

UFLEX/SEC/2018/

06 June, 2018

**The National Stock Exchange of India Limited**  
Exchange Plaza, 5th Floor  
Plot No.C/I, G-Block  
Bandra-Kurla Complex  
Bandra (E),  
Mumbai – 400051

**The BSE Limited**  
Corporate Relationships Department  
1st Floor, New Trading Ring,  
Rotunda Building, P J Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

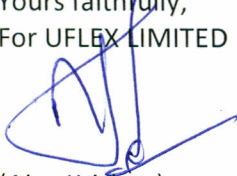
**Subject : Postal Ballot Notice**

Dear Sir,

Please find attached herewith the Postal Ballot Notice dated 1<sup>st</sup> June, 2018 alongwith Postal Ballot Form sent to the Shareholder(s) of the Company for your records.

Thanking you,

Yours faithfully,  
For UFLEX LIMITED



(Ajay Krishna)  
Sr. Vice President (Legal) &  
Company Secretary

*Encl : As above*



## UFLEX LIMITED

CIN :L74899DL1988PLC032166

Regd. Office : 305, 3<sup>RD</sup> Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash – I, New Delhi – 110048

Phone Nos. 011-26440917, 011-26440925, Fax No. : 011-26216922

Website: www.uflexltd.com Email : flexsec@vsnl.net

CERTIFIED TRUE COPY  
For UFLEX LIMITED

(AJAY KRISHNA)

Sr. Vice President (Legal) &  
Company Secretary

### POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and Secretarial Standard -2 (SS-2) issued by the Institute of Company Secretaries of India, to transact the following Special Business by the Members of UFLEX Limited by passing the Special Resolution through Postal Ballot / E-voting. The Members' consideration and approval is sought for the Special Resolution annexed hereto. The Statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the Resolution is also appended herewith and is being sent to the Members along with a Postal Ballot Form for consideration and voting.

Mr. Mahesh Kumar Gupta, Prop. M/s Mahesh Gupta & Co., Practicing Company Secretary has been appointed as the Scrutinizer for conducting the Postal Ballot (Physical & e-voting) process in accordance with Law, in a fair and transparent manner.

The business of the postal ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company, in compliance with Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matters included in the notice of the postal ballot by electronic means i.e. through e-voting services provided by Central Depository Services (I) Limited (CDSL).

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the close of the working hours **5.00 P.M. on Saturday, July 07, 2018**. Please note that any Postal Ballot Form(s) received after **5.00 P.M. on Saturday, July 07, 2018** will be treated as not received.

The Scrutinizer will submit his report to the Chairman or in his absence, any Director after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence, any Director on **Monday, July 09, 2018 at 4.00 P.M.** at the Registered Office of the Company at 305, 3<sup>rd</sup> Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash-I, New Delhi – 110048. The results of the postal ballot will be displayed on the Notice Board of the Company at its Registered Office and its Corporate Office at A-108,, Sector -4,

Noida – 201 301, U.P. besides being Communicated to Stock Exchanges. The result will also be displayed on the website of the Central depository Services (India) Limited and that of the Company i.e. www.uflexltd.com. The result of the postal ballot shall also be announced through newspaper advertisement.

#### **SPECIAL BUSINESS**

##### **Item No. 1**

##### **Issue of Compulsorily Convertible Preference Shares (CCPS) on preferential basis**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to Sections 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendments thereto or re-enactments thereof for the time being in force), the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), each as amended, any other applicable laws, rules and regulations and enabling provisions in the Memorandum and Articles of Association of the Company and the equity listing agreements entered into by the Company with The BSE Limited (“BSE”) and The National Stock Exchange of India Limited (“NSE”) and subject to necessary approvals / sanctions / permissions of appropriate statutory / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approvals / sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot up to 100,00,000 (One Crore) Compulsorily Convertible Preference Shares (“CCPS”) having face value of Rs.100/- (Rupees One Hundred Only) each, in one or more tranches, at par, for an aggregate amount of up to Rs. 100,00,00,000/- (Rupees One Hundred Crores Only) by way of preferential allotment on private placement basis to the persons specified herein below and to issue such number of equity shares as may be required to be issued upon conversion of such CCPS or as may be necessary in accordance with the terms of the offering:

