



Flexituff
International

Flexituff International Limited

Reg. Office: 304, Diamond Prestige, 41-A, A.J.C. Bose Road, Kolkata-700017 (West Bengal)

Corporate Office: C- 41-50, SEZ, Sector- III, Industrial Area, Pithampur-454775 Dist. Dhar (M.P.)

CIN: L25202WB1993PLC111382, **Tel.** 033-32212960 **Website:** www.flexituff.com, **email:-** cs@flexituff.com

NOTICE OF POSTAL BALLOT **(Pursuant to Section 110 of the Companies Act, 2013)**

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the “Act”), read together with Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof for the time being in force, whereby the Company seeks approval of the Members, for the business appended below, to be passed as special resolution by way of Postal Ballot/e-voting:

1) To shift the 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;

The proposed resolution and statement pursuant to Section 102 of the Companies Act 2013 stating the material facts and the reasons for the proposal are appended below and a postal ballot form is enclosed for your consideration.

In compliance with Clause 35B of Listing Agreement and provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Electronic Voting (hereinafter referred as “e-voting”) facility as an alternative for the Members holding shares in demat form and physical form which would enable them to cast their votes electronically, instead of dispatching the physical Postal Ballot form through post. The Company has engaged the services of Central Depository Services (India) Ltd.,(CDSL) to provide e-voting facility to its members. It may be noted that e-voting is optional. In case a member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot form. In case a member votes through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the scrutinizer.

The Board in its meeting held on 4th November, 2014 has appointed Mr. Mohan Ram Goenka, M/s. M.R. & Associates, Practicing Company Secretaries, Kolkata, as Scrutinizer for conducting the Postal ballot including e-voting in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Notice and Form and return the form duly completed in all respects in the enclosed self- addressed pre-paid postage envelope so as to reach the Scrutinizer before the close of business hours 6.00 P.M. on 03.01.15. Members may choose to vote using e-voting facility, the details whereof are specified on Company’s website i.e., www.flexituff.com under the head of voting instructions as well as in notes of this postal ballot notice.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of votes by e-voting and ballot form. The results of the voting by postal ballot will be announced on or before 06.01.2015 through Notice Board at the Registered Office of the Company, on the Company’s website and on CDSL’s Website: <http://www.cdslindia.com> and press advertisements.

PROPOSED RESOLUTION

1. Shifting of the 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

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

“RESOLVED THAT pursuant to the provisions of section 12, 13, 110 and other applicable provisions if any, of the Companies Act, 2013 and rules made there under and subject to the confirmation of the Central Government, power vested with the Regional Director and such permission, sanction or approval as may be required under the provisions of the said Act or under any other law for the time being in force, the consent of the members be and is hereby accorded to shift the Registered Office of the Company from Kolkata in the state of West Bengal to Pithampur in the state of Madhya Pradesh;

RESOLVED FURTHER THAT subject to the confirmation by the Regional Director, Eastern Region, Kolkata and subject to the approval of shareholders by way of postal ballot, the Memorandum of Association of the Company be altered/ amended by

incorporating the words the "State of Madhya Pradesh" i.e. within the jurisdiction of the Registrar of Companies, Madhya Pradesh in substitution of and while deleting the words "State of West Bengal" in Clause - (II) thereof and the new clause (II) shall be read as under :

II: "The Registered Office of the Company will be situated in the State of Madhya Pradesh"

RESOLVED FURTHER THAT upon confirmation of the Regional Director, Eastern Region the Registered Office of the Company be shifted from 304, Diamond Prestige, 41-A, A.J.C. Bose Road, Kolkata-700017 in the state of West Bengal and be situated at C-41-50, Special Economic Zone, Sector- III, Pithampur-454775 Dist. Dhar in the state of Madhya Pradesh;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the aforesaid resolution including filing of application under Section 12 and 13 of the Companies Act 2013 before the Regional Director, Eastern Region, Kolkata and/or any other authority and to act for every purpose in connection therewith and/or incidental thereof as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company."

