



Flexituff
International

Flexituff International Limited

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

NOTICE

NOTICE IS HEREBY GIVEN THAT FIRST EXTRAORDINARY GENERAL MEETING FOR THE FINANCIAL YEAR 2018-19 OF THE MEMBERS OF FLEXITUFF INTERNATIONAL LIMITED WILL BE HELD ON MONDAY, 25TH JUNE 2018, AT 12:00 NOON, AT C41-50, SEZ, SECTOR-III, PITHAMPUR-454775, DISTT. DHAR (M.P.), INDIA TO TRANSACT THE FOLLOWING BUSINESS:

1. ISSUE OF SECURITIES ON PRIVATE PLACEMENT BASIS

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the “Act”), the Foreign Exchange Management Act, 1999, as amended, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, Reserve Bank of India, Securities and Exchange Board of India, including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and the listing agreements entered into with the stock exchanges (the “Stock Exchanges”) where the securities of the Company are listed and subject to such approvals, consents, permissions and sanctions as might be required from any regulatory authority and subject to such conditions as may be prescribed by such regulatory authority while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company / any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution may accept, the consent of the members be and is hereby accorded to offer, issue and allot, in one or more tranches Secured/Unsecured/Redeemable Non-convertible Debentures (NCDs) / Optionally-convertible Debentures (OCDs) including but not limited to subordinate debentures, bonds, and/or other debt securities etc. on private placement basis, during the period of one year from the date of passing of the Special Resolution by the members, aggregating upto Rs. 750 Crore (Rupees Seven Hundred Fifty Crore only) on such terms and conditions and at such times at par or at such premium, as may be decided by the Board to such person(s), including one or more company(ies), bodies corporate, statutory corporations, commercial banks, lending agencies, financial institutions, insurance companies, mutual funds, pension/provident funds and individuals, as the case may be or such other person(s) as the Board/Committee of Directors may decide so, however, that the aggregate amount of funds to be raised by issue of NCDs/OCDs, subordinate debentures, bonds, and/or other debt securities etc shall not exceed the overall borrowing limits of the Company, as may be approved by the Members from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board/Committee of the Company, be and is hereby authorized to determine and consider terms that are proper and most beneficial to the Company including, without limitation, the terms of issue including the class of investors to whom the NCDs/OCDs are to be issued, time, securities to be offered, the number of NCDs/OCDs, tranches, issue price, tenor, interest rate, premium/ discount, listing, utilization of the issue proceeds and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard and matters connected therewith or incidental thereto.”

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

**Place: Pithampur
Date: 30/05/2018**

**Khushboo Kothari
Company Secretary**

NOTES:

- 1. MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (EGM) 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**
- 2. 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 EGM 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 EGM.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the EGM is annexed hereto.
5. Members/Proxy/Authorised Representative attending the EGM are requested to bring with them the Attendance Slip attached to the Notice duly filled in and signed and handover the same at the entrance of place of the EGM. Proxy/representative of a member should mark on the Attendance Slip as "Proxy" or "Representative" as the case may be.
6. 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.
7. 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.
8. 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 EGM so that the requisite information is made available at the EGM.
9. Members may also note that the Notice of the EGM will be available on the Company's website www.flexituff.com
10. 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.
11. 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 EGM.
12. Voting through electronic means:

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility for its Members to enable them to cast their votes on the resolution electronically. For this purpose, the Company has appointed CDSL for facilitating remote e- voting.

Kindly note that the Members can opt for only one mode of voting, i.e. either by physical or by e-voting. If you are opting for e-voting, then do not vote by physical and vice versa. In case Members cast their vote by both physical and e-voting, it may be noted that vote cast by them by e-voting shall prevail and votes cast through physical will be treated as invalid. Link Intime India Private Limited, Registrar and Transfer Agents of the Company will be facilitating e-voting to enable the Members to cast their votes electronically.

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

- (i) The voting period begins on 22nd June, 2018 at 10.00 A.M. IST and ends on 24th June, 2018 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 18th June, 2018 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 EGM date would not be entitled to vote at the EGM 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 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.
- (xx) Any Person who has acquired shares and become member of the Company after the dispatch of the Notice of the EGM but before the cut-off date of 18th June, 2018, may follow the same instructions as mentioned above for e-voting.
- (xxi) Persons whose names are recorded in the register of members maintained by registrar as on cut-off date i.e., 18th June, 2018 shall only avail the facility of remote e-voting or voting through ballot paper/polling paper at the venue of the EGM.
- (xxii) 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:

Ms. Khushboo Kothari (Company Secretary & Compliance Officer)

Email: cs@flexituff.com;

Contact No. : 07292-420200

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

Place: Pithampur

Date: 30/05/2018

**Khushboo Kothari
Company Secretary**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

As you are aware that, repayment of the Foreign Currency Convertible Bonds (FCCBs) is due in June, 2018 and January, 2019. Looking into the present macro economic situation, raising of equity is taking time and quite disinterested among investors. Your Board of Directors are contemplating raising of long term debts to repay the maturing debts as well as to have long term working capital for the Company. It is proposed to raise money by issuance of NCDs/OCDs aggregating upto Rs 750 Crores.

