

Date: October 30, 2013

To, BSE Limited Floor 25, 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: Proceedings of Annual General Meeting

REF: Flexituff International Ltd – BSE Code 533638, NSE Scrip: FLEXITUFF

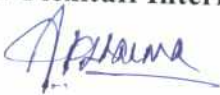
Dear Sir/ Madam,

In compliance with clause 31(d) of the Listing Agreement please find enclosed herewith certified copy of minutes of Annual General Meeting held on Monday, 30th September, 2013 at 10.00 A.M. at 'Kalakunj'- Kalamandir, 48 Shakespear Sarani, Kolkata- 700 017 (West Bengal) duly signed by chairman of the meeting.

This is for your information and needful.

Thanking You

Yours' Sincerely
For Flexituff International Ltd



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



HELD AT.....ON.....TIME.....

CERTIFIED TRUE COPY OF MINUTES OF 20TH ANNUAL GENERAL MEETING OF THE MEMBERS OF FLEXITUFF INTERNATIONAL LIMITED HELD ON MONDAY 30TH DAY OF SEPTEMBER, 2013 AT 10.00 A.M. AT "KALAKUNJ"- KALAMANDIR, 48 SHAKESPEAR SARANI, KOLKATA- 700 017 (WB)

DIRECTOR PRESENT

Mr. Manoj Kumar Dwivedi
Mr. Sharat Anand

On the chair
Chairman of the Audit Committee

In Attendance

Mr. D.K. Sharma – GM Corporate Affairs & Company Secretary

MEMBERS PRESENT

46 Members in person, 2 proxy holder & 14 Corporate Representatives, representing 14137152 equity shares (i.e. 61.52 %), as per the attendance register.

CHAIRMAN

Mr. Manoj Kumar Dwivedi was elected by members present as Chairman of the meeting as per provision of Article 98(a) 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 to order.

The Chairman welcomed the members to the meeting.

The Chairman informed the meeting about the proxies received and that the Register of Members and the Register of Director's Shareholding are kept open and accessible during the continuance of the meeting.

With the permission of members present Notice, Director's Report, Audit Report, Balance Sheet and Profit and Loss Account together with Annexure for the financial year ended 31.03.2013, as previously circulated, were taken as read by the Chairman.

The signed Auditor's Report was kept on the table throughout the meeting.

The Chairman took up the business of the meeting as per notice.

ORDINARY BUSINESS:**ITEM NO. 1 ADOPTION OF ACCOUNTS**

Chairman took item no. 1 of adoption of Audited Balance Sheet and Profit and Loss Account for the Financial Year ended on 31st March 2013 together with Report of Directors' & Auditor.

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The following resolution was proposed by member, to pass as Ordinary Resolution;

"RESOLVED THAT the Balance Sheet of the Company as at 31st March, 2013 and the Profit and Loss Account of the Company for the financial year ended 31st March, 2013 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."

Seconded by: Member

The Chairman invited the members present to ask queries arising out of the Balance Sheet, Profit and Loss Account, Directors' Report and Auditors' Report.

Several questions (not involving any important point of principle) were asked and suitably replied by the Chairman. The resolution was then put to vote and on a voting by show of hands, all the members raised their hands in favour of the resolution. The chairman then declared the resolution as passed unanimously.

ITEM NO. 2 DECLARATION OF DIVIDEND

Chairman took next item of the agenda of declaration of dividend on equity shares. Member proposed to pass the following resolution as an ordinary resolution.

"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, 2013 on all equity shares be and is hereby declared out of the current profits of the Company for the year ended 31st March, 2013;

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

Seconded by: Member

The resolution was then put to vote and on voting by show of hands, the Chairman declared the Ordinary resolution as carried unanimously.

