



UFLEX LIMITED

CIN: L74899DL1988PLC032166

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

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

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

POSTAL BALLOT NOTICE

Dear Member(s),

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

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

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

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the attached self addressed, postage pre-paid business reply envelope, so as to reach the Scrutinizer before the close of the working hours **5.00 p.m. on Thursday, 24th November, 2016**. Please note that any Postal Ballot Form(s) received after 5.00 p.m. on **Thursday, 24th November, 2016** will be treated as not received.

The Scrutinizer will be submitting his report to the Chairman or in his absence, any Director after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence, any Director on **Saturday, 26th November, 2016 at 5.00 p.m.** at the Registered Office of the Company at 305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash – I, New Delhi – 110048. The results of the

postal ballot will also be posted on the Company's website www.uflexltd.com and on the website of Central Depository Services (I) Limited, besides communicating to the stock exchange(s). The result of the postal ballot shall also be announced through newspaper advertisement.

Special Business

Item No. 1

Consent for Borrowings by the Company by way of Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "Act"), the Foreign Exchange Management Act, 1999, as amended, rules, regulations, guidelines, notifications, clarifications and circulars, if any, prescribed by the Government of India, Reserve Bank of India, Securities and Exchange Board of India, including the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other regulatory authority, whether in India or abroad, and in accordance with the Memorandum of Association and the Articles of Association of the Company and the listing agreements entered into with the stock exchanges (the "Stock Exchanges") where the equity shares of the Company (the "Equity Shares") are listed and subject to such approvals, consents, permissions and sanctions as might be required from any regulatory authority and subject to such conditions as may be prescribed by such regulatory authority while granting such approvals, consents, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution) may accept, **the consent of the members be and is hereby accorded to the Board to make offer(s) or invitation(s) to create, offer, issue and allot, through a placement document/offer document and/ or prospectus and/or offer letter and/or offering circular, from time to time, in one or more tranches, whether rupee denominated or denominated in foreign currency, in the course of international and/or domestic offering(s), the Secured Redeemable Non-Convertible Debentures/Bonds/ Structured Debt Securities/any other debt securities or by way of borrowings from Banks/FIs or any other institution (hereinafter referred to as "Debt"), during the period of one year from the date of passing of the Special Resolution by the members, within the overall borrowing limits of Rs. 3000 Crore of the Company, as approved by the members on 08th**

August, 2014, through public or private placement(s), at such time or times, on such terms and conditions including security, rate of interest etc., as may be decided by and deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of lenders/investors to whom the offer, issue and allotment shall be made as the Board in its absolute discretion may deem fit and appropriate.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or Committee, be and is hereby authorized to determine and consider terms that are proper and most beneficial to the Company including, without limitation, the terms of issue including the class of lenders / investors to whom the "Debt" are to be issued, time, securities to be offered, tranches, tenor, interest rate, utilisation of the proceeds etc. and to do all such acts and things and deal with all such matters and take all such steps as may be necessary and to sign and execute any deeds/ documents/ undertakings/ agreements/ papers/ writings, as may be required in this regard and matters connected therewith or incidental thereto."

By Order of the Board
For **UFLEX LIMITED,**
Sd/-
Ajay Krishna

Place : Noida
Dated : 20th October, 2016
Sr. Vice President (Legal) &
Company Secretary
ACS No. 3296
C-001, Krishna Apra Residency
E-8, Sector-61, Noida – 201301 (UP)

Regd. Office:

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

Notes

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.
3. The Board has appointed Mr. Mahesh Kumar Gupta, Prop. M/s Mahesh Gupta & Co., Practicing Company Secretary as the Scrutinizer for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.
4. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on **14th October, 2016** i.e. the cut-off date for despatch of Postal Ballot Notice. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with the Depository Participant (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by Registered Post alongwith a self-addressed Business Reply envelope. Any person not being a member as on the record date should treat this Notice for information purposes only.

5. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed Business Reply envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than **5.00 P.M. on 24th November, 2016 or before**. Any postal ballot form received after this date and time shall be treated as if the reply from the shareholders had not been received. If any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
6. The shareholders are requested to exercise their voting rights by using the attached postal ballot form. Shareholders who do not receive the postal ballot form may apply to the Company/Registrars and Transfer Agents, The Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi – 110 062, Tel. No. 011- 29961281-83 ; Fax. No. 011- 29961284; E-mail : beetal@beetalfinancial.com and obtain a duplicate thereof.
7. The Scrutinizer will submit the report to the Chairman of the Company or in his absence to any other Director of the Company, after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or in his absence any one of the Director of the Company on **Saturday, 26th November, 2016 at 5.00 P.M.** at the Registered Office of the Company.
8. The result of the postal ballot will be displayed on the Notice Board of the company at its Registered Office and its Corporate Office at A-108, Sector 4, NOIDA - 201301, U.P., besides being communicated to the Stock Exchanges. The results will also be displayed on the website of the Company i.e. www.uflexltd.com.
9. In compliance with the provisions of Section 110 of the Companies Act 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically.
10. The Shareholders can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.
11. In case of e-voting on the website: www.evotingindia.com, voting will commence on and from **9.00 a.m. on 25th October, 2016 and end at 5.00 p.m. on 24th November, 2016**. Members are informed that the voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL for voting thereafter.
12. A copy of the documents referred to in the Explanatory Statement are open for inspection at the Registered Office of the Company between 10.00 a.m. to 5.00 p.m. on any working day till the last date of voting i.e. **24th November, 2016**.
13. Please see the instructions for voting by postal ballot (including e-voting) which have been printed herein.
14. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mr. Ajay Krishna, Sr. Vice President (Legal) & Company Secretary of the Company, at UFLEX Limited, A-108, Sector 4, NOIDA 201301, U.P. or by sending an e-mail at flexsec@vsnl.net.

