

Corporate Information

Board of Directors

Chairman

Mr. Anirudh Sonpal

Non Executive Directors

Mr. Kevan John Upperdine

Mr. Sharat Anand

Managing Director

Mr. Manish Kalani

Executive Director

Mr. Pawan Kumar Jain #

Mr. Ravindra Kumar Chourasiya #

Mr. Saurabh Kalani *

Mr. Kaushal Kishore Vijayvergiya *

Mr. Manoj Kumar Dwivedi *

Investor Nominee Director

Mr. Kaushal Ganeriwal***

GM – Corporate Affairs &

Company Secretary

Mr. D. K. Sharma

Statutory Auditor

M/s L.K. Maheshwari & Co.

Chartered Accountants

Indore (M.P.)

Bankers

UCO Bank

Punjab National Bank

Central Bank of India

State Bank of India

State Bank of Patiala

Axis Bank

MPFC Capital Markets

(A division of MPFC)

Board Committees

Audit Committee

Mr. Sharat Anand (Chairman)

Mr. Anirudh Sonpal

Mr. Pawan Kumar Jain #

Mr. Kaushal Kishore Vijayvergiya *

Shareholders & Investor's Grievances Committee

Mr. Sharat Anand (Chairman)

Mr. Anirudh Sonpal

Mr. Pawan Kumar Jain #

Mr. Kaushal Kishore Vijayvergiya *

Compensation Committee

Mr. Sharat Anand (Chairman)

Mr. Anirudh Sonpal

Mr. Kevan John Upperdine

Management Committee

Mr. Sharat Anand (Chairman)

Mr. Manish Kalani

Mr. Pawan Kumar Jain #

Mr. Ravindra Kumar Chourasiya #

Mr. Saurabh Kalani *

Mr. Kaushal Kishore Vijayvergiya *

Mr. Manoj Kumar Dwivedi *

Registered Office **

304, Diamond Prestige

41-A, A.J.C. Bose Road, Kolkata – 700 017 (W.B.)

Tel.033-32212690, 40053995. Fax: 033- 2231 2510

Email: investors@flexituff.com

Electronic Registrar & Transfer Agent

Link Intime India Pvt. Ltd (Formerly Intime Spectrum Registry Limited)

C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West),

Mumbai – 400 078, Tel. 022-2596 3838, Fax: 022- 2596 6969

* (W.e.f. 30th May, 2012) ** (w.e.f. 1st April, 2012) *** (w.e.f. 9th February 2012) # (upto 30th May, 2012)

Manufacturing Facilities

SEZ Unit

C 41-50, Special Economic Zone, Sector –III,

Industrial Area, Pithampur – 454775

Dist. Dhar - Madhya Pradesh

Kashipur Unit

Khasra No. 672- 728, Village- Mahuakhera, Aliganj Road,

Kashipur, Dist. Udham Singh Nagar, Uttarakhand

DTA Unit

94, Industrial Area, Sector – I,

Pithampur – 454775

Dist. Dhar - Madhya Pradesh

Marketing Network

Mumbai, Kolkata, Hyderabad,

Bengalore, Indore, Chennai, Noida

and Guwahati.

Notice

NOTICE is hereby given that the **19th Annual General Meeting** of the Members of **Flexituff International Limited** will be held on 25th day of September, 2012 at 11:00 a.m. at the Registered office of the Company at 304, Diamond Prestige, 41-A, A.J.C. Bose Road, Kolkata- 700017 (West Bengal), to transact the following business: -

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2012 and the Profit and Loss Account for the Financial Year ended on that date together with the Report of the Directors and the Auditors thereon.
2. To declare dividend on equity shares of the company.
3. To appoint a director in place of Mr. Kevan John Upperdine who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Mr. Sharat Anand who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Statutory Auditor to hold office from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the company and to fix remuneration and to pass the following resolution thereof:

"RESOLVED THAT M/s L.K. Maheshwari & Co., Chartered Accountants, Indore (Firm Registration No. 079873) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting 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 the Auditors."

