

NOTICE OF 37TH ANNUAL GENERAL MEETING

Notice of 37th Annual General Meeting

Notice is hereby given that the 37th Annual General Meeting of the Members of UFLEX Limited will be held on **Wednesday, 29th July, 2026 at 12:30 PM (IST)** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:-

ORDINARY BUSINESS:

1. **To consider and adopt:**

- a) The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 together with the reports of the Board of Directors and the Auditors thereon; and;
- b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon;

2. To declare the Dividend on the Equity Shares of the Company for the Financial Year Ended March 31, 2026

3. To appoint a Director in place of Mr. Ashok Chaturvedi (DIN: 00023452), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS (ES)

4. **Re-appointment of Mr. Paresh Nath Sharma (DIN 00023625) as an Independent Director of the Company**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('Rules') (including any statutory modification(s) or re-enactments(s) thereof for the time being in force), Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Paresh Nath Sharma (DIN 00023625), who was appointed as an Independent Director of the Company and holds office up to 10th February, 2027 and is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the Rules framed thereunder and Regulation 16(1) (b) of the Listing Regulations and has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing with effect from 11th February, 2027 up to 10th February, 2032 (both days inclusive).

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby also accorded for the re-appointment of Mr. Paresh Nath Sharma (DIN 00023625), having attained the age of 75 years, as a Non-Executive, Independent Director of the Company.”

5. **To alter the Memorandum of Association (MOA) of the Company as per the Companies Act, 2013**

To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 4, 13, 15 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, read with Table A of Schedule I and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such other approvals, consents, sanctions and permissions as may be necessary in this regard from appropriate authorities and agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee or one or more Directors), the consent of the members be and is hereby accorded for alteration of the Memorandum of Association ('MOA') of the Company as under:

- A. The title of the existing Clause III(A) be and is hereby amended from “The Main objects to be pursued by the Company on its incorporation are” to “The objects to be pursued by the Company on its incorporation are”
- B. The existing main objects of the Company as referred to in Clause III(A) from sub clauses no. 1 to 11 of the Memorandum of Association be reframed and while retaining the essence of the business objectives of the Company, be substituted with sub-clauses no 1 to 15 as follows:
 1. To carry on the business as manufacturers and dealers in all kinds of laminates of glassine, paper, board, cellophane, bi-axially oriented poly propylene, polypropylene resin, polyester, foil, craft, flexible films and manufacturers and dealers of printed or unprinted cartons, leaflets, folders, stickers, bags and pouches of various types and to carry on the business as manufactures, distributors, sellers, buyers, exporters, importers of containers, bottlers, tubes, drums, caps, cap closures, shoulder caps, clever caps, vacuum metalized caps, zipper products, plastic core plugs, moulded articles, injection moulded products and other packaging articles made from all types of materials and substances of different shapes, dimension and thickness and suitable for all types of packaging.
