UFLEX LIMITED

(Formerly known as Flex Industries Limited)

Regd. Office : 305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash-I, New Delhi-110 040
Phone : +91-11-26440917, 26440925 Fax : +91-11-26216922

UFL/SEC/2014

January 6, 2014

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G-Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051

Subject : Notice of Extra-Ordinary General Meeting

Dear Sirs,

Please find enclosed herewith the copy of Notice with regard to the Extra-Ordinary General Meeting of the Shareholders of the Company is scheduled to be held on Friday, 31st January, 2014 at 10:00 AM at Air Force Auditorium, Sobroto Park, New Delhi – 110 010.

This is for your information and records please.

Thanking you,

Your's faithfully,
For UFLEX LIMITED

(Subhash Khatua)
Dy. General Manager – Secretarial

Encl : as above

UFLEX LIMITED

Registered Office:

305, Third Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash – I, New Delhi – 110048

NOTICE

Notice is hereby given that an Extra-ordinary General Meeting of the Members of Company will be held on Friday, the 31st day of January, 2014 at 10:00 A.M. at Air Force Auditorium, Subroto Park, New Delhi – 110010 for transacting the following Special Business:

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

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 311, 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as "the Act"), and subject to such approvals as may be required, consent and approval of the Company be and is hereby accorded to the re-appointment of Shri Ashok Chaturvedi as Managing Director of the Company (designated as Chairman & Managing Director) for a period of five years with effect from 1st February, 2014 on the terms and conditions including as to remuneration, minimum remuneration in case of loss or inadequate profit in any financial year as set out in the explanatory statement which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board of Directors of the Company (on the recommendations of the Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the re-appointment of Shri Ashok Chaturvedi, Chairman & Managing Director in such manner as may be permissible in accordance with the provisions of the Act and Schedule XIII or any modification or enactment thereto and subject to any approval, if required, without any further reference to the shareholders in general meeting.

RESOLVED FURTHER THAT as Chairman & Managing Director of the Company, Shri Ashok Chaturvedi shall, subject to the supervision, control and directions of the Board of Directors of the Company, exercise substantial powers of management and shall manage the business and affairs of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act as may be prevailing, and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company."

By order of the Board
For UFLEX LIMITED

Place : NOIDA
Date : 4th January, 2014

AJAY KRISHNA
Sr. Vice President (Legal) &
Company Secretary

Regd. Office:
305, 3rd Floor, Bhanot Corner
Pamposh Enclave, Greater Kailash – I
New Delhi – 110048

NOTES:

1. Explanatory Statement as required under Section 173 (2) of the Companies Act, 1956 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS HIS PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED AND IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED TO THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE MEETING.
3. Corporate Members intending to send their authorized representative (s) are requested to send a duly certified copy of the Board Resolution authorizing their representative (s) to attend and vote at the Extra-ordinary General Meeting.
4. Members holding shares in physical form are requested to notify change in address, if any, to the Company's Registrar and Share Transfer Agents (RTA), Beetal Financial & Computer Services Pvt. Ltd., BEETAL House, 3rd Floor, 99, Madangir, Near Dada Harsukh Dass Mandir, Behind Local Shopping Centre, New Delhi – 110062 quoting correct Folio Number (s) and in case of shares held in dematerialized form to the concerned Depository Participant.
5. In the case of joint holders, if more than one holder intend to attend the meeting, they must obtain additional admission slips on request from the Registered Office of the Company. In such circumstances, only such joint holder who is higher in the order of name will be entitled to vote.
6. Members/Proxies should bring the Attendance Slips duly filled in for attending the meeting. No extra attendance slip will be provided at the venue of the Extra-ordinary General Meeting.
7. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting.
8. All the material documents, resolutions passed by the Board of Directors with regard to the proposed Resolution and Memorandum & Articles of Association of the Company etc. are open for inspection to the Members till the conclusion of the Extra-ordinary General Meeting at the Registered Office of the Company.

For UFLEX LIMITED
SUBHASH KHATUA
General Manager (Secretarial)

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING EXTRA-ORDINARY GENERAL MEETING

(Pursuant to Clause 49 of the Listing Agreement)

Name of the Director	**Shri Ashok Chaturvedi**
Date of Birth	15.10.1956
Date of Appointment	01.08.1988
Experience in specific functional area	A Science Graduate with over 36 years of experience in manufacture & marketing of flexible packaging & allied products. He is the Promoter & Architect of UFLEX Group of Companies.
Qualification	B.Sc.
Directorship in other Public Limited Companies	- Flex Foods Limited - UTech Developers Limited - AKC Retailers Limited
Member/Chairman of Committee of the Board of the Public Limited Companies on which he is Director	Audit Committee - UTech Developers Limited (Chairman) Remuneration Committee - Nil Shareholders'/Investors' Grievance Committee - Nil
Number of shares held in the Company	12,64,533 equity shares of Rs.10/- each.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Shri Ashok Chaturvedi was re-appointed as Chairman & Managing Director of the Company for a period of five years w.e.f. 01.04.2009 by the Board of Directors of the Company at their meeting held on 29th January, 2009 and subsequently approved by the Members of the Company on 12th September, 2009.

