

To,
The Manager,
Listing Department,
National Stock of Exchange Limited (NSE),
Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai - 400051
Maharashtra, India

Date: 10-02-2025

SYMBOL – MEGAFLEX

Dear Sir / Madam,

Sub: - Outcome of the meeting held today i.e., February 10, 2025, in respect of 2nd Conversion of Equity Share warrants (“warrants”) into Equity Shares, Re-Appointment of the Secretarial and Internal Auditor

This is with reference to the above-mentioned subject, we hereby inform that the Board of Directors at the meeting of the Board of Directors held on today i.e. 10/02/2025 at the Registered office of the Company situated at 4, Ho Chi Minh Sarani, Suite-2A, Kolkata-700071 has:

(i) Converted 10,29,000 (Ten Lakh Twenty-Nine Thousand) no. of Warrants into 10,29,000 no. of Equity Shares:

Pursuant to the approval of Shareholders by postal ballot on June 14, 2024, the Board of the Directors of the Company (the “Board”) in their meetings held on June 24, 2024, allotted 13,86,000 (Thirteen Lakh Eighty-Six Thousand) convertible equity share warrants (“warrants”) on preferential basis to promoters, members of promoter group and non-promoters.

Further, we wish to inform you that the Board in its meeting held today, i.e., on February 10, 2025, considered and approved the conversion of 10,29,000 (Ten Lakh Twenty Nine Thousand) Warrants into 10,29,000 (Ten Lakh Twenty Nine Thousand) Equity Shares of face value of ₹ 10/- each, upon receipt of an amount aggregating to ₹3,08,70,000/- (being the balance 75% of the issue price per warrant) from the allottees (mentioned in '*Annexure – I*') pursuant to the exercise of their right of conversion into equity shares in accordance with the Special resolution of the members dated June 14, 2024 and the provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Consequent to aforementioned conversion of warrants and allotment of Equity Shares, none of the warrants remain pending for conversion.

Pursuant to the conversion, the Issued, Subscribed and Paid-up Equity Share Capital of the Company stands increased to ₹12,13,10,250/- (Rupees Twelve Crores Thirteen Lakhs Ten Thousand Two Hundred Fifty only) consisting of 1,21,31,025 (One Crore Twenty-One Lakhs Thirty-One Thousand Twenty-Five) fully paid-up Equity Shares of ₹10/- each. The new equity shares so allotted shall rank pari-passu with the existing equity shares of the Company.

Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015 is provided in '*Annexure II*'.

(ii) Re-Appointment of M/s. Mukesh Chaturvedi as the Secretarial Auditor of the Company:

On the recommendation of the Audit Committee to appoint M/s. Mukesh Chaturvedi, Practising Company Secretary, (COP No.-3390) having ICSI membership No. 11063, as the Secretarial Auditor (“Auditor”) of the Company w.e.f. 10/02/2025 for the Financial Year 2024-2025 on such remuneration including the reimbursement of out of pocket expenses, incurred if any, as may be mutually decided by the Board and the auditor and may be revised from time to time by the Board.

Requisite details as required under Regulation 30 of SEBI Listing Regulations, read with Schedule III thereto and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are disclosed in '*Annexure III*'.

(iii) Re-Appointment of M/s Vikash Chamaria as an Internal Auditor of the Company:

On the recommendation of the Audit Committee to appoint M/s Vikash Chamaria & Co Practising Chartered Accountant, (FRN-325174E) having ICAI membership No. 061966, as the Internal Auditor (“Auditor”) of the Company w.e.f. 10/02/2025 for the Financial Year 2024-2025 on such remuneration including the reimbursement of out-of-pocket expenses, incurred if any, as may be mutually decided by the Board and the auditor and may be revised from time to time by the Board.

Requisite details as required under Regulation 30 of SEBI Listing Regulations, read with Schedule III thereto and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are disclosed in '*Annexure IV*'.

The meeting started at 11:45 A.M. and concluded at 01:15 P.M.

You are requested to take note of the same.

Thanking You,

Yours Faithfully,

For Mega Flex Plastics Limited

**Parul Mantri
Company Secretary & Compliance Officer**

'ANNEXURE I'

Sl. No.	Name of Allottee	Category	No. of Equity Shares allotted	Consideration (in ₹)	Mode of Consideration
1	Channel Plastics Private Limited	Promoter	1,86,000	55,80,000.00	Banking Transaction
2	Hukum Chand Bothra	Promoter	75,000	22,50,000.00	Banking Transaction
3	Mohan Lal Parakh	Promoter	45,000	13,50,000.00	Banking Transaction
4	Rakesh Sethia	Promoter	2,10,000	63,00,000.00	Banking Transaction
5	Samta Polymers Limited	Promoter Group	2,01,000	60,30,000.00	Banking Transaction
6	Preeti Bothra	Promoter Group	45,000	13,50,000.00	Banking Transaction
7	Rajesh Bothra	Promoter Group	75,000	22,50,000.00	Banking Transaction
8	Sangeeta Bothra	Promoter Group	63,000	18,90,000.00	Banking Transaction
9	Sonal Bhura	Public	66,000	19,80,000.00	Banking Transaction
10	Sanjay Kumar Singh	Public	9,000	2,70,000.00	Banking Transaction
11	Mahendra Kumar Bothra	Public	9,000	2,70,000.00	Banking Transaction
12	Rajesh Singh	Public	9,000	2,70,000.00	Banking Transaction
13	Brijesh Singh	Public	9,000	2,70,000.00	Banking Transaction
14	Raunak Tater	Public	9,000	2,70,000.00	Banking Transaction
15	Pankaj Jain	Public	9,000	2,70,000.00	Banking Transaction
16	Indranil Sarkar	Public	6,000	1,80,000.00	Banking Transaction
17	Rajesh Kumar Sharma	Public	3,000	90,000.00	Banking Transaction
TOTAL			10,29,000.00	3,08,70,000.00	

