

The Manager,  
Listing Department,  
National Stock Exchange of India Ltd,  
Exchange Plaza, C-1, G Block,  
Bandra – Kurla Complex, Bandra (East),  
Mumbai – 400051

**Date: January 21, 2025**

**Symbol: MEGAFLEX**

**Sub: Notice of Postal Ballot of Mega Flex Plastics Limited (“the Company”)**

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Dear Madam/Sir (s),

We attach herewith the Postal Ballot notice dated January 21, 2025 ("Notice") seeking approval of the Members of the Company, on the matter as set out in the said Notice.

In terms of the various circulars issued by the Ministry of Corporate Affairs read with the circulars issued by Securities and Exchange Board of India (SEBI) from time to time, the Notice is being sent only through electronic mode to the Members whose names appeared in the Register of Members/List of Beneficial Owners and whose email addresses are registered with Depositories or Company as on Friday, January 17, 2025 (Cut-off date).

The Board of Directors of the Company has appointed Mr. Abbas Vithorawala, Practicing Company Secretary (Membership No. ACS 23671 and CP No. 8827) as the Scrutinizer for conducting the postal ballot and E-voting process in a fair and transparent manner.

The Company has also engaged National Securities Depository Limited (NSDL) for providing E-voting facility to all its Members.

The E-voting will commence from Wednesday, January 22, 2025 at 9:00 a.m. (IST) and will end on Thursday, February 20, 2025 at 5:00 p.m. (IST). The E-voting facility shall be disabled by NSDL thereafter.

The last date for E-voting i.e., Thursday, February 20, 2025 shall be deemed to be the date of passing of the Resolution as contained in the Postal Ballot Notice.

The Voting Results shall be declared within two working days of conclusion of the remote e-voting. The Notice is also available at the website of the Company at <https://megaflex.co.in/postal-ballot/> as well as on the website of National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), and NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and record.

Thanking you,

Yours faithfully,

For **MEGA FLEX PLASTICS LIMITED**

**PARUL MANTRI**  
Company Secretary & Compliance Officer

**Encl:** as above

**MEGA FLEX PLASTICS LIMITED**

CIN: L25209WB2003PLC097273

Registered Office: 4, Ho Chi Minh Sarani, Suite-2A, 2nd Floor, Kolkata, West Bengal, India, 700071

Tel No: 033-4029-3494; E-mail – [compliance@megaflex.in](mailto:compliance@megaflex.in); Web – [www.megaflex.co.in](http://www.megaflex.co.in)

**POSTAL BALLOT AND E-VOTING NOTICE  
TO THE MEMBERS OF THE COMPANY**

**[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]**

Notice is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the “**Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (the “**Rules**”), General Circular Nos. 14/2020 dated 8 April, 2020, 17/2020 dated 13 April, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 20/2021 dated December 8, 2021, 11/2022 dated 28 December, 2022 and 09/2023 dated 25 September, 2023 (collectively “**MCA Circulars**”) issued by the Ministry of Corporate Affairs (“**MCA**”) and Circulars issued by the Securities and Exchange Board of India (“**SEBI**”) vide no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021, and SEBI/HO/CFD/CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/CIR/2022/0063 dated 13 May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October, 2023 (collectively “**SEBI Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), Secretarial Standards on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof), if any, that the resolutions appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot (“the Postal Ballot”) only by way of remote e-voting (“e-voting”) for the following resolutions:

Sl. No.	Particulars	Type of Resolution(s)
1	Approval for the Change of Main Object in the Object clause and subsequent alteration in the Memorandum of Association of the Company	Special Resolution
2	Re-Appointment of Mr. Hukum Chand Bothra (Din:00550653) as a Managing Director of the Company	Special Resolution

An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons / rationale thereof form part of this Postal Ballot Notice (“**the Notice**” or “**the Postal Ballot Notice**”).

The Board of Directors of the Company has, in compliance with the said Rules, appointed Mr. Abbas Vithorawala, Practicing Company Secretary (Membership No. ACS 23671, CP No. 8827) as the Scrutinizer for conducting the Postal Ballot and E-voting process in a fair and transparent manner. Further, the Company has engaged National Securities Depository Limited (“**NSDL**”) to provide E-Voting facility to the Members of the Company.

