

24th July, 2017

Dear Member,

You are cordially invited to attend the 24th Annual General Meeting of Flexituff International Limited to be held on Tuesday, 22nd August, 2017, 2017 at 12:30 P.M. at C 41-50, SEZ, Sector -3, Pithampur, Dist. Dhar (M.P.) – 454775.

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013, read with the related Rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are enclosed herewith.

By Order of the Board of Directors
Flexituff International Limited

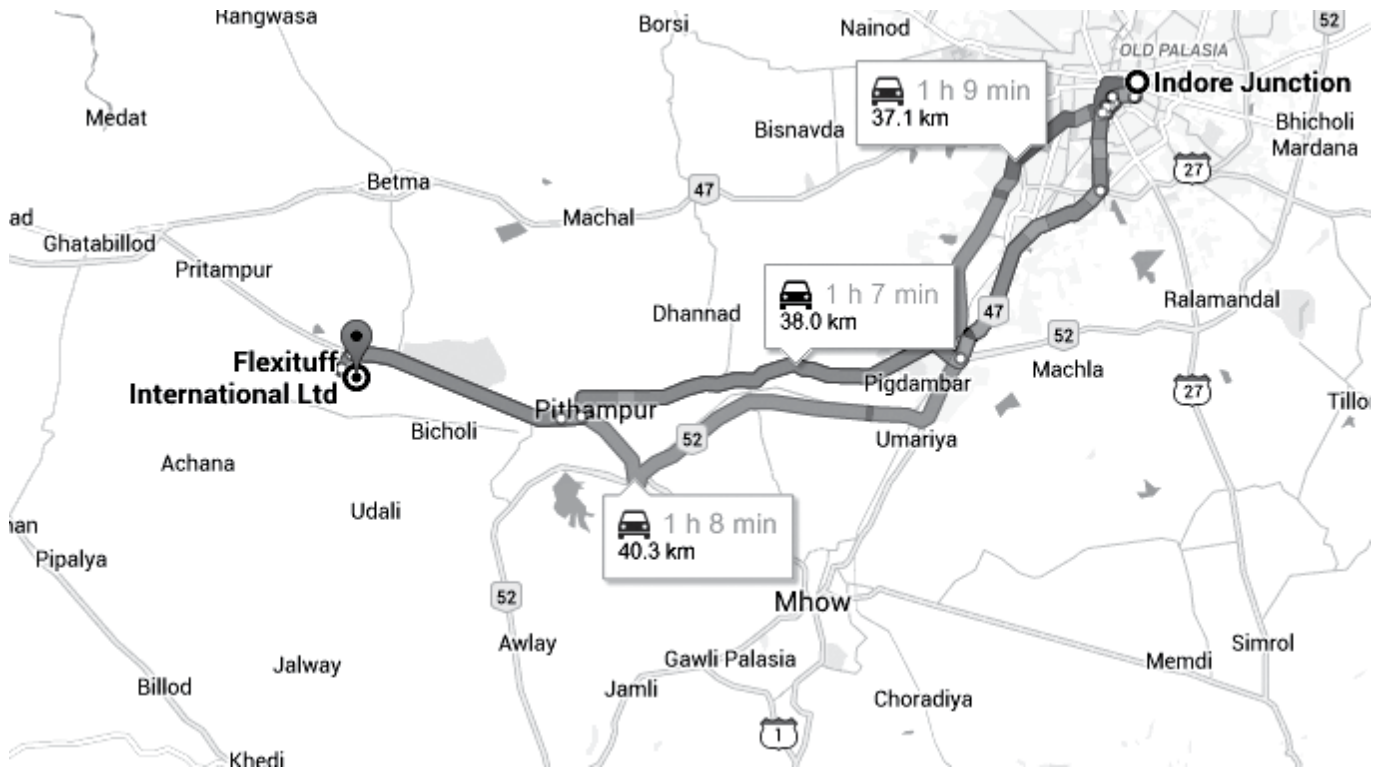
Madhuri Jethani
Company Secretary

Enclosures:

