

Date: April 30, 2013

To, BSE Limited 25 th Floor, 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.: Disclosure under SEBI (Substantial Acquisition of Shares and Takeovers)
Regulations 2011**

REF: Flexituff International Ltd – BSE Scrip: 533638 / NSE Scrip: FLEXITUFF

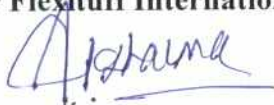
Dear Sir,

With reference to above please we are forwarding herewith disclosure as received from M/s TPG Growth II SF Pte. Ltd. under Regulation 29(2) (read with regulation 29(4)) and under Regulation 29(2) (read with regulation 28) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011.

This is for your information and needful.

Thanking You

Yours' Sincerely
For Flexituff International Ltd



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





Date: April 29, 2013

Flexituff International Limited
C 41-50, Sector -3, SEZ
Pithampur, Dist. Dhar (M.P.)
India

Dear Sirs:

Re: Disclosure under SEBI (Substantial Acquisition of Shares and Takeovers Regulations) 2011

In accordance with the requirements set forth in Regulation 29(of the SEBI (Substantial Acquisition of Shares and Takeovers Regulations) 2011, enclosed is the filing and disclosure of TPG Growth II SF Pte. Ltd.

Sincerely,

A handwritten signature in black ink, appearing to be 'S. B.', written over a horizontal line.

For and on behalf of:

TPG Growth II SF Pte. Ltd.

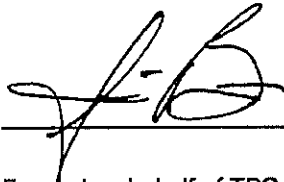
Disclosures under Regulation 29(2) (read with regulation 28) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	FLEXITUFF INTERNATIONAL LIMITED		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	TPG GROWTH II SF PTE. LTD.		
3. Whether the acquirer belongs to Promoter/ Promoter group	NO		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited, National Stock Exchange of India Limited		
5. Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC(*)
<u>Before the acquisition under consideration, holding of:</u>			
a) Shares carrying voting rights	1,227,273	5.34%	5.13%
b) Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	NIL	NIL	NIL
Total (a+b+c)	1,227,273	5.34%	5.13%
<u>Details of acquisition</u>			
a) Shares carrying voting rights acquired	NIL	NIL	NIL
b) VRs acquired otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	FCCBs equivalent to 6,211,009 equity shares	21.28%	20.61%
Total (a+b+c)	6,211,009	21.28%	20.61%

<u>After the acquisition, holding of:</u>			
a) Shares carrying voting rights	1,227,273 Shares + Pledge of 1,522,735 shares	5.34% + Pledge of 6.63%	4.07% + Pledge of 5.05%
b) VRs otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	FCCBs equivalent to 6,211,009 equity shares	21.28%	20.61%
Total (a+b+c)	8,961,017	33.25%**	29.73%**
6. Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer, etc).	Private Placement of FCCBs		
7. Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	US\$ 25,000,000 5.44% foreign currency convertible bonds convertible into 6,211,009 equity shares at the initial conversion price of Rs. 218/- (subject to adjustments) on a private placement basis. Maturity of FCCBs is April 26, 2018		
8. Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC	April 26, 2013		
9. Equity share capital / total voting capital of the TC before the said acquisition	30,000,000 equity shares (authorized) 22,980,633 equity shares (issued)		
10. Equity share capital/ total voting capital of the TC after the said acquisition	30,000,000 equity shares (authorized) 22,980,633 equity shares (issued)		
11. Total diluted share/voting capital of the TC after the said acquisition	30,000,000 equity shares (authorized) 30,141,392 equity shares (fully diluted) (22,980,633 + 949,750 (ESOP) + 6,211,009 (FCCBs))		

(*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(**) This percentage is inclusive of 1,522,735 shares of the TC pledged in favour of the Acquirer as well as 6,211,009 shares of the TC that would be issued on conversion of FCCBs held by the Acquirer. It is clarified that the only equity shares and voting rights actually held by the Acquirer in the TC as on the date of this disclosure are 1,227,273 shares amounting to 5.34% and 4.07% of the present and fully-diluted capital of the TC, respectively.

