

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF FLEXITUFF INTERNATIONAL LIMITED WILL BE HELD ON 30TH DAY OF SEPTEMBER, 2015 AT 10:00 A.M. AT THE *REGISTERED OFFICE OF THE COMPANY AT C41-50, SEZ, SECTOR -3, PITHAMPUR, DIST. DHAR (M.P.) 454775, TO TRANSACT THE FOLLOWING BUSINESSES: -

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March 2015 and the reports of the Board of Directors' and the Auditor's thereon.
2. To declare final dividend on equity shares of the Company, if any.
3. To appoint a director in place of Mr. D.K. Sharma, (DIN 00028152) who retires by rotation and being eligible offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, the Company hereby ratifies the appointment of M/s L.K. Maheshwari & Co., Chartered Accountants, (Firm Registration No. 000780C), (who were appointed as Statutory Auditors of the Company for a period of 3 years, to hold office from conclusion of 21st Annual General Meeting till the conclusion of 24th Annual General Meeting) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and Auditors."

5. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder and pursuant to the recommendations of the Audit Committee of the Board of Directors of the Company, M/s MZSK & Associates, Chartered Accountants (Firm Registration No. 105047W), be and are hereby appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting and that the Board of Directors be and are hereby authorized to fix remuneration in consultation with the auditors."

SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT Mrs. Alka Sagar, (DIN 07138477), who was appointed as an Additional Director by the Board of Directors at its meeting held on 31st March, 2015, who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under section 160 of the Companies Act, 2013 proposing her candidature for directorship of the Company, 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 to do needful to give effect to this resolution."

By Order of the Board

Sd/-

Rishabh Kumar Jain

Company Secretary

Place: Pithampur

Dated: 1st September 2015

***Change in Registered Office of the Company has been approved by Regional Director, Kolkata and same has been taken on record by Registrar of Companies, Gwalior on 28th August, 2015.**

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 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.
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. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to special businesses to be transacted at the meeting, is annexed hereto.
4. The Ministry of Corporate Affairs (MCA) has taken a Green initiative in the Corporate Governance by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode.
5. Members / Proxies are requested to:
 - (i) Members are requested to bring their attendance slip duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
 - (ii) The register of members and share transfer books of the company will remain closed from 23rd September, 2015 to 30th September, 2015 (both days inclusive) for payment of final dividend, if declared at the Meeting.
 - (iii) Members whose shareholding is in the electronic mode are requested to inform change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

Notice (Contd.)

- (iv) All documents referred to in the Notice and registers maintained under the Companies Act, 2013 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.
 - (v) Dividend, if declared, will be paid to those members whose names appear in the Register of Members on 30th September, 2015. In respect of shares held in dematerialized form in the depository system will be paid to the beneficial owners as per details provide by the depositories for the purpose, at the end of business on 30th September, 2015. 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 22nd September, 2015.
 - (vi) The Company has transferred all unpaid/ unclaimed equity dividends up to the financial year 2005-06 to the Investor Education & Protection Fund (IEPF) established by the Central government pursuant to section 205C of the Company Act, 1956 (Section 125 of Companies Act, 2013) and there are no outstanding amount of unclaimed / unpaid dividend amount for the Financial Year from 2006-07 to 2010-11 and 2012-13. Members are advised to claim their unpaid dividend for the year 2011-12 and 2013-14 if any.
 - (vii) Details under clause 49 of the Listing Agreement with the stock exchange in respect of the directors seeking appointment/ reappointment at the Annual General Meeting, forms integral part of the notice. The directors have furnished the requisite declarations for their appointment/ reappointment.
 - (viii) Electronic copy of the Annual Report for the Financial Year 2014-15 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the Financial Year 2014-15 is being sent in permitted mode.
 - (ix) Members may also note that the notice of the 22nd Annual General Meeting and the Annual Report for the Financial Year 2014-15 will also be available on the Company's website www.flexituff.com for their download.
 - (x) Pursuant to Section 113 of the Companies Act, 2013 corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company, a certified copy of the relevant Board Resolution together with their specimen signature authorizing their representative to attend and vote in their behalf at the Meeting.
 - (xi) 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 the information can be made available at the meeting.
 - (xii) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company.
6. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and in compliance with the provisions of clause 35B of the Listing Agreement, the Company is offering remote e-voting facility to all the shareholders of the Company in respect of items to be transacted at the Annual General Meeting and in this regard, the Company has engaged Central Depository Services (India) Ltd., to provide remote e-voting facility.
 7. (I) Instructions and other information relating to remote e-voting are as under:
 - (i) The voting period begins on 25th September, 2015 at 10.00 A.M. and ends on 29th September, 2015 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter 29th September, 2015.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your</p> <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) 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 Corporate.
 - 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.