1. Route Map
2. Notice to the 24th Annual General Meeting
3. Proxy form
4. Attendance slip

Route Map to the venue of the AGM

Indore Junction to Flexituff International Limited Drive 40.3 Km, 1h 4 min



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 24TH ANNUAL GENERAL MEETING OF FLEXITUFF INTERNATIONAL LIMITED WILL BE HELD ON TUESDAY, 22ND AUGUST, 2017, AT 12:30 P.M. AT C41-50, SEZ, SECTOR -3, PITHAMPUR, DIST. DHAR (M.P.) - 454775, TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March 2017 and the reports of the Board of Directors' and the Auditor's thereon.
2. To appoint a director in place of Ms. Alka Sagar, (DIN: 07138477) who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, M/s Kailash Chand Jain & Co, Chartered Accountants, Indore (FRN: 112318W) be and is hereby appointed as Joint Statutory Auditor of the Company, to hold office for a period of 5 years, from the conclusion of twenty Forth (24th) Annual General Meeting until the conclusion of Twenty Ninth (29th) Annual General Meeting of the Company, subject to ratification by the members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013, on such remuneration as may be agreed upon between the Board of Directors or any Committee thereof."
4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder, M/s MZSK & Associates, Chartered Accountants, Mumbai (Firm Registration No. 105047W) be and is hereby re-appointed as Joint Statutory Auditor of the Company, to hold office for a period of 3 years, from the conclusion of twenty Forth (24th) Annual General Meeting until the conclusion of Twenty Seventh (27th) Annual General Meeting of the Company, subject to ratification by the members of the Company at every Annual General Meeting as per the provisions of the Companies Act, 2013, on such remuneration as may be agreed upon between the Board of Directors or any Committee thereof."
5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time and Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Bhuwan Modi (DIN: 02855329), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 years i.e. from 30th May, 2017 to 29th May, 2022 and whose office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."
6. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time and Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Parag Gupta (DIN: 06423095), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 years i.e. from 24th July, 2017 to 23rd July, 2022 and whose office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."
7. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable laws, if any, Mr. Akshay Tanna (DIN: 02967021) nominated by TPG Growth II SF Pte. Ltd, who was appointed as an Additional Director of the Company w.e.f. 15th April 2017 by the Board of Directors and who holds office only upto the date of the ensuing Annual General Meeting, be and is hereby appointed as an Investor Director of the Company and whose office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."
8. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 188 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification or re-enactment thereof

SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time and Regulation 25 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Mr. Bhuwan Modi (DIN: 02855329), who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of 5 years i.e. from 30th May, 2017 to 29th May, 2022 and whose office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."
8. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 188 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification or re-enactment thereof

for the time being in force and other applicable laws, if any, the consent of the Company be and is hereby accorded for increase in remuneration of Ms. Devakshi Kalani, Executive Finance of the Company and daughter-in-law of Mr. Saurabh Kalani, Whole-time Director, as mentioned in explanatory statement to the resolution w.e.f. 1st April, 2017;

RESOLVED FURTHER THAT the Board shall have the authority from time to time (a) to make applicable to Ms. Devakshi Kalani such revisions in the aforesaid salary scale or grade together with revisions in such allowances, benefits, amenities, facilities and other perquisites including contribution to provident fund, gratuity fund, superannuation fund, etc. as are introduced from time to time in respect of employees of the Company in equivalent salary scale or grade; and (b) to promote her to any higher position/designation or salary scale or grade in due course together with such allowances,

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

9. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 188 and other applicable provisions, if any, of the Companies Act, 2013 including statutory modification or re-enactment thereof for the time being in force and other applicable laws, if any, the consent of the Company be and is hereby accorded for increase in remuneration of Mr. Kartikeya Kalani, President of the Company and son of Mr. Saurabh Kalani, Whole-time Director, as mentioned in explanatory statement to the resolution w.e.f. 1st April, 2017;

RESOLVED FURTHER THAT the Board shall have the authority from time to time (a) to make applicable to Mr. Kartikeya Kalani such revisions in the aforesaid salary scale or grade together with revisions in such allowances, benefits, amenities, facilities and other perquisites including contribution to provident fund, gratuity fund, superannuation fund, etc. as are introduced from time to time in respect of employees of the Company in equivalent salary scale or grade; and (b) to promote him to any higher position/designation or salary scale or grade in due course together with such allowances,

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

10. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable laws, if any, Mr. Mahesh Sharma (DIN: 07610685) who was appointed as an Additional Director of the Company w.e.f. 16th September, 2016 by the Board of Directors and who holds office only upto the date of the ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT Mr. Mahesh Sharma (DIN: 07610685) shall continue as Chief Executive Officer of the Company and his other terms and conditions of appointment shall continue to remain unaltered;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

11. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable laws, if any, Mr. Anand Khandelwal (DIN: 07889346) who was appointed as an Additional Director of the Company w.e.f. 24th July, 2017 by the Board of Directors and who holds office only upto the date of the ensuing Annual General Meeting, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

12. To consider and if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Mahesh Sharma (DIN: 07610685) as Whole-Time Director of the Company for a period of 5 years w.e.f. 11th November, 2016 on terms & conditions as mentioned in explanatory statement to the resolution;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of Mr. Mahesh Sharma (DIN: 07610685), the payment of Salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT Mr. Mahesh Sharma (DIN: 07610685) shall continue as Chief Executive Officer of the Company and his other terms and conditions of appointment shall continue to remain unaltered;

RESOLVED FURTHER THAT Mr. Mahesh Sharma (DIN: 07610685) shall be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

13. To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Saurabh Kalani (DIN: 00699380) as Whole-Time Director of the Company for a period of 5 years w.e.f 30th May, 2017 on terms & conditions as mentioned in explanatory statement to the resolution;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of Mr. Saurabh Kalani (DIN: 00699380), the payment of Salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT Mr. Saurabh Kalani (DIN: 00699380) shall be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

