statutory Auditor i.e. M/s BSR & CO. LLP, Mumbai of the Company to hold office until the conclusion of the next Annual General Meeting on such remuneration and out of pocket expenses as shall be fixed by the Board of Directors of the Company in consultation with them;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to fix the remuneration and other terms and conditions, including reimbursement & out of pocket expenses and to do the needful to give effect to this resolution.”

By Order of the Board

Date: 13.02.2014

Place: Mumbai

Sd/-

D. K. Sharma

GM- Corporate Affairs & Company Secretary

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of resolution set out hereinabove is annexed hereto and forms part of this notice.
3. Only registered members of the Company may attend and vote at the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in order of the names will be entitled to vote.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a duly certified copy of Board resolution on the letterhead of the Company, signed by one of the directors or company secretary or any other authorized signatory and/or duly notarized power of attorney, authorizing their representatives to attend and vote on their behalf at the meeting.
5. No gifts/ coupons will be distributed before or at the meeting to the members. Members shall make their own travel arrangements at their costs for attending the meeting.
6. For the convenience of the members and for proper conduct of the meeting, members are requested to bring their copy/ printout of notice along with the attendance slips to the meeting and hand over the slips at the entrance duly signed by them.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID No. and those who hold shares in physical form are requested to write their folio no. in the attendance slip for attending the meeting.
8. For security reason, no gadgets; mobile phones, cameras, article/ baggage will be allowed at the venue of the Meeting. The members, attendees are strictly requested not to bring any gadgets, mobile phones, cameras, article/baggage, etc. to the venue of the meeting. If any such gadgets are brought by any member, the same shall be deposited with the security personnel at the risk of such member/attendee.

By Order of the Board

Date: 13.02.2014

Place: Mumbai

Sd/-

D. K. Sharma

GM- Corporate Affairs & Company Secretary

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 WITH RESPECT TO THE SPECIAL BUSINESSES:

ITEM No. 1

The Company is a leading manufacturer of FIBC, Geo-Textile Fabric and Ground Cover, Reverse Printed BOPP Woven Bags, Special PP Bags including Leno Bags and polymer compounding.

As per Clause 36.2 of Articles of Association M/s BSR & Co. LLP, Chartered Accountant, Mumbai, were appointed as the statutory auditor of the Company for the year 2013-14.

In view of increasing activities, your Board of Directors proposes to appoint M/s L.K. Maheshwari & Co., Chartered Accountant, Indore, as Joint Statutory Auditor of the Company for the year 2013-14 to hold the office until the conclusion of next Annual General Meeting.

Consent from M/s L.K. Maheshwari & Co., Chartered Accountant, Indore, has been received certifying that their appointment, if made would be within the limits specified under Section 224 (1B) of the Companies Act 1956 / 2013 as applicable & is kept open for inspection at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto date of Extra Ordinary General Meeting.

Existing Statutory Auditor M/s B.S.R. & Co. LLP, Chartered Accountants, Mumbai, have conveyed their consent for the same.

Your Board of Directors recommend passing of the resolution as set out at item no. 1 of the notice.

None of the Directors, key managerial personnel of the Company, and any relatives of such director, key managerial personnel are in any way concerned or interested in this Resolution except to the extent of their shareholding in the Company, If any.

By Order of the Board

Sd/-

Place: Mumbai
Date: 13.02.2014

D. K. Sharma
GM- Corporate Affairs & Company Secretary



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ATTENDANCE SLIP

DP ID		Folio No	
Client ID		No. of Shares	

Name and address of shareholder/ Proxy holder

I certify that I am a registered Shareholder / Proxy for the registered Shareholder of the Company. I hereby record my presence at the Extraordinary General Meeting of the Company held on Tuesday, 11th day of March, 2014 at 11:00 A.M. at 94, Industrial Area, Sector -1, Pithampur, Dist. Dhar (M.P.) 454 775, India

Member's / Proxy's Signature

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)



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PROXY FORM

DP ID		Folio No	
Client ID		No. of Shares	

I / We _____ of _____

_____ being a Member / Members of **Flexituff International Limited** hereby appoint Mr./ Ms. _____

_____ of _____ or

failing him / her Mr. / Ms. _____ of _____

_____ as my / our Proxy to attend and vote for me / us and on my / our behalf at the Extraordinary General

Meeting of the Company to be held on Tuesday, 11th day of March, 2014 at 11:00 A.M. at 94, Industrial Area, Sector -1, Pithampur, Dist. Dhar (M.P.) 454

775, India and at any adjournment(s) thereof.

Signed this _____ day of _____, 2014

PROXY FORM MUST REACH COMPANY'S REGISTERED OFFICE NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING

Affix
Re.1/-
Revenue
Stamp

FOR OFFICE USE ONLY

Signature(s)

BOOK-POST

If undelivered, please return to:

Flexituff International Limited

Regd. Office : 304, Diamond Prestige,

41-A, A.J.C. Bose Road,

Kolkata- 700017 (W.B.)