



# 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/2022/

September 14, 2022

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

The 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**

**Reference : 33<sup>rd</sup> Annual General Meeting (“AGM”) of the Members of the Company held on 14<sup>th</sup> September, 2022 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**

Dear Sir(s),

We send herewith the Consolidated Scrutinizer's Report dated 14<sup>th</sup> September, 2022 of Remote E-voting and E-Voting at the 33<sup>rd</sup> Annual General Meeting of the Company held on 14<sup>th</sup> September, 2022 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

This is for your information and record(s) please.

Thanking you,

Yours faithfully,  
For UFLEX LIMITED

(Ajay Krishna)  
Sr. Vice President (Legal) &  
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](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 Chairman

33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of

UFLEX LIMITED

Held on **Wednesday, 14th September, 2022 at 3:00 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. (Deemed Venue of the AGM)

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 till date and e-voting for the 33<sup>rd</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, 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 as amended till date 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 33<sup>rd</sup> Annual General Meeting ("AGM") of the Equity Shareholders of **UFLEX LIMITED**, held on **Wednesday, 14<sup>th</sup> September, 2022 at 3:00 PM (IST)** through VC / OAVM without physical presence of the members at the AGM Venue in compliance with the General Circular No(s) 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 2/2022 dated April 08, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively read with other Circulars, as may be issued by the Ministry of Corporate Affairs (MCA)(collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India (SEBI) Circular dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively with other Circulars as may be issued by SEBI ( collectively referred to as "SEBI Circulars"), to transact the business set out in the Notice calling the AGM. The deemed venue of the 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 circulars 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 33<sup>rd</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 the facility of remote e-voting 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 Circular No(s) 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021 and 2/2022 dated April 08, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021 and May 05, 2022 respectively read with other Circulars, as may be issued by the Ministry of Corporate Affairs (MCA)(collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India (SEBI) Circular dated May 12, 2020, January 15, 2021 and May 13, 2022 respectively with other Circulars as may be issued by issued by SEBI ( collectively referred to as "SEBI Circulars"), the Notice calling the 33<sup>rd</sup> **AGM dated 28<sup>th</sup> May,2022** had been uploaded on the website of the Company at [www.uflexltd.com](http://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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively The AGM Notice is 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. 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 13<sup>th</sup> August, 2022 in connection with ensuing AGM scheduled to be held **Wednesday, 14<sup>th</sup> September, 2022 at 3:00 PM (IST)** 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 are 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 circular and SEBI circular, the Annual Report and the Notice of AGM were sent only by the 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, 7<sup>th</sup> September, 2022** were entitled to vote on the proposed resolution(s) item no. 1 to 5 as set out in the Notice of the 33<sup>rd</sup> 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, 11<sup>th</sup> September, 2022 (9:00 AM) and ends on Tuesday, 13<sup>th</sup> September, 2022 (5:00 PM)**.
7. At the AGM, it was announced 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 14<sup>th</sup> Day of September, 2022 at 04:06 P.M. in the presence of two witnesses, Ms. Manju Gupta and Ms. Himansi 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 & adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2022, 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 ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	228	35479514	99.9387
E-Voting at the AGM	2	4	100.0000
Total	230	35479518	99.9387

- (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	19	21762	0.0613
E-Voting at the AGM	0	0	0
Total	19	21762	0.0613

- (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	--	--
Total	--	--

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

**To declare the dividend for the year 2021-22 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	232	35635072	99.9984
E-Voting at the AGM	2	4	100.0000
Total	234	35635076	99.9984



(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	16	580	0.0016
E-Voting at the AGM	0	0	0
Total	16	580	0.0016

(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	--	--
Total	--	--

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

**To appoint a Director in place of Shri Jagmohan Mongia (DIN: 09051022), 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	175	32431951	91.0098
E-Voting at the AGM	2	4	100.0000
Total	177	32431955	91.0098

(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	73	3203701	8.9902
E-Voting at the AGM	0	0	0
Total	73	3203701	8.9902

(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	--	--
Total	--	--



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

To appoint M/s. Vijay Sehgal & Co., Chartered Accountants, Delhi (Firm Registration No.000374N) as Joint 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	228	35613777	99.9386
E-Voting at the AGM	2	4	100.0000
Total	230	35613781	99.9386

(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	20	21875	0.0614
E-Voting at the AGM	0	0	0
Total	20	21875	0.0614

(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	--	--
Total	--	--

**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 ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	229	35632361	99.9908
E-Voting at the AGM	2	4	100.0000
Total	231	35632365	99.9908

(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	19	3291	0.0092
E-Voting at the AGM	0	0	0
Total	19	3291	0.0092



(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	--	--
Total	--	--

9. The electronic data and other relevant records related to remote e-voting and e-voting at 33<sup>rd</sup> 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 : F002870D000973202



Countersigned by:  
For UFLEX LIMITED



Jagmohan Mongia  
(Whole-time Director)

Place : Delhi

Date : 14<sup>th</sup> September, 2022