14. To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the re-appointment of Mr. Anand Khandelwal (DIN: 07889346) as Whole-Time Director of the Company for a period of 5 years w.e.f 31st July, 2017 on terms & conditions as mentioned in explanatory statement to the resolution;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of Mr. Anand Khandelwal (DIN: 07889346), the payment of Salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT Mr. Anand Khandelwal (DIN: 07889346) shall be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

15. To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT the consent of the members of the Company be and is hereby accorded to ratify the remuneration paid to Mr. Akhilesh Agnihotri (DIN: 07637010) who was appointed as an Additional and Whole-Time director w.e.f. 11th November, 2016 and resigned from the post of director from 30th May, 2017 as mentioned in the Explanatory Statement of this resolution.”

16. To consider and if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT subject to applicable provisions of Companies Act, 2013, if any, SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 including any statutory amendment(s) or modification(s) thereto, and Strategic Debt Restructuring Scheme by the Reserve Bank of India dated 8th June, 2015, further amended on 25th February, 2016, including any statutory amendment(s) or modification(s) thereto (“SDR Scheme”) and any other applicable law or laws, rules and regulations and enabling provisions in the Articles of Association of the Company, the consent and approval of the members be and is hereby accorded to confirm and accept conversion of whole or part of loan into Equity Shares by way of SDR Scheme;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take such steps as may be necessary and to do all such acts, deeds and things as may be necessary, proper, or expedient to give effect to this resolution including to modify, accept and give effect to any modifications in the terms and conditions of the matter(s) as may be required by the statutory, regulatory and other appropriate authorities (including but not limited to SEBI, RBI, JLF, etc.)

By Order of the Board of Directors
Flexituff International Limited

Place: Pithampur
Date: 24/07/2017

Madhuri Jethani
Company Secretary

Note:

Change in Registered Office of the Company has been approved by Regional Director, Kolkata and same has been taken on record by Registrar of Companies, Gwalior on 28th August, 2015.

NOTES:

- MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE EFFECTIVE THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM (MGT-11) IS ENCLOSED**
- A person can act as a proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more

- than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf at the meeting.
 4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.
 5. Additional information, pursuant to Regulation 36 of the Listing Regulations, in respect of the directors seeking appointment / reappointment at the AGM, forms part of the Notice. Further, all the Independent Directors have affirmed that they meet the requirements specified under Regulation 16 (1) (b) SEBI (listing Obligation and Disclosure Requirements) Regulations, 2015 in respect of their position as an "Independent Director" of the Company.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS -2

Name of Director	Date of Birth	Date of Appointment	Qualification and Expertise	No. of Equity Shares held in the Company	List of other Companies in which directorships are held (excluding Foreign Companies & Section 8 Companies)	List of all committee of board of directors (across all companies) in which Chairmanship/ membership is held (includes only Audit Committee and Stakeholder's Relationship Committee)
Mrs. Alka Sagar	19/02/1979	31/03/2015	Mrs. Alka Sagar is a law graduate and an advocate by profession. She has experience of around 9 years as private practitioner and a court lawyer.	NIL	NIL	NIL
Mr. Bhuwan Modi	29/10/1985	30/05/2017	Mr. Bhuwan Modi is a fellow member of Institute of Chartered Accountants of India as well as Institute of Company Secretaries of India. He has experience in various fields; such as Audit & Assurance, Company law matters, Taxation-direct & indirect, Government clearances/approvals, FEMA & SEBI related matters, etc. Currently, he is a partner of M/s H Talati & Co., Chartered Accountant and involved in GST implementation, Internal Audit & Accounting Advisory Services to clients.	NIL	Naptune Packaging Private Limited (CIN: U99999MH1993PTC120387)	Chairman of Stakeholders Relationship Committee and member of Audit Committee of Flexituff International Limited
Mr. Parag Gupta	29/12/1964	24/07/2017	Mr. Parag Gupta is a Mechanical Engineer from the University of Roorkee and has a Master's Degree from UM Ahmadabad. He has over twenty-five years of General Management, Strategy, Sales, Marketing & Distribution experience, in leading MNCs like Asian Paints, ICI India, Unilever India and Dow Chemicals. In his last corporate role he was the Managing Director of Vopak India, which is a part of the world's largest company in Liquid Bulk Storage Services. His key expertise is in building new businesses in India and globally. Presently, he engaged in setting up his own Entrepreneurial venture focusing on Sustainability & Environment (with focus on Energy & Water) and advising Corporates on Strategy and Operational Excellence	NIL	Mahua Travels Private Limited (CIN: U63040MP2010PTC022955) Consortium Associates Private Limited (CIN: U74140DL2010PTC209175)	Member of Audit and Stakeholders Relationship Committee of Flexituff International Limited

