NOTICE

NOTICE IS HEREBY GIVEN THAT THE 22ND ANNUAL GENERAL MEETING OF THE MEMBERS OF ("THE COMPANY ") M/s. MEGA FLEX PLASTICS LIMITED WILL BE HELD ON THE FRIDAY, 21ST AUGUST, 2026, AT 12:30 P.M. THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESSES:

1) To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026 and the Reports of the Board of Directors and Auditors thereon.

2) To appoint Mr. Rakesh Sethia (DIN: 00409033), who retires by rotation and being eligible, offers himself for re-appointment.

Explanation: Based on the terms of appointment, executive directors are subject to retirement by rotation. Mr. Rakesh Sethia (DIN: 00409033), who was appointed as the Director and whose office is liable to retire at the ensuing AGM, being eligible, seeks re-appointment. Based on the performance evaluation and on the recommendation of the Nomination and Remuneration committee, the Board recommends his re-appointment.

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

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Articles of Association of the Company, Mr. Rakesh Sethia (DIN: 00409033), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as an Executive Director of the Company, liable to retire by rotation, on the recommendation of the Nomination and Remuneration Committee of the Company."

The necessary disclosures required under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, for the above-mentioned re-appointment is provided in the 22nd Annual General Meeting Notice of the Company.

3) To consider and approve the appointment of Statutory Auditors of the Company for a term of 5 (five) years from conclusion of 22nd Annual General Meeting until the conclusion of the 27th Annual General Meeting and to fix their remuneration and to pass, the following resolution, with or without modification(s), as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with allied rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of Audit Committee and Board of Directors of the Company, the appointment of M/s. V. Jalan & Co., Chartered Accountants (Firm Registration No. 320010E), as Statutory Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of 22nd (Twenty Second) Annual General Meeting till the conclusion of the 27th (twenty seventh) Annual General Meeting, be and is hereby approved at a remuneration of Rs. 1,00,000 (Rupee One Lakh Only) (excluding applicable taxes and out-of pocket expenses) towards the statutory audit fees for financial year 2026-2027 including limited review of quarterly/half yearly financial results and audit of internal financial controls over financial reporting."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to revise the remuneration of statutory auditor for the financial years 2027-28 to 2030-31 on the recommendation of the Audit Committee of the Company and such other approvals as may be required and also to do all such acts, deeds, matters and things as may be necessary, incidental or ancillary to the foregoing resolution."

SPECIAL BUSINESSES:

4) **APPROVAL FOR MATERIAL RELATED PARTY TRANSACTIONS OF THE COMPANY**

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

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Company's Policy on Related Party Transactions, and based on the prior review and recommendation of the Audit Committee and approval of the Board of Directors, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board", which term shall include the Audit Committee or any other authorized Committee thereof) to enter into contracts, arrangements, or transactions (including omnibus approvals for routine/prospectively material transactions) with White Saffron Grains LLP, a Related Party as defined under the Act and SEBI LODR, valid for the Financial Year 2026-27 and up to the conclusion of the next Annual General Meeting of the Company.

RESOLVED FURTHER THAT the aforementioned transactions shall be entered into in the ordinary course of business of the Company and on an arm's length basis, and the total value of all such transactions combined, during the relevant financial year, may exceed the threshold of 10% of the annual consolidated turnover of the Company as per its last audited financial statements, or Rs. 50 crores, whichever is lower, up to an aggregate limit of Rs. 75 Crores.

RESOLVED FURTHER THAT the Audit Committee/Board be and is hereby authorized to review, vary, alter, or modify the terms and conditions of such transactions within the overall monetary limits approved herein, and to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution."

5) RE-APPOINTMENT OF MR. MOHAN LAL PARAKH (DIN: 02186254), AS WHOLE-TIME DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and Board of Directors ("the Board") of the company the approval of the members of the Company be and is hereby accorded to re-appoint Mr. Mohan Lal Parakh (DIN: 02186254) ("appointee") as a Whole-time Director of the Company.