The present term of Shri Ashok Chaturvedi as Chairman & Managing Director of the Company will be expiring on 31st March, 2014.

Considering the size of the operations of the Company, projections of the net profits for the next five years, increased role and responsibilities, leadership capabilities and entrepreneur skills of Shri Ashok Chaturvedi, the Board of Directors of the Company on the recommendations of the Remuneration Committee at their meeting held on 4th January, 2014 has re-appointed Shri Ashok Chaturvedi as Chairman & Managing Director of the Company for a further period of five years w.e.f. 1st February, 2014, subject to the approval of the Members and such other approvals as may be required. The Board of Directors also appropriately felt that the Managing Director should be paid a reasonable salary, which should be commensurate with the contribution made by him to the growth of the Company, his responsibility keeping in view the business complexities, track record of the Company, his experience, salary paid to the C.E.O./M.D. of other organizations of similar standing.

The revised terms & conditions are detailed hereunder:

Remuneration

(a) Salary including allowances, bonus etc. subject to a maximum of Rs.60,00,000/- (Rupees Sixty Lac) per month with an annual increment of upto Rs.6,00,000/-.

(b) Perquisites:

House Rent Allowance or free furnished accommodation with gas, electricity, water and other amenities; car with driver & telephone at residence for other than official purposes; reimbursement of medical expenses incurred in India or abroad including hospitalization and surgical charges for self & family and travel relating thereto; reimbursement of expenses on servants; leave travel including foreign travel; fees of clubs; personal accident insurance; children education allowance; any other benefits, amenities etc. subject to a ceiling of Rs.10,00,000/- (Rupees Ten Lac) per month.

For the purpose of calculating the above ceiling, the perquisites shall be evaluated as per the Income Tax Rules, wherever applicable.

(c) In addition to the salary, perquisites and allowances as above, Shri Ashok Chaturvedi, Chairman & Managing Director shall also be entitled to receive commission not exceeding 5% of the net profit of the Company as computed under Section 349 & 350 of the Companies Act, 1956 including the salary, perquisites & allowance as above.

The aggregate of salary and perquisites in any financial year shall not exceed the limits prescribed under Section 198, 309 and other applicable provisions of the Act read with Schedule – XIII thereto as may for the time being in force.

Contribution to Provident Fund and Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income Tax Act.

Gratuity : As per policy of the Company.

Leave encashment at the end of the tenure.

The exact quantum of salary and perquisites etc. shall be decided by the Board/Remuneration Committee from time to time within the limits set out at (a), (b) & (c) above.

In the event of inadequacy or absence of profits under Section 349 and 350 of the Companies Act 1956, if the remuneration exceeds the limit prescribed under Schedule - XIII, the same shall be subject to such approvals as may be required from time to time in this regard.

The term of office of Shri Ashok Chaturvedi shall be subject to the retirement in accordance with the applicable provisions of prevailing act.

FOR UFLEX LIMITED

SUBHASH KHATUA

Dy. General Manager

The Board recommends the passing of Special Resolution of the Notice.

This may also be considered and treated as Abstract and Memorandum of Interest under Section 302 of the Companies Act, 1956.

None of the Directors of the Company, except Shri Ashok Chaturvedi, is either directly or indirectly concerned or interested in this resolution.

Statement with reference to the Special Resolution of the Notice for the Extra-Ordinary General Meeting of UFLEX Limited

I. General Information:

1. **Nature of Industry:**

   The Company is the pioneer and industrial leader in the field of flexible packaging and registered exceptional growth over two decade with multi-dimensional expansions and facilities to produce wide range of products. Today the Company is the largest producer of plastic based flexible packaging materials and one of the top producers of polyester and BOPP films, basic raw material for flexible packaging materials in India.

2. **Date or expected date of commencement of commercial production:**

   Existing Company in operation since 1988.

