

**Format of Quarterly Compliance Report on Corporate Governance**

Name of the Company : UFLEX LIMITED  
Quarter ending on : 31<sup>st</sup> March, 2015

| Particulars                                             | Clause of Listing Agreement | Compliance Status Yes/No | Remarks                                                                                                                                                                                                                                                                                                        |
|---------------------------------------------------------|-----------------------------|--------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>II. Board of Directors</b>                           | 49 (II)                     |                          | --                                                                                                                                                                                                                                                                                                             |
| (A) Composition of Board                                | 49 (IIA)                    | No                       | Total strength of the Board is – 7<br>No. of Independent Directors – 4<br>No. of Non-Independent Directors – 3<br><i>Note :The Company has not appointed a Woman Director till 31<sup>st</sup> March, 2015. However, the Company is in process of appointing a Woman Director on the Board of the Company.</i> |
| (B) Independent Directors                               | 49 (IIB)                    | Yes                      | --                                                                                                                                                                                                                                                                                                             |
| (C) Non-executive Directors' compensation & disclosures | 49 (IIC)                    | Yes                      | Only sitting fees are paid.                                                                                                                                                                                                                                                                                    |
| (D) Other provisions as to Board and Committees         | 49 (IID)                    | Yes                      | --                                                                                                                                                                                                                                                                                                             |
| (E) Code of Conduct                                     | 49 (IIE)                    | Yes                      | --                                                                                                                                                                                                                                                                                                             |
| (F) Whistle Blower Policy                               | 49 (IIF)                    | Yes                      | --                                                                                                                                                                                                                                                                                                             |
| <b>III. Audit Committee</b>                             | 49 (III)                    |                          |                                                                                                                                                                                                                                                                                                                |
| (A) Qualified & Independent Audit Committee             | 49 (IIIA)                   | Yes                      | --                                                                                                                                                                                                                                                                                                             |
| (B) Meeting of Audit Committee                          | 49 (IIIB)                   | Yes                      | --                                                                                                                                                                                                                                                                                                             |
| (C) Powers of Audit Committee                           | 49 (IIIC)                   | Yes                      | --                                                                                                                                                                                                                                                                                                             |
| (D) Role of Audit Committee                             | 49 (IIID)                   | Yes                      | --                                                                                                                                                                                                                                                                                                             |
| (E) Review of Information by Audit Committee            | 49 (IIIE)                   | Yes                      | --                                                                                                                                                                                                                                                                                                             |
| <b>IV. Nomination and Remuneration Committee</b>        | 49 (IV)                     | Yes                      | --                                                                                                                                                                                                                                                                                                             |



|                                                                         |             |      |                                                                                                                                                                                                                                       |
|-------------------------------------------------------------------------|-------------|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>V. Subsidiary Companies</b>                                          | 49 (V)      | Yes  | --                                                                                                                                                                                                                                    |
| <b>VI. Risk Management</b>                                              | 49 (VI)     | Yes  | --                                                                                                                                                                                                                                    |
| <b>VII. Related Party Transactions</b>                                  | 49 (VII)    | Yes  | --                                                                                                                                                                                                                                    |
| <b>VIII. Disclosures</b>                                                | 49 (VIII)   |      |                                                                                                                                                                                                                                       |
| (A) Related party transactions                                          | 49 (VIII A) | Yes  | --                                                                                                                                                                                                                                    |
| (B) Disclosure of Accounting Treatment                                  | 49 (VIII B) | Yes  | --                                                                                                                                                                                                                                    |
| (C) Remuneration of Directors                                           | 49 (VIII C) | Yes  | Information will be included in the Annual Report for the Financial Year 2014-15.                                                                                                                                                     |
| (D) Management                                                          | 49 (VIII D) | Yes  | --                                                                                                                                                                                                                                    |
| (E) Shareholders                                                        | 49 (VIII E) | Yes  | --                                                                                                                                                                                                                                    |
| (I) Proceeds from Public Issues, Rights Issue, Preferential Issues, etc | 49 (VIII I) | N.A. | --                                                                                                                                                                                                                                    |
| <b>IX. CEO/CFO Certification</b>                                        | 49 (IX)     | Yes  | Information will be included in the Annual Report for the Financial Year 2014-15.                                                                                                                                                     |
| <b>X. Report on Corporate Governance</b>                                | 49 (X)      | Yes  | <p>i. Information will be included in the Annual Report for the Financial Year 2014-15.</p> <p>ii. Quarterly Compliance Reports are being submitted to the Stock Exchanges regularly within 15 Days from the end of each quarter.</p> |
| <b>XI. Compliance</b>                                                   | 49 (XI)     | Yes  | Will be complied in the next Annual Report.                                                                                                                                                                                           |

For UFLEX LIMITED

Place : New Delhi  
Date : 10<sup>th</sup> April, 2015



(Subhash Khatua)  
Dy. General Manager (Secretarial)