

UFLEX/SEC/2016/

August 4, 2016

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

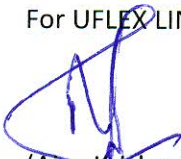
Dear Sirs,

We send herewith the Consolidated Scrutinizer's Report dated 3rd August, 2016 of E-voting and Physical Ballot Forms Voting at the venue of 27th Annual General Meeting held on 2nd August, 2016.

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

Phone: 011-22533508

Mobile: 9312406331

Mahesh Gupta & Company

Company Secretaries

Wadhwa Complex Chamber No. 110, G.F. D-288-289/10, Laxmi Nagar, Delhi 110 092

CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,
The Chairman
27th Annual General Meeting of the Equity Shareholders of
UFLEX LIMITED
Held on Tuesday, 2nd August, 2016 at 10:00 A.M.,
at Air Force Auditorium, Suboroto Park,
New Delhi-110010

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting & voting through polling paper conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rules of the Companies (Management and Administration) Rules, 2014) and amendment thereof.

I, Mahesh Kumar Gupta, Company Secretary, having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar Delhi - 110 092, was appointed as a Scrutinizer by the Board of Directors of Uflex Limited ("the Company"), pursuant to section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 & amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for conducting remote e-voting and voting through polling paper in respect of the below mentioned resolution(s) proposed at the 27th meeting of the Equity Shareholders of Uflex Limited, held on Tuesday, 2nd August, 2016 at 10:00 A.M. at Air Force Auditorium, Suboroto Park, New Delhi-110010.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and polling paper received on the resolutions contained in the Notice of 27th Annual General Meeting (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 polling paper received by the Company.

I have completed the scrutiny of online voting (remote e-voting) and polling papers received and submit my report as under:-

1. The Company had provided the remote e-voting facility offered by CDSL (Central Depository Services Limited) to the shareholders of the Company.



2. In accordance with the Notice of the 27th AGM dated 27th May 2016 sent to the shareholders and the "Advertisement" published pursuant to the Rule [20(3)(v)] of the Companies (Management and Administration) Rules, 2014 & amendment thereof on 10th July, 2015 in "The Financial Express" in English and on 10th July, 2016 in "Jan satta" in Hindi.
3. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 26th July, 2016 were entitled to vote on the proposed resolution(s) item no. 1 to 5 as set out in the Notice of the AGM of Uflex Limited by remote e-voting or voting through polling paper at AGM.
4. The remote e-voting period remained open from 9:00 A.M. on 30th July, 2016 up to 5:00 P.M. on 1st August, 2016.
5. After close of period for remote e-voting, the details of members, such as their names, folio number, number of shares held, who had casted votes through remote e-voting were downloaded from the e-voting website of CDSL (<http://www.evotingindia.com>) for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 27th AGM.
6. After the time fixed for closing of the poll by the Chairman, One ballot box kept for polling were locked in my presence with due identification marks placed by me.
7. The locked ballot box were subsequently unblocked on 2nd August, 2016 at 02:00 p.m in my presence along with 2 (two) witnesses (1) Mr. Paras Kaushik (A-110, Gali No. 1, Vikas Marg, Shakarpur, Delhi-110092 and (2) Ms. Kiran Joshi (L-I, 5/290, Sangam Vihar, New Delhi-110080) who are not in the employment of the Company and the poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the votes being unblocked in their presence. The Poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



.....
Name: Paras Kaushik



.....
Name: Kiran Joshi

8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. After counting , the votes casted by the members and proxy holders present at the 27th AGM, through polling paper, the votes casted through remote e-voting were unblocked on 2nd August, 2016 at 05:08 p.m., in the presence of 2 (Two) witnesses, Mr. Paras Kaushik and Ms. Kiran Joshi, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.



.....
Name: Paras Kaushik



.....
Name: Kiran Joshi



10. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>).

The Consolidated Report on the results of remote e-voting and voting through polling paper on each resolution are given hereunder:

Resolution No. 1 – (Ordinary Resolution)

To consider and adopt:

(a) Audited Financial Statements of the Company for the financial year ended March 31, 2016 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon; and

(b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016.

(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	86	36959772	100
Voting through Polling paper (in person or by proxy)	84	2214562	99.93
Total	170	39174334	99.996

(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	00	00	00
Voting through Polling paper (in person or by proxy)	76	1483	0.07
Total	76	1483	0.004

(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	00	00
Voting through Polling paper (in person or by proxy)	07	420
Total	07	420



Resolution No. 2 – (Ordinary Resolution)

To declare the dividend for the year 2015-2016 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	86	37298558	100
Voting through Polling paper (in person or by proxy)	91	2215163	99.96
Total	177	39513721	99.998

(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	00	00	00
Voting through Polling paper (in person or by proxy)	69	882	0.04
Total	69	882	0.002

(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	00	00
Voting through Polling paper (in person or by proxy)	07	420
Total	07	420

Resolution No. 3 – (Ordinary Resolution)

To appoint a Director in place of Shri Ashok Chaturvedi (holding 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	85	36977201	99.86
Voting through Polling paper (in person or by proxy)	84	2214562	99.93
Total	169	39191763	99.86



(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	1	52617	0.14
Voting through Polling paper (in person or by proxy)	76	1483	0.07
Total	77	54100	0.14

(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	00	00
Voting through Polling paper (in person or by proxy)	07	420
Total	07	420

Resolution No. 4 - (Ordinary Resolution)

To Ratify the Appointment of Statutory 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	74	36007818	96.60
Voting through Polling paper (in person or by proxy)	84	22144562	99.93
Total	158	38222380	96.79

(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	10	1266970	3.40
Voting through Polling paper (in person or by proxy)	76	1483	0.07
Total	86	1268453	3.21



(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	00	00
Voting through Polling paper (in person or by proxy)	07	420
Total	07	420

Resolution No. 5 -(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	85	37169296	99.65
Voting through Polling paper (in person or by proxy)	84	2214562	99.93
Total	169	39383858	99.67

(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	1	129262	0.35
Voting through Polling paper (in person or by proxy)	76	1483	0.07
Total	77	130745	0.33

(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	00	00
Voting through Polling paper (in person or by proxy)	07	420
Total	07	420



11. The Register of polling papers, all other papers and relevant records related to remote e-voting and voting by polling papers at 27th AGM shall remain in my safe custody until the chairman consider, approves and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,
For Mahesh Gupta & Company



Mahesh Kumar Gupta
FCS: 2870: CP: 1999



Countersigned by:
for Uflex Limited



M.G Gupta
(Chairman of the Meeting)

Place: Delhi
Dated: 03.08.2016