

Date: March 21, 2014

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
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Sub: Proceedings of Extra Ordinary General Meeting

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

Dear Sir/ Madam,

In compliance with clause 31(d) of the Listing Agreement please find enclosed herewith certified copy of minutes of Extra Ordinary General Meeting held on Tuesday, 11th March, 2014 at 11.00 A.M. at 94, Industrial Area, Sector-I, Pithampur- 454774, Dist. Dhar (M.P.) duly signed by chairman of the meeting.

This is for your information and needful.

Thanking You

Yours' Sincerely

For Flexituff International Ltd



D.K. Sharma

GM - Corporate Affairs & Company Secretary



(Regd. Office: 304, Diamond Prestige, 41-A, A.J.C. Bose Road, Kolkata- 700 017 (WB))

HELD AT.....ON.....TIME.....

**MINUTES OF EXTRA ORDINARY GENERAL MEETING OF
THE MEMBERS OF FLEXITUFF INTERNATIONAL LIMITED
HELD ON TUESDAY 11TH DAY OF MARCH, 2014 AT 11.00 A.M.
AT 94, INDUSTRIAL AREA, SECTOR-I, PITHAMPUR, DIST.
DHAR (M.P.) 454775**

DIRECTOR PRESENT

Mr. Manoj Kumar Dwivedi

Director

MEMBERS PRESENT

1 Member in person, 1 proxy holder & 23 Corporate Representatives, representing 14320915 equity shares (i.e. 57.55 %), as per the attendance register.

CHAIRMAN

In absence of Mr. Anirudh Sonpal, Chairman of the Board, Mr. Manoj Kumar Dwivedi was elected by members as Chairman of the meeting as per provision of Articles of the Articles of Association of the Company. He took the chair and after ascertaining that the requisite quorum for the meeting was present, the Chairman called the Meeting to order.

The Chairman welcomed the members to the meeting.

The Chairman informed the meeting about the proxies received and that the Register of Members, the Register of Director's Shareholding, new set of Articles of Association are kept open for inspection and taken on record.

At the request of members present, Notice of Extra Ordinary General Meeting was read by Chairman.

The Chairman took up the business of the meeting as per notice.

SPECIAL BUSINESS:

**ITEM NO. 1: APPOINTMENT OF JOINT STATUTORY
AUDITOR**

Chairman took item no. 1 of appointment of Joint Statutory Auditor for the year 2013-14

The following resolution was proposed and Seconded by member to pass as Ordinary Resolution;


**CHAIRMAN'S
INITIALS**

HELD AT.....ON.....TIME.....

"RESOLVED THAT M/s L.K. Maheshwari & Co., Chartered Accountants, Indore (Firm Registration No. 000780C) be and are hereby appointed as the Joint Statutory Auditor of the Company in addition to existing Statutory Auditor i.e. M/s BSR & Co. LLP, Mumbai of the Company to hold office until the conclusion of the next Annual General Meeting on such remuneration and out of pocket expenses as shall be fixed by the Board of Directors of the Company in consultation with them;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to fix the remuneration and other terms and conditions, including reimbursement & out of pocket expenses and do the needful to give effect to this resolution."

The Chairman invited the members present to ask queries arising out of the matter mentioned in resolution.

No question was asked and then the resolution was put to vote and on voting by show of hands, all the members raised their hands in favour of the resolution. The chairman then declared the resolution as passed unanimously.

There being no other business to be transacted the meeting concluded with a vote of thanks to the Chair.

Place: *Pithampur*

Date: *11/31/2014*



Chairman

CHAIRMAN'S
INITIALS