Sl. No.	Name of Proposed Allottee(s)	No. of CCPS	Category
1	Ultimate Flexipack Limited	100,00,000	Promoter

**RESOLVED FURTHER THAT** CCPS shall be issued on the following terms and on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment:

The priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares	CCPS shall carry a preferential right vis-a-vis equity shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital.
The participation in surplus fund	CCPS shall be non-participating in surplus funds.
The participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid	CCPS shall be non-participating in surplus assets and profits, on winding up, which may remain after the entire capital has been repaid.
Rate of dividend	0.01% p.a.
The payment of dividend on cumulative or non-cumulative basis	Non-Cumulative
The conversion of preference shares into equity shares	CCPS shall be compulsorily convertible in to equity shares of the Company after the expiry of 3 (Three) months but before the expiry of 18 (Eighteen) months from the date of allotment of CCPS at the option of holders of CCPS
The voting rights	The voting rights of CCPS holder shall be in accordance with the provisions of Section 47 of the Companies Act, 2013 (including any statutory amendments thereto or re-enactments thereof for the time being in force).
The redemption of preference shares	Not applicable as CCPS shall compulsorily convertible into equity shares of the Company.

**RESOLVED FURTHER THAT** CCPS shall be convertible into such number of equity shares of the Company at a price determined in accordance with ICDR Regulations, in such manner and on such other terms and conditions, as Board may, in its absolute discretion think fit.

**RESOLVED FURTHER THAT** the equity shares to be issued on conversion of the CCPS shall rank pari-passu in all respects with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** The relevant date, for determination of the price at which CCPS shall be convertible into equity shares of the Company shall be 30 days prior to the date on which the holders of CCPS become entitled to apply for equity shares i.e. after the expiry of 3 (Three) months from the date of allotment of CCPS.

**RESOLVED FURTHER THAT** in accordance with the Regulation 74(1) of the ICDR Regulations, CCPS shall be allotted within a period of 15 (fifteen) days from the date of passing of the resolution by the Members, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of such approval.

**RESOLVED FURTHER THAT** the equity shares to be allotted upon conversion of CCPS, be listed on BSE and NSE, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the equity shares to be allotted upon conversion of CCPS.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including but not limited to execution of various deeds, documents, writings, agreements, and also to modify, accept and give effect to any modifications therein and the terms and conditions of the issue, as may be required by the statutory, regulatory and other appropriate authorities and to settle all queries or doubts that may arise in the proposed issue.

**RESOLVED FURTHER THAT** subject to applicable laws, the Board be and is hereby also authorized to delegate, all or any of the powers herein conferred, to any Director(s) or Officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the aforesaid resolution."

By Order of the Board  
For **UFLEX LIMITED**,

Sd/-

**Ajay Krishna**

Sr. Vice President (Legal) & Company Secretary  
ACS No. 3296

**Place:** Noida C-001, Krishna Apra Residency  
**Dated:** June 01, 2018 E-8, Sector-61, Noida- 201301(UP)

**Regd. Office:**

305, 3rd Floor, Bhanot Corner, Pamposh Enclave,  
Greater Kailash-I, New Delhi – 110048