Notice (Contd.)

- (xx) The remote e-voting period commence on 25th September, 2015 (10.00A.M) and ends on 29th September, 2015 (5.00p.m.). The remote e-voting module shall be disabled by CDSL for voting thereafter and the facility will be blocked forthwith. During the e-voting period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 23rd September, 2015 may cast their electronically. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Member who have cast their vote electronically shall not be allowed to vote again at the meeting.
- (xxi) Any Person who has acquired shares and become member of the Company after the dispatch of the Notice of the Annual General Meeting but before the cut-off date of 23rd September, 2015, may obtain their user ID and password for remote evoting from Company's Registrar and Transfer Agents, M/s. Link Intime India Pvt. Ltd., Mumbai, Phone No. 022-25963838 or CDSL at helpdesk.evoting@cdslindia.com and can also request for physical copy of Annual Report from the Company by writing to Company secretary at cs@flexituff.com.

(xxii) Members who have cast their vote through remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the venue of the meeting, members who have not cast their votes through remote voting may cast their votes through ballot paper/ polling paper. The facility for voting by electronic voting system shall not be made available at the AGM of the Company.

(xxiii) The Board of Directors has appointed M/S. Ritesh Gupta and Co., (Practising Company Secretary) Indore as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(xxiv) Persons whose names are recorded in the register of members maintained by registrar as on cut-off date i.e., 23rd September, 2015 shall only avail the facility of remote e-voting or voting through ballot paper/polling paper at the venue of the meeting.

In case you have any queries or issues regarding e-voting, members are requested to contact:

1. Mr. Rishabh Kumar Jain,
(Company Secretary)
Email: cs@flexituff.com,
Contact No. 07292-420200
2. Mr. Mehboob Lakhani,
Email: helpdesk.evoting@cdslindia.com,
evoting@flexituff.co.in,
Contact No. 022-2272-5040

Place: Pithampur
Dated: 1st September 2015

By Order of the Board
Sd/-
Rishabh Kumar Jain
Company Secretary

EXPLANTORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 6**

Mrs. Alka Sagar (DIN 07138477) was appointed as an Additional Director by the Board of Directors of the Company at their meeting held on 31st March, 2015. The Company has received notice in writing under the provisions of section 160 of the Companies Act, 2013 from a member along with a deposit of Rs. 1.00 Lac, proposing the candidature of Mrs. Alka Sagar for the office of Director. Your Directors recommend for appointment of Mrs. Alka Sagar as regular director, who shall be liable to retire by rotation, by passing the resolution as an Ordinary Resolution.

Further Mrs. Alka Sagar does not hold any shares in the Company.

No director, Key Managerial Personnel or their relatives, except Mrs. Alka Sagar, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 6 for the approval of the members as an Ordinary Resolution.

S. No	Name of Director	Age	Qualification	Date of Appointment	Expertise	Other Directorships (Excluding Pvt. Companies) as on 31st March, 2015	Chairman / Member of the Committees as on 31st March, 2015
1.	Mr. D.K. Sharma	39 years	B.com, FCS, LLB (Hons)	12th August, 2014	He is a fellow member of the Institute of Company Secretaries of India. He has more than 15 years of experience in strategic corporate matters, IPO, private placement, listing, FEMA, corporate restructuring like merger & amalgamation etc.	NIL	Member of Audit Committee and Management Committee of the Company
2	Mrs. Alka Sagar	36 years	LLB	31st March, 2015	Mrs. Alka Sagar is a law graduate and an advocate by profession. She has experience of around 9 years as private practitioner and a court lawyer.	NIL	Member of CSR Committee of the Company.