RESOLVED FURTHER THAT the said re-appointment shall be for a term of 5 (five) consecutive years with effect from June 29, 2027 till June 28, 2032 upon the terms and conditions as may be mutually agreed between the board and the appointee including payment of remuneration by way of salary, perquisites, and allowances up to a maximum limit of Rs. 30,12,000/- (Rupees Thirty Lakhs Twelve Thousand Only) per annum, with liberty to the Board (which term shall be deemed to include the Nomination and Remuneration Committee & Audit Committee) to alter, vary, or modify the terms and conditions of the said re-appointment and/or remuneration from time to time as it may deem fit, within the overall limits specified under Schedule V of the Companies Act, 2013, and as may be acceptable to Mr. Mohan Lal Parakh.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any Financial Year during the tenure of Mr. Mohan Lal Parakh as Whole-time Director, the remuneration as stated above shall be paid to him as minimum remuneration, subject to the ceilings and conditions provided under Section II of Part II of Schedule V to the Companies Act, 2013, or any statutory modifications thereof, and any excess payment made beyond the statutory limits shall be recovered by the Company.

RESOLVED FURTHER THAT Mr. Mohan Lal Parakh, Whole-time Director, shall be liable to retire by rotation during his tenure as a Director, and his retirement by rotation and subsequent re-appointment at an Annual General Meeting shall not be deemed to constitute a break in his tenure as a Whole-time Director.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof authorized for this purpose) be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper, expedient, or desirable to give effect to this resolution, including filing of requisite forms with the Registrar of Companies, making necessary disclosures to the Stock Exchanges, and to settle any question or difficulty that may arise in this regard."

For **MEGA FLEX PLASTICS LIMITED**

SWETA SINGHI
Digitally signed by SWETA SINGHI
Date: 2026.07.27 14:40:38 +05'30'

Date: 21.07.2026
Place: Kolkata

Sweta Singhi
Company Secretary & Compliance Office

NOTES:

1. Pursuant to General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ('MCA Circular'), and in terms of the permanent enabling provisions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, companies are permitted to hold their Annual General Meeting ('AGM') through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM'), without the physical presence of the members at a common venue. In compliance with the said MCA Circular and SEBI Regulations, the AGM of the Company is being conducted through VC / OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at megaflex.co.in. The Notice can also be accessed from the websites of the Stock Exchange i.e National Stock Exchange of India Limited at www.nseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. https://www.evoting.nsdl.com/

7. Brief resume of Directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold Directorships and Memberships/ Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 are annexed hereto.

8. Relevant documents referred to in the accompanying notice and statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during Business Hours upto the date of the meeting.

9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts.

10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

11. Shareholders are requested to give us their valuable suggestions for improvement of our investor services.

12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members

who have registered their e-mail address either with the Company or with the Depository. Members holding shares in Demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request. The notice of AGM & Annual Report are being sent in electronic mode to members whose e-mail ids are registered with the Company or the Depository Participant(s).

13. VOTING THROUGH ELECTRONIC MEANS

I. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by NSDL.

II. Members who have cast their vote through remote e-voting prior to the AGM may also attend and participate in the AGM through VC/OAVM, but shall not be entitled to cast their vote again during the meeting. In case a Member casts their vote through remote e-voting as well as via the e-voting system during the AGM, the vote cast through remote e-voting shall be treated as valid and taken into consideration, while the vote cast during the AGM shall be treated as invalid.

III. The E-voting shall commence from Tuesday, 18th August, 2026 at 9:00 A.M (IST) and close at Thursday, 20th August, 2026 AT 5:00 P.M (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 14th August, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cutoff date, being 14th August, 2026.

How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting 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.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “**Beneficial Owner”** icon under **“Login”** which is available under **‘IDeAS’** 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 **“Access to e-Voting”** under e-Voting

	services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

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 or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at 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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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 user 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.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

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. s

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 cs.kanchanjalan@gmail.com with a copy marked to 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 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 or call on.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta, Senior Manager at pritamd@nsdl.com / 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.
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. If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@megaflex.in. The same will be replied by the company suitably.

14. Shareholders who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at info@megaflex.in. between Monday, 10th August, 2026 9:00 A.M. IST till Wednesday, 12th August, 2026 5:00 P.M. Only those Shareholders who have preregistered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

15. M/s. Kanchan Jalan, a Peer Reviewed Practicing Company Secretary (FCS: 7713 and CP No. 8352), has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the electronic voting during the AGM in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, within 2 working days from the conclusion of the AGM, to the Chairman or a person authorized by him in writing, who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the website of Mega Flex Plastics Limited and on the website of NSDL, and shall be simultaneously communicated to the National Stock Exchange of India Limited (NSE Emerge) within two (2) working days of the conclusion of the AGM.

