

NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of the Company will be held on Monday, the 11th day of March, 2013 at 11.00 A.M., at C 41-50, SEZ, Sector -3, Pithampur- 454775, Dist. Dhar (M.P.) India to transact the following Special Business:-

SPECIAL BUSINESS:-

1. Preferential Allotment of Equity shares

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 81(1A) and all other applicable provisions of the Companies Act, 1956, including any statutory modification or re-enactment thereof, for the time being in force (the **“Act”**), and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (the **“SEBI ICDR Regulations”**), the Foreign Exchange Management Act, 2000, the Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulations, 2000, the Foreign Exchange Management (Borrowing or Lending in Rupees) Regulations, 2000, including any amendment, modification, variation or re-enactment thereof, and the provisions of any rules/regulations/guidelines issued/framed by the Central Government, Reserve Bank of India, Foreign Investment Promotion Board, Securities and Exchange Board of India, the Stock Exchanges where the shares of the Company are listed and any other appropriate authorities (hereinafter collectively referred to as the **“Appropriate Authorities”**), enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the Company obtaining all approvals from the appropriate authorities; and subject to such conditions and modifications, as may be prescribed by any one of them while granting any such approval, consent, permission, and/ or sanction (hereinafter referred to as the **“requisite approvals”**), which may be agreed to by the Board of Directors of the Company (hereinafter called the **“Board”** which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this Resolution), the consent, authority and approval of the Company be and is hereby accorded to the Board to offer, issue, and allot upto an aggregate of 13,63,600 equity shares of Rs. 10 each (each an **“Equity Share”** and collectively the **“Issue Shares”**) for cash at a premium of Rs. 210 per Equity Share aggregating to upto Rs. 30 crores to the investor named below (the **“Investor”**) on preferential allotment basis, at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this connection:

Name of the Investor	Equity Shares	Consideration (Rs.)
TPG Growth II SF Pte. Ltd	upto 13,63,600 equity shares	aggregating upto Rs. 30 crores

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RESOLVED FURTHER THAT the Issue Shares shall be issued and allotted by the Company to the above-mentioned Investor, inter alia, subject to the following;

The Issue Shares shall be allotted within a period of 15 days from the date of passing of this resolution provided that where the allotment of the said Issue Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval;

The Issue Shares allotted to the Investor shall be locked in for a period of 1 year from the date of their allotment; and

The Issue Shares to be issued and allotted in the manner aforesaid shall rank *pari-passu* with the existing equity shares of the Company in all respects;

RESOLVED FURTHER THAT the price of the Issue Shares has been calculated in accordance with the provisions of Chapter VII of the SEBI ICDR Regulations. The "Relevant Date" for the purpose of calculating the price of the Issue Shares is the date 30 days prior to the date of this Extraordinary General Meeting i.e. 9th February, 2013. In this case as the relevant date falls on a weekend, the day preceding the weekend will be reckoned to be the relevant date i.e. February 8, 2013. Thus, the Relevant Date for the purposes of calculating the price of Issue Shares is February 8, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Issue Shares, the Board or Committee(s) duly constituted by the Board in this regard be and they are hereby authorised to take necessary steps to give effect to this resolution and to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Issue Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaison with appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Issue Shares, entering into a mutually agreeable Share Subscription Agreement and Shareholders Agreement between the Investor, the Company and the promoters of the Company, approving appropriate amendments to the articles of association of the Company (which amendments to the articles shall be undertaken subject to approval by the shareholders of the Company), to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Issue Shares.

RESOLVED FURTHER THAT all actions taken by the Board or Committees duly constituted for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and they are hereby approved, ratified and confirmed in all respects."

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2. Issue of Foreign Currency Convertible Bonds