## NOTES

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. Mr. Mahesh Kumar Gupta, Prop. M/s Mahesh Gupta & Co., Practicing Company Secretary has been appointed as the Scrutinizer for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, June 01, 2018 i.e. the cut-off date for dispatch of Postal Ballot Notice. The Postal Ballot Notice is being sent to Members in electronic form at the email addresses registered with the Depository Participant (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by Registered Post along with a self-addressed Business Reply envelope. Any person not being a member as on the record date should treat this Notice for information purposes only.
5. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed Business Reply envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than **5.00 P.M. on Saturday, July 07, 2018** or before. Any postal ballot form received after this date shall be treated as if the reply from the shareholders had not been received. If any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
6. The shareholders are requested to exercise their voting rights by using the attached postal ballot form only. Shareholders who do not receive the postal ballot form may apply to the Company/ Registrars and Transfer Agents, The Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi – 110 062, Tel. No. 011- 29961281-83 ; Fax. No. 011- 29961284; E-mail: beetal@beetalfinancial.com and obtain a duplicate thereof.
7. The Scrutinizer will submit the report to the Chairman of the Company or in his absence to any other Director of the Company, after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or in his absence any one of the Director of the Company on **Monday, July 09, 2018 at 4.00 P.M. at the Registered Office of the Company.**
8. The result of the postal ballot will be displayed on the Notice Board of the company at its Registered Office and its Corporate Office at A-108, Sector 4, NOIDA - 201301, U.P., besides being communicated to the Stock Exchanges. The results will also be displayed on the website of the Company i.e. [www.uflexltd.com](http://www.uflexltd.com).
9. In compliance with the provisions of Section 110 of the Companies Act 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, to its Members to enable them to cast their votes electronically.
10. The Shareholders can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.
11. In case of e-voting on the website: [www.evotingindia.com](http://www.evotingindia.com), voting will commence on and from **9.00 A.M. on Friday, June 08, 2018** and end at **5.00 P.M. on Saturday, July 07, 2018**. Members are informed that the voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL for voting thereafter.
12. A copy of the documents referred to in the Explanatory Statement are open for inspection at the Registered Office of the Company between 10.00 A.M. to 5.00 P.M. on any working day till the last date of voting i.e. **Saturday, July 07, 2018**.
13. Please see the instructions for voting by postal ballot (including e-voting) which have been printed herein.
14. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mr. Ajay Krishna, Sr. Vice President (Legal) & Company Secretary of the Company, at UFLEX Limited, A-108, Sector 4, NOIDA 201301, U.P. or by sending an e-mail at [flexsec@vsnl.net](mailto:flexsec@vsnl.net).
15. The Notice is also placed on the website of the Company: [www.uflexltd.com](http://www.uflexltd.com) and website of CDSL [www.evotingindia.co.in](http://www.evotingindia.co.in).

## INSTRUCTIONS FOR VOTING:

### Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed Business Reply envelope so as to reach the Scrutinizer before the close of working hours on or before **Saturday, July 07, 2018**. Any Postal Ballot Form received after **5:00 P.M. on Saturday, July 07, 2018** shall be treated as if the reply from the shareholders has not been received.

2. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

**Voting through electronic means:**

In pursuance of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternative, for its shareholders, to enable them to cast their vote electronically instead of dispatching Postal Ballot. The instructions for members for voting electronically are as under:-

**The instructions for shareholders voting electronically are as under:**

- i. The voting period begins on **Friday, June 08, 2018 (9:00 AM)** and ends on **Saturday, July 07, 2018 (5:00 PM)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, June 01, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on "Shareholders" Tab.
- iv. 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.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• 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.</li> <li>• 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.</li> </ul>

Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• 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 (iv).</li> </ul>
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- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant UFLEX Limited on which you choose to vote.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. 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.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.

xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### General

- a) Voting by Postal Ballot, both in physical form and e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorised person. It cannot be exercised by a proxy.
- b) Voting rights shall be reckoned on the number of fully paid up equity shares registered in the name of the shareholders on the cutoff date fixed for the purpose i.e. **Friday, June 01, 2018**.
- c) Voting period commences on and from **9.00 A.M. on Friday, June 08, 2018** and ends at **5.00 P.M. on Saturday, July 07, 2018**.
- d) If the proposed Resolution is assented by a requisite majority, it shall be deemed to have been duly passed at a General Meeting. The Resolution will become effective on and from **Saturday, July 07, 2018**.

#### EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE

##### Item No. 1

The Company plans to raise funds by issue of Compulsorily Convertible Preference Shares (CCPS) on preferential basis for general corporate purposes. Therefore your Board of Directors at their meeting held on February 07, 2018 accorded approval for raising funds by issue of 100,00,000 Compulsorily Convertible Preference Shares on preferential basis to the entities mentioned in resolution at face value of Rs. 100/- per CCPS in one or more tranches, at par, for an aggregate amount of up to Rs. 100,00,00,000/- (Rupees One Hundred Crores Only). The CCPS shall be compulsorily convertible into equity

shares of the Company at any time after the expiry of 3 (Three) months but before the expiry of 18 (Eighteen) months from the date of allotment of CCPS at the option of the holders of CCPS. The equity shares arising out of conversion shall rank pari-passu with existing equity shares in all respect.

The details of the issue and other particulars as required in terms of the Act, Rules framed thereunder and ICDR Regulations in relation to the aforesaid Special Resolution are given as under:

a) **The objects of the preferential issue:**

The objective of the issue of CCPS is to meet the fund requirement for General Corporate Purposes.

b) **The manner of issue:**

CCPS shall be issued by way of preferential allotment on private placement basis.

c) **Total number of securities to be issued, price or price band at/within which the allotment is proposed:**

Up to 100,00,000 (One Crore) CCPS having face value of Rs.100/- (Rupees One Hundred Only) each, in one or more tranches, at par, for an aggregate amount of up to Rs. 100,00,00,000/- (Rupees One Hundred Crores Only).

d) **Basis on which the price has been arrived at:**

CCPS are being issued at par and will be Convertible into equity shares of the Company at the price determined in accordance with ICDR Regulations.

e) **Nature of securities:**

CCPS shall be (1) non-cumulative i.e. the dividend on CCPS shall be paid on non-cumulative basis; (2) non-participating i.e. CCPS shall be non-participating in surplus funds, non-participating in surplus assets and profits, on winding up, which may remain after the entire capital has been repaid; and (3) compulsorily convertible into equity shares of the Company at any time after the expiry of 3 months but before the expiry of 18 months from the date of allotment of CCPS at the option of the holders of CCPS.

f) **Terms of issue:**

CCPS shall carry a dividend of 0.01 % per annum. Other terms of issue of CCPS are as specified in the Resolution proposed at Item No. 1.

g) **Terms of conversion:**

CCPS shall be convertible into such number of equity shares of the Company at a price determined in accordance with ICDR Regulations.

h) **The manner and modes of redemption:**

Not applicable as CCPS shall compulsorily convert into equity shares of the Company within a maximum period of 18 months.

i) **Relevant date with reference to which the price has been arrived at:**

The relevant date, for determination of the price at which CCPS shall be convertible into equity shares of the

Company shall be 30 days prior to the date on which the holders of CCPS become entitled to apply for equity shares i.e. after the expiry of 3 (Three) months from the date of allotment of CCPS.

The proposed CCPS are being offered to M/s. Ultimate Flexipack Limited, which belong to Promoters Group.

j) **Proposal of the Promoters, Directors or Key Management Personnel of the Company to subscribe to the offer:**

k) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:**

Name & PAN of Allottee	Address	Category	Natural persons who are ultimate beneficial owners	Pre – issue Shareholding of Allottee		No. of CCPS proposed to be allotted	Post Issue Equity Shareholding of allottee (Assuming full conversion of CCPS)	
				No. of Shares	%		No. of Shares	%
M/s. Ultimate Flexipack Limited <b>PAN:</b> AAACU6565D	305, 3 <sup>rd</sup> Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash – I, New Delhi – 110048	Promoter	Ashok Chaturvedi	Nil	-	100,00,000	34,05,414	4.50

