



Flexituff
International

Flexituff International Limited

Reg. Office: C 41-50, SEZ, Sector 3, Pithampur - 454 775, Dist. Dhar (MP.)

CIN: L25202MP1993PLC034616, **Tel.** 91-7292-420200, 401681-82-83, **Fax:** 91-7292-401684,
url: www.flexituff.com, **email:** mail@flexituff.com

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions (along with Explanatory Statements) appended below are proposed to be passed by the members through postal ballot/electronic voting (e-voting):

SPECIAL BUSINESS:

ITEM No. 1

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

"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, and the relevant rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of Memorandum and Article of Association of the Company, the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, any other applicable law for the time being in force and such other approvals, consents and permissions to be obtained from the appropriate authorities to the extent applicable and necessary, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred the "Board" which term shall be deemed to include any constituted Committee of the Board) to sell, transfer and/or otherwise dispose of FIBC division of the Company including assets, liabilities/obligations of whatsoever nature & employees which are specific to the FIBC division, by way of Slump Sale, on a going concern basis; to a wholly owned subsidiary Company at a sale consideration not less than the Net Book Value of Division and upon such other terms and conditions as may be determined by the Board in the best interest of the Company;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalise all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalising and executing necessary agreements, memoranda, deeds of assignment/conveyance and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company, and to delegate all or any of the powers or authorities herein conferred to any Director(s), Committee of Directors or other official(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

ITEM NO. 2

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

"RESOLVED THAT pursuant to the provisions of Section 188(1) and Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, and the rules framed there under (including any amendment thereto or re-enactment thereof), Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of Memorandum and Article of Association of the Company, any other applicable law for the time being in force and such other approvals, consents and permissions to be obtained from the appropriate authorities to the extent applicable and necessary, the consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any constituted Committee of the Board) to sell, transfer and/or otherwise dispose of FIBC division of the Company including assets, liabilities/obligations of whatsoever nature & employees which are specific to the FIBC division, by way of Slump Sale, on a going concern basis, to a related party (wholly owned subsidiary company) at a sale consideration not less than the Net Book Value of Division and upon such other terms and conditions as may be determined by the Board in the best interest of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution;

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors
For **Flexituff International Limited**

Place: Pithampur
Date: 24th July, 2017

Madhuri Jethani
Company Secretary

Registered Office:-
C 41-50, SEZ, Sector 3,
Pithampur - 454 775, Dist. Dhar (MP.)
CIN: L25202MP1993PLC034616
Email Id: mail@flexituff.com

NOTES:

1. 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.
2. The Board has appointed M/s. Ritesh Gutpa & Co., Company Secretaries, (CP No. 3764), Indore as Scrutinizer to scrutinize the e-voting process in fair and transparent manner.
3. The Postal Ballot Notice is being sent to all the members, whose names appear on the Register of members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the close of business hours on 24th July, 2017. Accordingly the members, whose names appear on the Register of members/ List of Beneficial Owners as received from NSDL and CDSL as on 24th July, 2017 will be considered for the purpose of voting.
4. In accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rules 18, 20 and 22 of the Companies (Management and Administration) Rules, 2014, this Postal Ballot Notice is being sent to all the members whose e-mail are not registered with the Company's Registrar and Transfer Agent through Courier/Registered Post/Speed Post or any other permissible means and by e-mail to those members who have registered their e-mail address with the Company's Registrar and Transfer Agent (in respect of shares held in physical form) or with their Depository Participants (DP) (in respect of shares held in electronic form).
5. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering e-voting facility to all its members as an alternate mode to exercise their right to vote and has engaged the services of Central Depository Securities Limited as the Authorised Agency to provide e-voting facility. Instructions to be followed for voting through electronic means are annexed to the notice. Please note that e-voting is optional. Voting by electronic mode may be a more convenient means for exercising the voting rights and may help to increase member's participation in the decision-making process.
6. Kindly note that the members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. If the members opt for e-voting then they should not vote by physical Postal Ballot and vice versa. However, in case members cast their votes through both the modes, then voting done through e-voting shall prevail and voting done by physical Postal Ballot will be treated as invalid.
7. In case a member is desirous of obtaining Postal Ballot in printed form or a duplicate one, the member may write to the Company or send an e-mail to cs@flexituff.com
8. The voting rights of the members shall be in proportion to their shares in the total paid-up equity share capital of the Company.
9. In case the shares are jointly held, the Postal Ballot form should be completed and signed by the first named member and in his/her absence, by the next named member.
10. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot form should be accompanied by the relevant Board Resolution/ Authority Letter duly certified/ attested by Authorised Signatory(ies).
11. Kindly note that in the following cases, A postal ballot for shall be considered invalid:-
 - a) *A form other than one issued by the company has been used;*
 - b) *It has not been signed by or on behalf of the Member;*
 - c) *Signature on the postal ballot form doesn't match the specimen signatures with the company*
 - d) *It is not possible to determine without any doubt the assent or dissent of the Member;*
 - e) *Neither assent nor dissent is mentioned;*
 - f) *Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;*
 - g) *The envelope containing the postal ballot form is received after the last date prescribed;*
 - h) *The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;*
 - i) *It is received from a Member who is in arrears of payment of calls;*
 - j) *It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;*
 - k) *Member has made any amendment to the Resolution or imposed any condition while exercising his vote.*
 - l) *undated postal ballot form*