Special Business

6. To consider, and if thought fit, to pass the following Resolution with or without modifications as an **Ordinary Resolution**

"RESOLVED THAT in modification of all earlier resolutions, if any, passed by the members, the Board of Directors be and are hereby authorised in accordance with Section 293(1)(d) of the Companies Act 1956 and the Articles of Association of the Company to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the Company notwithstanding that monies to be borrowed together with the monies already borrowed by the Company (apart from temporary

loans obtained from the Company's bankers in the ordinary course of the business) will exceed at any time, the aggregate of the paid up capital and its free reserves (that is to say, reserves not set apart for any specific purpose) provided, however, that the total amount upto which monies may be borrowed by the Board of Directors shall not exceed the sum of Rs. 1000.00 Crores (Rupees One Thousand Crores) and that the Board of Directors be and are hereby empowered and authorised to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as they may think fit in the best interest of the organisation."

7. To consider, and if thought fit, to pass the following resolution with or without modifications as an **Ordinary Resolution**

"RESOLVED THAT in modification of all earlier resolutions, if any, passed by the members, consent of the Company be and is hereby accorded in terms of Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, to the creation by the Board of Directors of the Company of such mortgages, charges and hypothecations as the Board may direct, on such of the assets of the Company, both present and future, in such manner as the Board may direct, together with power to take over the management of the Company in certain events, to or in favour of all or any of the financial institutions / banks / any other investing agencies / trustees for the holders of debentures/bonds/other instruments which may be issued to and subscribed by all or any of the financial institutions /banks / any other investing agencies or any other person(s) / bodies corporate by private placement or otherwise to secure rupee / foreign currency loans, debentures, bonds or other instruments of an equivalent aggregate value not exceeding Rs. 1000.00 Crores (Rupees One Thousand Crores) together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on pre-payment, or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the

Agreements / Arrangements entered into / to be entered into by the Company in respect of the said loans, debentures, bonds or other instruments;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to finalize with the aforesaid parties or any of them, the documents for creating the mortgages/charges/hypothecations and accepting or making any alterations, changes, variations to or in the terms and conditions, to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary, for the purpose of giving effect to this resolution."

8. To consider, and if thought fit, to pass the following resolution with or without modifications as an **Special Resolution**

"RESOLVED THAT pursuant to the provisions of Section 314 read with Director's Relatives (Office or Place of Profit) Rules, 2003 and other applicable provisions, if any of the Companies Act 1956 approval of the members be and is hereby accorded for the appointment of Mr. Kartikeya Kalani as Manager (Product Development) of the company with effect from 1st November 2011 on such terms and conditions as mentioned below:-

- Gross Salary Rs. 49,500/- p.m., with an authority to board/ committee to increase the remuneration upto Rs. 2, 00,000/- p.m. based on increment policy of the company in force.
- He will be entitled to all other benefits and privileges, as per the policy of the Company in force.
- He shall abide by all rules and regulations as may be applicable.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized do needful to give effect to this resolution."

9. To consider, and if thought fit, to pass the following Resolution with or without modifications as an **Special Resolution**

"RESOLVED THAT pursuant to provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, approval of members of the Company be and is hereby accorded for the following amendments to the Articles of Association:

- (a) Alteration of existing Clause 165 of the Articles of

Association of the Company and substituted clause to read as below:-

165. Deeds how executed

Every deed or other instrument, to which the seal of the Company is required to be affixed, shall, unless the same is executed by a duly constituted attorney, be signed by at least one director or Secretary or some other person appointed by the Board. The seal of the Company shall not be affixed to any instrument except in the presence of at least one Director or Secretary or such other person as the Board may appoint for this purpose and the said Director or Secretary or the person aforesaid shall sign every instrument to which the seal of the Company is so affixed in his presence.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do needful to give effect to this resolution."

10. To consider, and if thought fit, to pass the following Resolution with or without modifications as an **Ordinary Resolution**

"RESOLVED THAT Mr. Manish Kalani, in respect of whom company has received a notice under section 257 of the Companies Act, 1956 proposing his candidature for the directorship, be and is hereby appointed as a director of the Company, who shall not be liable to retire by rotation;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized do needful to give effect to this resolution."