By order of the Board of Directors
for **Flexituff International limited**

Sd/-

Date: 04/11/2014
Place: Pithampur

Rishabh Kumar Jain
Company Secretary

NOTES:

1. A statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 is annexed hereto setting out the material facts and reasons for the proposed special resolution are appended herein below along with Form for your consideration.
2. The Notice is being sent to all the Members, whose names appear in Register of Members / Beneficiary Position maintained by the Depositories **as on 31st October, 2014.**
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members **as on 31st October, 2014.**
4. The Company is pleased to provide the e-voting facility through Central Depository Services (India) Limited as an alternative, for all members of the Company to enable them to cast their votes electronically instead of dispatching physical Postal Ballot. Evoting is optional.
5. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs, are being sent Notice of Postal Ballot by e-mail and others are being sent by post along with the postal ballot form.
6. Members are requested to cast their vote on the Postal Ballot only through one mode (physical Postal Ballot Form or e-voting). In case members have casted their votes through both the modes, votes cast through e-voting shall only be considered and votes cast through Postal Ballot Form would be rejected.
7. The resolution(s) will be taken as passed effectively on the date of declaration of the results at the registered office of the Company as well as placed on the Company's website, if the result of the postal ballot indicates that the requisite majority of the Members have assented to the resolution(s).
8. A copy of the documents referred to in the Notice and accompanying Statement is open for inspection at the Registered Office of the Company on any working day, except Sundays, **between -10.00 a.m. and 6.00 p.m. upto 31.01.15.**
9. The e-voting period starts from **10.00 A.M. on 04.12.14 and ends at 6.00 P.M. 03.01.15.** The voting module shall be disabled by CDSL for voting thereafter.
10. The Scrutinizer's decision on the Postal Ballot will be final.
11. A Member desiring to exercise vote by postal ballot may complete this postal ballot form and send it to the scrutinizer in the enclosed postage pre-paid self addressed envelope. Postage will be borne by the company. Envelopes containing Postal Ballots, if send by courier at the expenses of the Members will also be accepted.
12. This form should be completed and signed by the member (as per the specimen signature registered with the Company/ Depository participants). In case of joint holding, this form should be completed by the first named member and in his absence, by the next named member.
13. In case of shares held by the Companies, trust, societies, etc., the duly completed Postal Ballot should be accompanied by the certified true copy of the Board resolution/ Authority where the Form has been signed by the President of India or of the Governor of a state, a certified copy of the nomination should accompany the Postal Ballot Form.

14. The consent must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column.
15. Unsigned Postal Ballot Form shall be rejected.
16. A Member need not use all the votes or needs to cast all the votes in same way.
17. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the closing working hours i.e., **6.00 P.M. on 03.01.2015**. All Postal Ballot Form received after this date will be treated as if reply from such member has not been received.
18. A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the registered office before the date mentioned above.
19. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self addressed envelope.
20. The scrutinizer's decision on the validity of the Postal Ballot form will be final.

The result of the Postal Ballot will be declared at the Registered Office of the Company as specified in the Postal Ballot Notice. The same will be hosted on the Company's website at: www.flexituff.com for information of the Members, besides being communicated to the stock exchanges on which the shares of the Company are listed. The results will thereafter be published in newspaper(s).

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

In respect of Item no. 1

The Company's manufacturing and business activities are based at Pithampur in the state of Madhya Pradesh. Currently the Registered Office of Company is situated at Kolkata in the state of West Bengal. To exercise better administrative and economic control which will reduce overheads, eliminate duplication of records and enable the Company to rationalize and streamline its operations as well as management of affairs of its business, the Board of Directors of the Company in its meeting held on November 04, 2014 has proposed to shift the Registered Office of the Company from Kolkata in the state of West Bengal to Pithampur in the state of Madhya Pradesh. This will enable the Company to handle its business activities more efficiently and run its business more economically and conveniently.