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 lacs)

Sl. No.	Particulars	2012-13	2011-12	2010-11
01.	Turnover	315637	307894	230066
02.	Profit/(Loss) before tax	17532	18895	39799
03.	Net Profit/(Loss) after tax	13847	14959	28202
04.	Paid-up share capital	7221.15	7221.15	7218.08
05.	Reserves & Surplus	141327	122008	109817

5. **Export performance and net foreign exchange collaborations:**

   Details of foreign exchange earning for the last financial year is as under:

(Rs. in lacs)

Accounting Year Ending	Earnings in Foreign Exchange	
	F.O.B. Value of Export for Manufactured/Traded Goods	Design & Art work recovery, Technical/Sale of Services, Interest, Misc. operating income and Commission for extension of Corporate Guarantee for Subsidiaries
31st March, 2013	55112	7372
31st March, 2012	36884	6232
31st March, 2011	52815	5713

6. **Foreign investments or collaborators, if any:**

   The Company has invested equity shares in the following Wholly Owned Subsidiary Companies as on 31.03.2013:

Name of the WOS Company	No. of Equity Shares	Amount (Rs. in lacs)
Flex America Inc., USA	100000	44.72
Flex Middle East FZE, Dubai	107	12672.08
Uflex Europe Ltd., U.K.	995000	726.92
UFLEX Packaging Inc., USA	367500	1690.92
UPET Holdings Ltd., Mauritius	38400001	17480.80
Flex Films (USA) Inc., USA	6400	16862.59
Flex P Films (Brasil) Comercio De Films Plasticos Ltda	800000	215.72

II. Information about Shri Ashok Chaturvedi

1. **Background details:**

   Shri Ashok Chaturvedi holds a Bachelor's Degree in Science and has professional experience of over 36 years in packaging industry.

   Shri Ashok Chaturvedi is the Chief Promoter and Architect of the Company, who had set up the business himself being the first generation entrepreneur. He could well be termed as the pioneer and visionary of the flexible packaging industry in India. As the chief promoter, he has been associated with the Company since inception and has been looking after the affairs of the Company and involved in business development and all major business strategies & policy decisions of the Company.

For UFLEX LIMITED

SUBHASH KHATUJA
Sr. General Manager (Secretarial)

The tremendous growth and undisputed leadership that the Company achieved in the field of flexible packaging – its core business over a short span, has been the result of dynamism, vision and untiring efforts of Shri Ashok Chaturvedi.

He has been instrumental and responsible for the tremendous growth of the Company. The Company has achieved overall excellent performance since inception.

2. **Past Remuneration:**

Financial Year	Amount (Rs. in lacs)
2012-13	718.71
2011-12	1264.44
2010-11	651.04

3. **Recognition or awards:**
Shri Ashok Chaturvedi has received Rashtriya Udyog Ratna Award - 2012 and Quality Brand Award 2012-2014 for individual achievement and intellectual excellence from National Education & Human Resource Development Organization and Outstanding Entrepreneurship Award from Enterprise Asia and the organizing committee of the Asia Pacific Entrepreneurship Awards 2010.

4. **Job profile and his suitability:**
Shri Ashok Chaturvedi has been entrusted with substantial powers of the management of business and affairs of the Company. Shri Ashok Chaturvedi plays a major role in providing thought leadership and strategic input in the Company.

5. **Remuneration proposed:**
As stated in the Explanatory Statement 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 remuneration of Shri Ashok Chaturvedi is in sync with his peers and is commensurate with his qualifications, experience, the size of the Company and diverse nature of its business.

7. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:**
Shri Ashok Chaturvedi has pecuniary relationship with the Company as the Chairman & Managing Director of the Company and eligible for remuneration as per the terms of appointment.

Shri Ashok Chaturvedi is the Promoter-Director, holding 12,64,533 equity shares of Rs.10/- each representing about 1.75% of the total paid-up capital of the Company and holds 16051 equity shares of Rs.10/- each representing about 0.02% of the total paid-up capital of the Company in the capacity of Karta (HUF).

III. **Other information:**

1. **Reasons of loss or inadequate profits:**
Not Applicable.

2. **Steps taken or proposed to be taken for improvement:**
The Company has been taking all measures within its control to maximize efficiencies and to minimize costs for lowering the cost of production. In order to achieve revenue & growth, the Company continues to focus on the development and innovation of new products.

3. **Expected increase in productivity and profits in measurable terms:**
Flexible packaging industry is the fastest growing industry in the worldwide. The fundamentals of the Company are sound and it, being the one of the largest producer of flexible packaging materials in the country, has the economies of scale in the packaging industry. It has well balanced and diversified businesses and has the potential of not being just profitable but achieving significant growth. The Company expects that the productivity and profitability may improve and would be comparable with the industry average.

IV. **Disclosures:**

1. **Remuneration package of the managerial person:**
Fully described in the Explanatory Statement as stated above.

2. **Disclosures in the Board of Directors' report under the heading 'Corporate Governance' attached to the Annual Report:**
The requisite details of remuneration etc. of Directors will be included in the Corporate Governance Report, forming part of the Annual Report of the Company.

By order of the Board
For UFLEX LIMITED

AJAY KRISHNA
Sr. Vice President (Legal) &
Company Secretary

Place : NOIDA
Date : 4th January, 2014

Regd. Office:
305, 3rd Floor, Bhanot Corner
Pamposh Enclave, Greater Kailash – I
New Delhi – 110048

For UFLEX LIMITED

SUBHASH KHATUA
Dy. General Manager (Secretarial)