Name of Director	Date of Birth	Date of Appointment	Qualification and Expertise	No. of Equity Shares held in the Company	List of other Companies in which directorships are held (excluding Foreign Companies & Section 8 Companies)	List of all committee of board of directors (across all companies) in which Chairmanship/ membership is held (includes only Audit Committee and Stakeholder's Relationship Committee)
Mr. Akshay Tanna	20/11/1982	15/04/2017	Mr. Akshay Tanna is a Vice President at TPG Growth in Mumbai, and has been with TPG since 2011. Prior to joining TPG in 2011, Mr. Akshay Tanna worked for Merrill Lynch and Deutsche Bank in the Financial Institutions Investment Banking Group. Mr. Akshay Tanna graduated from the Wharton School of University of Pennsylvania with Honors.	NIL	<p>Truskin Gloves Private Limited (CIN: U25191KL2001PTC014953)</p> <p>Automark Motors Private Limited (CIN: U50100GJ2008PTC054848)</p> <p>Landmark Commercial Vehicles Private Limited (CIN: U50100GJ2012PTC069390)</p> <p>Lenskart Solutions Private Limited (CIN: U51494DL2008PTC178355)</p> <p>Jhara Finance Private Limited (CIN: U65944MH1993PTC071025)</p> <p>Landmark Insurance Brokers Private Limited (CIN: U66030PN2002PTC017009)</p>	NIL
Mr. Mahesh Sharma	16/10/1961	16/09/2016	Mr. Mahesh Sharma is a Mechanical Engineer from Shri Vaishnav Polytechnic Institute, Indore and has a master degree in Business Administration from Institute of Management Studies Devi Ahilya Vishwavidyalaya, Indore. He is associated with the Company since 2002. He has more than two decades of experience in the corporate sector at various levels. He has in the past worked with Forbes & Forbes Campbell Limited, a Tata Group Company at Ahmedabad.	NIL	NIL	NIL
Mr. Saurabh Kalani	23/09/1962	30/05/2012	Mr. Saurabh Kalani is a commerce graduate and has more than two decades of experience in the field of manufacturing, import, export, market development, strategic planning, production planning, financial planning etc. relating to Raffia Industry. He is the founder President of the Indian Flexible Intermediate Bulk Container Association (IFIBCA) and was the Vice President of All India Flat Tape Manufacturers' Association. Currently he is the member of the Committee of the Plastics Export Promotion Council (PLEXCONCIL). He has expert knowledge in the products manufactured by Flexituff International Limited and its utilization in global market.	NIL	<p>Herbal Dream Ayurveda Creations Private Limited (CIN: U45200MH1986PTC040428)</p> <p>Miscellani Global Private Limited (CIN: U51900MH1984PTC033870)</p> <p>Indian Flexible Intermediate Bulk Container Association (CIN: U91990MH2004PLC144915)</p>	Member of Audit Committee Of Flexituff International Limited
Mr. Anand Khandelwal	16/10/1967	24/07/2017	Mr. Anand Khandelwal is a Commerce graduate from DAVV University. He is associated with the Company for more than 2 decades and will represent employee participation on Board. He has versatile experience in Raw Material Management.	NIL	NIL	NIL

6. Members/Proxy/Authorised Representative attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of place of the meeting. Proxy/representative of a member should mark on the Attendance Slip as “Proxy” or “Representative” as the case may be.
7. Members who hold shares in dematerialized mode are requested to intimate any changes pertaining with their bank account details, ECS mandates, nominations, power of attorney, change of address/name etc. to their Depository Participant only and not to the Company’s Registrar & Share Transfer Agent. Changes intimated to the Depository Participant will then be automatically reflected in the Company’s records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better service to the members.
8. Members holding shares in physical form are requested to intimate all changes pertaining to their bank details, ECS mandates, nominations, power of attorney, change of address/name etc. to the Company’s Registrar & Share Transfer Agent quoting their registered folio number.
9. Members desirous of having any information regarding accounts are requested to send their queries at the registered office of the Company at least seven days before the date of the meeting so that the requisite information is made available at the meeting.
10. As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies to the meeting.
11. Members may also note that the Notice of the 24th AGM and Annual Report 2016-17 will be available on the Company’s website www.flexituff.com
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, and Circulars etc. from the Company electronically.
13. Relevant Documents referred to in the accompanying notice and the explanatory statement are open for inspection by the members at the registered office of the Company during the office hours on all working days upto the date of AGM.
14. Voting through electronic means
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.

The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting (‘remote e-voting’).

The facility for voting through ballot paper will also be made available at the Annual General Meeting (AGM) and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are given below

Instructions and other information relating to remote e-voting are as under:

- (i) The voting period begins on 19th August, 2017 at 10.00 A.M. IST and ends on 21st August, 2017 at 5.00 P.M. IST. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 17th August, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both 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 (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.

- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for **Flexituff International Limited** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **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 linked in the login 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) Any Person who has acquired shares and become member of the Company after the dispatch of the Notice of the Annual General Meeting but before the cut-off date of 17th August, 2017, may follow the same instructions as mentioned above for e-voting.
- (xxii) Persons whose names are recorded in the register of members maintained by registrar as on cut-off date i.e., 17th August, 2017 shall only avail the facility of remote e-voting or voting through ballot paper/polling paper at the venue of the meeting.
- (xxiii) The Board of directors has appointed M/s. Ritesh Gutpa & Co., Practicing Company Secretary, Indore as Scrutinizer to scrutinize the e-voting process in fair and transparent manner
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question ("FAQ") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or members are requested to contact:
- Mr. D. K. Sharma (Vice President – Corporate Affairs)
Email: cs@flexituff.com;
Contact No. : 07292-420200
- By Order of the Board of Directors
Flexituff International Limited
- Place: Pithampur
Date: 24/07/2017
- Madhuri Jethani
Company Secretary
- Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013**
- ITEM NO. 5**
- Based on recommendation of the Nomination and Remuneration Committee, Mr. Bhuwan Modi (DIN: 02855329) was appointed as Non-Executive Independent Director of the Company by the Board of Directors in their meeting held on 30th May, 2017.
- Mr. Bhuwan Modi is a fellow member of Institute of Chartered Accountants of India as well as Institute of Company Secretaries of India. He has experience in various fields; such as Audit & Assurance, Company law matters, Taxation-direct & indirect, Government clearances/approvals, FEMA & SEBI related matters, etc. Currently, he is a partner of M/s H Talati & Co., Chartered Accountant and involved in GST implementation, Internal Audit & Accounting Advisory Services to clients.

The Company has received necessary consents/ declarations in necessary form as per the provisions of Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board of Directors, Mr. Bhuwan Modi, fulfill the conditions specified in the Companies Act, 2013 and the rules made thereunder and he is independent of the Management. A copy of draft letter for the appointment of Mr. Bhuwan Modi as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

Except Mr. Bhuwan Modi, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item No.5.

The Board recommends the passing of resolution by the members of the Company as an Ordinary Resolution.

ITEM NO. 6

Based on recommendation of the Nomination and Remuneration Committee, Mr. Parag Gupta (DIN: 06423095) was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors in their meeting held on 24th July, 2017.

Mr. Parag Gupta, aged 52 years, is a Mechanical Engineer from the University of Roorkee and has a Master's Degree from UM Ahmadabad. He has over twenty-five years of General Management, Strategy, Sales, Marketing & Distribution experience, in leading MNCs like Asian Paints, ICI India, Unilever India and Dow Chemicals. In his last corporate role he was the Managing Director of Vopak India, which is a part of the world's largest company in Liquid Bulk Storage Services. His key expertise is in building new businesses in India and globally. Presently, he engaged in setting up his own Entrepreneurial venture focusing on Sustainability & Environment (with focus on Energy & Water) and advising Corporates on Strategy and Operational Excellence

The Company has received necessary consents/ declarations in necessary form as per the provisions of Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board of Directors, Mr. Parag Gupta, fulfill the conditions specified in the Companies Act, 2013 and the rules made thereunder and he is independent of the Management. A copy of draft letter for the appointment of Mr. Parag Gupta as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

Except Mr. Parag Gupta, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item No.6.

The Board recommends the passing of resolution by the members of the Company as an Ordinary Resolution.

ITEM No. 7

Mr. Akshay Tanna (DIN: 02967021) nominated by TPG Growth II SF Pte. Ltd was appointed as an Additional (Investor Director) Director by the Board of Directors of the Company by way of resolution passed by circulation on 15th April 2017.

Mr. Akshay Tanna is a Vice President at TPG Growth in Mumbai, and has been with TPG since 2011. Prior to joining TPG in 2011, Mr. Akshay Tanna worked for Merill Lynch and Deutsche Bank in the Financial Institutions Investment Banking Group. Mr. Akshay Tanna graduated from the Wharton School of University of Pennsylvania with Honors.

Relevant Documents related to appointment of Mr. Akshay Tanna is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

Your Directors recommends appointment of Mr. Akshay Tanna as regular Non-Executive Director, who shall not be liable to retire by rotation, by passing the resolution as an Ordinary Resolution.

Except Mr. Akshay Tanna and Mr. Vishwarupe Narain, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item No.7.

ITEM NO.8

Based on the Qualification and Experience, your Board recommends increase in remuneration of Ms. Devakshi Kalani, Executive Finance of the Company and daughter-in-law of Mr. Saurabh Kalani, Whole-Time Director of the Company.

Ms. Devakshi Kalani is Bachelor of Science in Business Administration from Babson College, USA & MBA Finance from Oxford University, United Kingdom (UK). She has approx 6 years of experience and in past has worked with Woodhouse Financial Advisors, Ernst and Young and Unisto AG.