**Note-**

- The figures in the Post-Issue Equity shareholding are on the assumption that all the CCPS will be subscribed, pursuant to the shareholders resolution and all said CCPS will be converted into equity shares. However, if any CCPS are not issued / allotted and the CCPS are not exercised, the figures will change accordingly.
- The figures in the Post-Issue Equity shareholding are on the assumption that conversion price will be Rs. 293.65/-, which is the closing price at National Stock Exchange (NSE) as on date of Notice.

l) **The class or classes of persons to whom the allotment is proposed to be made:**

The allotment is proposed to be made to the Proposed Allottees as mentioned at point no.'k' above.

m) **Shareholding Pattern before and after the Preferential Issue:**

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of Equity Shares held as on May 25, 2018	% of shareholding	No. of Equity Shares held	% of Shareholding
A	<b>Promoters' holding:</b>				
1	Indian:				
	Individual	2321729	3.22	2321729	3.07
	Bodies Corporate	29462610	40.80	32868024	43.47
	<b>Sub Total</b>	<b>31784339</b>	<b>44.02</b>	<b>35189753</b>	<b>46.54</b>
2.	Foreign Promoters	Nil	-	Nil	-
	<b>Sub Total (A)</b>	<b>31784339</b>	<b>44.02</b>	<b>35189753</b>	<b>46.54</b>
B	<b>Non Promoters' holding</b>				
1.	Institutional Investors (including FII/FPI)	8449807	11.70	8449807	11.17
2.	Non-Institution:				
	Private Corporate Bodies	7877736	10.91	7877736	10.42
	Directors and Relatives	25333	0.04	25333	0.03
	Indian Public	14376026	19.91	14376026	19.01
	Others (Including NRIs)	9698245	13.43	9698245	12.83
	<b>Sub-Total (B)</b>	<b>40427147</b>	<b>55.98</b>	<b>40427147</b>	<b>53.46</b>
	<b>Grand Total</b>	<b>72211486</b>	<b>100</b>	<b>75616900</b>	<b>100</b>

**Note-**

- the figures in the Post-Issue Equity shareholding are on the assumption that all the CCPS will be subscribed, pursuant to the shareholders resolution and all said CCPS will be converted into equity shares. However, if any CCPS are not issued /allotted and the CCPS are not exercised, the figures will change accordingly.
- the figures in the Post-Issue Equity shareholding are on the assumption that conversion price will be Rs.293.65/-, which is the closing price at The National Stock Exchange (NSE) as on date of Notice.

**n) The expected dilution in equity share capital upon conversion of preference shares:**

There is no dilution in equity share capital upon conversion of Preference shares. However total promoter holding will increase from 44.2% to 46.54% assuming that all the CCPS will be converted at price of Rs. 293.65/-, which is the closing price of NSE as at the date of Notice.

**o) Proposed time frame within which the issue shall be completed:**

The allotment of CCPS shall be completed within a period of 15 days from the date of passing of the Resolution by the Shareholders provided where the allotment is pending on account of any approval from any Regulatory Authority/ Body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

**p) Change in control consequent to the preferential issue:**

There will be no change in the control of the Company consequent upon preferential allotment.

**q) Undertaking**

In terms of the ICDR Regulations, The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of ICDR Regulations, where it is so required.
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottees.

**r) Auditors' Certificate:**

A copy of the certificate from Statutory Auditors certifying that the issue is being made in accordance with the requirements of ICDR Regulations is available for inspection at the registered office of the Company during working Hours between 10.00 A.M.to 2.00 p.m. on all working days up to the date of passing of resolution through Postal Ballot.

**s) Lock-in Period:**

The securities allotted to Proposed Allottees shall be locked in as per Regulation 78 and other applicable provisions of ICDR Regulations.

**t) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

The Company has not made any allotment on preferential basis in last one year.

**u) Others:**

The issue of CCPS is in accordance with the provisions of the Memorandum and Articles of Association of the Company. Presently, the company is not having any outstanding preference shares. Accordingly, there is no subsisting default in the redemption of preference shares or in the payment of dividend on preference shares.

