

## **Mahesh Gupta & Company**

Company Secretaries

Wadhwa Complex Chamber No. 110, G.F. D-288-289/10, Laxmi Nagar, Delhi-110092

### **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 Chairperson  
28<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
UFLEX LIMITED  
Held on Monday, 31<sup>st</sup> July, 2017 at 10:00 A.M.  
at Air Force Auditorium, Subroto 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 - 110092, 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 28th meeting of the Equity Shareholders of Uflex Limited, held on Monday, 31st July, 2017 at 10:00 A.M. at Air Force Auditorium, Subroto 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 28th 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.

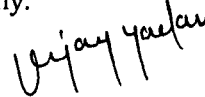
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2. In accordance with the Notice of the 28th AGM dated 31st July 2017 sent to the shareholders and the "Advertisement " published pursuant to the Rule [20(3)(v)] of the Companies (Management and Administration) Rules, 2014 & amendment thereof on 9<sup>th</sup> July, 2017 in "The Financial Express" in English and on 9<sup>th</sup> July, 2017 in "Jansatta" in Hindi.
3. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 24<sup>th</sup> July, 2017 were entitled to vote on the proposed resolution(s) item no. 1 to 7 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 28<sup>th</sup> July, 2017 up to 5:00 P.M. on 30<sup>th</sup> July, 2017.
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 28<sup>th</sup> AGM.
6. After the time fixed for closing of the poll by the Chairperson, 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 31st July, 2017 at 02:00 p.m in my presence along with 2 (two) witnesses (1) Mr. Pankaj Grover r/o 303/13, Street No. 19, South Patel Nagar, Delhi - 110008 and (2) Mr. Vijay Yadav r/o 1107, Deepak Vihar, Khora Colony, Ghaziabad - 201001, 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.



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Pankaj Grover

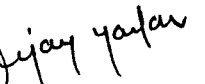


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Vijay Yadav

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 28th AGM, through polling paper, the votes casted through remote e-voting were unblocked on 31st July, 2017 at 15:31 p.m. in the presence of 2 (Two) witnesses, (1) Mr. Pankaj Grover r/o 303/13, Street No. 19, South Patel Nagar, Delhi - 110008 and (2) Mr. Vijay Yadav r/o 1107, Deepak Vihar, Khora Colony, Ghaziabad - 201001, 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.



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Pankaj Grover



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Vijay Yadav

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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 adopt the Audited Financial Statements (Standalone and Consolidated) for the year ended 31st March, 2017**

(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	105	38675333	100
Voting through Polling paper (in person or by proxy)	49	7675734	99.9997
Total	154	46351067	99.99994

(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	--	--	--
Voting through Polling paper (in person or by proxy)	6	26	.0003
Total	6	26	.00006

(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	--	--
Voting through Polling paper (in person or by proxy)	14	486
Total	14	486



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**Resolution No. 2 - (Ordinary Resolution)**

**To declare the dividend for the year 2016-2017 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	105	39014119	100
Voting through Polling paper (in person or by proxy)	49	7675734	99.9997
Total	154	46689853	99.99994

(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	--	--	--
Voting through Polling paper (in person or by proxy)	6	26	.0003
Total	6	26	.00006

(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	--	--
Voting through Polling paper (in person or by proxy)	14	486
Total	14	486

**Resolution No. 3 - (Ordinary Resolution)**

**To appoint a Director in place of Shri Amitava Ray (holding DIN: 00184143), 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	47	32266085	82.7036
Voting through Polling paper (in person or by proxy)	49	7675734	99.9997
Total	96	39941819	85.5471

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(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	58	6748034	17.2964
Voting through Polling paper (in person or by proxy)	6	26	.0003
Total	64	6748060	14.4529

(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	--	--
Voting through Polling paper (in person or by proxy)	14	486
Total	14	486

**Resolution No. 4 - (Ordinary Resolution)**

**To appoint M/s. KAAP & Associates, Chartered Accountants, as Statutory Auditors 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	101	38916302	99.7493
Voting through Polling paper (in person or by proxy)	49	7675734	99.9997
Total	150	46592036	99.7904

(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	4	97817	.2507
Voting through Polling paper (in person or by proxy)	6	26	.0003
Total	10	97843	.2096

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(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	--	--
Voting through Polling paper (in person or by proxy)	14	486
Total	14	486

**Resolution No. 5 - (Ordinary Resolution)**

**Appointment of Shri Arvind Mahajan (DIN: 02410540) as a regular Director (Independent)**

(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	105	39014119	100
Voting through Polling paper (in person or by proxy)	49	7675734	99.9997
Total	154	46689853	99.99994

(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	--	--	--
Voting through Polling paper (in person or by proxy)	6	26	.0003
Total	6	26	.00006

(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	--	--
Voting through Polling paper (in person or by proxy)	14	486
Total	14	486

Contd..7..



**Resolution No. 6 - (Ordinary Resolution)**

**Appointment of Shri Pradeep Narendranath Poddar (DIN: 00025199) as a regular Director (Independent)**

(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	105	39014119	100
Voting through Polling paper (in person or by proxy)	49	7675734	99.9997
Total	154	46689853	99.99994

(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	--	--	--
Voting through Polling paper (in person or by proxy)	6	26	.0003
Total	6	26	.00006

(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	--	--
Voting through Polling paper (in person or by proxy)	14	486
Total	14	486

**Resolution No. 7 - (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	104	38655719	100
Voting through Polling paper (in person or by proxy)	49	7675734	99.9997
Total	153	46331453	99.99994

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(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	--	--	--
Voting through Polling paper (in person or by proxy)	6	26	.0003
Total	6	26	.00006


(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	--	--
Voting through Polling paper (in person or by proxy)	14	486
Total	14	486

11. The Register of polling papers, all other papers and relevant records related to remote e-voting and voting by polling papers at 28th AGM shall remain in my safe custody until the Chairperson 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

  
(Chairperson of the Meeting)

Place: DELHI  
Dated: 01.08.2017