Audit Committee and Board of Directors of the Company has approved increase in remuneration of Ms. Devakshi Kalani from Rs. 1,00,000/- (Rupees One Lakh Only) per month to Rs. 2,50,000 (Rupees Two Lakhs Fifty Thousand) per month w.e.f. 1st April, 2017 with perquisites as mentioned below:-

- 1) **Employer's contribution to Provident fund** - As per Rules of the Company
- 2) **National Pension Scheme** – Contribution by the Company upto 10% of basic salary
- 3) **Life Insurance Policy** – Policy premium by the Company upto Rs. 2,00,000/- (Rupees Two Lakhs Only) per year.
- 4) **Gratuity and/or Contribution to Gratuity Fund** - As per Rules of the Company
- 5) **Reimbursement of Expenses** – Reimbursement of all expenses incurred for the business purposes of the Company.

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Sec. 102 of the Act is as under:

Name of the related party	: Ms. Devakshi Kalani
Name of the director or Key Managerial personnel who is related	: Mr. Saurabh Kalani & Mr. Kartikeya Kalani
Nature of relationship	: Ms. Devakshi Kalani is daughter-in-law of Mr. Saurabh Kalani & wife of Kartikeya Kalani
Remuneration	: As provided in the Explanatory Statement
Payment Schedule	: Not Applicable
Nature, material terms and particulars of the arrangement	: Increase in remuneration of Ms. Devakshi Kalani, Executive Finance of the Company
Duration of the contract	: As long as she remains employee of the Company

Except Mr. Saurabh Kalani & Mr. Kartikeya Kalani, son of Mr. Saurabh Kalani, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item No. 8.

The Board recommends the passing of resolution by the members of the Company as an Ordinary Resolution.

ITEM NO. 9

Based on the Qualification and Experience, your board recommends increase in remuneration of Mr. Kartikeya Kalani, President of the Company and son of Mr. Saurabh Kalani, Whole-Time Director of the Company.

Mr. Kartikeya Kalani has joined the Company full time, after his Ivy league education at Cornell University with a degree in Operations & Management. Presently Mr. Kartikeya Kalani is heading Geo Textile Division, growth engine of the Company.

Audit Committee and Board of Directors of the Company has approved increase in remuneration of Mr. Kartikeya Kalani from Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month to Rs. 6,00,000/- (Rupees Six Lakhs Only) per month w.e.f. 1st April, 2017 with perquisites as detailed below:-

Perquisites

- 1) **Employer's contribution to Provident fund** - As per Rules of the Company
- 2) **National Pension Scheme** – Contribution by the Company upto 10% of basic salary
- 3) **Life Insurance Policy** – Policy premium by the Company upto Rs. 6,00,000/- per year.
- 4) **Gratuity and/or Contribution to Gratuity Fund** - As per Rules of the Company
- 5) **Reimbursement of Expenses** – Reimbursement of all expenses incurred for the business of the Company.

Commission - Such remuneration by way of commission not exceeding 1% of Geo-synthetics Division throughput of the Company in addition to the salary, perquisites and allowances

The information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as

well as pursuant to Sec. 102 of the Act is as under:

Name of the related party	: Mr. Kartikeya Kalani
Name of the director or Key Managerial personnel who is related	: Mr. Saurabh Kalani & Ms. Devakshi Kalani
Nature of relationship	: Mr. Kartikeya Kalani is son of Mr. Saurabh Kalani and Husband of Ms. Devakshi Kalani
Remuneration	: As provided in the Explanatory Statement
Payment Schedule	: Not Applicable
Nature, material terms and particulars of the arrangement	: Increase in remuneration of Mr. Kartikeya Kalani, President of the Company
Duration of the contract	: As long as he remains employee of the Company

Except Mr. Saurabh Kalani & Ms. Devakshi Kalani, daughter in law of Mr. Saurabh Kalani, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item No. 9.

The Board recommends the passing of resolution by the members of the Company as an Ordinary Resolution.

ITEM NO. 10 & 12

Based on recommendation of the Nomination and Remuneration Committee, Mr. Mahesh Sharma was appointed as an Additional Director on the Board of the Company with effect from 16th September, 2016 to hold office upto the date of the Annual General Meeting. He was also appointed as Whole-Time Director of the Company with effect from 11th November, 2016, subject to approval of the Members.

Mr. Mahesh Sharma has a very long association with Flexituff International Limited ("the Company"), he has joined the Company in the year 2002.

Mr. Mahesh Sharma is a Mechanical Engineer from Shri Vaishnav Polytechnic Institute, Indore and has a master degree in Business Administration from Institute of Management Studies Devi Ahilya Vishwavidyalaya, Indore. He has more than two decades of experience in the corporate sector at various levels. He has in the past worked with Forbes & Forbes Campbell Limited, a Tata Group Company at Ahmedabad.

