

UFLEX/SEC/2021/

28 September, 2021

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

The BSE Limited  
Corporate Relationships Department  
1st Floor, New Trading Ring,  
Rotunda Building, P J Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

**Scrip Code : UFLEX**

**Scrip Code : 500148**

**Subject : Submission of Scrutinizer's Report**  
**Ref. : 32<sup>nd</sup> Annual General Meeting ("AGM") of the Members of the Company held on 27<sup>th</sup> September, 2021 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**

Dear Sir(s),

We send herewith the Consolidated Scrutinizer's Report dated 27<sup>th</sup> September, 2021 of Remote E-voting and E-Voting at the 32<sup>nd</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2021 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

This is for your information and record(s) please.

Thanking you,

Yours faithfully,  
For UFLEX LIMITED



(Ajay Krishna)  
Sr. Vice President (Legal) &  
Company Secretary

Encl : As above



# Mahesh Gupta & Company

## Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, New Delhi-110092  
Phone : 011-49503085; 9312406331; E-Mail: [maheshgupta.co@gmail.com](mailto:maheshgupta.co@gmail.com)

### CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,

The Chairperson

32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of **UFLEX LIMITED** held on Monday , 27<sup>th</sup> September, 2021 at 03:00 P.M. IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM)

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting for the 32<sup>nd</sup> AGM through video conferencing ('VC')/ other audio-visual means ('OAVM')**

I, Mahesh Kumar Gupta, Proprietor of M/s. Mahesh Gupta & Company, Company Secretaries (M.N. 2870 , C.P. No. 1999) firm having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar, Delhi – 110092, was appointed as a Scrutinizer by the Board of Directors of **UFLEX Limited** ('the Company'), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) in respect of the below mentioned resolution(s) proposed at the 32<sup>nd</sup> Annual General Meeting ("AGM") of the Equity Shareholders of **UFLEX Limited**, held on Monday, 27<sup>th</sup> September, 2021 at 3.00 P.M. through VC / OAVM without physical presence of the members at the AGM Venue in compliance with MCA Circular No. No. 02/2021 dated January 13, 2021 which read with its previous Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and as also Securities Exchange Board of India ("SEBI") issued its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 read with its previous Circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020. The AGM was convened on Monday, 27<sup>th</sup> September, 2021 at 03:00 P.M. IST through VC / OAVM. The deemed venue of the AGM had been the Registered Office of the Company at 305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash-I, New Delhi-110048

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules and circular issued by MCA and SEBI relating to conducting of AGM through VC / OAVM and voting through electronic means on the resolutions contained in the Notice of 32<sup>nd</sup> AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer is restricted to make a Consolidated Scrutinizer's Report of votes cast "**in favour**" or "**against**" the resolutions stated below, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the Authorized Agency appointed by the Company for providing remote e-voting facilities and e-voting at the AGM through VC / OAVM.

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I have completed the scrutiny of remote e-voting and e-voting at the AGM conducted through VC / OAVM and submit my report as under:-

1. The Company had provided the remote e-voting facility and e-voting facility at the AGM through VC / OAVM offered by CDSL (Central Depository Services (India) Limited) to the shareholders of the Company.
2. In line with MCA Circular No. 02/2021 dated January 13, 2021 which read with its previous Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 and as also Securities Exchange Board of India ("SEBI") issued its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 read with its previous Circular SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, the Notice calling the 32<sup>nd</sup> AGM dated **14th August, 2021** had been uploaded on the website of the Company at [www.uflexltd.com](http://www.uflexltd.com). The Notice was also accessible from the websites of the Stock Exchanges i.e. "The BSE Limited ("BSE")" and "The National Stock Exchange of India Limited ("NSE")" at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice was also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
3. Pursuant to aforesaid MCA, SEBI circulars and to the Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 "Advertisements" were published in "Financial Express" in English Language and "Jansatta" in Hindi Language on 31<sup>st</sup> August, 2021 in connection with AGM held on 27<sup>th</sup> September, 2021 through Video Conferencing/OAVM specifying the date and time of the AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of registration of email ids by members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.
4. Pursuant to MCA circular and SEBI circular, the Annual Report and the Notice of AGM were sent only by the e-mail to those members whose e-mail addresses were registered with the Company / Depository Participants / Depositories.
5. The shareholders holding shares as on the "cut off" date i.e. **20<sup>th</sup> September, 2021** were entitled to vote on the proposed resolution(s) item no. 1 to 7 as set out in the Notice of the 32<sup>nd</sup> AGM of the Company by remote e-voting or e-voting at AGM through VC/ OAVM.
6. The remote e-voting period remained open from **9:00 AM on 24<sup>th</sup> September, 2021 upto 26<sup>th</sup> September, 2021 (5:00 PM)**.
7. At the AGM, it was informed that the facility for e-voting is available to facilitate the Members attending the Meeting through VC / OAVM and who did not participate in the remote e-voting to cast their votes.
8. After the conclusion of AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked on 27<sup>th</sup> September, 2021 at 04:02 PM in the presence of two witnesses, Kumari Kajal and Ms. Manju Gupta, who are not in the employment of the Company.