A handwritten signature in black ink, appearing to be 'F.B.', is written over a horizontal line.

For and on behalf of TPG Growth II SF Pte. Ltd.

Title: *AUTHORIZED SIGNATORY*

Date: *April 29, 2013*



Date: April 29, 2013

Flexituff International Limited
C 41-50, Sector -3, SEZ
Pithampur, Dist. Dhar (M.P.)
India

Dear Sirs:

Re: Disclosure under SEBI (Substantial Acquisition of Shares and Takeovers Regulations) 2011

In accordance with the requirements set forth in Regulation 29(of the SEBI (Substantial Acquisition of Shares and Takeovers Regulations) 2011, enclosed is the filing and disclosure of TPG Growth II SF Pte. Ltd.

Sincerely,

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For and on behalf of:

TPG Growth II SF Pte. Ltd.

Disclosures under Regulation 29(2) (read with regulation 29(4)) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	FLEXITUFF INTERNATIONAL LIMITED		
2. Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	TPG GROWTH II SF PTE. LTD.		
3. Whether the acquirer belongs to Promoter/ Promoter group	NO		
4. Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited, National Stock Exchange of India Limited		
5. Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable	% w.r.t. total diluted share/voting capital of the TC(*)
<u>Before the acquisition under consideration, holding of:</u>			
a) Shares carrying voting rights	1,227,273	5.34%	5.13%
b) Voting rights (VR) otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	NIL	NIL	NIL
Total (a+b+c)	1,227,273	5.34%	5.13%
<u>Details of acquisition</u>			
a) Shares carrying voting rights acquired	Pledge of 1,522,735 shares	6.63%	5.05%
b) VRs acquired otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	NIL	NIL	NIL
Total (a+b+c)	1,522,735	6.63%	5.05%

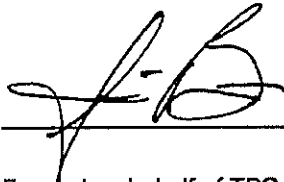
<u>After the acquisition, holding of:</u>			
a) Shares carrying voting rights	1,227,273 Shares + Pledge of 1,522,735 shares	5.34% + Pledge of 6.63%	4.07% + Pledge of 5.05%
b) VRs otherwise than by equity shares	NIL	NIL	NIL
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition.	FCCBs equivalent to 6,211,009 equity shares	21.28%	20.61%
Total (a+b+c)	8,961,017	33.25%**	29.73%**
6. Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer, etc).	Creation of Pledge: Pledge created in favour of: TPG GROWTH II SF PTE. LTD. By: (1) Kalani Industries Private Limited, and (2) Miscellani Global Private Limited Each of the Pledgors are shareholders of Flexituff International Limited, i.e. the TC, and have created the pledge to secure the TC's obligations under the FCCBs held by the Acquirer.		
7. Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Not Applicable		
8. Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC	Pledge was created on April 25, 2013		
9. Equity share capital / total voting capital of the TC before the said acquisition	30,000,000 equity shares (authorized) 22,980,633 equity shares (issued)		
10. Equity share capital/ total voting capital of the TC after the said acquisition	30,000,000 equity shares (authorized) 22,980,633 equity shares (issued)		
11. Total diluted share/voting capital of the TC after the said acquisition	30,000,000 equity shares (authorized) 30,141,392 equity shares (fully diluted) (22,980,633 + 949,750 (ESOP) + 6,211,009 (FCCBs))		

(*) Diluted share/voting capital means the total number of shares in the TC assuming full

conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(**) This percentage is inclusive of 1,522,735 shares of the TC pledged in favour of the Acquirer as well as 6,211,009 shares of the TC that would be issued on conversion of FCCBs held by the Acquirer. It is clarified that the only equity shares and voting rights actually held by the Acquirer in the TC as on the date of this disclosure are 1,227,273 shares amounting to 5.34% and 4.07% of the present and fully-diluted capital of the TC, respectively.

This disclosure is being made pursuant to regulation 29(4) (disclosure of pledge as an acquisition by pledgee) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

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For and on behalf of TPG Growth II SF Pte. Ltd.

Title: *AUTHORIZED SIGNATORY*

Date: *April 29, 2013*