MEGAFLEX

<u>**STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (THE "ACT") AND THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI") (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATION, 2015")**</u>

Item No. 4

The Company pursues its business in the domestic markets. In order to pursue the business, the Company regularly executes the following transactions with related parties namely, M/s. White Saffron Grains LLP which are in the ordinary course of business, at arm's length and in the interest of the Company.

White Saffron Grains LLP ("the LLP") is a Body Corporate wherein management of the both are same. Its's principal business activities inter alia consists of Manufacturing of PP Woven Leno Fabrics and PP Tapes, Warehouses rental services and other Logistics services.

In terms of the Listing Regulations, a transaction with a related party is considered material in case of SME Listed, if the transaction(s) to be entered into, individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company or Rs. 50 crores whichever is lower. All material related party transactions require prior approval of the shareholders (non-related members).

The proposed related party transactions taken together with the transactions already undertaken are expected to exceed the threshold of 10% of the annual turnover of the Company as per the latest audited financial statements and therefore require prior approval of the shareholders (non-related members). The Audit Committee and the Board of the Directors of the Company at their respective meetings held on 22nd May, 2026, reviewed, and approved the aforesaid related/material related party transactions.

In terms of Regulation 23(2) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit Committee, has defined Material modification to be an increase beyond 25% on amount approved by the Audit Committee/ Board / Shareholders as the case may be, for Related Party Transaction for each Related Party and any such material modification would require shareholder approval.

Relevant information pursuant to the Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated January 30, 2026 read with SEBI Circular dated October 13th 2025 are as follows:

Sl. No.	Particulars	Remarks
1	Name of the Related Party	White Saffron Grains LLP
2	Name of the Directors or KMPs who are related	Mohan Lal Parakh, Hukum Chand Bothra and Rakesh Sethia
3	Relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise).	Management is the same
4	Nature, material terms and particulars of the Proposed transaction.	Purchase and Sale of goods and/or materials i.e. PP Woven Leno Fabric, PP Tapes, Granules and etc., including the warehouse rental services and other on-going transactions till AGM of Calendar Year 2027
5	Value of the proposed transaction	Upto INR 75 Crores
6	Tenure of the proposed transaction (particular tenure shall be specified);	Till AGM of Calendar Year 2027
7	Any advance paid or received for the contract or arrangement, if any	NIL

8	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract.	Goods, materials and services are in ordinary course of business considering the market price, complementary in nature, strength, technology, of the related party.
9	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	96.06%
10	If the transaction relates to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary: (i) details of the source of funds in connection with the proposed transaction; (ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, • nature of indebtedness; • cost of funds; and • tenure; (iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
11	Justification as to why the RPT is in the interest of the listed entity	In order to pursue business, the Company regularly executes transactions with related parties. These business opportunities support in furtherance of the revenue and profitability of the Company. Considering the complementary nature, strength, technology of the related party, the proposed transactions are in the best interest of the Company.
12	A copy of the valuation or other external party report, if any such report has been relied upon;	Not Applicable
13	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	The transaction constitutes approximately 169.48 % of the counterparty's annual turnover.

The Shareholders' (non-related members) approval for the Related Party Transactions granted at the Annual General Meeting through electronic voting, shall remain valid till the Annual General Meeting of 2027.

The Board recommends the special resolution as set out at Item No. 4 of the Notice for approval by the shareholders.

Mr. Mohan Lal Parakh, Hukum Chand Bothra, Rakesh Sethia, being Key Managerial Personnel and Directors of the Company and their respective relatives, are concerned or interested, financially or otherwise, in the resolution.

Item No. 5

Mr. Mohan Lal Parakh was appointed as the Whole-Time Director (WTD) of the Company for a 5-year tenure effective June 29, 2022, which expires on June 28, 2027.

Under Section 196(2) of the Companies Act, 2013, the Company is eligible to initiate the re-appointment process within the final year of the current term.

Terms & Conditions of Re-appointment: 29th June, 2027 to 28th June, 2032

Duties: Mr. Mohan Lal Parakh shall devote his attention to the business of the Company and carry out such duties as may be entrusted to him by the Board of Directors from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interest of the Company.