11. To consider, and if thought fit, to pass the following Resolution with or without modifications as an **Ordinary Resolution**

"RESOLVED THAT Mr. Kaushal Kishore Vijayvergiya, in respect of whom company has received a notice under section 257 of the Companies Act, 1956 proposing his candidature for the directorship, be and is hereby appointed as a director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized do needful to give effect to this resolution."

12. To consider, and if thought fit, to pass the following Resolution with or without modifications as an **Ordinary Resolution**

"RESOLVED THAT Mr. Manoj Kumar Dwivedi, in respect of whom company has received a notice under section 257 of the Companies Act, 1956 proposing his candidature for the directorship, be and is hereby appointed as a director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized do needful to give effect to this resolution."

13. To consider, and if thought fit, to pass the following Resolution with or without modifications as an **Ordinary Resolution**

"RESOLVED THAT Mr. Saurabh Kalani, in respect of whom company has received a notice under section 257 of the Companies Act, 1956 proposing his candidature for the directorship, be and is hereby appointed as a director of the Company, who shall be liable to retire by rotation;

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized do needful to give effect to this resolution."

14. To consider, and if thought fit, to pass the following Resolution with or without modifications as an **Ordinary Resolution**

"RESOLVED THAT pursuant to provisions of section 198, 269, 309, 310 read with schedule XIII, and any other applicable provisions of the Companies Act, 1956 and in terms of provisions of the Articles of association of the Company Mr. Kaushal Kishore Vijayvergiya, Director be and is hereby appointed as a Whole Time Director of the Company for a period of 5 years with effect from 30th May, 2012 on terms & conditions as mentioned in explanatory statement to the resolution;

RESOLVED FURTHER THAT in case of absence or inadequacy of profit in any financial year, the remuneration shall be paid to Mr. Kaushal Kishore Vijayvergiya as minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board") be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreement, documents or instruments and writings, with power to settle all questions, difficulties or doubts that may arise in regard to the said remuneration as it may in its sole discretion deem fit and to delegate all or any its powers herein conferred to any directors and / or officers of the Company, to give effect to this resolution."

15. To consider, and if thought fit, to pass the following Resolution with or without modifications as an **Ordinary Resolution**

"RESOLVED THAT pursuant to provisions of section 198, 269, 309, 310 read with schedule XIII, and any other

applicable provisions of the Companies Act, 1956 and in terms of provisions of the Articles of association of the Company Mr. Manoj Kumar Dwivedi, Director be and is hereby appointed as a Whole Time Director of the Company for a period of 5 years with effect from 30th May, 2012 on terms & conditions as mentioned in explanatory statement to the resolution;

RESOLVED FURTHER THAT in case of absence or inadequacy of profit in any financial year, the remuneration shall be paid to Mr. Manoj Kumar Dwivedi as minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board") be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreement, documents or instruments and writings, with power to settle all questions, difficulties or doubts that may arise in regard to the said remuneration as it may in its sole discretion deem fit and to delegate all or any its powers herein conferred to any directors and / or officers of the Company, to give effect to this resolution;

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorised to do needful in this regard."

16. To consider, and if thought fit, to pass the following Resolution with or without modifications as an **Ordinary Resolution**

"RESOLVED THAT pursuant to provisions of section 198, 269, 309, 310, read with schedule XIII, and any other applicable provision of the Companies Act, 1956 and in terms of provisions of the Articles of association of the Company Mr. Saurabh Kalani, Director be and is hereby appointed as a Whole Time Director of the Company for a period of 5 years with effect from 30th May, 2012 on terms & conditions as mentioned in explanatory statement to the resolution;

RESOLVED FURTHER THAT in case of absence or inadequacy of profit in any financial year, the aforesaid remuneration shall be paid to Mr. Saurabh Kalani as minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board") be and is hereby authorised to do all such acts, deeds, matters and things and to execute all such agreement, documents or instruments and writings, with power to settle all questions, difficulties or doubts that may arise in regard to the said remuneration as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any directors and / or officers of the Company, to give effect to this resolution."