In compliance with the aforesaid MCA Circulars and SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.

If e-mail addresses of any Member is not registered with the Company/Depositories, please follow the process provided in the Notes hereto to receive this Postal Ballot Notice and login ID and password for remote E-voting. The communication of the assent or dissent of the Members would only take place through the E-voting system. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by E-voting.

The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within two working days from the conclusion of e-voting and will also be displayed on the Company's website at [www.megaflex.co.in](http://www.megaflex.co.in) as well as on website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), and communicated to the stock exchanges and Registrar and Share Transfer Agent (RTA). The last date for E-voting shall be deemed to be the date of passing of the Resolutions as contained in the Postal Ballot Notice.

**1. Approval for the Change of Main Object in the Object clause and subsequent alteration in the Memorandum of Association of the Company:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies Incorporation Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions in the Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be considered necessary from appropriate Authorities, consent of the members of the Company be and is hereby accorded to alter the Object Clause of the Company in the Memorandum Of Association by inserting the following new sub-clauses under Clause III. A. of the Memorandum of Association of the Company:

3. To provide consultancy and application development services in Industrial Automation and Allied Activities, Engineering Design, Architectural Design, GIS (Geographic Information System), ITES (IT Enabled Services).
4. To undertake the business of Engineering contracting, Electrical & Instrumentation including building management systems, contracting, procuring & supply of materials, erection & installation and such other activities incidental and ancillary to the contracting work.
5. To manufacture, market and turn-key implementation of all types of solar energy systems, solar powered batteries and electrical lighting systems, solar powered refrigerators and other energy saving devices.
6. To manufacture and/or market all types of solar stand-alone / hybrid power conditioning units, inverters, charge controllers, electronic, electrical and mechanical gadgets/equipment etc. directly or indirectly related to conventional, non-conventional and/or renewable source of energy for watt to megawatt range of system; and to set up solar PV cell /module manufacturing facility for general and captive consumption and to market the same in India and abroad.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any Director and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things and execute all such deeds, documents, instruments, and writings as it may in its absolute discretion deem necessary or desirable in relation thereto.”

**2. Re-Appointment of Mr. Hukum Chand Bothra (DIN:00550653) as a Managing Director of the Company:**

“RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V to the Act and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Articles of Association of the Company, Mr. Hukum Chand Bothra (DIN: 00550653) who was appointed as a Managing Director at the Extra-Ordinary General Meeting held on 29/06/2022 and whose term of office will expire at 31/05/2025 and who is eligible for re-appointment 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 a Managing Director of the Company, based on the recommendations of the Nomination and Remuneration Committee and Board of Directors, for a period of 5 (Five) years with effect from May 01, 2025 to April 30, 2030, on the following terms and conditions along with the remuneration payable to him as per the provisions of aforesaid Sections read with Schedule V of the Act, w.e.f. May 01, 2025 with liberty to the Board of Directors or Nomination and Remuneration Committee and to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit:

**I. Period of Appointment:** From May 01, 2025 to April 30, 2030

**Remuneration:** In consideration of performance of duties, the company shall pay to the Managing director as under during the contention of his tenure.

1. Annual Salary of upto ₹14,52,000/- (Rupees Fourteen Lakhs Fifty-Two Thousand only) per annum per month with the authority to the Board of Directors (including its committee thereof) to vary/alter the remuneration in terms of Schedule V and other applicable provisions if any, of the Companies Act, 2013.
2. **Perquisites:** Perquisites in accordance with the rules of the Company and any additional perquisites as may be decided by the Board of Directors of the Company or any Committee thereof from time to time.
3. **Medical Reimbursement:** Reimbursement of expenses incurred for self and family as per the policy of the Company
4. **Leave Travel Concession:** Leave Travel Concession for self and family, once in a year incurred in accordance with the rules of the Company.