Note: None of the directors hold any shares in the share capital of the Company.

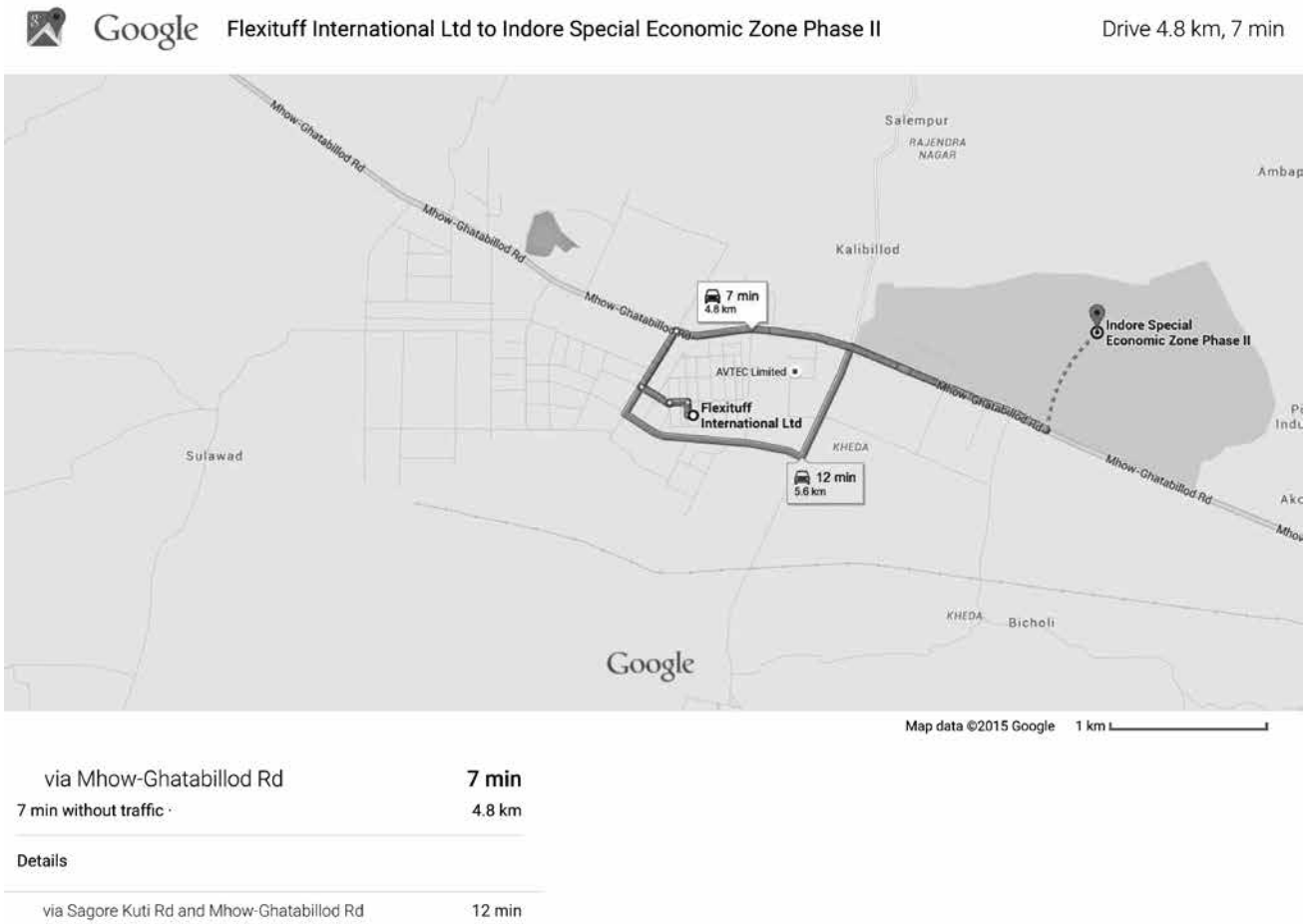
Place: Pithampur

Dated: 1st September 2015

Attachments:

