

PROCEEDINGS OF 22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF FLEXITUFF INTERNATIONAL LIMITED HELD ON WEDNESDAY 30TH DAY OF SEPTEMBER, 2015 AT 10.00 A.M. AT C 41-50, SEZ, SECTOR-3, PITHAMPUR, DIST DHAR M.P. 454775

PRESENT:

DIRECTOR

Mr. Saurabh Kalani
Mr. D.K. Sharma
Mr. Sharat Anand

Whole Time Director
Whole Time Director
Independent Director and Chairman of the Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee

IN ATTENDANCE

Mr. Rishabh Kumar Jain Company Secretary

AUDITORS REPRESENTING M/S L.K. MAHESHWARI & Co., STATUTORY AUDITOR

Mr. Abhay Singi as a partner of M/s L.K. Maheshwari & Co., Chartered Accountant was present by invitation.

SCRUTINIZER APPOINTED BY BOARD

Mr. CS Ritesh Gupta Proprietor of M/s Ritesh Gupta & Co., was present by invitation.

MEMBERS PRESENT

Other than above there were 14 Members who attended the meeting as corporate representatives representing 13013842 equity shares (i.e. 52.30 %), as per the attendance register.

CHAIRMAN

Mr. Saurabh Kalani was elected by members present as Chairman of the meeting as per the provision of Article 23.7 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 in order.

**Registered Office: C41-50, SEZ, Sector-3, Pithampur-454775, Dist. Dhar. (M.P.) 454775
CIN: L25202MP1993PLC034616**



Further the Chairman informed that Mr. Aniruddh Sonpal, Mr. Keven John Upperdine, Mr. Ritesh Pandey, Mr. Viswarupe Narain and Mrs. Alka Sagar of the Company could not attend this meeting as they are preoccupied.

The Chairman informed that all the statutory records/ registers, as required under the Companies Act, 2013 including signed copy of accounts for the year 2014-15 together with the report of Directors and Auditors thereon were made available at the meeting for inspection, if required by the members.

The Chairman stated that after implementation of green initiative by the Ministry of Corporate Affairs, out of 924 shareholders of the Company, about 619 Shareholders holding constituting over 80 % had opted the annual reports in electronic form through e-mail. On behalf of the Company, he appreciated their gesture for preserving the nature and requested the remaining Shareholders also to attend to extend their support and cooperation by intimating their e-mails IDs to Link In-time India Private Limited, the Share Transfer Agents of the Company, or to their respective depository participants and opt for soft copies of company communication to members, including annual report, in the larger interest of preserving the environment by reducing the consumption and their minimizing cutting of trees and also reducing the carbon footprints.

Before taking up the meeting, the Chairman mentioned that-

- Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Company (Management and Administration) Rules, 2014 and Clause 35B of the Equity Listing Agreement, the Company had provided e-voting facilities during 25th September, 2015 at 10:00 A.M. to 29th September, 2015 at 5:00 P.M. to all the members for remote voting in respect of the business items being transacted at this meeting. In view of e-voting facilities availed by the members, the practice of passing of resolutions at this meeting by show of hands was done away.
- M/S Ritesh Gupta & Co., Practicing Company Secretary was appointed as the Scrutinizer for e-voting as well as the poll to be conducted at this meeting. Further, there were members holding 15032251 shares, which accounted about 60.41% of total share capital, had exercise their franchise through E-voting platform.



- Further, poll through ballot was arranged for voting on the business items as set out in the notice for those members present at this meeting and who had not exercised their franchise on their e-voting. The results of the e-voting along with the results of poll by the ballot papers would be declared within 48 hours through the Company's website based on the report from scrutinizer. In addition, the results would be submitted to BSE Ltd. and National Stock Exchange of India Limited. The Chairman requested all the shareholders and proxy holders who had collected the ballot papers to cast the votes and drop the ballot papers in the boxes.
- No proxy/ies were appointed by shareholders to represent them in the meeting.

CHAIRMAN SPEECH

It is a very well-known saying that Vision without execution is hallucination. If you can Dream it, you can Do it. The philosophy holds true with the way the Company has evolved and Delivered consistently to the ever growing customer needs. This was possible because we did not limit our choices only to what seemed possible or reasonable. Instead, we extended our vision in achieving excellence. We anticipated the possibilities, adapted growth strategies and advanced towards creating create superior customer value and sustaining a competitive advantage in the eyes of its customers.