 2. To carry on the business as manufacturers and dealers in all kinds and classes of paper board and paper pulp and all kinds of articles made thereof and to convert, treat or turn to account by any process or method of manufacture synthetic chemical or otherwise or in any other manner timber, wood dropping, fly cotton or cotton waste, cotton seeds, bamboo, grass, straw, jute sticks, sisal, fiber, flax hamp, hassin, gunnies, sugarcane bagasses, asbestos, rags, waste paper, water hyacinth or any kind of pulp, or other substances prepared from these or from other vegetables, minerals, chemicals or any other substances and prepare and manufacture newsprints papers, crafts and board of all kinds and such other things or by products thereof.
 3. To carry on the business as manufacturers and dealers in all kinds of printers like stereotypers, rotogravure printers, flexographic printers, electrotypes, photographic printers, art printers, lithographers, cromolithographers, engravers, block makers, die sinkers, die stampers, machine rulers, numerical printers, paper makers, ticket manufacture, paper bags, book sellers, diary printers, card printers, steel sheet printer, aluminium sheet printer, artificial leather manufacturer, decorative laminates manufacturer, vinyl flooring manufacturer, wall paper printer, and to work and run all kinds of printing press either by mechanical, oil, steam, petrol, electricity, power or any motive power.
 4. To manufacture, process, formulate, buy, sell, trade, import, export, and otherwise deal in all types of printing inks, including liquid inks and dry inks such as toners, carbon blacks, additives, and allied products; industrial coatings (including protective, decorative, specialty, and performance coatings); pigments (organic and inorganic), dyes, dye intermediates, varnishes, resins, oils, and all kinds of organic and inorganic chemicals, including metallic salts, metal complexes, catalysts, acids, alcohols, extenders, driers, and other additives and intermediates of every description. To manufacture, trade, deal, import, export, and handle all kinds of raw materials, components, consumables, packing materials, and machinery required for the production of the aforesaid products, and to carry on the business in chemicals of all kinds, including adhesives, gums, rubber, plastics, synthetic materials, resins, coatings, and all related raw materials and intermediates.
 5. To manufacture, trade, deal, import, export and carry on the business of all kinds of Polyethylene Terephthalate Chips (PET Chips), Polyester Granules, PET Bottles, PET Jars, PET Performs, PET Articles, PET Chips with additives for film grade, fibre grade, bottle grade, tyre cord grade, suitable for subjecting to post polymerization, aster batch chips for film, fibers, coloured fibers, Polybutylene Terephthalate Chips (PBT Chips) and other requisite raw materials/ intermediates and machinery of all descriptions and types required for the manufacture and use of the same.
 6. To manufacture, produce, refine, purchase, sell, prepare, import, export and generally to deal in all kinds of alcohol and spirits for industrial use or as fuel, citric acid, vinegar, acetic acid, ethyl acetate, acetaldehyde, carbonic acid, gas, dry ice and allied works.
 7. To plan, design, develop, improve, market, distribute, sell, licence, install, alter, import, export or otherwise, deal in or with all software, hardware and programs of any and all kinds and descriptions and