'ANNEXURE II'

Sl. No.	Particulars	Remarks
1	Type of securities proposed to be issued	Equity shares pursuant to conversion of warrants
2	Type of issuance	Preferential Issue
3	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Allotment of 10,29,000 equity shares having face value of ₹10 each pursuant to the conversion of 10,29,000 warrants at an issue price of ₹40 (face value at ₹ 10/- each and premium ₹30/- each) upon receipt of balance 75% of issue price per warrant, aggregating to ₹3,08,70,000.00.
4	Names of the Investors	Channel Plastics Private Limited Hukum Chand Bothra Mohan Lal Parakh Rakesh Sethia Samta Polymers Preeti Bothra Rajesh Bothra Sangeeta Bothra Sonal Bhura Brijesh Singh Indranil Sarkar Mahendra Kumar Bothra Pankaj Jain Rajesh Kumar Sharma Rajesh Singh Raunak Tater Sanjay Kumar Singh
5	Number of Investors	17 (SEVENTEEN)
6	<p>Post allotment of securities</p> <p>i. outcome of the subscription</p> <p>ii. Issue price / allotted price (in case of convertibles)</p>	<p>Upon allotment of shares, the post allotment paid up capital stands at ₹12,13,10,250/- consisting of 1,21,31,025 equity shares of ₹10/-each.</p> <p>Bifurcation as follows:</p> <p>(a) Existing Share Capital – 1,11,02,025 equity shares of face value ₹10/- per share aggregating to ₹11,10,20,250/- and</p> <p>(b) Conversion of warrants into equity shares on 10.02.2025 – 10,29,000 equity shares of face value ₹10/- per share aggregating ₹ 1,02,90,000.00/-</p> <p>₹ 40/- each (face value at ₹ 10/- each and premium ₹ 30/- each); Warrants converted into equity shares consequent to payment of balance amount of ₹30/- per warrant i.e., 75% of the issue price.</p>

	iii. Number of Allottees	17 (SEVENTEEN)
7	In case of convertibles – Intimation on conversion of securities or on lapse of the tenure of the instrument	<p>An amount equivalent to 25% of the Warrant Issue Price has been received at the time of subscription and allotment of each Warrant and the balance 75% amount of the warrant issue price has been received at the time of exercise of option of conversion of warrants in to equity shares by the 17 (Seventeen) out of 19 (Nineteen) allottees to whom the warrants have been allotted.</p> <p>Consequent to today's conversion of warrants/allotment of Equity Shares, no warrants remain pending for conversion.</p>

Yours Faithfully,

For MEGA FLEX PLASTICS LIMITED

Parul Mantri
Company Secretary & Compliance Office

'Annexure III'

The requisite details as required under Regulation 30 of SEBI Listing Regulations, read with Schedule III thereto and SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

Sl. No.	Particulars	Information
1	Reason for change	Re-Appointment
2	Date of appointment & term of appointment	Date of Re-Appointment is 10/02/2025 & term of appointment is 1 year w.e.f 10-02-2025
3	Brief profile	M/s Mukesh Chaturvedi is a Practising Company Secretary, Sole proprietorship (Membership No. 11063, COP No. 3390) based in Kolkata. He is B.com (H), LLB, DSW from ISWBM, Kolkata. He has an experience in service and practice of more than 30 years. He has handled many assignments of delisting, company law matters at RD and ROC.

For MEGA FLEX PLASTICS LIMITED

Parul Mantri
Company Secretary and Compliance Officer

'Annexure IV'

The requisite details as required under Regulation 30 of SEBI Listing Regulations, read with Schedule III thereto and SEBI Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

Sl. No.	Particulars	Information
1	Reason for change	Re-Appointment
2	Date of appointment & term of appointment	Date of Re-Appointment is 10/02/2025 & term of appointment is 1 year w.e.f 10-02-2025
3	Brief profile	M/s Vikas Chamaria & Co. is a Practising Chartered Accountant, Sole proprietorship (Membership No. 061966, FRN. 325174E) based in Kolkata. He has an experience of more than 15 years in the field of Audit & Taxation.

For MEGA FLEX PLASTICS LIMITED

Parul Mantri
Company Secretary and Compliance Officer