Mr. Mahesh Sharma shall continue as Chief Executive Officer of the Company and his other terms and conditions of appointment shall continue to remain unaltered.

The remuneration as set out below was approved by the Nomination & Remuneration Committee and the Board at their respective meetings.

- Gross Salary Rs. 9,39,340/- (Rupees Nine Lakhs Thirty Nine Thousand Three Hundred and forty Only) per month with an authority to Board/Committee to increase the remuneration from time to time based on increment policy of the Company in force & subject to maximum ceiling of Rs. 18 Lakhs P.M.

Relevant Documents related to appointment of Mr. Mahesh Sharma is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

Except Mr. Mahesh Sharma, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item Nos. 10 & 12.

The resolutions as set out in Item Nos. 10 and 12 of this notice are accordingly commended for your approval.

ITEM NO. 11 & 14

Based on recommendation of the Nomination and Remuneration Committee, Mr. Anand Khandelwal was appointed as an Additional Director on the Board of the Company with effect from 24th July, 2017 to hold office upto the date of the Annual General Meeting. He was also appointed as Whole-Time Director of the Company with effect from 24th July, 2017 for a period of 5 years, subject to approval of the Members.

Mr. Anand Khandelwal is a Commerce graduate from DAVV University. He is associated with the Company for more than 2 decades and will represent employee participation on Board. He has versatile experience in Raw Material Management.

The remuneration as set out below was approved by the Nomination & Remuneration Committee and the Board at their respective meetings.

- Gross Salary Rs. 81,095/- (Rupees Eighty One Thousand and Ninety Five Only) per month with an authority to Board/Committee to increase the remuneration from time to time based on increment policy of the Company in force & subject to maximum ceiling of Rs. 2 Lacs P.M.

Relevant Documents related to appointment of Mr. Anand Khandelwal is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

Except Mr. Anand Khandelwal, none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item Nos. 11 & 14.

The resolutions as set out in Item Nos. 11 and 14 of this notice are accordingly commended for your approval.

ITEM NO. 13

The Board of Directors in their meeting held on 30th May, 2017 re-appointed Mr. Saurabh Kalani (DIN: 00699380) as Whole-time Director of the Company w.e.f 30th May, 2017 for a period of five years on the basis of recommendation of Nomination & Remuneration Committee and subject to approval of the shareholders.

The remuneration as set out below was approved by the Nomination & Remuneration Committee and the Board at their respective meetings.

- Gross Salary Rs. 1,00,000/- (Rupees One Lakh Only) per month with an authority to Board/Committee to decide from

time to time to increase the remuneration upto Rs. 2,00,000/- (Rupees Two Lakhs Only) per month based on increment policy of the company in force;

- Perquisites and benefits:
 - 1) Housing: - Furnished suitable accommodation for him and his family.
 - 2) Gas, Electricity, water etc: - Reimbursement of expenses actually incurred for Gas, Electricity, Water and furnishing (including Air conditioners, refrigerators Geysers etc.) and the maintenance expenses of the society if applicable.
 - 3) Provision for Company's car for use on Company's business and for personal use. If the company's car is provided, he shall reimburse Rs. 5000/- (plus Rs. 1000/-, if chauffeur is also provided to run the car) per month to the company for using the car for his personal use, which shall be deducted from his salary.
 - 4) Provision of Telephone facilities at the cost of the Company at residence, and the mobile phone with all expenses met, subject however to the condition that all charges incurred by Saurabh Kalani in respect of personal long distance calls shall be billed to him.
 - 5) Club fees: Club fees including entrance charges, deposit, if applicable, subject to a maximum of three clubs.
 - 6) Medical Reimbursement: Reimbursement of actual expenses incurred for self and his family.
 - 7) Medical/Accidental Insurance: Medical health insurance premium for self and his family including personal accident insurance, subject to maximum of Rs. 10,00,000/- (Rupees Ten Lakhs Only) per year
 - 8) Credit Cards: Payment of dues of credit cards used by him for the purpose of expenses of the Company.
 - 9) Life Insurance Policy premium subject to maximum of Rs. 2,00,000/- (Rupees Two Lakhs Only) per year
 - 10) Leave Travel Concession for self and his family anywhere in India subject to a maximum of three months' salary plus actual fare. He shall also be reimbursed for his any foreign travel on a holiday for himself or for his family subject to a maximum of Rs. 10 Lakhs (Rupees Ten Lakhs Only) in a year plus actual business class air fare.
 - 11) Contribution up to Rs. 1, 00,000/- (Rupees One Lakh Only) per month towards National Pension Scheme.
 - 12) Company's Contribution towards provident fund shall be subject to a ceiling of 12% (twelve percent) of salary
 - 13) Gratuity: As per Rules of the Company
 - 14) All other expenses incurred for the purpose of Company's work to be reimbursed on actual basis.

Relevant Documents related to re-appointment of Mr. Saurabh Kalani is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of the AGM.

