



# Mahesh Gupta & Company

Company Secretaries

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

Phone: 011-49503085; 9312406331; e-mail: [mkg1999@gmail.com](mailto:mkg1999@gmail.com)

## SCRUTINIZER'S REPORT ON POSTAL BALLOT

*(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)*

To,  
The Chairman,  
UFLEX LIMITED  
305, 3rd Floor, Bhanot Corner,  
Pamposh Enclave, Greater Kailash – I,  
New Delhi – 110048.

**Subject: Scrutinizer's Report on Remote Electronic Voting conducted by Postal Ballot process pursuant to Section 110 read with the Companies (Management and Administration) Rules, 2014**

Dear Sirs,

I, Mahesh Kumar Gupta (CP No. 1999), Practicing Company Secretary having office at Wadhwa Complex, Chamber No. 110, Ground Floor, D-288-289/10, Laxmi Nagar, Delhi – 110092, was appointed as a Scrutinizer by the Board of Directors of M/s. UFLEX LIMITED (the "Company") in its meeting held on February 11, 2022 pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, allowing companies for conducting their General Meetings / Postal Ballot(s) vide General Circular nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 8, 2021 respectively (collectively referred to as "MCA Circulars") in view of COVID-19 pandemic and any other applicable laws and regulations, for the purpose of scrutinizing the process of remote electronic voting ("**Remote E-voting**") for resolutions as mentioned in Postal Ballot Notice dated February 11, 2022 ("**Postal Ballot Notice**") issued by the Company to its members for their approval.

1. The Management of the Company is responsible to ensure the compliance of the Companies Act, 2013 and rules made thereunder along with circular issued by Ministry of Corporate Affairs and the Securities and Exchange Board of India relating to conducting of Postal Ballot Process through remote e-voting on the resolutions contained in the



2. Postal Ballot Notice. My responsibility as a Scrutinizer is restricted to make a report of votes cast “in favour” or “against” on the resolutions stated in the Postal Ballot Notice, 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.
3. I submit my report as under:
- (i) The Company sent the Postal Ballot Notice thorough email on February 22, 2022 to all the members whose names were appearing in the register of members/records as received from Registrar and Share Transfer Agent and Depositories as on the *cut-off date i.e. Friday, February, 18, 2022* for seeking approval of the members of the Company through Postal Ballot, only by means of remote e-voting.
  - (ii) The Postal Ballot Notice was also available on the Company’s website at [www.uflexltd.com](http://www.uflexltd.com), website of stock exchange i.e. “The BSE Limited” and “The National Stock Exchange of India Limited” at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the website of CDSL (agency for providing the Remote e-Voting facility) i.e. [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) In terms of General Circulars No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020 and No. 10/2021 dated June 23, 2021 and 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), hard copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope were not dispatched by the Company.
  - (iv) A notice about the dispatch of Postal Ballot Notice was also published on February 23, 2022 in ‘Financial Express’ newspaper in English language and in ‘Jansatta’ newspaper in Hindi language in terms of Rule 22(3) of the Companies (Management and Administration) Rules, 2014.
  - (v) The Company had provided the remote e-voting facility for its members through CDSL, to enable them to cast their votes electronically.
  - (vi) The remote e-voting period commenced on *Wednesday, February 23, 2022 at 9:00 a.m.* and ended on *Thursday, March 24, 2022 at 5:00 p.m.* The votes casted through remote e-voting facility by members of the Company till *Thursday, March 24, 2022 up to 5:00 p.m.*, being the last date and time fixed by the Company for remote e-voting were considered for my scrutiny.
  - (vii) After close of remote e-voting period, the votes were unblocked and remote e-voting summary statement(s) were downloaded from website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) at *10:37 A.M. on March 25, 2022* in the presence of two witnesses, Mrs. Manju Gupta and Ms. Kumari Kajal, who are not in employment of the Company.





(viii) summary of the result of remote e-voting is given below:

**Resolution No. 1 – Increasing the Borrowing Powers of the Company as a Special Resolution**

(a) Voted 'FAVOUR' and 'AGAINST' the resolution:

| Particulars  | Number of members voted | Number of votes cast in the resolution | % of total number of valid votes cast |
|--------------|-------------------------|--|---------------------------------------|
| Favour       | 212                     | 34112215                               | 99.92                                 |
| Against      | 31                      | 27163                                  | .08                                   |
| <b>Total</b> | <b>243</b>              | <b>34139378</b>                        | <b>100.00</b>                         |

(b) Votes 'INVALID':

| Total number of members whose votes declared <b>Invalid</b> | Total number of votes cast by them declared <b>Invalid</b> |
|---|--|
| Nil   | Nil  |

**Resolution No. 2 – Creation of Mortgage / Charge on the Assets of the Company: as a Special Resolution**

(a) Voted 'FAVOUR' and 'AGAINST' the resolution:

| Particulars  | Number of members voted | Number of votes cast in the resolution | % of total number of valid votes cast |
|--------------|-------------------------|--|---------------------------------------|
| Favour       | 205                     | 34111541                               | 99.92                                 |
| Against      | 38                      | 27837                                  | .08                                   |
| <b>Total</b> | <b>243</b>              | <b>34139378</b>                        | <b>100.00</b>                         |

(b) Votes 'INVALID':

| Total number of members whose votes declared <b>Invalid</b> | Total number of votes cast by them declared <b>Invalid</b> |
|---|--|
| Nil   | Nil  |

**Resolution No. 3 – Appointment of Shri Paresh Nath Sharma (DIN 00023625) as an Independent Director of the Company as a Special Resolution**

(a) Voted 'FAVOUR' and 'AGAINST' the resolution:

| Particulars  | Number of members voted | Number of votes cast in the resolution | % of total number of valid votes cast |
|--------------|-------------------------|--|---------------------------------------|
| Favour       | 218                     | 34110348                               | 99.91                                 |
| Against      | 25                      | 29030                                  | .09                                   |
| <b>Total</b> | <b>243</b>              | <b>34139378</b>                        | <b>100.00</b>                         |

(b) Votes 'INVALID':

| Total number of members whose votes declared <b>Invalid</b> | Total number of votes cast by them declared <b>Invalid</b> |
|---|--|
| Nil   | Nil  |



**Resolution No. 4 – Adoption of New Set of Article of Association of the Company as a Special Resolution**

(a) Voted 'FAVOUR' and 'AGAINST' the resolution:

| Particulars  | Number of members voted | Number of votes cast in the resolution | % of total number of valid votes cast |
|--------------|-------------------------|--|---------------------------------------|
| Favour       | 209                     | 33389788                               | 97.80                                 |
| Against      | 34                      | 749590                                 | 2.20                                  |
| <b>Total</b> | <b>243</b>              | <b>34139378</b>                        | <b>100.00</b>                         |

(b) Votes 'INVALID':

| Total number of members whose votes declared <b>Invalid</b> | Total number of votes cast by them declared <b>Invalid</b> |
|---|--|
| Nil   | Nil  |

4. The electronic data and all other relevant records related to remote e-voting shall remain in my safe custody until the Chairman consider, approves and signs the minutes of proceedings of Postal Ballot and thereafter the same will be handed over to the Chairman for safe keeping.

Thanking you,

Yours truly,

For Mahesh Gupta & Company  
Company Secretaries

  
Mahesh Kumar Gupta  
FCS: 2870 CP: 1999  
UDIN: F002870C00311360



Countersigned by:

For Uflex Limited

  
(Director)

Date : March 25, 2022  
Place : Delhi