12. Instructions for Voting:

A. Voting through Physical Postal Ballot Form

- a) A member desiring to exercise vote by Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed prepaid postage Business Reply Envelope. Postage charges will be borne and paid by the Company.
- b) The Postal Ballot Form, duly completed and signed by the member(s) should be returned in the enclosed self-addressed pre-paid postage Business Reply Envelope directly to the Scrutinizers so as to reach before the close of working hours on Monday, 4th September, 2017 by 5.00 P.M. IST Any Postal Ballot Form received after the said date shall be treated as if the reply from the member(s) has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/ accepted.

B. Voting through electronic mode:

- a) The voting period begins on Sunday, 6th August, 2017 at 10.00 A.M. IST and ends on Monday, 4th September, 2017 at 5.00 P.M. IST. During this period members of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date 24th July, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c) The shareholders should log on to the e-voting website www.evotingindia.com
- d) Click on Shareholders.
- e) 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.
- f) Next enter the Image Verification as displayed and Click on Login.
- g) 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.
- h) 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).

- i) After entering these details appropriately, click on "SUBMIT" tab.
- j) 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.
- k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l) Click on the EVSN for **Flexituff International Limited** on which you choose to vote.
- m) 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.
- n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o) 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.
- p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- r) 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.
- s) 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.

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.
- t) Persons whose names are recorded in the register of members maintained by registrar as on cut-off date i.e., 24th July, 2017 shall only avail the facility of remote e-voting or voting through ballot paper/polling paper at the venue of the meeting.

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

- u) The results of the Postal Ballot shall be declared on or before Wednesday, 6th September, 2017 and the same will be displayed on the website of the Company i.e. www.flexituff.com besides being communicated to BSE Limited and the National Stock Exchange of India Limited. The resolution if approved by requisite majority shall be deemed to be passed on the last date of voting i.e. Monday, 4th September, 2017.

By Order of the Board of Directors
Flexituff International Limited

Madhuri Jethani
 Company Secretary

Place: Pithampur
 Date: 24/07/2017

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

Item No. 1

The Board at its meeting held on 24th July, 2017 has approved, subject to approval by the Members and other requisite approvals, the proposal of selling, transferring and/or otherwise disposing off the FIBC division of the Company including assets, liabilities/obligations of whatsoever nature & employees which are specific to the FIBC division, by way of Slump Sale, on a going concern basis, to a wholly owned subsidiary Company, at a sale consideration not less than the Net Book Value of Division.

Your Company deals in two major products i.e. FIBC & Technical Textile/ Geo Textile. It is proposed to separate both the products in two separate Companies **to unlock the value of business & raise growth capital.**

Further in the opinion of Board, No Valuation Report is required in above case, as per SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015.

Members are requested to authorise to the Board to sell, transfer and/or otherwise dispose of FIBC division of the Company including assets, liabilities/obligations of whatsoever nature & employees which are specific to the FIBC division on a going concern basis.

None of the directors or key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

The Board recommends passing of the Special Resolution set out as Item No 1 in the Notice in the interest of the Company.

Item No. 2

The Board at its meeting held on 24th July, 2017 has approved, subject to approval by the Members and other requisite approvals, the proposal of selling, transferring and/or otherwise disposing off the FIBC division of the Company including assets, liabilities/obligations of whatsoever nature & employees which are specific to the FIBC division, by way of Slump Sale, on a going concern basis, to a wholly owned subsidiary Company, at a sale consideration not less than the Net Book Value of Division.

Audit Committee has also approved the above transaction with wholly owned subsidiary (Related Party) in their meeting held on 24th July, 2017.

The transaction proposed to be entered into with wholly owned subsidiary, being a related party transaction is on arm's length basis but not in the ordinary course of business. Hence requires approval of members.

Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions by means of ordinary resolution. Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of member's approval for material related party transactions. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 of the Companies Act, 2013, the following transaction is material in nature and require the approval of the shareholders of the Company by way of Ordinary Resolution.

Information as required in accordance with Rule 15 of Companies (Meetings of Board & its Powers) Rules, 2014, as well as pursuant to Section 102 of the Companies Act, 2013 is as under:

Name of the related party	:	Wholly Owned Subsidiary of the Company
Name of the director or Key Managerial personnel who is related	:	NIL
Nature of Relationship	:	Holding and Wholly Owned Subsidiary
Nature of Transaction	:	Selling, transferring and/or otherwise disposing off the FIBC division of the Company including assets, liabilities/obligations of whatsoever nature & employees which are specific to the FIBC division, by way of Slump Sale, on a going concern basis, to a wholly owned subsidiary Company
Transaction Value	:	Sale consideration not less than the Net Book Value of Division. <i>Transaction is on Arm's Length Basis</i>

None of the directors or key managerial personnel and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

The Board recommends passing of the Ordinary Resolution set out as Item No 2 in the Notice in the interest of the Company. .

By Order of the Board of Directors
Flexituff International Limited

Place: Pithampur
Date: 24/07/2017

Madhuri Jethani
Company Secretary



FLEXITUFF INTERNATIONAL LIMITED

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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 (in Block Letters)	
2	Name(s) of Joint-Holder(s), if any (in block letters)	
3	Registered folio No./ DP & : Client ID No.* : (*Applicable to investors holding shares in dematerialized form)	
4	No. of Shares held :	
5	PAN/Sequence No. :	

I/we hereby exercise my/our vote(s) in respect of the Special Resolution/Ordinary Resolution set out in Postal Ballot Notice by conveying my/ our assent/ dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid).

Item No.	Items	No. of shares held by me	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1.	Sell, transfer and/or otherwise dispose of FIBC division of the Company including assets, liabilities/obligations of whatsoever nature & employees which are specific to the FIBC division, by way of Slump Sale, on a going concern basis; to a wholly owned subsidiary Company			
2.	Above transaction with a wholly-owned subsidiary			

Email Id : _____

(Company may use this email Id for future communication)

Mobile No.: _____

Place: _____

Date: _____

(Signature of member)

ELECTRONIC VOTING

EVSN (E voting Sequence Number)	User ID	PAN Sequence No

NOTE: 1. Please read the instructions overleaf carefully before exercising your vote.

ADDITIONAL INSTRUCTIONS FOR PHYSICAL BALLOT VOTING

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed pre-paid postage Business Reply Envelope. Postage charges will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/ speed post at the expense of the Member will also be accepted.
2. 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 and signed by the first named Member and in his/ her absence, by the next named Member.
3. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by the relevant certified true copy of Board Resolution/Authority Letter duly certified/ attested by Authorised Signatory(ies).
4. There will be only one Postal Ballot Form for every Registered Folio No. / Client ID No. / DP ID No. irrespective of the number of joint members.
5. The Postal Ballot/e-voting shall not be exercised by a proxy.
6. Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.
7. A Member need not use all his/ her votes nor cast all the votes in the same way. The voting rights of the Members shall be in proportion to their shares in the total paid-up equity share capital of the Company as on Monday, 24th July, 2017.
8. Duly completed and signed Postal Ballot Form should reach the Scrutinizer on or before the close of working hours i.e. 5:00 P.M. IST on Monday, 4th September, 2017. All Postal Ballot Forms received after this date will be strictly treated as if the reply from the member has not been received.
9. 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 Scrutinizer before the close of working hours i.e. 5:00 P.M. IST on Monday, 4th September, 2017.
10. Member(s) are requested not to send any other paper along with the Postal Ballot Form, other than as required, in the enclosed Envelope as such Envelopes will be sent to the Scrutinizer and any extraneous paper found in such Envelope would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. The Company is also offering e-Voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-Voting has been enumerated in the Notes to the Postal Ballot Notice dated Monday, 24th July, 2017.
12. Kindly note that the Members can opt for only one mode of voting i.e., either by post or e-voting. If the Members opt for e-voting, then they should not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.
13. The results of the Postal Ballot shall be declared on or before Wednesday, 6th September, 2017. The resolution if approved by the requisite majority, shall be deemed to be passed under the relevant provisions of the Companies Act, 2013 and Rules made thereunder, on the last date of voting i.e. Monday, 4th September, 2017.