17. To consider, and if thought fit, to pass the following

Resolution with or without modifications as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to provisions of Section 16, 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and subject to consent, sanctions and permissions of appropriate authority, departments or bodies as may be necessary, the authorised share capital of the Company i.e. Rs. 25,00,00,000 (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crores Fifty Lacs) equity shares of Rs. 10 (Rupee Ten) each be increased to Rs. 30,00,00,000 (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) equity shares of Rs. 10 (Rupee Ten) each ranking pari passu with the existing shares in the Company with the power of Board to decide on the extent of variation in

such right and to convert from time to time, such shares into any class of shares.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be altered by substituting the existing Clause V thereof by the following Clause V.

V. The Authorised Share Capital of the Company is Rs. 30,00,00,000 (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) equity shares of Rs. 10 (Rupee Ten) each."

By Order of the Board

D. K. Sharma

*GM- Corporate Affairs &
Company Secretary*

Place: Pithampur

Date: 30.05.2012

NOTES:

1. 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 OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THEN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Explanatory statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of Special business is annexed hereto.
3. All documents referred to in the Notice are open for inspection at the registered office of the Company on all working days between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.
4. THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY WILL REMAIN CLOSED FROM **17TH August, 2012 to 24th August, 2012** (BOTH DAYS INCLUSIVE) FOR THE PURPOSE OF PAYMENT OF DIVIDEND, IF DECLARED BY AT THE ANNUAL GENERAL MEETING.
5. Dividend, if approved, will be paid to those members whose names appear in the Register of Members as on 24th August, 2012. In respect to shares held in electronic mode, the dividend will be paid on the basis of the beneficial ownership as per details to be received from the depositories, as the end of business on 24th August, 2012. In case of shareholders holding shares in physical mode, the instruments of transfer shall be lodged with the Registrar and Transfer Agent so as to reach them on or before 17th August, 2012.
6. Members / Proxies are requested to
 - (i) bring the attendance slip duly annexed herewith, duly filled in, and their copy of Annual Report to the meeting for attending the meeting.
 - (ii) notify to the Company, immediately, quoting Registered Folio no./ Client ID & DP ID Nos., Change in their address, if any, in all correspondence with the pin code number.
7. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
9. Members are requested to send their queries, if any, at least 7 days prior to the date of the meeting at the registered office of the company so that information can be made available at the meeting.
10. The company is publishing both standalone and consolidated financial results for the financial year 2011-12. These financial results are also available on website of the Company.

By Order of the Board

D. K. Sharma

*GM- Corporate Affairs &
Company Secretary*

Place: Pithampur

Date: 30.05.2012

EXPLANTORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 6

Presently your board of directors are authorised to borrow upto Rs. 500 crores from banks and financial institutions for Term Loan & Working Capital Facilities. In view of increased operations, it is proposed to increase the borrowing powers of the Board of Directors from Rs. 500 crores to Rs. 1000 crores.

In terms of provisions of section 293(1)(d) of the Companies Act, 1956, prior approval of shareholders of the company is required, hence this resolution for your approval.

Your Directors recommend the shareholders to pass the resolution set out at item no. 6 of the Notice as Ordinary Resolution.

None of the Directors of the Company is concerned or interested in the resolution except as a member of the Company.

Item No. 7

In view of item no. 6 as above, the Company may be required to mortgage/charge/hypothecate the assets and properties of the Company both present and future as may be required by the Lenders/Trustees etc.

Also the documents between the company and the Lenders/Trustees for the loan/debentures/bonds other instruments, may contain power to take over the management of the Company in certain events. It is therefore necessary to pass resolution under section 293(1)(a) of the Companies Act, 1956 before the creation of the mortgages/charges/ hypothecation.

Your Directors, therefore seek the approval of shareholders for giving authority to the Board to mortgage /charge/ hypothecate the assets and properties of the Company both present and future as may be required by the Lenders/ Trustees as per section 293(1)(a) of the Companies Act, 1956.

