



UFLEX LIMITED

Division/Office: CORPORATE - SECRETARIAL

Corporate Office: A-107-108, Sector-IV, Distt. Gautam Budh Nagar, NOIDA - 201301, (U.P.), India

Tel.: +91-120-4012345/2522558 Fax: +91-120-2442903

Website: www.uflexltd.com E-mail ID: secretarial@uflexltd.com

UFLEX /SEC/2023/

24th August, 2023

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G-Block
Bandra - Kurla Complex
Bandra (E),
Mumbai – 400051

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: 34th Annual General Meeting (“AGM”) of the Members of the Company held on 23rd August, 2023 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

Dear Sir(s),

We send herewith the Consolidated Scrutinizer's Report dated 24th August, 2023 of Remote E-voting and E-Voting at the 34th Annual General Meeting of the Company held on 23rd August, 2023 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

This is for your information and record please.

Kindly take the same on record.

Thanking you,

Yours faithfully,
For UFLEX LIMITED

(Ritesh Chaudhry)
Sr. Vice President - Secretarial &
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

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 Chairman & Managing Director

34th Annual General Meeting (“AGM”) of the Equity Shareholders of
UFLEX LIMITED

held on **Wednesday, 23rd August, 2023 at 3:30 PM (IST),**

through Video Conferencing (“VC”)/Other Audio-Visual Means (OAVM)

at 305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash – I,
New Delhi – 110048.

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 34th 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 34th Annual General Meeting (“AGM”) of the Equity Shareholders of **UFLEX LIMITED**, held on **Wednesday, 23rd August, 2023 at 3:30 PM (IST)** through VC/OAVM without physical presence of the members at the AGM Venue in compliance with the General Circular General Circular No (s) 14/2020 dated: April 08, 2020, 17/2020, dated: April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 issued by (MCA Circulars) and circular dated May 12, 2020, May 13, 2022 and circular dated January 5, 2023, issued by the Securities and Exchange Board of India



providing relaxations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Circulars”) and any other applicable laws and regulations, holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, to transact the business set out in the Notice calling the 34th AGM. The deemed venue of the 34th 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 34th AGM through VC / OAVM and voting through electronic means on the resolutions contained in the Notice of 34th 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.

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 compliance with the aforesaid “MCA Circulars” and “SEBI Circulars”, the Notice **dated 30th May, 2023** calling the 34th AGM had been uploaded on the website of the Company at www.uflexltd.com. The Notice could also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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.
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 **28th July, 2023 in connection with 34th AGM held on 23rd August, 2023** 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 were 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 circulars” and “SEBI circulars”, the Annual Report and the Notice of AGM were sent only by 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., **Wednesday, 16th August, 2023** were entitled to vote on the proposed resolution(s) item no. 1 to 5 as set out in the Notice of the 34th 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 **Sunday, 20th August, 2023 (9:00 AM) and ended on Tuesday, 22nd August, 2023 (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 23rd August, 2023 at 04:21 P.M. in the presence of two witnesses, Ms. Himansi Gupta and Mrs. Manju Gupta who are not in the employment of the Company.

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 and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2023, 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	247	33558894	99.9217
E-Voting at the AGM	5	12115	99.9917
Total	252	33571009	99.9217

(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	26293	0.0783
E-Voting at the AGM	1	1	0.0083
Total	21	26294	0.0783



(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 2022-2023 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	256	33666604	99.9988
E-Voting at the AGM	5	12115	99.9917
Total	261	33678719	99.9988

(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	12	400	0.0012
E-Voting at the AGM	1	1	0.0083
Total	13	401	0.0012

(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	235	31427494	99.8636
E-Voting at the AGM	5	12115	99.9917
Total	240	31439609	90.7523

(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	31	42926	0.1364
E-Voting at the AGM	1	1	0.0083
Total	32	42927	0.1364

(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. 4 – (Special Resolution)

Appointment of Smt. Rashmi Verma (DIN: 01993918), as an Independent Woman 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	245	33660233	99.9799
E-Voting at the AGM	5	12115	99.9917
Total	250	33672348	99.9799



(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	23	6771	0.0201
E-Voting at the AGM	1	1	0.0083
Total	24	6772	0.0201

(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	-	-

5. 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	240	33660430	99.9805
E-Voting at the AGM	5	12115	99.9917
Total	245	33672545	99.9805

(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	28	6574	0.0195
E-Voting at the AGM	1	1	0.0083
Total	29	6575	0.0195



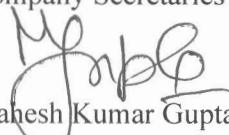
iii) Votes 'INVALID':

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 34th AGM through VC / OAVM shall remain in my safe custody until the Chairman 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

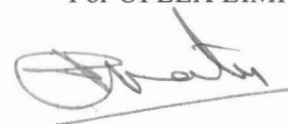
UDIN : F002870E000852488

Place : Noida

Date : 24-08-2023



Countersigned by:
For UFLEX LIMITED



(Ashok Chaturvedi)
Chairman & Managing Director