15. The Notice is also placed on the website of the Company: www.uflexltd.com and website of CDSL www.evotingindia.co.in.

Instructions for Voting:

Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer before the close of working hours on or before **24th November, 2016**. Any Postal Ballot Form received after **5:00 P.M. on 24th November, 2016** shall be treated as if the reply from the shareholders had not been received.
2. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

Voting through electronic means:

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

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on **25th October, 2016 (9:00 AM)** and ends on **24th November, 2016 (5:00 PM)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **14th October, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders.
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant **UFLEX Limited** on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix) **Note for Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

General

- a) Voting by Postal Ballot, both in physical form and e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorised person. It cannot be exercised by a proxy.
- b) Voting rights shall be reckoned on the number of fully paid up equity shares registered in the name of the shareholders on the cutoff date fixed for the purpose i.e. **14th October, 2016**.
- c) Voting period commences on and from 9.00 a.m. on **25th October, 2016 and ends at 5.00 p.m. on 24th November, 2016**.
- d) If the proposed Resolution is assented by a requisite majority, it shall be deemed to have been duly passed at a

General Meeting. The Resolution will become effective on and from 24th November, 2016.

Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of Special Business set out in the Notice.

Item No. 1.

Consent for Borrowings by the Company by way of Special Resolution:

The Company plans to raise funds for optimizing interest cost, capital expenditure, repayment of the existing debts, general corporate purposes etc. In order to provide the necessary flexibility of structuring the borrowings of the Company in the optimal manner depending on the prevailing market conditions, it is proposed to issue the Secured Redeemable Non-Convertible Debentures/Bonds/Structured Debt Securities/any other debt securities or by way of Borrowings from Banks / FIs or any other Institutions (*hereinafter referred to as "Debt"*), through public or private placement(s) as may be appropriate, from Indian and/ or International markets.

Pursuant to Section 23, 42, 71 and any other applicable provision of the Companies Act, 2013 and various SEBI Regulations approval of the shareholders by way of Special Resolution is being sought for issuance of any kind of debt security, if so deemed fit and proper by the Board of Directors of your Company to give effect to the resolution at Item No. 1.

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 set out at item No. 1 of the Notice except to the extent of their shareholding in the Company.

The Board of Directors accordingly recommends the Special Resolution set out at Item No. 1 of the Notice for the approval of the members.

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

Sd/-

Ajay Krishna

Sr. Vice President (Legal) &

Company Secretary

ACS No. 3296

C-001, Krishna Apra Residency

E-8, Sector-61, Noida – 201301 (UP)

Regd. Office:

305, 3rd Floor, Bhanot Corner,

Pamposh Enclave,

Greater Kailash-I, New Delhi – 110048



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

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

POSTAL BALLOT FORM

Serial No.

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

I/We hereby exercise my/our votes in respect of the Resolution set out in the Notice dated 20th October, 2016 enumerated below to be passed by means of Postal Ballot by conveying and recording my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below (tick in both boxes will render the ballot invalid).

Item No.	Description	Type of Resolution	No. of Share	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	Consent for Borrowings by the Company by way of Special Resolution	Special			

Place : _____

E-Mail ID : _____

Mobile No. : _____

Date : _____ Signature of Member

ELECTRONIC VOTING PARTICULARS

EVSN	USERID	PAN	DOB
161020004			

Notes :

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

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Mahesh Kumar Gupta, Prop. M/s Mahesh Gupta & Co., Practicing Company Secretary in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the members will also be accepted.
2. The self addressed business reply envelope is addressed to the Scrutinizer.
3. This Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours (i.e. upto 5:00 P.M.) on Thursday, November 24, 2016. All Postal Ballot Forms received after this date will be strictly treated as if reply from such member has not been received.
5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint-holders.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter/Power of Attorney.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., upto 5:00 p.m. on Thursday, November 24, 2016.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on the Record date i.e. Friday, October 14, 2016. Members are requested not to send any other paper along with the Postal Ballot Form in the attached self-addressed business reply envelope. Any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. A Member need not use all the votes nor needs to cast all the votes in the same way.
10. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The exercise of vote under Postal Ballot process is not permitted through proxy.
13. The results of the Postal Ballot will be declared on Saturday, November 26, 2016 at 5:00 P.M. The result of the postal ballot will be posted on the Company's website: www.uflexltd.com besides communicating the same to the National Stock Exchange of India Limited and BSE Limited. The result of the postal ballot shall also be announced through newspaper advertisement.

OPTION OF E-VOTING

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