1. Route map
2. Proxy form and attendance slip

By Order of the Board
Sd/-
Rishabh Kumar Jain
Company Secretary





PROXY FORM

(Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

FLEXITUFF INTERNATIONAL LIMITED

CIN:L25202MP1993PLC034616

Regd. Office: C41-50, SEZ, Sector-3, Pithampur, Dist. Dhar (M.P.) 454775

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

I/We being the member(s) of shares of the above named Company hereby appoint:

- (1) Name
Address
Email ID or failing him/her
- (2) Name
Address
Email ID or failing him/her
- (3) Name
Address
Email ID or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 22nd Annual General Meeting of the Company to be held on Tuesday, the 30th day of September, 2015 at 10.00 A.M. at C41-50, SEZ, Sector-3, Pithampur, Dist. Dhar (M.P.) 454775, and at any adjournment thereof.

At WITNESS my/our hand (s) this day of 2015.

Revenue
Stamp of
Rs. 1/-

Signed by the said

* Applicable for investors holding shares in electronic form.

Note: The proxy must be / returned so as to reach at C41-50, SEZ, Sector-3, Pithampur, Dist. Dhar (M.P.) 454775 India not less than FORTY EIGHT HOURS before the time of holding the aforesaid meeting.



FLEXITUFF INTERNATIONAL LIMITED

CIN:L25202MP1993PLC034616

Regd. Office: C41-50, SEZ, Sector-3, Pithampur, Dist. Dhar (M.P.) 454775

ATTENDANCE SLIP

(to be present at the entrance)

Regd. Folio No./ DP ID*, Client ID*	
No. of Share (s) held	

ANNUAL GENERAL MEETING – 30th September, 2015

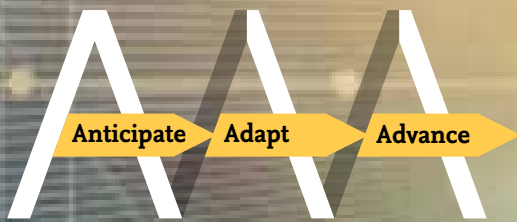
I/ We hereby record my/our presence at the 22nd Annual General Meeting of the Company at C41-50, SEZ, Sector-3, Pithampur, Dist. Dhar (M.P.) 454775, held on 30th September, 2015.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Revenue
Stamp of
Rs. 1/-

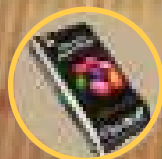
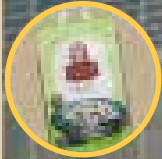
Member's/ Proxy's Signature

* Applicable for investors holding shares in electronic form



Flexituff International Limited

Annual Report 2014-15





FORWARD LOOKING STATEMENT

In this Annual Report, we have disclosed forward looking information to enable investors to comprehend our prospect and take informed investment decisions. This report and other statement- written and oral- that be periodically made, may contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as "anticipates," "estimates," "expects," "projects," "intends," "plans," "believes" and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward looking statements will be realized, although we believe we have been prudent in our assumption. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.



WHAT IS INSIDE

Management
Discussion
and Analysis

02-05

Directors' Report

06-25

Corporate
Governance
Report

26-37

Financial
Section

38-84



www.flexituff.com

Anticipate. Adapt. Advance focuses on Management's Anticipation about the industrial growth and its proactive measures towards capitalizing the same. Over the years the Company has strengthened their product mix, expanded global presence and developed client portfolio. Today, the Company is all set to advance further in its growth trajectory by capitalizing upon the industrial opportunities.