All Key Managerial Personnel of the Company are operating from Pithampur in the state of Madhya Pradesh.

The members are aware that the Clause (II) of the Memorandum of Association contains the situation clause in which State the registered office of a Company is situated. The Registered office of the Company is proposed to be shifted from the State of West Bengal to State of Madhya Pradesh subject to the confirmation of the Regional Director, Eastern Region, Kolkata under the provisions of the Companies Act, 2013 and also subject to the members' approval as mentioned above.

Your directors believes that The proposed shifting of the office is not prejudicial to the interest of any party.

The Directors recommend the resolution at item no. 1 of the accompanying Notice for the approval of the Members of the Company.

Further, pursuant to the provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 the Special Resolution for shifting of Registered Office for a listed Company from one state to another is required to be passed by way of Postal Ballot and after passing of the same, the Company will submit necessary application to the Regional Director, Eastern Region Kolkata for its confirmation as required under Section 13 of the Companies Act, 2013 read with Rule 30 of Companies (Incorporation) Rules, 2014

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested in this Resolution.

By order of the Board of Directors
for **Flexituff International limited**

Sd/-

Date: 04/11/2014
Place: Pithampur

Rishabh Kumar Jain
Company Secretary

THIS PAGE IS INTENTIONALLY KEPT BLANK



FLEXITUFF INTERNATIONAL LIMITED

Reg. Office: 304, Diamond Prestige, 41-A, A.J.C. Bose Road, Kolkata- 700017 (West Bengal)
Corporate Office: C- 41-50, SEZ, Sector- III, Industrial Area, Pithampur-454775 Dist. Dhar (M.P.)
CIN: L25202WB1993PLC111382, **Tel.** 033-32212960 **Website:** www.flexituff.com, **email:-** cs@flexituff.com

POSTAL BALLOT FORM (Please read the notes to the Postal Ballot Notice)

Serial No.

1. Name and Registered Address of the sole / first named Shareholder :
2. Name(s) of Joint-Holder(s), if any (in block letters) :
3. Registered Folio No./DP ID No./Client ID No. :
*(Applicable to shareholders holding shares in Dematerialised Form)
4. No. of shares held :
5. I/ we hereby exercise my/ our vote in respect of the resolutions to be passed through Postal Ballot Notice dated 04.11.14 of the Company by sending my/our assent or dissent to the said Resolutions by placing the tick mark(✓) at the appropriate column below:

| Description | No. of Shares | I / We assent for the Resolution (For) | I/ We dissent to the Resolution (Against) |
|--|---------------|--|---|
| 1. Shifting of Registered Office from Kolkata to Pithampur | | | |

Place:

Date:

Signature of the Member

Electronic Voting Particulars (Applicable for Individual Members only)

| EVSN (Electronic Voting Sequence Number) | Default Number (Sequence Number) |
|---|-------------------------------------|
| 141124002 | |

(*In case of authorized representative of a body corporate, certified true copy of the relevant authorization viz. Board Resolution/Power of Attorney should be sent along with Ballot Form)

Notes:-

- (i) Please return duly filled and signed postal ballot form in the envelope enclosed herewith.
- (ii) Last date for receipt of Postal Ballot Form is 03.01.15 till close of business hours i.e., till 6.00 P.M to the Scrutinizer.

Instructions for e-voting are as under:

- i. The voting period begins on **04.12.14 at 10.00 A.M. and ends on 03.01.2015 at 6.00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **31.10.2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website www.evotingindia.com

- ii. Click on Shareholders.
- iii. Now Enter your User ID
- a) For CDSL: 16 digits beneficiary ID,
- b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and Voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| BANK DETAILS | Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none">Please enter the DOB or Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN along with "FLEXITUFF INTERNATIONAL LIMITED" on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for Non – Individual Shareholders and Custodians :-
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.