



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

To,

The Chairperson of 31<sup>st</sup> Annual General Meeting of the Equity Shareholders of **UFLEX LIMITED** held on Thursday, 17<sup>th</sup> September, 2020 at 11:00 A.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 31<sup>st</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, have been 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 the process of voting through electronic means ("e-voting") on the Resolutions contained in the Notice dated 30<sup>th</sup> June, 2020 ("Notice") issued in accordance with the General Circular No. 14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 and 5<sup>th</sup> May 2020 respectively, issued by Ministry of Corporate Affairs ("MCA") (hereinafter referred to as "MCA Circulars"), Government of India, and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 calling the 31<sup>st</sup> Annual General Meeting ("AGM") of the Equity Shareholders ("the Meeting" / "AGM") through VC / OAVM. The AGM was convened on Thursday, 17<sup>th</sup> September, 2020 at 11:00 A.M. IST through VC / OAVM.

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 31<sup>st</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.

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 Circulars and SEBI Circular No. SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020, the Notice for calling AGM had been sent to the Members having email registered with the Company or Registrar & Transfer Agent or depository participants/depository on 24<sup>th</sup> August, 2020 and Public Notice by way of advertisement had been published in [Financial Express & Jansatta] vide dated 23<sup>rd</sup> August, 2020 & 26<sup>th</sup> August, 2020. Further, Notice calling the AGM 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. The shareholders holding shares as on the "cut off" date i.e. **10<sup>th</sup> September, 2020** were entitled to vote on the proposed resolution(s) item no. 1 to 4 as set out in the Notice of the 31<sup>st</sup> AGM of the Company by remote e-voting or e-voting at AGM through VC/ OAVM.
4. The remote e-voting period remained open from 9:00 A.M. on 14<sup>th</sup> September, 2020 up to 5:00 P.M. on 16<sup>th</sup> September, 2020.
5. At the AGM, it was informed that the facility for e-voting is available to facilitate the Members attending the Meeting through VC / OAVM who did not participate in the remote e-voting to cast their votes till Thirty Minutes after the conclusion of the Meeting.
6. After the conclusion of the AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked on 17<sup>th</sup> September, 2020 at 12:03 P.M. in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

*Jeevan Kumar*

Mr. Jeevan Kumar  
(ACS: A50671)

*Prashasti*

Ms. Prashasti Tripathi  
(ACS : A46497)

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**

To adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2020, 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     | 181                     | 37692722                                       | 99.99971                              |
| E-Voting at the AGM | 11                      | 13378  | 100.0000                              |
| <b>Total</b>        | <b>192</b>              | <b>37706100</b>                                | <b>99.99971</b>                       |



(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     | 10                      | 108   | 0.00029                               |
| E-Voting at the AGM | --                      | --  | --                                    |
| <b>Total</b>        | <b>10</b>               | <b>108</b>  | <b>0.00029</b>                        |

(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     | --   | --   |
| E-Voting at the AGM | --   | --   |
| <b>Total</b>        | <b>--</b>  | <b>--</b>  |

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

**To declare the dividend for the year 2019-20 on the equity shares of the Company**

(i) Voted '**FOR**' the resolution:

| Mode of voting      | Number of members voted | Number of votes cast in ' <b>Favour</b> ' of resolution | % of total number of valid votes cast |
|---------------------|-------------------------|---|---------------------------------------|
| Remote E-Voting     | 182                     | 37741556  | 99.99971                              |
| E-Voting at the AGM | 11                      | 13378   | 100.00000                             |
| <b>Total</b>        | <b>193</b>              | <b>37754934</b>   | <b>99.99971</b>                       |

(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     | 10                      | 108   | 0.00029                               |
| E-Voting at the AGM | --                      | --  | --                                    |
| <b>Total</b>        | <b>10</b>               | <b>108</b>  | <b>0.00029</b>                        |

(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     | --   | --   |
| E-Voting at the AGM | --   | --   |
| <b>Total</b>        | <b>--</b>  | <b>--</b>  |



**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 ' <b>Favour</b> ' of resolution | % of total number of valid votes cast |
|---------------------|-------------------------|---|---------------------------------------|
| Remote E-Voting     | 176                     | 35406530  | 99.61021                              |
| E-Voting at the AGM | 11                      | 13378   | 100.00000                             |
| <b>Total</b>        | <b>187</b>              | <b>35419908</b>   | <b>99.61036</b>                       |

(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     | 14                      | 138550  | 0.38979                               |
| E-Voting at the AGM | --                      | --  | --                                    |
| <b>Total</b>        | <b>14</b>               | <b>138550</b>   | <b>0.38964</b>                        |

(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     | --   | --   |
| E-Voting at the AGM | --   | --   |
| <b>Total</b>        | <b>--</b>  | <b>--</b>  |

**Resolution No. 4 – (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 ' <b>Favour</b> ' of resolution | % of total number of valid votes cast |
|---------------------|-------------------------|---|---------------------------------------|
| Remote E-Voting     | 179                     | 37740362  | 99.99655                              |
| E-Voting at the AGM | 11                      | 13378   | 100.00000                             |
| <b>Total</b>        | <b>190</b>              | <b>37753740</b>   | <b>99.99655</b>                       |



(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                      | 1302  | 0.00345                               |
| E-Voting at the AGM | --                      | --  | --                                    |
| <b>Total</b>        | <b>13</b>               | <b>1302</b>   | <b>0.00345</b>                        |

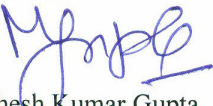
(iii) Votes '**INVALID**':

| 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     | --   | --   |
| E-Voting at the AGM | --   | --   |
| <b>Total</b>        | <b>--</b>  | <b>--</b>  |

7. The electronic data and other relevant records related to remote e-voting and e-voting at 31<sup>st</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.

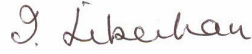
Thanking you,

Yours faithfully,  
For Mahesh Gupta & Company  
Company Secretaries

  
Mahesh Kumar Gupta  
Proprietor  
FCS: 2870 CP: 1999  
UDIN : F002870B000729002



Countersigned by:  
For UFLEX Limited

  
(Chairperson of the Meeting)

Place : Delhi  
Date : 18<sup>th</sup> September, 2020