ITEM NO. 3: RE-APPOINTMENT OF MR. ANIRUDH SONPAL AS A DIRECTOR

Chairman took next item of the agenda. Member proposed to pass the following resolution as an ordinary resolution

"RESOLVED THAT Mr. Anirudh Sonpal who retires by rotation be and is hereby re-appointed as a Director of the Company and that his period of office will be liable to determination by retirement of Directors by rotation."

Seconded by: Member

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The resolution was then put to vote and on voting by show of hands, the Chairman declared the Ordinary resolution as carried unanimously.

ITEM NO. 4: RE-APPOINTMENT OF MR. KAUSHAL GANERI WAL AS A DIRECTOR

Chairman took next item of the agenda. Member proposed to pass the following resolution as an ordinary resolution

"RESOLVED THAT Mr. Kaushal Ganeriwal who retires by rotation be and is hereby re-appointed as a Director of the Company and that his period of office will be liable to determination by retirement of Directors by rotation."

Seconded by: Member

The resolution was then put to vote and on voting by show of hands, the Chairman declared the Ordinary resolution as carried unanimously.

ITEM NO. 5: RE-APPOINTMENT OF MR. KAUSHAL KISHORE VIJAYVERGIYA AS A DIRECTOR

Chairman took next item of the agenda. Member proposed to pass the following resolution as an ordinary resolution

"RESOLVED THAT Mr. Kaushal Kishore Vijayvergiya who retires by rotation be and is hereby re-appointed as a Director of the Company and that his period of office will be liable to determination by retirement of Directors by rotation."

Seconded by: Member

The resolution was then put to vote and on voting by show of hands, the Chairman declared the Ordinary resolution as carried unanimously.

ITEM NO. 6: APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY

Chairman took next item of the agenda. Member proposed to pass the following resolution as an ordinary resolution

"RESOLVED THAT M/s BSR & Co., Chartered Accountants, Mumbai (Firm Registration No. 101248W) be and are hereby appointed as the Statutory Auditors of the Company in place of retiring auditor M/s L.K. Maheshwari & Co., Chartered Accountant, 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 packet expenses as shall be fixed by the Board of Directors of the Company in consultation with the Auditors."

Seconded by: Member

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The resolution was then put to vote and on voting by show of hands, the Chairman declared the Ordinary resolution as carried unanimously.

SPECIAL BUSINESS:

ITEM NO. 7: REGULARIZATION OF MR. MANAS TANDON AS A DIRECTOR OF THE COMPANY

Chairman took next item of the agenda. Member proposed to pass the following resolution as an ordinary resolution

"RESOLVED THAT Mr. Manas Tandon, 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 Investor Director of the Company, who shall not be liable to retire by rotation."

Seconded by: Member

The resolution was then put to vote and on voting by show of hands, the Chairman declared the Ordinary resolution as carried unanimously.

ITEM NO. 8: REGULARIZATION OF MR. VISHWARUPE NARAIN AS A DIRECTOR OF THE COMPANY

Chairman took next item of the agenda. Member proposed to pass the following resolution as an ordinary resolution.

"RESOLVED THAT Mr. Vishwarupe Narain 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 Bondholder Nominee Director of the Company, who shall not be liable to retire by rotation."

Seconded by: Member

The resolution was then put to vote and on voting by show of hands, the Chairman declared the Ordinary resolution as carried unanimously.

ITEM NO. 9: INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY FROM RS. 30 CR. TO RS. 40 CR.

Chairman took next item of the agenda. Member proposed to pass the following resolution 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

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Company i.e. 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 be increased to Rs. 40,00,00,000 (Rupees Forty Crores only) divided into 4,00,00,000 (Four 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. 40,00,00,000 (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crores) equity shares of Rs. 10 (Rupee Ten) each."

Seconded by: Member

The resolution was then put to vote and on voting by show of hands, the Chairman declared the Ordinary resolution as carried unanimously.

There being no other business to be transacted the meeting concluded with a vote of thanks to the Chair.

Place: PITHAMPUR
Date: 07/10/2013


Chairman

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