

Date: March 12, 2013

**To,
BSE Limited
Floor 25, P.J. Towers, Dalal Street,
Mumbai-400 001**

**To,
The Manager - Corporate Compliance
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400 051**

Sub: Notice of Extra Ordinary General Meeting

REF: Flexituff International Ltd – BSE Code 533638, NSE Scrip: FLEXITUFF

Dear Sir/ Madam,

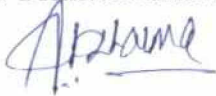
We wish to inform you that a Extra Ordinary General Meeting of the Company will be held on Friday, 5th April, 2013 at 11.00 A.M. at 94, Industrial Area, Sector –I, Pithampur- 454775, Dist. Dhar (M.P.) to inter alia adoption of new set of Articles of Association.

In compliance with Clause 31 of the Listing Agreement we hereby submitting you 6 copies of Notice of Extra Ordinary General Meeting.

This is for your information and needful.

Thanking You

Yours' Sincerely
For Flexituff International Ltd



**D.K. Sharma
GM - Corporate Affairs & Company Secretary**



NOTICE

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Members of the Company will be held on Friday, the 5th day of April, 2013 at 11.00 A.M. at 94, Industrial Area, Sector-I, Pithampur- 454 775, Dist. Dhar (M.P.), to transact the following Special Business:-

SPECIAL BUSINESS:-

1. Amendment of Articles of Association

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

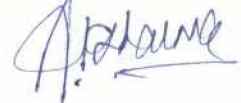
“RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the existing Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association (**“New Articles”**), a copy of which is placed before the meeting and duly initialed by the Chairman for the purposes of identification and that the New Articles be and are hereby approved and adopted as the Articles of Association of the Company with effect from the date hereof, and they be the regulations of the Company in place, in substitution and to the entire exclusion of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution, including filing any necessary forms with the Registrar of Companies.”

Date: 11/03/2013
Place: Pithampur



By Order of the Board



D. K. Sharma
GM- Corporate Affairs & Company Secretary

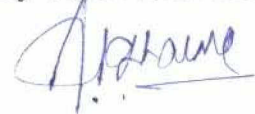
Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
2. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of resolutions set out hereinabove is annexed hereto and forms part of this notice.
3. Only registered members of the Company may attend and vote at the meeting. In case of joint holders attending the meeting, only such joint holder who is higher in order of the names will be entitled to vote.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a duly certified copy of Board resolution on the letterhead of the Company, signed by one of the directors or company secretary or any other authorised signatory and/or duly notarized power of attorney, authorizing their representatives to attend and vote on their behalf at the meeting.
5. No gifts/ coupons will be distributed before or at the meeting to the members. Members shall make their own travel arrangements at their costs for attending the meeting.
6. For the convenience of the members and for proper conduct of the meeting, members are requested to bring their copy/ printout of notice along with the attendance slips to the meeting and hand over the slips at the entrance duly signed by them.
7. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID No. and those who hold shares in physical form are requested to write their folio no. in the attendance slip for attending the meeting.
8. For security reason, no gadgets; mobile phones, cameras, article/ baggage will be allowed at the venue of the Meeting. The members, attendees are strictly requested not to bring any gadgets, mobile phones, cameras, article/baggage, etc. to the venue of the meeting. If any such gadgets are brought by any member, the same shall be deposited with the security personnel at the risk of such member/attendee.

Date: 11/03/2013
Place: Pithampur



By Order of the Board



D. K. Sharma
GM- Corporate Affairs & Company Secretary

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

ITEM No. 1

Amendment of Articles of Association

The Company is a leading manufacturer of FIBC, Geo-Textile Fabric and Ground Cover, Reverse Printed BOPP Woven Bags, Special PP Bags including Leno Bags and polymer compounding. To support its growth plans, the Company proposes to increase its capital base by issuance and allotment of up to an aggregate of 13,63,600 equity shares of Rs. 10 each aggregating to up to Rs. 30 crores and proposes to issue and allot Foreign Currency Convertible Bonds ("FCCBs") convertible into equity shares and/or such other securities or a combination of securities of the Company for an amount up to Rs. 160 crores. This proposed issue has been approved by Board of Directors on February 14, 2013 and by the shareholders of the Company (as a special resolution) on March 11, 2013.

In connection with the issue and allotment of the equity shares, the Company proposes to enter into a shareholders agreement between the investor, the Company and the promoters of the Company effective upon the allotment of the equity shares (the "**Shareholders Agreement**"). Under the terms of the Shareholders Agreement, the investor owing to its proposed equity investment in the Company would be entitled to certain rights, and in particular, (i) the right to appoint one nominee director, (ii) consequential corporate governance rights in connection with the appointment of the said nominee director, (iii) non disposal undertakings provided by the promoters and (iv) an exit right requiring transfer of shares of the promoters as per the provisions of the Shareholders Agreement; prior to the exercise of which right, the promoters would have an opportunity to buy out the shareholding of the investor in the Company in accordance with the Shareholders Agreement.

Pursuant to the terms and conditions of the Shareholders Agreement, the Company proposes to amend the Articles of Association in order to incorporate certain provisions and rights set forth in the Shareholders Agreement, and accordingly, the Company considers it prudent to replace the existing Articles of Association in its entirety by a new and restated Articles of Association.

Pursuant to the provisions of Section 31 of the Companies Act, 1956, amendment of Articles of Association requires approval of shareholders by way of special resolution. Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956.

The Board therefore, submits the resolution for your consideration and recommends it to be passed as a special resolution.



Flexituff International Limited

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

A copy of the Existing Articles of Association as well as the proposed New Articles of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day.

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

Date: 11/03/2013
Place: Pithampur



By Order of the Board

D. K. Sharma
GM- Corporate Affairs & Company Secretary