



# Mahesh Gupta & Company

## Company Secretaries

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

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### 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 14, 2023**. In terms of 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”), Secretarial Standard-2 on General Meetings (“SS-2”) issued by Institute of Company Secretaries of India, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and in compliance with the General Circulars issued by the Ministry of Corporate Affairs, Government of India allowing companies for conducting their General Meetings / Postal Ballot(s) vide its General Circular Nos. 14/2020 dated April 8, 2020; 17/2020 dated April 13, 2020 in relation to extension of framework “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19”, and General Circular No. 11/2022 dated December 28, 2022, in relation to extension of the framework provided in the aforementioned circulars up to September 30, 2023 (“MCA Circulars”), the Company had sent the “**Postal Ballot Notice**” dated February 14, 2023 in electronic form only for seeking the approval of the Members on the resolutions set out in the Postal Ballot to be passed as Special Resolution by way of voting through electronic means (“**e-voting**”) only.

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 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.





2. I submit my report as under:

- (i) The Company sent the Postal Ballot Notice through email on March 18, 2023 and corrigendum to the Postal Ballot Notice on April 04, 2023 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, March 10, 2023* 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; 17/2020 dated April 13, 2020 in relation to extension of framework "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid - 19", and General Circular No. 11/2022 dated December 28, 2022, in relation to extension of the framework provided in the aforementioned circulars up to September 30, 2023 ("MCA Circulars"), and any other applicable laws and regulations, 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 March 19, 2023 in 'Financial Express' newspaper in English language and in 'Jansatta' newspaper in Hindi language and the Corrigendum to the Postal Ballot Notice were also published on April 05, 2023 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 *Sunday, March 19, 2023 at 9:00 a.m.* and ended on *Monday, April 17, 2023 at 5:00 p.m.* The votes casted through remote e-voting facility by members of the Company till *Monday, April 17, 2023* 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 05:11 PM. on *April 17, 2023* 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 : APPOINTMENT OF SHRI SUJIT KUMAR VARMA (DIN: 09075212) 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	277	34787352	99.96
Against	33	15474	.04
<b>Total</b>	<b>310</b>	<b>34802826</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 : APPOINTMENT OF SHRI GHYANENDRA NATH BAJPAI (DIN: 00946138) 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	283	49631756	99.97
Against	36	16687	.03
<b>Total</b>	<b>319</b>	<b>49648443</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

3. 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: F002870E000124838



Countersigned by:

For Uflex Limited

  
(Chairman & Managing Director)

Date : 18th April, 2023  
Place : Delhi