



# Mahesh Gupta & Company

## Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, New Delhi-110092

Phone : 011-22533508; 9312406331; E-Mail: [maheshgupta.co@gmail.com](mailto:maheshgupta.co@gmail.com)

### CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,  
The Chairman  
UFLEX LIMITED  
305, Third Floor, Bhanot Corner,  
Pamposh Enclave, Greater Kailash-I,  
New Delhi-110048

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on Postal Ballot (Physical & E-Voting) conducted pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014) and amendment thereof.**

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 – 110 092, was appointed as a Scrutinizer by the Board of Directors of Uflex Limited ("the Company"), pursuant to sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 & amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of conducting Postal Ballot (Physical & E-voting) process in fair and Transparent manner in respect of the resolution set out in the notice of Postal Ballot issued dated 1<sup>st</sup> June, 2018 proposed to be passed by Members of the Company.


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 Postal ballot forms received on the resolution contained in the Postal Ballot notice dated 1<sup>st</sup> June, 2018. 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 Postal Ballot forms received by the Company.

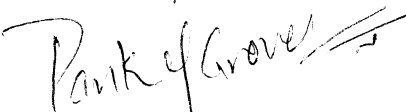
I have completed the scrutiny of online voting (remote e-voting) and Postal ballot forms received and submit my report as under:-

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 Postal Ballot issued dated 1st June, 2018 sent to shareholders and the "Advertisement" published pursuant to Rule [20(4)(V)] of the Companies (Management and Administration) Rules, 2014 & amendment thereof on 8<sup>th</sup> June, 2018 in "The Pioneer" in Hindi & English Newspaper.
3. The shareholders holding shares either in physical form or in dematerialized form as on "cut off" date i.e. 1st June, 2018 were entitled to vote on the proposed resolution set out in notice of Postal Ballot.




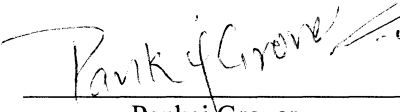
4. The remote e-voting period remained open from 9:00 A.M. on 8th June, 2018 up to 5:00 P.M. on 7th July, 2018
5. After close of period for remote e-voting, the details of members, such as their names, folio number, number of shares held, who had casted votes through remote e-voting were downloaded from 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 through Ballot Paper.
6. The Postal ballot Forms received were subsequently opened on 7<sup>th</sup> July, 2018 at 05:15 p.m (Approx.) in my presence along with 2 (two) witnesses 1. Amit Mohta, ( 54, Shakarpur Khas, Shakarpur, Delhi-110092) and 2. Pankaj Grover (WZ-1058, 3<sup>rd</sup> Floor, Basai Darapur, Delhi-110015) who are not in the employment of the Company and the Postal Ballot forms were diligently scrutinized. The witnesses have signed below in confirmation of the votes being opened in their presence. The Postal Ballot 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.

  
 \_\_\_\_\_  
 Amit Mohta

  
 \_\_\_\_\_  
 Pankaj Grover

7. The Postal Ballot Forms, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
8. After counting, the votes casted by the members through Postal ballot forms, the votes casted through remote e-voting were unblocked on 7<sup>th</sup> July, 2018 at 05:26 p.m. (approx.) , in the presence of 2 (Two) witnesses, 1. Amit Mohta, (54, Shakarpur Khas, Shakarpur, Delhi-110092) and 2. Pankaj Grover (WZ-1058, 3<sup>rd</sup> Floor, Basai Darapur, Delhi-110015), who are not in the employment of the Company. The witness have signed below in confirmation of the votes being unblocked in their presence:-

  
 \_\_\_\_\_  
 Amit Mohta

  
 \_\_\_\_\_  
 Pankaj Grover

9. 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 Postal ballot paper on the resolution is given under:-**

**Special Business**

**Item No. 1: Issue of Compulsorily Convertible Preference Shares (CCPS) on preferential basis by way of Special Resolution.**

- (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	152	35693711	99.99499
Postal Ballot Forms	10	2475450	100.0000
Total	162	38169161	99.99531





(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	13	1791	0.00501
Postal Ballot Forms	0	0	0
Total	13	1791	0.00469

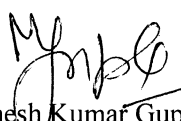
(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' <b>Invalid</b> '	Total number of votes cast by them declared ' <b>Invalid</b> '
Remote E-Voting	0	0
Postal Ballot Forms	10	343
Total	10	343

10. The Register of Postal Ballot and all other relevant records of voting process given /provided/maintained in electronic mode and Postal Ballot Forms will remain in my safe custody until the Chairman/Director of the Company consider, approves and sign the minutes of proceedings of Postal Ballot and thereafter the same will be handed over to the Company Secretary for safe keeping.

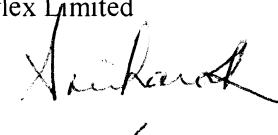
Thanking you,

Yours faithfully,  
For Mahesh Gupta & Company  
Company Secretaries

  
Mahesh Kumar Gupta  
Proprietor  
FCS: 2870: CP: 1999



Countersigned by:  
for Uflex Limited

  
(Chairman/Director)

Place: Delhi  
Dated: 09.07.2018