Performance to Perfection

The year 2014-15 has witnessed a satisfactory performance. Financially, our revenues, operating margins and net profit margins witnessed 7.94%, 2.73% and 2.73% growth respectively. Operationally, we strengthened our global presence to 55 countries, which is considered to be highest among global FIBC manufacturers. Our multi-continental insight into customer needs and the ability to seamlessly deal with the global order flow shall further allow us to strengthen our export portfolio. Besides, we further focussed on strategically diversifying our product mix form being a mere commodity-centric player to high-margin technical textile segment owing to favourable growth factors in the domestic market with a special focus on infrastructure, retail and agriculture segments.

The Growth Zone

The infrastructure segment – that finds the widest application of geotextiles – is anticipated to receive investments worth USD 1,000 bn by the end of 2017. The increasing impetus towards establishing organised retail market owing to growing

consumerism, the segment is anticipated to witness a 5-year CAGR of 13% ending 2017. Reverse-printed BOPP-woven bags find extensive usage in the packaging. These factors strengthens our belief that being the largest geotextile and BOPP bags manufacturer in India, we are positioned to get the maximum opportunity from the much needed infrastructure developments and extensive growth in the organized retail sector.

The Growth Enablers Widespread product portfolio: Our versatile product range provides solution to all types of customer requirements. Besides, our end user comprises majority of high-growth segments that will further drive the volumes in the coming years.

Quality: We have already acquired stringent accreditations like USFDA, ISO and BRC. This is reflected in Flexituff becoming an automatic choice for largest downstream customers – both nationally and internationally. Going ahead, this will allow us to penetrate new untapped opportunities and improve our profitability.

New focus areas: Going by the downstream segments that drive the agriculture and retail growth, food and groceries are witnessing a 91% growth annually. This provides us the opportunity to cater to the increasing packaging requirement of this segment. Besides retail, we would further continue to improve our revenues from geotextiles, tarpaulins and technical fabrics.

Innovation: Our in-house R&D continues to develop innovative product offerings. We are focusing towards designing of packaging products using starch-based biodegradable and PLA-based Polymers. If adapted successfully, we can clearly foresee another value addition to our product lines, strengthening our margins.

Later the Chairman took up the business items as set out in the notice as under

- The notice of 22nd Annual General Meeting, along with the Board's Report, financial statement for the year 2014-15 and Auditor's Report thereon and Secretarial Audit Report has been circulated to all the members through either e-mail or courier and also placed on the website of the Company, was taken as read with the permission of the Members.

Poll on the business items are set out in the notice would be conducted through ballot papers after the discussion.

Before inviting the members for discussion, the Chairman explained the objectives and the implications of the resolutions proposed under the business items for voting at this meeting. Further, he informed that-

- Pursuant to the provisions of the Section 129 of the Companies Act, 2013 the audited financial statements gave a true and fair view of the state of the Company complying with the accounting standards notified under Section 133 and Schedule III of the Companies Act, 2013. These audited financial statements were required to be approved by the members in the general meeting.
- Further, the Board of Directors recommended a dividend of Rs. 1 per share i.e. 10% of the face value, for the year 2014-15 keeping in view the future prospects of the Company and the same time meeting the aspirations of the shareholders. Pursuant to the provisions of the Section 123 of the Companies Act, 2013, the declaration of the dividend should require the approval of members, as an ordinary business.

Chairman informed the shareholder's that the Audit Report of the Company for the financial year ended on 31st March, 2015 did not contain any qualification, observation or comment on financial transaction or matters, which had adverse effect on the functioning of the Company. He stated that in the terms of Section 145 of the Companies Act, 2013 only the qualification, observation or comment, mentioned in the Auditors Report, which have any adverse effect on the functioning of the Company, were required to be read at the General Meeting. Since there was no such qualification, observation or comments, the Auditor's Report was not required to be read.

Thereafter, following resolutions were proposed and seconded by the shareholders present:

ORDINARY BUSINESS:

ITEM NO. 1: ADOPTION OF AUDITED FINANCIAL STATEMENTS AS AT 31ST MARCH 2015 TOGETHER WITH THE REPORTS OF DIRECTORS' AND AUDITOR'S THEREON

Resolution for adoption of Financial Statements was proposed and seconded by the members as an Ordinary Resolution as below:

"RESOLVED THAT the Balance Sheet of the Company as at 31st March, 2015 and the Profit and Loss Account of the Company for the financial year ended 31st March, 2015 together with the Schedules and Notes, as attached thereto, the Directors' Report annexed thereto, and the Auditors' Report to the Members be and are hereby approved and adopted."



ITEM NO. 2 : DECLARATION OF FINAL DIVIDEND

Resolution for declaration of final dividend was proposed and seconded by the members as an Ordinary Resolution as below:

"RESOLVED THAT pursuant to the recommendation made by the Board of Directors of the Company, a dividend of 10 % i.e. Rs. 1 per share for the year ended 31st March, 2015 on all equity shares be and is hereby declared out of the current profits of the Company for the year ended 31st March, 2015;

"RESOLVED FURTHER THAT Board of Directors of the Company be authorized to do needful."