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

"RESOLVED THAT, in accordance with the provisions of Section 81(1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any amendments thereto or re-enactment thereof) (the "**Act**") as in force and subject to Regulations and Guidelines of the Securities and Exchange Board of India ("**SEBI**"), the applicable provisions of Foreign Exchange Management Act, 1999 ("**FEMA**"), Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and in accordance with the rules, regulations, guidelines, policies, notifications, circulars and clarifications issued thereon from time to time by the Government of India (the "**GOI**"), Reserve Bank of India ("**RBI**"), the Department of Industrial Policy and Promotion, Ministry of Commerce ("**DIPP**"), the Foreign Investment Promotion Board ("**FIPB**"), SEBI, the Ministry of Finance (Department of Economic Affairs) and/or any other competent authorities (including any amendment thereto or re-enactment thereof for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with Stock Exchanges where the securities of the Company are listed, and subject to necessary approvals, consents, permissions and/or sanctions of SEBI, the Stock Exchanges, RBI, GOI, FIPB the Department of Industrial Policy and Promotion, Ministry of Commerce ("**DIPP**"), and other statutory authorities, concerned institutions or bodies, whether in India and/or abroad, as may be necessary, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, consents, permissions and/or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the Board at their absolute discretion to create, offer, issue and allot in one or more tranches, in the course of it offerings to eligible investors, through any permitted nature of offering, with or without an over-allotment option including Foreign Currency Convertible Bonds ("**FCCBs**") convertible into equity shares and/or such other securities or a combination of securities of the Company (hereinafter collectively referred to as "**Securities**"), secured or unsecured, listed on any stock exchange inside India or any international stock exchange outside India or unlisted, through an offer document and/or prospectus and/or offer letter and/or offering circular and/or through private placement, and/or listing particulars, as the Board in its sole discretion may at any time or times hereafter decide, for an amount upto Rs. 160 crores;

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Securities as may be required to be issued and allotted upon conversion of the FCCBs

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into any such Securities referred to above or as may be in accordance with the terms of issue/offering in respect of such Securities shall rank *pari passu* with the existing equity shares of the Company in all respects except provided otherwise under the terms of issue/offering and in the offer document and/or prospectus and/or offer letter and/or offering circular and/or listing particulars;

RESOLVED FURTHER THAT the Company and/or any entity, agency or body authorised and/or appointed by the Company, may issue FCCBs in accordance with applicable regulations and to provide for the tradability and free transferability thereof;

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board, in consultation with the Lead Managers, Advisors and/or other persons as appointed by the Company, be and is hereby authorised to determine the form, terms and timing of the issue(s)/offering(s) including the investors to whom the Securities are to be allotted, issue price, face value, number of Securities upon conversion of the FCCBs, the price, premium or discount on issue/conversion of FCCBs, rate of interest, period of conversion, listing on one or more Stock Exchanges in India and/or abroad and fixing of record date or book closure and related or incidental matters, as the Board in its absolute discretion deems fit and accept any modifications in the proposal as may be required by the authorities in such issues in India and/or abroad;

RESOLVED FURTHER THAT the relevant date on the basis of which price of the equity shares / resultant equity shares shall be determined as specified under applicable law or Regulations, shall be the date of the meeting in which the Board of the Company or the Committee of Directors duly authorised by the Board of the Company decides to open the proposed issue of Securities;

RESOLVED FURTHER THAT such of these Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such a manner, as the Board may deem fit and as permissible by law;

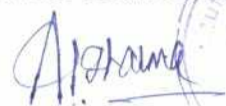
RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be authorized on behalf of the Company to take all actions and to do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of the aforesaid Securities and, if applicable, listing thereof with any stock exchange(s) and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment of any of the aforesaid Securities, utilization of the issue proceeds and to do all acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit including but not limited to entering into any agreements, security documents and other documents as may be necessary in this regard, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

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RESOLVED FURTHER THAT, the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors or the Chairman or any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution."

By Order of the Board



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 173(2) of the Companies Act, 1956, in respect of resolutions 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 authorised 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 authorised 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.



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Flexituff International Limited

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Pithampur - 454 775, Distt. Dhar (M.P.) India
Phone : 91-7292-420200, 401681-82-83
Fax : 91-7292-401684
Email : mail@flexituff.com url : www.flexituff.com

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

D. K. Sharma

GM- Corporate Affairs & Company Secretary



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EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173 (2) OF THE COMPANIES ACT, 1956 IN RESPECT TO THE SPECIAL BUSINESSES:

ITEM No. 1

MATERIAL FACTS RELATING TO THE PREFERENTIAL Issue of Equity Shares

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. To support its growth plans, the Company proposes to increase its capital base by way of infusion of equity. The Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers) has received a indication of interest from TPG Growth II SF Pte. Ltd. and/or any of it(s) Affiliate acceptable to the Company (the “Investor”) to subscribe to upto 13,63,600 equity shares of the Company of Rs. 10 each at a premium of Rs. 210 per equity share for an aggregate issue size of upto Rs. 30 crores (each an “Equity Share” and collectively the “Issue Shares”). The Board has approved the same at its meeting held on February 14, 2013. The investment will be subject to customary conditions including receipt of shareholders approval and entering into a mutually agreeable Share Subscription Agreement between the Company and the Investor (“SSA”) and the terms and conditions contained in the SSA, entering into a mutually agreeable Shareholders Agreement (which would provide rights in relation to the Company and in relation to the Investor’s investment) between the Investor, the Company and the promoters of the Company. Appropriate amendments would be carried to the articles of association of the Company subject to approval of the shareholders. The Issue Shares allotted to the investors shall rank *pari-passu* with all other equity shares of the Company in respect of all rights including dividend.