As per Section 71 of the Companies Act, 2013, a company may issue debentures w.r.t. Section 42 of the Companies Act, 2013 and Rule 14(2) (a) of the Companies (Prospectus & Allotment of Securities) Rules, 2014 states that a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the Company, by a Special Resolution, for each of the Offers or Invitations. Second Proviso to Rule 14(2)(a) states that in case of offer or invitation for non-convertible debentures, it shall be sufficient if the company passes a previous special resolution only once in a year for all the offers or invitation for such debentures during the year.

Pursuant to Section 71 and Section 42 read with Rule 14 of the Companies (Prospectus & Allotment of Securities) Rules, 2014 approval of the members is sought by way of special resolution to issue and allot secured/unsecured redeemable, NCDs/OCDs aggregating up to Rs. 750 Crores, in such tranches and as per the terms to be decided by the Board.

As per Section 180 (1)(c) of the Companies Act, 2013 and rules thereon the overall borrowing limits of the Company, as approved by members of the Company at their 21st Annual General Meeting held on 30th day of September, 2014, is Rs. 2000 Crores. The above borrowing shall not exceed of the said limits.

The Directors recommends the resolution stated in the said item for the approval of members of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

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

Place: Pithampur

Date: 30/05/2018

**Khushboo Kothari
Company Secretary**



Flexituff International Limited

CIN: L25202MP1993PLC034616

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

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]

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

I/We, being the member (s) ofshares 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 Extra Ordinary General Meeting of the Company, to be held on Monday, 25th June, 2018 at 12:00 Noon at C 41-50, SEZ, Sector-III, 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
Special Business				
1.	Special Resolution :- Issue Of Securities on Private Placement Basis			

Affix
Re.1/-
Revenue
Stamp

Signed this..... day of....., 2018

.....
Signature of Proxy holder

.....
Signature of Shareholder(s)

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 FORTY EIGHT (48) hours before the commencement of the Meeting.

ATTENDANCE SLIP

Extra Ordinary General Meeting –25th June, 2018

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 Extra Ordinary General Meeting of the Company at C 41-50, SEZ, Sector-III, Pithampur, Dist. Dhar (M.P.) 454775, held on Monday, 25th June, 2018 at 12:00 Noon.

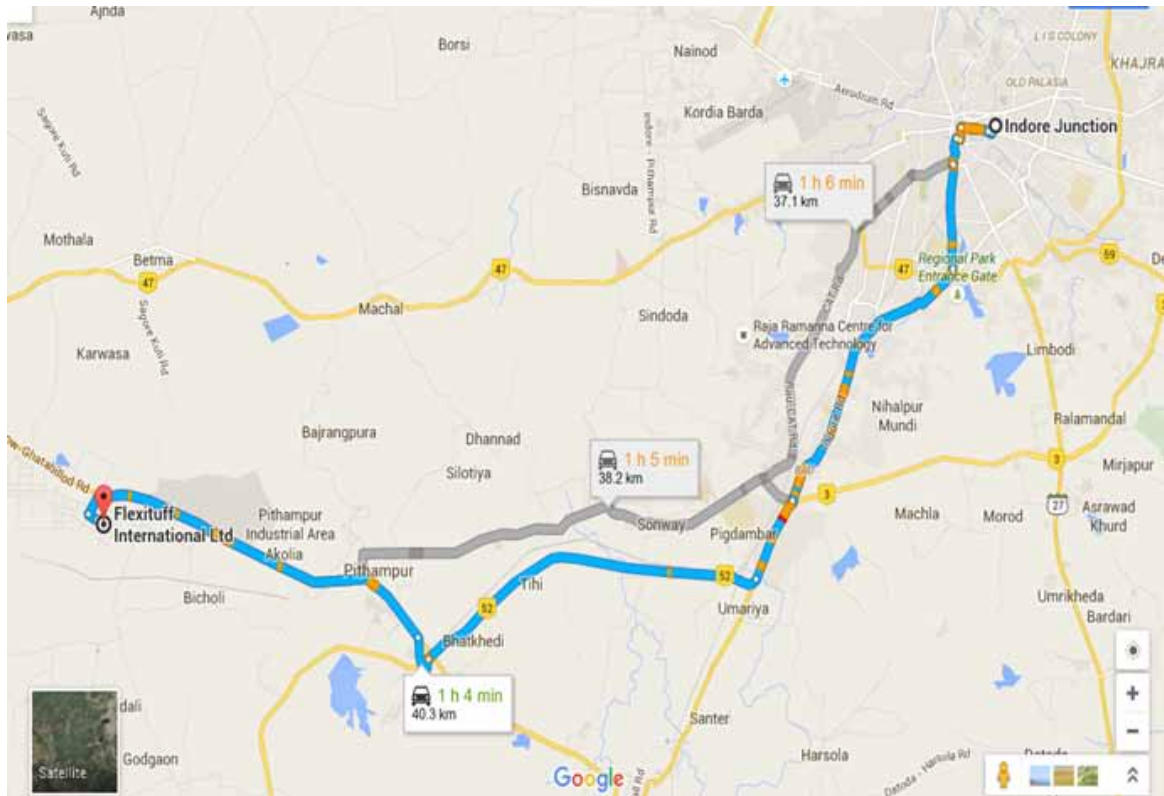
.....
Name of the member/proxy
(in Block Letters)

.....
Signature of the member / proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.

Route Map to the venue

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



BOOK-POST

If undelivered, please return to:

Flexituff International Limited

Regd. Office : C41-50, SEZ,

Sector-III, Pithampur,

Dist. Dhar (M.P.) 454775