Except Mr. Saurabh Kalani, Mr. Kartikeya Kalani (son of Mr. Saurabh Kalani) & Ms. Devakshi Kalani (daughter-in-law of Mr. Saurabh Kalani), none of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item no. 13.

The Board recommends the passing of resolution by the members of the Company as a Special Resolution.

ITEM NO. 15

Based on recommendation of the Nomination and Remuneration Committee, Mr. Akhilesh Agnihotri was appointed as an Additional Director on the Board of the Company with effect from 11th November, 2016 to hold office upto the date of the Annual General Meeting. He was also appointed as Whole-Time Director of the Company with effect from 11th November, 2016 for a period of 5 years, subject to the approval of Members.

Due to preoccupation, he has resigned from the post of Director on 30th May, 2017. During his tenure as Director, Company has paid the following remuneration:-

- Gross Salary Rs. 1,60,000 (Rupees One Lakh Sixty Thousand Only) per month with an authority to Board/Committee to increase the remuneration from time to time based on increment policy of the Company in force & subject to maximum ceiling of Rs. 3 Lakhs P.M.

Your Board recommends ratification of remuneration paid to Mr. Akhilesh Agnihotri during his tenure, by way of Special Resolution.

None of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item No. 15.

ITEM No. 16

Strategic debt restructuring Scheme ("SDR Scheme") was introduced by the RBI in June 2015. Under which banks who have given loans to a corporate borrower gets the right to convert the full or part of their loans into equity shares in the loan taken company under specified circumstances

Banks and Public Financial Institutions from which Company has taken Working Capital Loan and Term Loan have asked for approval of members for above scheme.

None of the Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item No.16.

The Board recommends the passing of resolution by the members of the Company as a Special Resolution.

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Form MGT-11 (Proxy Form)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**FLEXITUFF INTERNATIONAL LIMITED**

CIN: L25202MP1993PLC034616

Regd. Office: C41-50 SEZ, Sector-3, Pithampur, Dist. Dhar (M.P.) 454775

Flexituff

Name of Member(s):	
Registered address:	
Email Id:	
Folio No./Client Id:	
DP Id:	

I/We, being the member (s) of shares of the above named Company, hereby appoint:

- Name:
Address:
Email Id: Signature:, or failing him/her
- Name:
Address:
Email Id: Signature:, or failing him/her
- Name:
Address:
Email Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual general meeting of the Company, to be held on Tuesday, 22nd August, 2017 At 12:30 P.M. at C 41-50, SEZ, Sector-3, Pithampur, Dist. Dhar, Madhya Pradesh - 454775 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Please mention number of Shares)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of Audited Financial Statements (including the Consolidated Financial Statement)			
2.	Appointment of Mrs. Alka Sagar as a director liable to retire by rotation			
3.	Appointment of M/s Kailash Chand Jain & Co, as Joint Statutory Auditor			
4.	Re-appointment of M/s MZSK & Associates, as Joint Statutory Auditor			
Special Business				
5.	Appointment of Mr. Bhuwan Modi as Independent Director			
6.	Appointment of Mr. Parag Gupta as Independent Director			
7.	Appointment of Mr. Akshay Tanna as Investor Director			
8.	Increase in remuneration of Ms. Devakshi Kalani, Executive Finance of the Company			
9.	Increase in remuneration of Mr. Kartikeya Kalani, President of the Company			
10.	Regularisation of Mr. Mahesh Sharma as Director of the Company			
11.	Regularisation of Mr. Anand Khandelwal as Director of the Company			
12.	Appointment of Mr. Mahesh Sharma as Whole-time Director			
13.	Re-appointment of Mr. Saurabh Kalani as Whole-time Director			
14.	Appointment of Mr. Anand Khandelwal as Whole-time Director			
15.	Ratification of remuneration paid to Mr. Akhilesh Agnihotri			
16.	Approval of Strategic Debt Restructuring			

Signed this..... day of..... 2017

.....
Signature of Proxy holder

.....
Signature of Shareholder(s)

Affix
Revenue
Stamp of
Rs. 1/-

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than **FOURTY EIGHT (48)** hours before the commencement of the Meeting.

ATTENDANCE SLIP**FLEXITUFF INTERNATIONAL LIMITED**

CIN: L25202MP1993PLC034616

Regd. Office: C41-50 SEZ, Sector-3, Pithampur, Dist. Dhar (M.P.) 454775

24th Annual General Meeting – August 22, 2017

Regd. Folio No./ DP ID*, Client ID*	
No. of Share (s) held	

I certify that I am a member / proxy / authorized representative for the member of the Company.

I/ We hereby record my/our presence at the 24th Annual General Meeting of the Company at C 41-50, SEZ, Sector-3, Pithampur, Dist. Dhar (M.P.) 454775, held on Tuesday, 22nd August, 2017 at 12:30 P.M.

.....
Name of the member/proxy
(in Block Letters)

.....
Signature of the member / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual report to the AGM.