**Explanation:** Family means the spouse, the dependent children and dependent parents of the Managing Director.

5. Company's contribution towards Provident Fund as per the rules of the Company.
6. **Gratuity:** As per rules of the Company.
7. **Earned Leave:** As per rules of the Company.
8. Car for use on company's business and telephone at residence will not be considered as perquisites. Personal long-distance calls and use of car for private purpose shall be billed by the Company.

**II.** The Company shall reimburse to the Managing Director entertainment, travelling and all other expenses incurred by him for the business of the Company.

**III.** The Managing Director will also be entitled to such other privileges, facilities and amenities in accordance with the rules and regulations of the Company for its employees, as amended from time to time by Board of Directors or any Committee, within the overall limits prescribed under Section 197 and 198 of the Act read with Schedule V of the Companies Act, 2013 or any statutory modification thereof.

Any terms and conditions set out for appointment and payment of remuneration herein may be altered and revised from time to time by the Board of Directors of the Company or any committee thereof.

- IV. In the event of absence or inadequacy of net profits in any financial year, the remuneration payable to the Managing Director shall be governed by Section II of Part II of Schedule V of the Companies Act, 2013 or any statutory modification thereof and/or applicable regulation of listing regulations and the same shall be treated as the Minimum Remuneration payable to the said Managing Director.
- V. The Managing Director shall not, so long as he functions as such, be paid any sitting fees for attending meetings of the Board of Directors or any Committees thereof.
- VI. The Managing Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his relatives in any contract or arrangement or related party transactions of the Company without the requisite prior approvals.
- VII. During the tenure of his office as Managing Director, he shall not be liable to retire by rotation.
- VIII. The appointment may be terminated at any time by either party thereto by giving to the other party three months' notice of such termination and neither party will have any claim against each other for damages or compensation by any reason of such termination.
- IX. The Managing Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board and functions of the Managing Director will be under the overall authority of the Board of Directors.
- X. The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act and Listing Regulations with regard to duties of directors.
- XI. The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- XII. Mr. Bothra satisfies all the conditions set out in Part-I of Schedule V of the Companies Act, 2013 and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.
- XIII. The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Hukum Chand Bothra under Section 190 of the Act.

**RESOLVED FURTHER THAT** the Board of Directors or any committee thereof be and is hereby authorized to vary, alter and modify the terms and conditions mentioned hereinabove including remuneration up to the permissible limit as provided under Section 197 and 198 read with Schedule V of the Act and other applicable laws and further to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**Registered Office**

4, Ho Chi Minh Sarani, Suite-2A, 2nd floor  
Kolkata – 700071, West Bengal  
CIN: L25209WB2003PLC097273

**Place:** Kolkata

**Date:** 21<sup>st</sup> January, 2025

**By Order of the Board of Directors**

PARUL  
MANTRI

Digitally signed  
by PARUL MANTRI  
Date: 2025.01.21  
11:58:21 +05'30'