Your Directors therefore recommend the shareholders to pass the resolution set out at item no. 7 of the Notice as Ordinary Resolution.

None of the Directors of the Company is concerned or interested in the resolution except as a member of the Company.

Item No. 8

Your board of directors of the Company at their board meeting held on 9th November, 2011 have approved appointment of Mr. Kartikeya Kalani as Manager (Product Development) subject to approval of shareholders of the Company by way of Special Resolution.

Mr. Kartikeya Kalani is nephew of Mr. Manish Kalani, Managing Director and son of Mr. Saurabh Kalani, Director. In terms of provisions of Section 314(1)(b) of the companies act, 1956 read with rules in this behalf, his appointment for a salary exceeding Rs. 50,000 p.m. require approval of members of the Company by way of Special Resolution, hence this resolution.

Mr. Kartikeya Kalani is a science graduate from Cornell University,

USA and has acquired relevant experience in Industry over period of time. It is proposed to appoint him on below terms and conditions:-

- Gross Salary Rs. 49,500/- p.m., with an authority to board/ committee to increase the remuneration upto Rs. 2, 00,000/- p.m. based on increment policy of the company in force.
- He will be entitled to all other benefits and privileges, as per the policy of the Company in force.
- He shall abide by all rules and regulations as may be applicable.

Your Directors therefore recommend the shareholders to pass the resolution set out at item no. 8 of the Notice as Special Resolution

None of the directors of the Company, except Mr. Manish Kalani, Managing Director and Mr. Saurabh Kalani, Director are interested in the resolution.

Item No. 9

Board of Director of your Company proposes alteration in clause 165 of Articles of Association so as to streamline execution of documents.

Alteration in Articles of Association requires approval of members by way of Special Resolution, accordingly respective resolution is moved for the approval of members.

Your Directors therefore recommend the shareholders to pass the resolution set out at item no. 9 of the Notice as Special Resolution

None of the directors of the Company are interested except to the extent of their shareholding in the Company.

The directors are satisfied that it would be in the interest of the Company and its shareholders and accordingly recommends the resolution for your approval.

Item No. 10

Mr. Manish Kalani was appointed as an additional Director by the Board of Directors of the Company at their meeting held on 4th July, 2011. He was appointed as managing director in the same meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company under the provisions of Section 257 of the Companies Act, 1956.

Your Directors recommend for appointment of Mr. Manish Kalani as regular director, who shall not be liable to retire by rotation, by passing the resolution as an Ordinary Resolution.

None of the Directors of the Company, except Mr. Manish Kalani and Mr. Saurabh Kalani, Director are concerned or interested in this Resolution.

Item No. 11

Mr. Kaushal Kishore Vijayvergiya was appointed as an additional Director by the Board of Directors of the Company at their meeting held on 30th May, 2012. He was appointed as Whole Time Director

in the same meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company under the provisions of Section 257 of the Companies Act, 1956.

Your Directors recommend for appointment of Mr. Kaushal Kishore Vijayvergiya as regular director, who shall be liable to retire by rotation, by passing the resolution as an Ordinary Resolution.

None of the Directors of the Company, except Mr. Kaushal Kishore Vijayvergiya, is concerned or interested in this Resolution.

Item No. 12

Mr. Manoj Kumar Dwivedi was appointed as an additional Director by the Board of Directors of the Company at their meeting held on 30th May, 2012 & was appointed as Whole Time Director in the same meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company under the provisions of Section 257 of the Companies Act, 1956.

Your Directors recommend for appointment of Mr. Manoj Kumar Dwivedi as director, liable to retire by rotation, by passing the resolution as an Ordinary Resolution.

None of the Directors of the Company, except Mr. Manoj Kumar Dwivedi, is concerned or interested in this Resolution.

Item No. 13

Mr. Saurabh Kalani was appointed as an additional Director by the Board of Directors of the Company at their meeting held on 30th May, 2012 & was appointed as Whole Time Director in the same meeting. The Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company under the provisions of Section 257 of the Companies Act, 1956.