Remuneration:
(a) Basic Salary: Rs. 30,12,000/- p.a
(b) Perquisites

Mr. Mohan Lal Parakh, Whole-time Director, shall be entitled to such perquisites and allowances as may be determined by the Board of Directors (or the Nomination and Remuneration Committee, where applicable) from time to time, including rent-free furnished or unfurnished residential accommodation or house rent allowance in lieu thereof, reimbursement of expenses towards gas, electricity and water, leave travel concession for self and his family (including dependants), children's education allowance, club membership fees, premium towards personal accident insurance, and such other benefits, perquisites and allowances in accordance with the rules and policies of the Company, subject to an overall ceiling of 10% of his annual salary per annum.
In addition, medical expenses incurred in India or abroad for self and his family, including the premium for medical and hospitalization insurance policies, shall be reimbursed in full by the Company. However, any amount received by Mr. Mohan Lal Parakh under any medical or hospitalization insurance policy in respect of such reimbursed expenses shall be refunded to the Company to the extent of the reimbursement made by the Company.

Other terms of appointment:
i. Mr. Mohan Lal Parakh will be entitled to reimbursement of all travelling, hotel and other expenses actually incurred for the purpose of business of the Company.
ii. He shall not be paid any sitting fees for attending Board/Committee meetings.
iii. He shall be liable to retire by rotation.
iv. The Tenure will be subject to termination by 1 months' prior notice in writing on either side.

Details of Director seeking Appointment at the General Meeting as per requirements of The Companies Act, 2013, SEBI (LODR) Regulations, 2015 & Secretarial Standard 2 (SS-2)

Name	Mohan Lal Parakh
DIN	02186254
Age	81 years
Nationality	Indian
Date of First Appointment on the Board	May 23, 2008
Brief Resume, Nature of Expertise, Experience & Qualifications	Mr. Mohan Lal Parakh is the Promoter, Chairman and Whole-time Director of the Company. With a distinguished career spanning nearly six decades, he has been actively associated with a wide range of industries including plastic processing, oil milling, hosiery, food processing and foundry operations. Through this extensive exposure, he has acquired deep expertise in engineering and technology. His vast experience and sound technical knowledge have been instrumental in the growth and sustained progress of the Company. He plays a pivotal role in strategic decision-making, identification and implementation of appropriate technologies, ensuring optimum efficiency of plant and machinery, and driving continuous improvement in product quality. Educational Qualification: Matriculation
Justification for re-appointment	The Board of Directors recommends this Special Resolution for the approval of the shareholders. In accordance with applicable regulatory requirements, the Board notes that the appointee is above the age of 75 years; however, given their active

	involvement and invaluable institutional knowledge, the Board considers their continued leadership absolutely vital to the Company's growth. This appointment allows the Company to leverage nearly 60 years of extensive, multi-sector experience across plastic processing, oil milling, hosiery, food processing, and foundry operations, providing a foundational pillar for operational stability. Accessing this deep engineering and technical specialization enables the Company to efficiently implement advanced manufacturing technologies, drive operational cost-efficiencies, and maintain optimum plant efficiency. Furthermore, this strategic leadership facilitates high-level decision-making and continuous improvements in product quality under highly competitive terms. Structured strictly as per applicable laws, this appointment utilizes deep institutional knowledge and avoids the steep learning curves and higher costs associated with unrelated third parties, making it highly commercially prudent and in the best interest of the Company and its shareholders.
Terms & Conditions of Re-appointment	As set out in Item No.5 of the Notice along with the accompanying Explanatory Statement.
Remuneration	As set out in Item No.5 of the Notice along with the accompanying Explanatory Statement.
Last drawn remuneration	Salary Rs. 14,52,000 p.a. ESI, Bonus, Provident Fund, and Gratuity as applicable to the other staff members of the Company. Medical re-imbursement 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.
Number of Board Meetings attended during F.Y 2025-2026	4 out of 4 Meetings held during F.Y. 2025-26
Shareholding in the Company	2,70,000 shares representing 2.22% of total paid up share capital
Disclosure of Relationship between directors	No relationship with any other director
Other Directorships held in Listed & Public Companies	NIL
Chairmanship / Membership of Board Committees	NIL
Listed Entities from which the Director has Resigned in the past 3 consecutive years, if any	NIL
Debarment by SEBI	It is verified and confirmed that Mr. Mohan Lal Parakh is not debarred from holding the office of director by virtue of any SEBI order or any other such statutory authority.
Disclosure under The Companies Act, 2013	The Company has received the director's consent in Form DIR 2, declaration of interest in MBP-1 and declaration of non-disqualification in Form DIR 8.

The Board recommends the special resolution as set out at Item No. 5 of the Notice for approval by the shareholders.

Mr. Mohan Lal Parakh being Key Managerial Personnel and Director of the Company and his respective relatives, are concerned or interested, financially or otherwise, in the resolution.