**Parul Mantri**

Company Secretary & Compliance Officer



**NOTES:**

1. Voting period for E-voting will commence from Wednesday, 22<sup>nd</sup> January, 2025 at 9.00 A.M. (IST) and will end on Thursday, 20<sup>th</sup> February, 2025 at 5.00 P.M.(IST).
2. The Statement pursuant to Section 102 of the Companies Act, 2013 (to the extent applicable), read with Section 110 as amended stating all material facts, disclosure of interest, if any and other relevant information and facts in respect of the business is annexed hereto and forms part of this Notice.
3. In compliance with General Circular Nos. 14/2020 dated 8 April, 2020, 17/2020 dated 13 April, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 20/2021 dated December 8, 2021, 11/2022 dated 28 December, 2022 and 09/2023 dated 25 September, 2023 (collectively “**MCA Circulars**”) issued by the Ministry of Corporate Affairs (“MCA”) and Circulars issued by the Securities and Exchange Board of India (“**SEBI**”) vide no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15 January, 2021, and SEBI/HO/CFD/ CMD2/CIR/P/2022/62 and SEBI/HO/DDHS/P/CIR/2022/0063 dated 13 May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7 October, 2023 (collectively “**SEBI Circulars**”), this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
4. As per the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to the shareholders for this Postal Ballot. Shareholders are requested to provide their assent or dissent through remote e-voting only.
5. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners on Friday, 17<sup>th</sup> January, 2025 (‘Cut-off Date’) as received from the Depositories. For Shareholders who have not registered their email addresses, please follow the instructions given herein below to register the email addresses. Further, the Shareholders whose names appear in the Register of Members / List of Beneficial Owners as on the cut-off date, i.e. Friday, 17<sup>th</sup> January, 2025 are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. A person who is not a Shareholder as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
6. Members whose email addresses are not registered as above can register the same in the following manner:
  - a. Members holding share(s) in physical mode can send email to register their e-mail addresses to Mega Flex Plastics Limited at [compliance@megaflex.in](mailto:compliance@megaflex.in)
  - b. Members holding share(s) in electronic mode are requested to register / update their e-mail addresses with their respective Depository Participants (“DPs”) for receiving all communications from the Company electronically.
7. The Board of Directors has appointed Mr. Abbas Vithorawala, Practicing Company Secretary (Membership No. ACS 23671, CP 8827), as the “Scrutinizer” to conduct the e-voting process in a fair and transparent manner.
8. Dispatch of the Postal Ballot Notice and the Statement pursuant to Section 102 of the Companies Act, 2013 shall be announced through an advertisement published in one Regional Newspaper, widely circulated in West Bengal (in vernacular language, i.e. Bengali) and one English newspaper circulated throughout India (in the English language) and shall be hosted at the Company’s website at [www.megaflex.co.in](http://www.megaflex.co.in). The said public notice shall also mention the process for registration of e-mail ids by those shareholders who have not yet registered their e-mail ids with the Company.
9. Members may contact Ms. Parul Mantri, Company Secretary, for any grievances connected with voting by electronic means at the Registered Office of the Company at 4, Ho Chi Minh Sarani, Suite-2A, 2nd Floor, Kolkata – 700071, West Bengal, Tel: 033 – 4029 3494, e-mail: [compliance@megaflex.in](mailto:compliance@megaflex.in).

10. Pursuant to Sections 108 and 110 of the Companies Act, 2013 as amended (the “Companies Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (the “Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the “Listing Regulations”), the Company will be offering E-voting facility to the Members to cast their votes (for or against) electronically on business set forth in this Notice.
11. The Company has appointed National Securities Depository Limited (NSDL) to provide the e-voting facility to the Members of the Company to vote electronically. Please read carefully the e-Voting Instructions for casting your vote electronically.
12. Members may note that this Postal Ballot Notice will also be available on the Company’s website at [www.megaflex.co.in](http://www.megaflex.co.in) , websites of the Stock Exchange where the equity shares of the Company are listed i.e. National Stock Exchange of India Limited, [www.nseindia.com](http://www.nseindia.com) , and on the website of National Securities Depository Limited (“NSDL”), [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
13. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the Friday, 17<sup>th</sup> January, 2025 being the Cut-off Date.
14. The last date for E-voting i.e. Thursday, 20<sup>th</sup> February, 2025 shall be deemed to be the date of passing of the Resolutions as contained in the Postal Ballot Notice.
15. The instructions for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store       Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. 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 Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2. 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. 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [abbas.vithorawala@gmail.com](mailto:abbas.vithorawala@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Mr. Amit Vishal, Deputy Vice President, NSDL or Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [info@megaflex.in](mailto:info@megaflex.in)
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [info@megaflex.in](mailto:info@megaflex.in). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

**ITEM NO. [1]**

Your Company is primarily engaged in manufacturing of Leno Bags which is used for packaging of agricultural produces like potatoes, onions, garlic, coconuts, fruits and vegetables. In addition to Leno Bags, your company is also manufacturing Woven Fabric and Sutli (Fibrillated Twisted Thread). The product which we majorly manufacture i.e., Leno Bags is made from Plastic Granules and is used multiple times for storage of fruits and vegetables. The said product is widely used in Cold Storages and warehouses for storage of various products.