to carry on the business of designing, engineering, planning and application of electronic equipments and devices and data processing machines of all types and to manufacture, assemble, import, export, distribute, repair, service, install, trade in all kinds of telephone and telecommunication equipments for or in connection with telecommunications, media services, wireless and cellular services, call centre services or electronic data processing equipments, including computers and microcomputer based products, computer networking, electronic commerce, E.R.P.s., internet, intranet, web designing and other web based products, applications and services, telecommunications peripheral equipment and terminals, computer networking products and services and to carry on the business and/or activity of imparting education, training in computer software, hardware, office automation, web. internet, internet services, multimedia, e-commerce, Nfc/rfid labels, Electric cables E.R.P. development and/or implementation, communication systems, or in various other disciplines at of information technology, whether in India and abroad and impart training in various disciplines of information technology and management.

8. To carry on all or any of the business as mechanical and electrical engineers and manufacturers suppliers of all kinds of implements and machinery including packaging machinery, Flexibles woven and non-woven machinery, converting machineries, Recycling Machinery & other processing equipments used in packaging industry, tool makers, smiths, steel and brass foundries, metal workers, machinists, iron and steel workers, metallurgists, electrical goods and accessories, engineers, gas suppliers and suppliers of agricultural implements, motor and automobile spare parts and sugar mill machinery, pharmaceutical machinery, manufacturers of surgical instruments and to buy, sell, repair, convert, let on hire and deal in minerals, metals, machinery, implements, rolling stocks & hardwares and to act as consulting engineers and management consultants and to prepare project reports and plan layouts and provide technical advice, guidance and supervision in the erection, installation, commissioning of any kind, which the Company could undertake.
9. To carry on, execute and conduct general contracting business, to submit tenders and undertake to do all sorts of building, roof sheets/ wall papers / wall partition/ wall sheets/ false ceiling/ liner, manufacturing, producing, farming, surveying, supplying, designing, enlarging, re- modeling, managing, administering, controlling and supervising business and to carry on the business of leasing of moveable properties of any kind including industrial machinery, plants of all kinds and financing the purchase thereof.
10. To carry on the business activities in the new and renewable source of energy, i.e. Solar Photovoltaic field and to carry on the business as manufacturers, processors, assemblers, filters, engineers, agents, representatives, proprietors, merchants, importers, exporters and dealers in Photovoltaic Modules used in the System Integration of various types of Solar Photovoltaic systems such as Water Pumping, Street Lighting, Telecommunications, Rural Electrifications, Medical Centres and Vaccine, Refrigerators, Cathodic Production Plants, large scale grid connected plants and various other applications and also to manufacture Solar Cells and active materials for PV use.
11. To carry on the business as owners, builders, colonizers, developers. promoters, proprietors, lessors, civil contractors, interior decorators, of multi-storied buildings & apartments, residential, commercial and industrial buildings, malls, multiplexes, township projects, colonies, stone crusher mill's and factory's sheds and buildings, workshop's buildings, cinema's houses buildings and to undertake and carry on the business of purchasing, selling and developing any type of land or plot whether residential, commercial, industrial, rural or urban that may belong to the Company or to any other person of whatever nature on commission basis and for that purpose to make agreements to sell the land and building, apartments and to carry on business as infrastructure provider, developer, designer, owners, proprietors, builders, managers, operators, hires and dealers of urban and industrial townships, special economic zone, IT parks, software technology parks etc.
12. To manufacture, produce, process, convert, treat, print, laminate, coat, extrude, mould, assemble, and otherwise deal in all types of liquid packaging materials including but not limited to cartons, aseptic packages, flexible packaging, multilayer laminates, pouches, bottles, caps, closures, containers, and allied products made from paperboard, plastics, polymers, aluminium foil, glass, and other materials.

13. To carry on the business of designing, manufacturing, importing, exporting and generally to dealing in all kinds of holograms and holographic products, including security labels, Excise Adhesive Labels (Tax Stamps) films, foils, and authentication solutions for anti-counterfeiting, brand protection, Security Printing and packaging applications across sectors.
 14. To collect, process, recycle, and manage post-consumer and post-industrial plastic waste, and to convert such waste into reusable raw materials including granules, flakes, pellets, and finished plastic products; and to carry on the business of manufacturing, trading, buying, selling, importing, exporting, and distributing such recycled materials and products.
 15. To provide Marketing support services, information technology (IT) services, including software development, data processing, systems integration, infrastructure management, technical support, and IT consulting services, primarily to subsidiary and group companies, and to undertake all related activities incidental or ancillary thereto.
- C. The title of the existing Clause III(B) be and is hereby amended from “The Objects Incidental or Ancillary to the attainment of Main Objects are” to “Matters which are necessary for furtherance of the objects specified in Clause III (A) are” containing sub-clause number 1 to 51 be retained and references to the provisions of Companies Act, 1956 be replaced with the corresponding provisions of the Companies Act, 2013 and relevant rules framed thereunder.
- D. The existing Clause III (C) i.e. “The other objects are” containing sub clause numbered 1 to 76, be and is hereby stands deleted in full.

RESOLVED FURTHER THAT the existing Clause IV i.e. “The Liability of the members is limited” be and is hereby deleted and replaced by new Clause IV i.e. “The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them”.

RESOLVED FURTHER THAT the necessary revision in numbering the clauses of the MOA be carried out in view of the aforesaid and the altered Memorandum of Association of the Company in accordance with Table A of Schedule I of the Companies Act, 2013 be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto, to accept, assent, or carry out such modification(s), alteration(s), amendment(s), or correction(s) in the Memorandum of Association of the Company as may be required, suggested, or directed by the Registrar of Companies (ROC), Regional Director, Ministry of Corporate Affairs, or any other competent statutory/regulatory authority while granting approval and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this regulation to the Committee of Directors of the Company or Officer(s) of the Company in order to give effect to this resolution.”

