

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Flexituff International Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	TPG Growth II SF Pte. Ltd.		
Whether the acquirer belongs to Promoter/Promoter group	NO		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited & National Stock Exchange of India Limited		
Details of the acquisition / disposal 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	a) 12,27,273	a) 4.93%	a) 3.66%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	b) Pledge of 15,22,735 equity shares	b) 6.12%	b) 4.54%
c) Voting rights (VR) otherwise than by shares	c) nil	c) nil	c) nil
d) 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)	d) FCCBs equivalent to 62,11,009 equity shares	d) 19.98%	d) 18.52%
e) Total (a+b+c+d)	e) 89,61,017	e) 31.03% [#]	e) 26.72% [#]

<u>Details of acquisition/sale :</u>			
a) Shares carrying voting rights acquired/sold	a) nil	a) nil	a) nil
b) VRs acquired /sold otherwise than by shares	b) nil	b) nil	b) 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/sold	c) nil	c) nil	c) nil
d) Shares encumbered /invoked/released by the acquirer	d) Pledge of 28,27,937 equity shares	d) 11.37%	d) 8.43%
e) Total (a+b+c+d)	(e) Pledge of 28,27,937 equity shares	e) 11.37%	e) 8.43%
<u>After the acquisition/sale, holding of:</u>			
a) Shares carrying voting rights	a) 12,27,273	a) 4.93%	a) 3.66%
b) Shares encumbered with the acquirer	b) Pledge of 43,50,672 equity shares	b) 17.48%	b) 12.97%
c) VRs otherwise than by shares	c) nil	c) nil	c) nil
d) 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	d) FCCBs equivalent to 62,11,009 equity shares	d) 19.98%	d) 18.52%
e) Total (a+b+c+d)	(e) 1,17,88,954	(e) 42.39% ^{##}	(e) 35.15% ^{##}

<p>Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).</p>	<p>Creation of Pledge: Pledge created in favour of: TPG Growth II SF Pte. Ltd.</p> <p>By: (i) Kalani Industries Pvt. Ltd., (ii) Sanovi Trading Pvt. Ltd. and (iii) Miscellani Global Pvt. Ltd.</p> <p>Each of the aforementioned Pledgers 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.</p>
<p>Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable</p>	<p>Acquisition / confirmation of Pledge on December 26, 2014.</p>
<p>Equity share capital / total voting capital of the TC before the said acquisition / sale</p>	<p>4,00,00,000 equity shares (authorized capital) 2,48,82,806 equity shares (issued capital)</p>
<p>Equity share capital/ total voting capital of the TC after the said acquisition / sale</p>	<p>4,00,00,000 equity shares (authorized capital) 2,48,82,806 equity shares (issued capital)</p>
<p>Total diluted share/voting capital of the TC after the said acquisition</p>	<p>4,00,00,000 equity shares (authorized capital) 3,35,39,467 equity shares (fully diluted) (comprising of 2,48,82,806 (equity shares) + 86,56,661(FCCBs))</p>

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) 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 15,22,735 shares of the TC pledged in favour of the Acquirer as well as 62,11,009 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 12,27,273 shares amounting to 4.93% and 3.66% of the present and fully-diluted capital of the TC, respectively.