However, with an aim to diversify its business activities and align with emerging market opportunities, the Board of Directors has proposed the addition of new objects to the existing objects clause, which will enable your Company to explore new growth avenues in the fields of engineering services, renewable energy, and other technological sectors.

The new objects will allow the Company to expand into industrial automation and allied activities, consultancy services in design engineering, architectural design, GIS, and IT solutions, broadening its operations across various industries. Additionally, the Company will diversify into engineering contracting in the electrical and instrumentation sectors, including building systems, material procurement, and installation services.

The Company will also enter into the renewable energy sector by manufacturing and marketing solar energy systems, energy-efficient lighting, and solar-powered appliances. This aligns with the growing demand for sustainable energy solutions and the Company's strategy to tap into the energy market.

The addition of these new objects will enhance the Company's business portfolio and provide the flexibility to explore new opportunities in various industries. The Directors believe that this diversification is in the best interest of the Company and its shareholders.

The draft of the new set of Memorandum of Association are made available for inspection by the members of the Company at the registered office of the Company on all working days during the office hours up to the date of the publishing of the scrutiniser report.

Pursuant to Section 4 and 13 of the Companies Act, 2013, alteration of the Memorandum of Association requires approval of members of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives, if any, are concerned / interested (financially or otherwise) in the aforesaid resolutions except to the extent of their shareholding in the Company.

The Board recommends the Special Resolutions as set forth in Item No. 1 of the Notice for the approval of Members.

#### **ITEM NO. [2]**

Mr. Hukum Chand Bothra is associated with the Company for a very long time and is among one of the faces who lead the company to its current glory. He is a qualified Chartered Account and holds a Bachelor's Degree in Commerce from University of Burdwan. He has more than three decades of experience in plastic and paper packaging industries.

Looking at the performance of Mr. Bothra as a Managing Director and member of the Board and/or Committee and considering his background, experience, expertise and contributions to the Company, the Board hereby recommends to the shareholders the re-appointment of Mr. Hukum Chand Bothra, as a Managing Director for a further period of 5 (Five) years effective from May 01, 2025 to April 30, 2030 on such terms and condition including remuneration as stated in the resolution set forth in Item No. 2 of the Notice, which has been approved by Nomination and Remuneration Committee and Board of Directors of the Company at their meeting held on 21/01/2025. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a member proposing the candidature of Mr. Hukum Chand Bothra for the office of Managing Director.

The Company has received from Mr. Bothra (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164 of the Act and other requisite documents and declarations as required under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") in relation to his re-appointment.

The disclosures as required under Schedule V of the Companies Act, 2013 for item No. 2 of the notice are stated herein below:

1. **General Information:**

1	Nature of Industry	:	The Company is engaged in the business of Manufacturing materials, paperboard, cardboard, gunny bags.			
2	Date or expected date of commencement of Commercial production	:	The Company was incorporated on 18/11/2003. The Company commenced its business operations since incorporation.			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	:	Not Applicable			
4	Financial performance based on given indicators	:	(Rs. in Lakh)			
			<b>Particulars</b>	<b>2021-2022</b>	<b>2022-2023</b>	<b>2023-2024</b>
			Total Revenue	4739.16	5444.66	5114.45
			Depreciation	47.42	52.02	61.03
			Total Expenses	4320.96	5099.17	4888.09
			Profit/(Loss) before tax	370.78	293.07	165.33
			Tax Expenses	105.33	74.10	29.21
			Profit/(Loss) after tax	265.92	214.91	136.94
5	Foreign investments or collaborations, if any	:	N. A			

2. **Information about the Appointee:**

1	Background details	:	Please refer above paragraph.
2	Past remuneration (FY 2023-2024)	:	Rs. 14.52 Lakh per annum
3	Recognition of awards	:	None
4	Job profile and his suitability	:	As Managing Director of the Company, he is responsible for the performance and supervision of technical, administrative and day-to-day operations of our Company, including but not limited to developing strategic plans, promotion of revenue, profitability and growth of our Company. Taking into account his previous experience, educational background, knowledge about the industry and the nature and size of operations of the Company, he is a fit and proper person as the Managing Director of the Company.
5	Remuneration Proposed	:	Detailed of proposed remuneration is stated in the resolution set forth in Item No. 2 of the Notice.



