

Mahesh K. Gupta  
B.com, F.C.S.

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**Mahesh Gupta & Company**  
Company Secretaries

Wadhwa Complex Chamber  
No. 110, G.F. , D-288-289/10  
Laxmi Nagar, Delhi 110 092

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To ,  
The Chairman  
M/s. UFLEX LIMITED  
305, 3<sup>rd</sup> Floor, Bhanot Corner, Pamposh Enclave,  
Greater Kailash – I, New Delhi – 110 048

#### CONSOLIDATED SCRUTINISERS 'REPORT

I, Mahesh Kumar Gupta, Practicing Company Secretary, having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar Delhi – 110 092, being appointed as the Scrutinizer by the Board of Directors of UFLEX Ltd., at their meeting held on 28.05.2015 (the Company) for the purpose of scrutinizing voting process in a fair and transparent manner in respect of the below mentioned resolutions proposed at the 26<sup>th</sup> Annual General Meeting of the Equity shareholders of the Company held on 22<sup>nd</sup> July, 2015 at 10:00 A. M. at Air Force Auditorium, Subroto Park, New Delhi - 110010, submit my report as under:

1. In accordance with the Notice of the 26th Annual General Meeting dated 28th May 2015 sent to the shareholders and the 'Advertisement "published pursuant to the Rule (20(3)(V) of the Companies (Management and Administration) Rules, 2014 on 1<sup>st</sup> July, 2015 in "Financial Express" in English and "Jan satta" in Hindi, the E-voting opened at 9:00 A.M. on 19<sup>th</sup> July, 2015 and remained open upto 5:00 P.M. on 21<sup>st</sup> July, 2015.
2. The equity shareholders holding shares as on 15<sup>th</sup> July 2015, "cut off date "were entitled to vote on the resolutions stated in the Notice of the 26<sup>th</sup> Annual General Meeting of the Company.



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3. One Ballot Box kept for the ballot paper for the purpose of voting through ballot paper, were locked in our presence.
4. The locked ballot box was subsequently opened in our presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company.
5. The ballot papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

Total Number of Members (in person or by proxy) whose votes were declared invalid	Total No. of Votes Cast by them (As per records of the Company)
76	9932

6. After counting the votes cast by the members and proxy holders present at 26<sup>th</sup> Annual General Meeting through ballot papers, the votes casted through remote e-voting were unblocked at approx. 12:51 PM on 22<sup>nd</sup> July, 2015 in presence of two witnesses, Mr. Abhineet Srivastava and Mr. Kartik Duneja , who are not the employees of the Company. They have signed below in confirmation of the votes being unblocked in their presence :

Abhineet Srivastava

Name : Abhineet Srivastava

Kartik

Name : Kartik Duneja



Contd..3.

7. The e-voting results/list of equity shareholders who have voted "For and Against " were downloaded from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>).

The consolidated result of the e-voting and the polling at the Meeting (AGM), for the resolutions starting from serial no 1 to 7 are passed with the requisite majority, are as under:

**Resolution 1: Adoption of Financial Statements including Consolidated Financial Statements for the Year Ended 31st March 2015**

Mode	No. of Members Voted	Votes in		Total No. of Votes cast	Votes Casted	
		Favour	Against		% For	% Against
E-voting	74	37195308	0	37195308	100.000	.000
Polling at AGM	107	15392	339	15731	97.845	2.155
<b>Total</b>	<b>181</b>	<b>37210700</b>	<b>339</b>	<b>37211039</b>	<b>99.999</b>	<b>.000 negligible</b>

**Resolution 2 : To declare the dividend**

Mode	No. of Members Voted	Votes in		Total No. of Votes cast	Votes Casted	
		Favour	Against		% For	% Against
E-voting	74	37566608	0	37566608	100.000	0.000
Polling at AGM	104	15194	211	15405	98.630	1.370
<b>Total</b>	<b>178</b>	<b>37581802</b>	<b>211</b>	<b>37582013</b>	<b>99.999</b>	<b>.000 negligible</b>

**Resolution 3 : To appoint a Director in place of Shri Ashok Chaturvedi (holding DIN 00023452), who retires by rotation and being eligible offers himself for re-appointment**

Mode	No. of Members Voted	Votes in		Total No. of Votes cast	Votes Casted	
		Favour	Against		% For	% Against
E-voting	74	36707490	859118	37566608	97.713	2.287
Polling at AGM	105	15114	339	15453	97.806	2.194
<b>Total</b>	<b>179</b>	<b>36722604</b>	<b>859457</b>	<b>37582061</b>	<b>97.713</b>	<b>2.287</b>





**Resolution 4 : Ratification of Appointment of Statutory Auditors**

Mode	No. of Members Voted	Votes in		Total No. of Votes cast	Votes Casted	
		Favour	Against		% For	% Against
E-voting	74	36971738	346440	37318178	99.072	0.928
Polling at AGM	104	15092	339	15431	97.803	2.197
<b>Total</b>	<b>178</b>	<b>36986830</b>	<b>346779</b>	<b>37333609</b>	<b>99.071</b>	<b>0.929</b>

**Resolution 5 : Appointment of Shri Tara Sankar Sudhir Battacharya (DIN 00157305) as an Independent Director of the Company for five consecutive years for a term up to 13th February, 2020**

Mode	No. of Members Voted	Votes in		Total No. of Votes cast	Votes Casted	
		Favour	Against		% For	% Against
E-voting	74	37339985	226623	37566608	99.397	0.603
Polling at AGM	105	15123	339	15462	97.807	2.193
<b>Total</b>	<b>179</b>	<b>37355108</b>	<b>226962</b>	<b>37582070</b>	<b>99.396</b>	<b>0.604</b>

**Resolution 6 : Appointment of Smt Indu Liberhan (DIN 03341420) as an Independent Director of the Company for five consecutive years for a term up to 27th May, 2020**

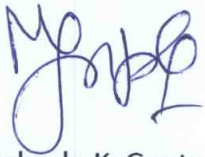
Mode	No. of Members Voted	Votes in		Total No. of Votes cast	Votes Casted	
		Favour	Against		% For	% Against
E-voting	74	37566608	000	37566608	100.000	.000
Polling at AGM	104	15192	339	15531	97.817	2.183
<b>Total</b>	<b>178</b>	<b>37581800</b>	<b>339</b>	<b>37582139</b>	<b>99.999</b>	<b>.000 Negligible</b>



**Resolution 7 : Ratification of Remuneration to the Cost Auditors**

Mode	No. of Members Voted	Votes in		Total No. of Votes cast	Votes Casted	
		Favour	Against		% For	% Against
E-voting	74	37238186	328422	37566608	99.126	0.874
Polling at AGM	105	14988	339	15327	97.788	2.212
<b>Total</b>	<b>179</b>	<b>37253174</b>	<b>328761</b>	<b>37581935</b>	<b>99.125</b>	<b>.875</b>


For Mahesh Gupta & company  
Company Secretaries



Mahesh K. Gupta  
Prop.  
FCS:2870::CP:1999



for UFLEX LIMITED

  
(Ravi Kathpalia)  
Chairman of the Meeting

July 24, 2015