6. **To approve increase in investment limits for non-resident Indians and overseas citizens of India**

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

“RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended (“FEMA”), Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended up to date, the Consolidated Foreign Direct Investment Policy Circular of 2020 issued by the Department for Promotion of Industry and Internal Trade, Government of India, Master Directions – Foreign Investment issued by the Reserve Bank of India (as amended from time to time), the Companies Act, 2013, and the rules and regulations notified thereunder as amended (collectively referred to as the “Companies Act”) and subject to all applicable approvals, permissions and sanctions guidelines, circulars of the Reserve Bank of India (“RBI”), the Ministry of Finance, Government of India, the Ministry of Corporate Affairs, Government of India and other concerned authorities and

subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the board of directors of the Company ("Board"), the limit of investment by NRIs and OCIs on a repatriation basis in the equity shares bearing face value of ₹10/- each of the Company, including, without limitation, by subscription in the initial public offering in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, is increased from 10% to 24% of the paid-up equity share capital of the Company on a fully diluted basis, provided however that the shareholding of each NRI or OCI in the Company shall not exceed 5% of the total paid-up equity share capital of the Company on a fully diluted basis or such other limit as may be stipulated by RBI in each case, from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company, be and is hereby authorized to take all necessary steps, including making the necessary applications, filling relevant forms, declarations etc. with the relevant authorities and to do all such acts, deeds and things as may be, in their absolute discretion, deemed necessary, proper or desirable for the purpose of give effect to this resolution".

7. Ratification of the remuneration payable to the Cost Auditors

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the remuneration payable to M/s Jitender, Navneet & Co., Cost Accountants (Firm Registration No.00119) appointed as the Cost Auditors of the Company to conduct the Cost Audit of all applicable products for the Financial Year ending 31st March, 2027, amounting to Rs. 26.25 lacs (Rupees Twenty Six Lacs Twenty Five Thousand Only) plus taxes, as applicable, and reimbursement of travel and out-of-pocket expenses in connection with the said audit, be and is hereby ratified and confirmed".

By Order of the Board,

Ritesh Chaudhry
Sr. Vice President (Secretarial) &
Company Secretary
ACS No.- 19966

Dated : 30th May, 2026

Place : NOIDA

Regd. Office:

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

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standards-2 ("SS-2") on the General Meeting is annexed hereto.
2. The Register of Members and the Share Transfer books of the Company will remain closed from **Saturday 27th June, 2026 to Friday 3rd July, 2026** (both days inclusive), for annual closing and determining the entitlement of the Members to the Dividend for Financial Year 2025-26.
3. Central Depository Services Limited, ("CDSL") will be providing facility for voting through remote e-Voting, for participation in the 37th AGM through VC/OAVM Facility and e-Voting during the 37th AGM.
4. CDSL e-Voting System – For Remote e-voting and e-voting during AGM
 - i. In accordance with the Ministry of Corporate Affairs (MCA), vide its circular no. 3/2025 dated September 22, 2025 (in continuation with circulars issued earlier in this regard) (MCA Circulars) and Securities and Exchange

Board of India (SEBI) circular dated October 3, 2024 and other applicable circulars issued in this regard (collectively referred to as SEBI circulars) providing relaxations to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws and regulations, holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Members of the Company is being held through VC / OAVM. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with applicable MCA and SEBI Circulars. The registered office of the Company shall be deemed to be the venue for the AGM.

- ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), "MCA Circulars" & and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2023 (in relation to E-voting facility provided by Listed entities), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- iii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- v. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.uflexltd.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. "The BSE Limited" and "The National Stock Exchange of India Limited" at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- **Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**
- **Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non- individual shareholders in demat mode.**
 - (i) The voting period begins on from **9:00 Hours IST on Sunday, 26th July, 2026** and ends on **Tuesday, 28th July, 2026, 17:00 Hours IST**. 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 Wednesday, 22nd July, 2026**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 1) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website and click on login & My Easi New (Token) Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https:// eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/ evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/ mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non- individual shareholders in demat mode.

(v) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on “Shareholders” module.

- 1) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 2) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

- 3) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. 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.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for **UFLEX LIMITED** on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.

Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@uflexltd.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 (Three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 (Three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at secretarial@uflexltd.com. These queries will be replied to by the company suitably by email.

7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
9. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to **Company** (secretarial@uflexltd.com) / **RTA** (beetalrta@gmail.com)

For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

5. Other Guidelines for Members

- a. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the **cut-off date of Wednesday, 22nd July, 2026.**
- b. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
- c. Mr. Mahesh Kumar Gupta, Proprietor M/s. Mahesh Gupta & Co., Company Secretaries (FCS No.: 2870, C P No.: 1999) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of e-Voting at the 37th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 37th AGM, who shall then countersign and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the

website of the Company at www.uflexltd.com and on the website of CDSL at <https://www.evotingindia.com/> immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the Stock Exchanges i.e. "The National Stock Exchange of India Limited" ("NSE") and "The BSE Limited" ("BSE").

6. Pursuant to the MCA Circulars and SEBI Circulars, the Notice of the 37th AGM and the Annual Report for the year 2025-26 including the Audited Financial Statements for the year 2025-26, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 37th AGM and the Annual Report for the year 2025-26 and all other communication sent by the Company, from time to time, can get their email address registered with the Company / RTA or respective Depository Participant(s) (DP).

In accordance with provisions of Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended, the Company will be sending letters to the Shareholders whose email IDs are not register with the Company/RTA/DPs. Providing a web-link from where the Annual Report can be accessed on the website of the Company.

7. The Board of Directors has recommended a Dividend of Rs. 3/- Rupees Three only) per Equity Share of Rs.10.00 each for the year ended 31st March, 2026 that is proposed to be paid on and before 27th August, 2026 subject to the approval of the shareholders at the 37th Annual General Meeting.
8. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company. Further, with respect to Deduction of Tax on Dividend, the communication in this regard is sent/being sent to the shareholders separately in the permitted mode.
9. The dividends, if any, approved by the Members will be paid as per the mandate registered with the Company or with their respective Depository Participants.
10. Members may please note that effective April 1, 2024, SEBI has mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), Bank Account details & Specimen Signature ("KYC").

Further, in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their KYC are requested to furnish Form ISR-1, Form ISR-2 and SH-13 or SH-14 (available on the Company's website at https://www.uflexltd.com/pdf/SC/2021/UFlex_Mandotry_KYC_Letter.pdf to update KYC and choice of Nomination (in case the same are not already updated), with the Company's Registrar and Share Transfer Agent i.e. Beetal Financial & Computer Services (P) Limited at Beetal House, 3rd Floor 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukhdas Mandir, New Delhi- 110062.

Further, Members holding shares in demat form are advised to update their Electronic Bank Mandate through their Depository Participant(s).

Members may further note that in terms of the SEBI Mater Circular bearing no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated: May 7, 2024, it is mandatory for the listed companies to issue securities in dematerialized form only while processing service requests, viz., issue of duplicate securities certificate, claim from unclaimed suspense account, splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition etc. Accordingly, Members are requested to make service requests by submitting the duly filled and signed Form ISR-4, the format of which is available on Company's website at https://www.uflexltd.com/pdf/SC/2026/KYC_FORMS.pdf.

It may be noted that any service request can be processed only after the folio is KYC compliant.

Members may kindly note that in accordance with SEBI Circular reference SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, the Company is registered on the newly launched SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Members can access the SMART ODR Portal via the following link: <https://smartodr.in/login> Members may feel free to utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).

Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The Company has, accordingly transferred Rs. 9,41,556.00 (Rupees Nine Lac Forty One Thousand Five Hundred Fifty Six only) being the unpaid and unclaimed dividend amount pertaining to Dividend, 2017-18 to the Investor Education and Protection Fund of the Central Government during the year 2025-26.

The Company has been sending reminders to Members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded on the website of the Company at www.uflexltd.com (Weblink: <https://www.uflexltd.com/unpaid-unclaimed-dividend-details.php>). Members who have not encashed Dividend for the financial year 2018-19 or any subsequent dividend declared by the Company, are advised to write to the Company immediately.

11. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, 42,718 (Forty Two Thousand Seven Hundred Eighteen Only) Equity Shares of Rs.10/- each on which the dividend remained unpaid or unclaimed for seven consecutive years, were transferred during the year 2025-26 to the IEPF Account after following the prescribed procedure.

Further, Members who have not claimed / encashed their dividends in the last seven consecutive years from 2018 onwards are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.

12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
13. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.

Electronic copy of all the documents referred to in the accompanying Notice of the 37th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.uflexltd.com

During the 37th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act at Company's website www.uflexltd.com.

14. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 37th AGM, forms integral part of the Notice of the 37th AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
15. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Re-appointment of Mr. Paresh Nath Sharma (DIN 00023625) as an Independent Director of the Company

Mr Paresh Nath Sharma (DIN 00023625) was appointed as an Independent Director of the Company, w.e.f. 11th February, 2022 to hold office for the first term of 5 consecutive years i.e up to 10th February, 2027

The Nomination and Remuneration Committee, on the basis of the report of performance evaluation of Mr. Paresh Nath Sharma (DIN 00023625) has recommended to the Board, the re-appointment of Paresh Nath Sharma (DIN 00023625), as an Independent Director of the Company for a second term of 5 (Five) consecutive years i.e. from 11th February, 2027 to 10th February, 2032 subject to the approval of the Members. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing his candidature for the office of Independent Director.

Mr. Paresh Nath Sharma (DIN 00023625), aged 76 years, has more than five decades of experience in the field of Finance, Audit, Export, Personnel & Administration. The extensive background makes him exceptionally qualified to provide strategic guidance, ensuring robust financial governance and transparency for the Company. The matter regarding re-appointment of Mr. Paresh Nath Sharma (DIN 00023625) as an Independent Director was placed before the Nomination and Remuneration Committee and it has recommended his re-appointment, as aforesaid.

The Company has received from Mr. Paresh Nath Sharma (DIN 00023625) (i) Consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules'); (ii) Intimation in Form DIR-8 that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16(1)(b) of SEBI Listing Regulations; (iv) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and (v) Declaration that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. Mr. Paresh Nath Sharma (DIN 00023625) has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs and he is not related to any Director or Key Managerial Personnel ('KMP') of the Company.

In terms Regulation 17(1A) of the SEBI Listing Regulations, 2015, , no listed company shall appoint or re-appoint or continue the directorship of a non-executive director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such re-appointment In view of his rich experience and active participation in meetings, the Board of Directors are of the opinion that his association would be of beneficial to the Company and hence, it is desirable to re-appoint him as an Independent Director.

Mr. Paresh Nath Sharma (DIN 00023625) fulfils the conditions specified under the Act read with Rules thereunder and the SEBI Listing Regulations for his appointment as an Independent Non-Executive Director of the Company and is independent of the Management.

Details pertaining to Mr. Paresh Nath Sharma (DIN 00023625) are provided in the "Annexure" to the Notice pursuant to the provisions of (i) Regulation 36(3) of SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Except Mr. Paresh Nath Sharma (DIN 00023625), none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the members as a Special Resolution

Item No. 5

To alter the Memorandum of Association (MOA) of the company as per the Companies Act, 2013

The existing Memorandum of Association ("MOA") of the Company, as currently structured, was originally drafted, formulated, and adopted under the provisions of the Companies Act, 1956. Consequent upon the enactment and

implementation of the Companies Act, 2013 (the “Act”), the statutory frameworks, nomenclature and requirements governing corporate charters have undergone substantial structural modifications. The existing MOA contains numerous references to specific sections, tables, and schedules of the erstwhile Companies Act, 1956, which are now obsolete, repealed, and legally redundant.

Accordingly, in order to ensure corporate compliance, maintain statutory clarity, and align the Company’s primary constitutional document with the prevailing regulatory architecture, it is deemed necessary to alter the existing MOA by substituting it entirely with a new set of MOA in line with table A of Schedule I of the Companies Act, 2013.