Your Directors recommend for appointment of Mr. Saurabh Kalani as Director, liable to retire by rotation, by passing the resolution as an Ordinary Resolution.

None of the Directors of the Company, except Mr. Manish Kalani, managing director & Mr. Saurabh Kalani are concerned or interested in this Resolution.

Item No. 14

Mr. Kaushal Kishore Vijayvergiya was appointed as an additional Director by the Board of Directors of the Company at their meeting held on 30th May, 2012. He was appointed as Whole Time Director in the same meeting. Previously he was working as Vice President Finance and Account of the Company.

Terms and conditions of appointment of Mr. Kaushal Kishore Vijayvergiya as Whole Time Director which are subject to approval of shareholders are as under:-

- Present gross Salary Rs. 1,00,000/- (Rupees One Lac Only) per month with an authority to board/ committee to increase the remuneration from time to time based on increment policy of

the company in force & subject to maximum ceiling of Rs. 3,00,000/- p.m.

- Reimbursements upto Rs. 3,00,000/- (Rupees Three Lacs) per annum on account of books, periodicals, entertainment expenses for official purpose etc. with such periodic increments as may be decided by Board/ Committee from time to time, subject to maximum ceiling of Rs. 6,00,000/- per annum.
- All expenses incurred for the purpose of Company's work to be reimbursed on actual basis which would include telephone expense, diesel expense for car, driver's salary and travelling expenses etc.
- He will be entitled to other benefits and privileges, as per the policy of the Company in force.
- He will work under the supervision and control of Board of Directors of the Company. He will perform such duties and functions as may be assigned by the Board from time to time.
- He shall adhere to the Company's code of conduct for Directors and Management personnel and will be subject to other rules & regulations of the Company as in force from time to time.
- Either party may terminate this agreement by giving to the other advance notice of two months, provided that the Company may waive the notice by giving in cash the remuneration for two months which the Whole Time Director would have received had he remained in office for the said two months.

Your Directors recommend for appointment of Mr. Kaushal Kishore Vijayvergiya as Whole Time Director, who shall be liable to retire by rotation, by passing the resolution as an Ordinary Resolution.

None of the Directors of the Company, except Mr. Kaushal Kishore Vijayvergiya, is concerned or interested in this Resolution.

The above resolution concerning the terms of appointment of Whole Time Director be considered necessary disclosure in terms of Section 302 of the Companies Act, 1956.

Item No. 15

Mr. Manoj Kumar Dwivedi was appointed as an additional Director by the Board of Directors of the Company at their meeting held on 30th May, 2012. He was appointed as Whole Time Director in the same meeting. Previously he was working as Vice President Human Resource.

Terms and conditions of appointment of Mr. Manoj Kumar Dwivedi as Whole Time Director which are subject to approval of shareholders are as under:-

- Present gross Salary Rs. 1,48,353/- (Rupees One Lac Forty Eight Thousand Three Hundred Fifty Three Only) per month with an authority to board/ committee to increase the remuneration from time to time based on increment policy of the company in force & subject to a maximum upto Rs. 3,00,000/- p.m.
- Reimbursements upto Rs. 3,00,000/- (Rupees Three Lacs) per annum on account of books, periodicals, entertainment expenses for official purpose etc. with such periodic increments as may be decided by Board/ Committee from time to time,

subject to maximum ceiling of Rs. 6,00,000/- per annum.

- All expenses incurred for the purpose of Company's work to be reimbursed on actual basis which would include telephone expense, diesel expense for car, driver's salary and travelling expenses etc.
- He will be entitled to other benefits and privileges, as per the policy of the Company in force.
- He will work under the supervision and control of Board of Directors of the Company. He will perform such duties and functions as may be assigned by the Board from time to time.
- He shall adhere to the Company's code of conduct for Directors and Management personnel and will be subject to other rules & regulations of the Company as in force from time to time.
- Either party may terminate this agreement by giving to the other advance notice of two months, provided that the Company may waive the notice by giving in cash the remuneration for two months which the Whole Time Director would have received had he remained in office for the said two months.