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The Consolidated Report on the results of remote e-voting and e-voting at the AGM on each resolution are given hereunder:

**Resolution No. 1– (Ordinary Resolution)**

To consider & adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2021, the reports of the Board of Directors and the Auditors thereon

(i) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-Voting	299	34321598	99.98
E-Voting at the AGM	11	21137	100.00
Total	310	34342735	99.98

(ii) Voted 'AGAINST' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote E-Voting	20	8574	.02
E-Voting at the AGM	--	--	--
Total	20	8574	.02

(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

**Resolution No. 2 – (Ordinary Resolution)**

To declare the dividend for the year 2020-2021 on the equity shares of the Company

(i) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-Voting	298	34367177	99.97
E-Voting at the AGM	11	21137	100.00
Total	309	34388314	99.97

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(ii) Voted 'AGAINST' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote E-Voting	22	8730	0.03
E-Voting at the AGM	--	--	--
Total	22	8730	0.03

(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

**Resolution No. 3 – (Ordinary Resolution)**

**To appoint a Director in place of Shri Ashok Chaturvedi (DIN : 00023452), who retires by rotation and being eligible offers himself for re-appointment**

(i) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-Voting	287	33735735	99.59
E-Voting at the AGM	10	15737	74.45
Total	297	33751472	99.58

(ii) Voted 'AGAINST' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote E-Voting	32	137639	0.41
E-Voting at the AGM	1	5400	25.55
Total	33	143039	0.42

(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

Contd...5



**Resolution No. 4– (Ordinary Resolution)**

**Appointment of Joint Statutory Auditors and fixing their Remuneration**

(i) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-Voting	296	34271891	99.70
E-Voting at the AGM	11	21137	100.00
Total	307	34293028	99.70

(ii) Voted 'AGAINST' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote E-Voting	24	104016	.30
E-Voting at the AGM	--	--	--
Total	24	104016	.30

(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

**Resolution No. 5 – (Ordinary Resolution)**

**Appointment of Shri Jagmohan Mongia (DIN: 09051022), as regular Director of the Company**

(i) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-Voting	255	32289052	93.93
E-Voting at the AGM	10	21077	99.72
Total	265	32310129	93.93

(ii) Voted 'AGAINST' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote E-Voting	65	2086855	6.07
E-Voting at the AGM	1	60	.28
Total	66	2086915	6.07

Contd...6



(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

**Resolution No. 6 – (Ordinary Resolution)**

**Appointment of Shri Jagmohan Mongia (DIN: 09051022) as Whole-time Director of the Company for a period of 5 (Five) years w.e.f. 11th February, 2021**

(i) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-Voting	262	32970287	95.91
E-Voting at the AGM	10	21077	99.72
Total	272	32991364	95.91

(ii) Voted 'AGAINST' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote E-Voting	58	1405620	4.09
E-Voting at the AGM	1	60	0.28
Total	59	1405680	4.09

(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

**Resolution No. 7 – (Ordinary Resolution)**

**Ratification of Remuneration to the Cost Auditors**

(i) Voted 'FOR' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote E-Voting	293	34366966	99.97
E-Voting at the AGM	11	21137	100.00
Total	304	34388103	99.97

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(ii) Voted 'AGAINST' the resolution:

Mode of voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote E-Voting	27	8941	.03
E-Voting at the AGM	--	--	--
Total	27	8941	.03


(iii) Votes 'INVALID':

Mode of voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote E-Voting	--	--
E-Voting at the AGM	--	--
Total	--	--

9. The electronic data and other relevant records related to remote e-voting and e-voting at 32<sup>nd</sup> AGM through VC / OAVM shall remain in my safe custody until the Chairperson considers, approves and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Secretary of the Company for safe keeping.


Thanking you,

Yours faithfully,  
For Mahesh Gupta & Company  
Company Secretaries

  
Mahesh Kumar Gupta  
Proprietor  
FCS: 2870 CP: 1999  
UDIN : F002870C001018588



Countersigned by:  
For UFLEX Limited

  
Jagmohan Mongia  
(Whole Time Director)

Place : Delhi  
Date : 27<sup>th</sup> September, 2021