

Date: February 20, 2014

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 Extra Ordinary 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 Extra Ordinary General Meeting held on Saturday, 25th January, 2014 at 11.00 A.M. at 94, Industrial Area, Sector-I, Pithampur- 454774, Dist. Dhar (M.P.) 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.....

**MINUTES OF EXTRA ORDINARY GENERAL MEETING OF
THE MEMBERS OF FLEXITUFF INTERNATIONAL LIMITED
HELD ON SATURDAY 25TH DAY OF JANUARY, 2014 AT 11.00
A.M. AT 94, INDUSTRIAL AREA, SECTOR-I, PITHAMPUR,
DIST. DHAR (M.P.) 454775**

DIRECTOR PRESENT

Mr. Manoj Kumar Dwivedi

Director

MEMBERS PRESENT

1 Member in person, 1 proxy holder & 22 Corporate Representatives, representing 18402600 equity shares (i.e. 73.96 %), as per the attendance register.

CHAIRMAN

In absence of Mr. Anirudh Sonpal, Chairman of the Board, Mr. Manoj Kumar Dwivedi was elected by members as Chairman of the meeting as per provision of Articles 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, the Register of Director's Shareholding, new set of Articles of Association are kept open for inspection and taken on record.

At the request of members present, Notice of Extra Ordinary General Meeting was read by Chairman.

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

SPECIAL BUSINESS:

ITEM NO. 1: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

Chairman took item no. 1 of adoption of new set of Articles of Association.

The following resolution was proposed and Seconded by member to pass as Special Resolution;



**CHAIRMAN'S
INITIALS**

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

“RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 / 2013 as applicable, the existing Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association (**“New Articles”**), a copy of which is placed before the meeting and duly initialed by the Chairman for the purposes of identification and that the New Articles be and are hereby approved and adopted as the Articles of Association of the Company with effect from the date hereof and they be the regulations of the Company in place, in substitution and to the entire exclusion of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution, including filing any necessary forms with the Registrar of Companies.”

The Chairman invited the members present to ask queries arising out of the matter mentioned in resolution.

No question was asked and then the resolution was put to vote and on 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.

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

Place: Pithampur
Date: 25/01/14


Chairman

CHAIRMAN'S
INITIALS