Your Directors recommend for appointment of Mr. Manoj Kumar Dwivedi as Whole Time Director, who shall be liable to retire by rotation, by passing the resolution as an Ordinary Resolution.

None of the Directors of the Company, except Mr. Manoj Kumar Dwivedi, is concerned or interested in this Resolution.

The above resolution concerning the terms of appointment of Whole Time Director be considered necessary disclosure in terms of Section 302 of the Companies Act, 1956.

Item No. 16

Mr. Saurabh Kalani was appointed as an additional Director by the Board of Directors of the Company at their meeting held on 30th May, 2012 & was appointed as Whole Time Director in the same meeting. He shall be an Executive Director. Previously he was working as Chief Operating Officer of the Company for which permission from Central Government was received by your Company. He is the founder President of the Indian Flexible Intermediate Bulk Container Association (IFIBCA) and was the Vice President of All India Flat Tape Manufacturers' Association. Currently he is the member of the Committee of the Plastics Export Promotion Council (PLEXCONCIL). He has expert knowledge in the products manufactured by the Company and its utilization in global market.

Terms and conditions of appointment of Mr. Saurabh Kalani as Whole Time Directors which are subject to approval of shareholders are as under:-

- Present gross Salary Rs. 3,00,000/- (Rupees Three Lacs Only) per month with an authority to board/ committee to increase the remuneration from time to time based on increment policy of the company in force & subject to maximum ceiling of Rs. 6,00,000/- p.m.. Out of gross salary Rs. 1,00,000/- (Rupees One Lac) or as may be mutually agreed shall be transferred to Pension Scheme Plan.

- Housing: Suitable furnished accommodation, for him & his family shall be provided.
- Club fees: Club fees subject to a maximum of two clubs.
- Medical Reimbursement: Reimbursement of actual expenses incurred for Mr. Saurabh Kalani and his family.
- Leave Travel Concession: for Mr. Saurabh Kalani and his family anywhere in India subject to a maximum of three month's salary plus actual fare. He shall also be reimbursed for his any foreign travel on a holiday for himself or his family subject to a maximum of three month's salary in a year plus actual business class air fare.
- Medical/ Accident Insurance: Medical health insurance premium for self and his family including personal accident insurance, subject to maximum of Rs. 1,00,000 /- (Rupees One Lac).
- Gratuity: Not exceeding one half month salary for each completed year service subject to a ceiling of Rs. 10,00, 000/- (Rupees Ten Lacs only) or as per amendment in statutory limit.
- All expenses incurred for the purpose of Company's work to be reimbursed on actual basis which would include telephone expense, expense for car, driver's salary and travelling expenses etc.
- He will be entitled to other benefits and privileges, as per the policy of the Company in force.
- He will work under the supervision and control of Board of Directors of the Company. He will perform such duties and functions as may be assigned by the Board from time to time.
- He shall adhere to the Company's code of conduct for Directors and Management personnel and will be subject to other rules & regulations of the Company as in force from time to time.
- Either party may terminate this agreement by giving to the other advance notice of two months, provided that the Company may waive the notice by giving in cash the remuneration for two months which the Whole Time Director would have received had he remained in office for the said two months.

Your Directors recommend for appointment of Mr. Saurabh Kalani as Whole Time Director, who shall be liable to retire by rotation, by passing the resolution as an Ordinary Resolution.

None of the Directors of the Company, except Mr. Manish Kalani, Managing Director & Mr. Saurabh Kalani, are concerned or interested in this Resolution.

The above resolutions concerning the terms of appointment of Whole Time Directors be considered necessary disclosure in terms of Section 302 of the Companies Act, 1956.

Item No. 17

It is proposed to increase the authorised share capital of the Company. Accordingly the capital Clause "V" of the memorandum of the Association is required to be altered.

Alteration in the memorandum of association requires approval of members of the Company be way of Ordinary Resolution

Your Directors recommend passing of the resolutions as set out at item No. 17 of the notice.