In terms of Sections 42, 55 and 62 of the Companies Act, 2013 and ICDR Regulations, approval of the Members by way of a Special Resolution is required to issue the CCPS by way of a preferential allotment on private placement basis.

The Board recommends the resolution proposed at Item No. 1 for your approval by way of a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives /Promoters of the Company are, in any way, concerned or interested, financially or otherwise in the resolution except their shareholding in the proposed allottee and holding the position of Independent Director by Mr. A. Karati in the proposed allottee.

By Order of the Board  
For **UFLEX LIMITED**,

**Sd/-**

**Ajay Krishna**

Sr. Vice President (Legal) &

Company Secretary

ACS No. 3296

**Place:** Noida

C-001, Krishna Apra Residency

**Dated:** June 01, 2018

E-8, Sector-61, Noida- 201301 UP)

**Regd. Office:**

305, 3rd Floor, Bhanot Corner, Pamposh Enclave,  
Greater Kailash-I, New Delhi – 110048







# UFLEX LIMITED

CIN: L74899DL1988PLC032166

Regd. Office : 305, Third Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash-I, New Delhi - 110 048

Phone: 011-26440917, 011-26440925, Fax : 011-26216922

Website: www.uflexltd.com E-mail: flexsec@vsnl.net

## POSTAL BALLOT FORM

Serial No.

Name & Registered Address of the Sole/ First named Shareholder	:
Name(s) of the Joint Holder(s), if any	:
Registered Folio No./ DP ID No. / Client ID No.* : (*Applicable to investors holding shares in dematerialized form)	:
Number of Shares held	:

I/We hereby exercise my/our votes in respect of the Resolution set out in the Notice dated 1<sup>st</sup> June, 2018 enumerated below to be passed by means of Postal Ballot by conveying and recording my/our assent or dissent to the said Resolution by placing the tick (√) mark at the appropriate box below (tick in both boxes will render the ballot invalid).

Item No.	Description	Type of Resolution	No. of Share	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	Issue of Compulsorily Convertible Preference Shares (CCPS) on preferential basis	Special			

Place : \_\_\_\_\_

E-Mail ID : \_\_\_\_\_

Mobile No. : \_\_\_\_\_

Date : \_\_\_\_\_

\_\_\_\_\_  
Signature of Member

### ELECTRONIC VOTING PARTICULARS

EVSN	USERID	PAN	DOB
180530007			

#### Notes :

- Each Equity Share carries one vote.
- If the voting rights are exercised electronically, there is no need to use this form.

## INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Mahesh Kumar Gupta, Proprietor, M/s Mahesh Gupta & Co., Practicing Company Secretary in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the members will also be accepted.
2. The self addressed business reply envelope is addressed to the Scrutinizer.
3. This Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours (i.e. upto 5:00 P.M.) on Saturday, July 07, 2018. All Postal Ballot Forms received after this date will be strictly treated as if reply from such member has not been received.
5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint-holders.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter/Power of Attorney.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., upto 5:00 p.m. on Saturday, July 07, 2018.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on the Record date i.e. Friday, June 01, 2018. Members are requested not to send any other paper along with the Postal Ballot Form in the attached self-addressed business reply envelope. Any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. A Member need not use all the votes nor needs to cast all the votes in the same way.
10. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The exercise of vote under Postal Ballot process is not permitted through proxy.
13. The results of the Postal Ballot will be declared on Monday, July 09, 2018 at 4:00 P.M. The result of the postal ballot will be posted on the Company's website: [www.uflexltd.com](http://www.uflexltd.com) and website of Central Depository Services (I) Ltd. besides communicating the same to the National Stock Exchange of India Limited and BSE Limited. The result of the postal ballot shall also be announced through newspaper advertisement.

### OPTION OF E-VOTING

As an alternative to voting through Postal Ballot, the Company is pleased to offer e-Voting facility to all the Members of the Company to enable them to cast their votes electronically instead of through Postal Ballot Forms. The detailed procedure for e-Voting is explained in the Notes to the Notice of Postal Ballot.