Further, in view of the evolving business requirements and future growth strategy, it is proposed to amend the Object Clause of the Memorandum of Association to facilitate greater flexibility and to pursue new business opportunities, diversify into allied and related sectors, support group companies, and adopt emerging technologies, innovations, and sustainable practices in the packaging industry. The proposed changes will enable the Company to enhance operational synergies, expand its business scope, and capitalize on growth opportunities while creating long-term value for stakeholders.

Therefore, your directors have proposed the following :-

- a. The title of the existing Clause III(A) proposed to be amended from “The Main objects to be pursued by the Company on its incorporation are” to “The objects to be pursued by the Company on its incorporation are” and the existing main objects of the Company as referred to in Clause III(A) from sub clause no. 1 to 11 of the Memorandum & Articles of Association be reframed and retaining the essence of the business objectives of the Company, be substituted with sub clauses no 1 to 15 as referred to in the resolution set out at Item no. 5 of the Notice.
- b. The title of the existing Clause III(B) proposed to be amended from “The Objects Incidental or Ancillary to the attainment of Main Objects are” to “Matters which are necessary for furtherance of the objects specified in Clause III (A) are” containing sub-clause number 1 to 51 be retained and references to the provisions of Companies Act, 1956 be replaced with the corresponding provisions of the Companies Act, 2013 and relevant rules framed thereunder.
- c. The existing Clause III (C) i.e. “The other objects are” containing sub clause numbered 1 to 76, proposed to be deleted in full.
- d. The existing Clause IV i.e. “The Liability of the members is limited” proposed to be deleted and replaced by new Clause IV i.e. “The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them”.

The Copy of the altered Memorandum of Association shall be available for inspection by the members at the registered office of the Company during normal business hours on all working days and shall also available on the website of the Company at www.uflexltd.com (Weblink: https://www.uflexltd.com/pdf/IR/DRAFT_MOA_UFLEX_2026.pdf). The same shall also be available for inspection during the Annual General Meeting.

In accordance with Sections 13 and 14 of the Companies Act, 2013, a special resolution must be passed by the members to approve the alteration to the Memorandum of Association of the Company.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 5 of the Notice for the approval of the members.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

Item No. 6

To approve increase in the investment limits for Non-resident Indians (“NRI”) and Overseas Citizens of India (“OCI”)

In terms of Foreign Exchange Management Act, 1999, as amended, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended (the “FEMA Regulations”), and the Consolidated Foreign Direct Investment

Policy Circular of 2020, as amended (together with the FEMA Regulations, the “FEMA Laws”), the Non-resident Indians (“NRI”) and Overseas Citizens of India (“OCI”), together, can acquire and hold on a repatriation basis up to an aggregate limit of 10% of the paid up equity share capital of an Indian company. The FEMA Laws further provide that the limit of 10% can be further increased up to 24%, by passing a special resolution to that effect by the shareholders and followed by necessary filings with Reserve Bank of India, as required under FEMA Laws.

The NRI & OCI investments tend to be relatively stable compared with short-term portfolio flows, making them a supportive component of the equity market and considering the relatively low ceilings on participation by overseas individuals restricted the scale of participation. Therefore, to facilitate greater participation of NRI & OCI and improve access to stable, long-term overseas funds, it is proposed to increase the foreign investment limit of NRIs and OCIs to 24% of the paid-up equity share capital of the Company.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 6 of the Notice for the approval of the members.

None of the directors, key managerial personnel and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, except in the ordinary course of business.

Item No. 7

Ratification of the remuneration payable to the Cost Auditors

The Board of Directors, on the recommendation of Audit Committee, has re-appointed M/s. Jitender, Navneet & Co., Delhi, Cost Auditors, (Firm Registration No.00119) for the Financial Year 2026-27 at a remuneration amounting to Rs. 26.25 lacs (Rupees Twenty Six Lacs Twenty Five Thousand Only). As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the appointment and remuneration payable to the Cost Auditors is to be approved and ratified by the Shareholders.