ITEM NO. 3 :RE-APPOINTMENT OF MR. D.K. SHARMA AS A WHOLE TIME DIRECTOR

Resolution for re-appointment of Mr. D. K. Sharma as a Whole Time Director was proposed and seconded by the members as an Ordinary Resolution as below:

"RESOLVED THAT Mr. D.K. Sharma, who retires by rotation be and is hereby re-appointed as a Whole Time Director of the Company and that his period of office will be liable to retire by rotation."

ITEM NO. 4 : RATIFICATION OF APPOINTMENT OF M/S. L.K. MAHESHWARI & CO., CHARTERED ACCOUNTANT, AS STATUTORY AUDITORS

Resolution for ratification of the appointment of M/s L. K. Maheshwari & Co. was proposed and seconded by the members as an Ordinary Resolution as below:

"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."

**ITEM NO. 5 : APPOINTMENT OF M/S. MZSK & ASSOCIATES,
CHARTERED ACCOUNTANT, AS JOINT STATUTORY AUDITORS**

Resolution for appointment of M/s MZSK & Associates was proposed and seconded by members as an Ordinary Resolution as below:

“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 BUSINESSES:

**ITEM NO. 6 : REGULARISATION OF MRS. ALKA SAGAR AS
DIRECTOR OF THE COMPANY**

Resolution for regularization of Mrs. Alka Sagar as Director was proposed and seconded by member as an Ordinary Resolution as below:

“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.”

VOTE OF THANKS

There being no other business, the meeting concluded at 03:00 P.M., with vote of thanks to the Chair.

The Chairman expressed great pleasure and sincere thanks to the directors and members present in the meeting for their presence and cooperation for orderly conduct of the meeting.

After the vote of thanks Chairman once again requested the members who had collected the ballot papers to cast their votes and drop the ballot papers in the box and declared the meeting was closed.

VOTING RESULTS

The Scrutinizer submitted the report to the Chairman on 1st October, 2015 duly consolidating the results of e-voting and poll at the meeting as under:

Mode of voting: E-voting & Ballot

Item of notice Particular of Business	Type of Vote	Votes in favour of resolution		Votes against the resolution	
		No. of Shares	%	No. of Shares	%
Item 1 of the Notice Ordinary Resolution (To Consider and Adopt Audited Financial Statement for the year ended 31st March, 2015)	Remote Evoting	15032244	100	07.00	0.00
	Ballot Form	15000	100	0.00	0.00
	Total	15047244	100	07.00	0.00
Item No. 2 of the Notice Ordinary Resolution (To Declare Final Dividend on the Equity Shares of the Company for the Year ended 31st March, 2015)	Remote Evoting	15032249	100	02.00	0.00
	Ballot Form	15000	100	0.00	0.00
	Total	15047249	100	02.00	0.00
Item No. 3 of the Notice Ordinary Resolution (To appoint a director in place of	Remote Evoting	15032243	100	08.00	0.00
	Ballot Form	15000	100	0.00	0.00
	Total	15047243	100	08.00	0.00

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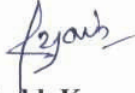


Mr. D.K. Sharma (DIN:00028152) who retires by rotation and being eligible offers himself for re-appointment)					
Item No. 4 of the Notice Ordinary Resolution (To ratifies the appointment of M/s L.K.Maheshwari & Co. as Statutory Auditors of the Company and fix their remuneration)	Remote Evoting	15032244	100	07.00	0.00
	Ballot Form	15000	100	0.00	0.00
	Total	15047244	100	07.00	0.00
Item No. 5 of the Notice Ordinary Resolution (To appoint M/s MZSK & Associates as Joint Statutory Auditors of the Company and Fix their remuneration)	Remote Evoting	15032244	100	07.00	0.00
	Ballot Form	15000	100	0.00	0.00
	Total	15047244	100	07.00	0.00
Item No. 6 of the Notice Ordinary Resolution (To appoint Mrs. Alka Sagar, (DIN 07138477), as a Director of the Company)	Remote Evoting	15032244	100	07.00	0.00
	Ballot Form	15000	100	0.00	0.00
	Total	15047244	100	07.00	0.00

On 1st October, 2015, the Chairman declared that the all the resolutions as set out in the notice of the 22nd AGM were duly passed by the members with requisite majority.

The said results were submitted to BSE Ltd and National Stock Exchange of India Ltd. and also placed before the website of the Company.

For Flexituff International Limited



Rishabh Kumar Jain
Company Secretary



Note : Issued in compliance with Section 118 of the Companies Act, 2013 and rules made thereon.