The Board has the necessary authority to issue, offer and allot upto 13,63,600 equity shares to the Investor. It may be noted that in terms of Chapter VII of the SEBI ICDR Regulations, it is necessary to disclose the details of investor and certain other terms to the shareholders while seeking their approval for issuing the equity shares on preferential basis. Hence, the requisite approval of the shareholders is being sought in terms of the provisions of the Companies Act, 1956 and the SEBI ICDR Regulations, the relevant disclosures/details of which are given below:

a) Object of the preferential issue

Capital expenditure, repayment of rupee term loan and other eligible purposes, subject to, and in compliance with, applicable rules and regulations of the RBI.



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Type of security offered and the number of security offered

The Company proposes to offer, issue and allot upto 13,63,600 equity shares of Rs. 10 each at a premium of Rs. 210 per Equity Share aggregating upto Rs. 30 crores to the Investor on the terms and conditions determined by the Board.

Important terms and conditions

The total subscription amount, payable by the Investor, shall be payable at the time of allotment of the Issue Shares.

The allotment of Issue Shares are subject to the Investor not having sold any Equity Shares during the last six months preceding the Relevant Date (defined below) and the Investor not acquiring or selling any Equity Shares until completion of the allotment of the Issue Shares under the proposed preferential issue.

Under Chapter VII of the SEBI ICDR Regulations, issue of equity shares on a preferential basis shall be made at a price not less than higher of: (a) the average of the weekly high and low of the closing prices of the equity shares quoted on a recognized stock exchange during the twenty six weeks preceding the Relevant Date or (b) the average of the weekly high and low of the closing prices of the equity shares quoted on a recognized stock exchange during the two weeks preceding the Relevant Date;

The "Relevant Date" for determining the issue price of the equity shares shall be February 8, 2013 being the date which is 30 days prior to the date of passing of shareholders resolution i.e. March 11, 2013.

In our case, since the day 30 days prior to the date of passing of shareholders resolution falls on February 9, 2013, which is a Saturday (weekend), the day preceding has been reckoned to be the relevant date, i.e. February 8, 2013.

b) Intention of promoter/ directors/ key management personnel to subscribe to the offer

None of the promoters, directors or key management persons intend to subscribe to the offer.

c) Pre-issue and Post-issue Shareholding Pattern of the Company

Shareholder Category	% of shareholding before the proposed preferential allotment (as on December 31, 2012)		% of shareholding after the proposed preferential allotment	
	No. of shares	%	No. of shares	%
Promoter and Promoter group	7,032,688	32.33	7,032,688	30.42

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Public	14,720,672	67.67	16,084,272	69.58
Total	21,753,360	100.00	23,116,960	100.00

d) Proposed time within which the allotment shall be complete

As required under the SEBI ICDR Regulations, the allotment of issue shares will be completed within 15 days from the date of the passing of the resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 days from date of such approval.

e) Identity of the proposed allottee(s) and percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer, consequent to the preferential issue:

TPG Growth II SF Pte. Ltd. is an affiliate of TPG, which is a leading global private investment firm.

Sr. No.	Name of investor	The maximum number of equity shares proposed to be allotted	Post issue Shareholding (%)
1	TPG Growth II SF Pte. Ltd.	upto 13,63,600	5.90%

There will be no change in control of the Company consequent to the preferential issue.

g) The Company hereby undertakes that:

It would re-compute the price of the equity shares in terms of the provisions of the SEBI ICDR Regulations, if it is required to do so; and if the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares shall continue to be locked in till the time such amount is paid by allottees.

Lock in

The equity shares being allotted on preferential basis under the SEBI ICDR regulation shall be locked in for a period of 1 year from the date of allotment.

The entire pre preferential allotment shareholding of the allottees, if any, shall be locked in from the relevant date up to a period of six months from the date of preferential allotment.

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Auditor's Certificate

The Company is in the process of obtaining a certificate from M/s. L.K. Maheshwari & Co., Statutory Auditors of the Company, certifying that the issue of the Issue Shares is being made in accordance with requirements of SEBI ICDR Regulations. A copy of this certificate shall be placed before the shareholders' at the extra-ordinary general meeting and the same will also be made available for inspection at the registered office of the Company during the hours between 10.00 a.m. and 5.00 p.m. until 15 days after the date of EGM.