The Board of Directors recommends Ordinary Resolution set out at Item No. 7 for approval by the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

By Order of the Board,

Ritesh Chaudhry
Sr. Vice President (Secretarial) &
Company Secretary
ACS No.- 19966

Dated : 30th May, 2026
Place : NOIDA

Regd. Office:

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

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE FORTHCOMING
ANNUAL GENERAL MEETING
(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015) and SS-2 issued by ICSI**

Name of Director	Mr. Ashok Chaturvedi	Mr. Paresh Nath Sharma
Date of Birth	15.10.1956	15.08.1949
Date of First Appointment on the Board	21.06.1988	11.02.2022
Experience in specific Functional areas	Chief Promoter of UFLEX Group of Companies who had set up the business himself being the first generation entrepreneur and has in depth knowledge in flexible packaging business of the Company.	Mr. Paresh Nath Sharma is a Chartered Accountant having four & half decades of wide and varied experience in the field of Finance and other related areas.
Qualification	B.Sc.	Chartered Accountant
Terms and Conditions of appointment or re-appointment	Mr. Ashok Chaturvedi retires by rotation at the ensuing Annual General Meeting	Mr. Paresh Nath Sharma is proposed to be re-appointed as Independent Director, not liable to retire by rotation, for a second term of 5 years i.e. to hold office upto 10 th February, 2032.
Remuneration sought to be paid	Remuneration is being paid as per Terms and Conditions earlier approved by the Shareholders by Postal Ballot on 8 th February, 2024.	Eligible for sitting fee for attending Committee/Board Meetings.
Remuneration last drawn	As per approval of shareholder by the Postal Ballot on 8 th February, 2024.	Not Applicable
Shareholding in the Company	5,02,533 Equity Shares	Nil
Relationship with other Directors, Manager and other key managerial personnel	Not related to any other Directors and other Key Managerial Personnel of the Company	Not related to any other Directors and other Key Managerial Personnel of the Company
No. of Meeting of the Board attended	4	4
Directorship in other Listed Companies	Flex Foods Limited	- Nukleus Office Solutions Limited - Flex Foods Limited
Listed entities from which the person has resigned in the past three years	--	--

Name of Director	Mr. Ashok Chaturvedi	Mr. Paresh Nath Sharma
Member / Chairman of Committee of the Board of the Public Limited Companies on which he / she is Director	• UFLEX Limited Committee of Directors – <i>Chairman</i> • Flex Foods Limited Committee of Directors – <i>Chairman</i>	UFLEX Limited • Audit Committee- <i>Chairman</i> • Stakeholders' Relationship Committee– <i>Chairman</i> • Nomination and Remuneration Committee-<i>Chairman</i> • Risk Management Committee – <i>Chairman</i> • Corporate Social Responsibility (CSR) Committee – <i>Member</i> • Committee of Directors - <i>Member</i> Nukleus Office Solutions Limited • Audit Committee- <i>Member</i> • Stakeholders' Relationship Committee– <i>Chairman</i> • Nomination and Remuneration Committee-<i>Member</i> • Corporate Social Responsibility (CSR) Committee – <i>Member</i> • Risk Management Committee – <i>Member</i>
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Leadership, Business Strategy, Industry Experience specially in Flexible Packaging Industry, Sales & Marketing, Strategic Planning, Product Innovation, etc.	Finance, Audit, Export, Personnel & Administration

**DETAILS OF SHAREHOLDING OF NON-EXECUTIVE DIRECTORS OF THE COMPANY
AS ON 31.03.2026**

(Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Sl. No.	Name of Director	No. of Equity Shares
1.	Mr. Paresh Nath Sharma	NIL
2.	Mr. Sujit Kumar Varma	NIL
3.	Mr. Ghyanendra Nath Bajpai	NIL
4.	Mrs. Rashmi Verma	NIL

CONTACT US



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+91-11-26440925



secretarial@uflexltd.com



www.uflexltd.com