6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	:	The proposed remuneration is commensurate with the size and nature of business of the Company and the functions and responsibility of the appointee. The remuneration is comparable with the remuneration drawn by the peers and is necessitated due to complexities of business.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	:	Apart from receiving remuneration as stated above, he does not receive any emoluments from the Company. No other managerial personnel have any relationship with Mr. Hukum Chand Bothra.

3. **Other Information:**

1.	Reasons of loss or inadequate profits	:	N.A
2.	Steps taken or proposed to be taken for improvement	:	N.A
3.	Expected increase in productivity and profits in measurable terms	:	N.A

4. **Disclosure:**

1	Remuneration package of the managerial personnel	As set out in the resolution set forth in Item No. 2 of the Notice.
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The company has not committed any default in payment of dues to any bank or public financial institution or non-convertible debenture holders or any other secured creditor.

In terms of Section 152, 161, 196, 197, 203 and other applicable provisions of the Act read with Schedule V of the Act and the Rules made thereunder and in terms of the applicable provisions of the Listing Regulations, approval of the Members for is being sought for aforesaid re-appointment including remuneration by way of a special resolution as set out in Item No. 2 of this Notice.

The relevant details as required under the Secretarial Standard on General Meetings (“SS-2”) pertaining to re-appointment of Mr. Hukum Chand Bothra is annexed in “Annexure A” to this Notice.

Save and except Mr. Hukum Chand Bothra, being an appointee and his relatives, to the extent of their shareholding, if any, in the Company, none of the other promoters, directors or key managerial personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolution, set forth in Item No. 2 of the Notice.

The Board recommends the resolution set forth in item no. 2, as a special resolution for the approval of the Members.

**ANNEXURE - A**

**Details of Director seeking Appointment at the General Meeting as per requirements of Secretarial Standard 2 (SS-2)**

<b>Name of the Director</b>	Mr. Hukum Chand Bothra
<b>Director Identification Number (DIN):</b>	00550653
<b>Age</b>	59 Years
<b>Qualification</b>	Chartered Accountant
<b>Experience</b>	21 Years
<b>Terms and conditions of appointment</b>	As set out in the resolution
<b>Remuneration sought to be paid</b>	As set out in the resolution
<b>Remuneration last drawn</b>	Salary Rs. 1,21,000 per month. ESI, Bonus, Provident Fund, and Gratuity as applicable to the other staff members of the Company. Medical reimbursement expenses for self and family Land/Cell phone charges as per bill. Travel including International Traveling expenses incurred for Company's business as per bills.
<b>Date of first appointment on the board</b>	01/06/2004
<b>Shareholding in the company</b>	2,03,400 shares representing 1.83% of the total shareholding. Also, he has been allotted 75000 no. Convertible Equity Share Warrants on a preferential basis.
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	Cousin of Mr. Rakesh Sethia
<b>Number of Meetings of the Board attended during the year</b>	6
<b>Other Directorships, Membership / Chairmanship of Committees of other Boards</b>	1. Channel Plastics Pvt Ltd 2. Samta Packaging Pvt Ltd 3. Mega Flex Plastics Ltd 4. Agrani Finserv Advisors Pvt Ltd 5. Inkbird Packaging Pvt Ltd 6. Carewell Nursing Home Pvt Ltd

The Board of Directors recommended the passing of the Special Resolution as set out in Item No. 2 of the Notice.

**Registered Office**

4, Ho Chi Minh Sarani, Suite-2A, 2nd floor  
Kolkata – 700071, West Bengal  
CIN: L25209WB2003PLC097273

**Place:** Kolkata

**Date:** 21<sup>st</sup> January, 2025

**By Order of the Board of Directors**

**PARUL** Digitally signed  
by PARUL MANTRI  
**MANTRI** Date: 2025.01.21  
11:58:51 +05'30'

**Parul Mantri**  
**Company Secretary & Compliance Officer**