None of the directors of the Company are interested except to the extent of their shareholding in the Company.

Details of Directors seeking re-appointment at the Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

S.No.	Name of Director	Age	Qualification	Date of Appointment	Expertise	Other Directorships (Excluding Pvt. Companies) as on 31st March, 2012	Chairman / Member of the Committees as on 31st March, 2012
1	Mr. Manish Kalani	43 years	B.A., M.B.A.	4th July, 2011	He was first appointed as Director of our Company in the year 2002. Under his management our Company started its second manufacturing facility at the SEZ in Pithampur in the financial year 2003-04. He has to his credit, successful completion of various expansion plans undertaken by our Company.	Entertainment Worlds Developers Limited	Member of Management Committee
2	Mr. Kevan John Upperdine	53 years	B.E. (Mech.)	18th November, 2006	Has over 29 years of experience as a mechanical engineer and production manager	Flexiglobal (UK) Limited	Member of Compensation Committee
3	Mr. Sharat Anand	52 years	MBA	8th April, 2008	He has been a banker for over 20 years with assignments overseas and in India. He has experience in capital market activities including fund management, debt origination, syndication and trading, forex market and enterprise risk management across diverse global markets and products	Elpro International Ltd.	Chairman of Audit Committee, Shareholders Investor Grievance Committee, Compensation Committee & *IPO Committee
4	Mr. Saurabh Kalani	50 years	B.Com.	30th May, 2012	He has more than two decades of experience in the field of manufacturing, import, export, market development, strategic planning, production planning, financial planning etc. relating to Raffia Industry.	N. A.	N. A.
5	Mr. Kaushal Kishore Vijayvergiya	53 years	FCA, FCS, FCWA	30th May, 2012	He has more than 30 years experience in the corporate sector in the field of corporate finance, accounting etc	N. A.	N. A.
6	Mr. Manoj Kumar Dwivedi	47 years	MSW, LLB.	30th May, 2012	He has more than 20 years experience in the field of Human Resource Management.	N. A.	N. A.

* IPO Committee dissolved on 09.02.2012.

By Order of the Board

Place: Pithampur
Date: 30.05.2012

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

Directors Report

To,
The Members,

The Board of Directors present their Nineteenth Directors' Report on Company's business and operations together with the Audited Financial Statements for the year ended 31st March 2012.

Financial Results and Appropriation

Particulars	2011-12 (Rs in Million) Standalone	2010-11 (Rs in Million) Standalone
Sales (Including other income)	6227.83	4903.68
Profit before interest, depreciation & Tax	1071.64	693.73
Profit before Tax	448.46	317.63
Profit after Tax	343.60	274.36
Profit for the year	343.60	274.36
Add: Balance brought forward from Previous Year	–	–
Balance available for Appropriation	343.60	274.36
Appropriation		
Proposed dividend	21.73	17.21
Tax on dividend	3.52	2.86
Transfer to general reserve	–	–
Surplus carried to Balance Sheet	318.35	254.29

Financial Highlights and Operations

During the period under review, Sales and other income stood at Rs. 6227.83 Millions as against that of Rs. 4903.68 Millions in the previous year showing a growth of 27%. Company's Profit before interest, depreciation and tax increased to Rs. 1071.64 Millions from Rs. 693.73 Millions in the previous year showing a growth of 54.47%.

During the period under review, Consolidated Sales and other income of your Company stands at Rs.7471.90 Millions as against that of Rs. 5793.92 Millions in the previous year showing a growth of 28.96%. Company's Consolidated Profit

after tax (PAT) increased to Rs. 378.39 Millions from Rs. 294.07 Millions in the previous year showing a growth of 28.67%.

Export Sales

During the period export sales increased by Rs. 85.38 Million i.e.23.47 % and stood at Rs. 449.14 Millions as against Rs. 363.76 Million in the previous year.

Dividend

Your Board of Directors are pleased to recommend a dividend of 10% on the equity share capital of the Company i.e. Rs. 1.00 per equity share for the year ended 31st March 2012. The