Further, under section 81(1A) of the Companies Act, 1956, approval of the members is required for allotment of securities on preferential basis. Accordingly, the consent of the shareholders is being sought, pursuant to the applicable provisions of the Companies Act, 1956, and SEBI ICDR Regulations to issue and allot equity shares on preferential basis as stated in the resolutions.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investor who may or may not be an existing shareholder of the Company.

None of the Directors of the Company is in any way concerned or interested in the resolution.

The Board of Directors of the Company recommends passing of the resolution as set out at item No. 1 of the notice.

Item No. 2

The resolution contained in the business of the Notice relates to a proposal by the Company to create, offer, issue and allot FCCBs (in accordance with provisions of applicable law) convertible into equity shares and/or such other securities or a combination of securities (the "**Securities**") in one or more tranches as stated in the resolution. The Company intends to issue the Securities for a value of up to Rs. 160 crores. The Securities may also be issued to the Investor, in accordance with the provisions of applicable laws.

The Company proposes to raise the funds for capital expenditure, repayment of rupee term loan and other eligible purposes, subject to, and in compliance with, applicable rules and regulations of the RBI.

The detailed terms and conditions for the offer will be determined in consultation with the Lead Managers, Advisors, other persons as appointed by the Company and such other authority or authorities and agencies as may be required to be consulted by the Company considering the prevailing market conditions and other relevant factors. The pricing of the FCCBs and the Securities will be subject to applicable Indian law and may be at a premium or discount to market price, subject to applicable rules, regulations etc. As the pricing of the offering will be decided at a later stage, the exact number of Securities or shares to be issued will depend upon

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the price so decided. For the aforesaid reasons, an enabling resolution is being proposed to give adequate flexibility and discretion to the Board to finalize the terms of the issue.

The special resolution seeks to empower the Board to issue FCCBs and other Securities in accordance with the provisions of applicable law thereof in one or more tranches at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies, individuals or otherwise as the Board may at its absolute discretion deem fit.

The FCCBs, may or may not be listed on any one or more stock exchange(s) outside India, and may or may not be secured, subject to the provisions of applicable laws. Upon conversion of the FCCBs into Securities, such Securities will be listed on the stock exchanges on which the Company's equity shares are listed.

The consent of the shareholders is being sought pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the equity shares of the Company are listed.

Section 81(1A) of the Companies Act, 1956 and the relevant clause(s) of the Listing Agreement with the Stock Exchanges where the equity shares of the Company are listed provides, inter alia, that when it is proposed to increase the issued capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of such company in the manner laid down in Section 81 unless the shareholders in a general meeting decide otherwise.

The special resolution, if passed, will have the effect of allowing the Board to issue and allot Securities otherwise than on pro rata basis to the existing shareholders.

The Board of Directors believes that such an issue of Securities of the Company is in the interest of the Company and therefore recommends the resolution for your approval.

None of the Directors of the Company is any way concerned or interested in the said resolution.

By Order of the Board



D. K. Sharma

GM- Corporate Affairs & Company Secretary





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PROXY FORM

I/We _____

of _____ being a Member/Members of

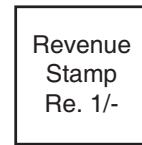
Flexituff International Limited hereby appoint _____

_____ of _____

or failing him _____ of _____

or failing him _____ of _____

as my/our proxy to attend and vote for me/us on my/our behalf at the EXTRAORDINARY GENERAL MEETING of the Company to be held on Monday, the 11th day of March, 2013 at 11.00 A.M at 94, Industrial Area, Sector –I, Pithampur- 454775, Dist. Dhar (M.P.) India and at any adjournment thereof.



AS WITNESS my/our hand(s) this _____ day of _____ 2013

Signed by the said

Note: The Proxy must be deposited / returned so as to reach at 94, Industrial Area, Sector –I, Pithampur- 454775, Dist. Dhar (M.P.) India not less than FORTY EIGHT HOURS before the time of holding the aforesaid Meeting.



Flexituff International Limited

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ATTENDANCE SLIP

Regd. Folio No. _____

EXTRAORDINARY GENERAL MEETING – MONDAY, 11th MARCH, 2013

Name of the attending _____

Member / Proxy (in BLOCK letters) _____

Member's Folio No. _____

No. of Shares held _____

I/We hereby record my/our presence at the EXTRAORDINARY GENERAL MEETING held on Monday, 11th March, 2013.

Member's / Proxy's Signature _____

BOOK-POST

If undelivered, please return to:

Flexituff International Limited

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A.J.C. Bose Road, Kolkata- 700017 (W.B.)