

## **Mahesh Gupta & Company**

Company Secretaries

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

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 30.05.2014 (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 25<sup>th</sup> Annual General Meeting of the Equity shareholders of the Company held on 8<sup>th</sup> August, 2014 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 25th Annual General Meeting dated 30th May 2014 sent to the shareholders and the 'Advertisement "published pursuant to the Rule (20(3)(V) of the Companies (Management and Administration) Rules, 2014 on July 18<sup>th</sup>, 2014 in "Financial Express" in English and "Jan satta" in Hindi, the E-voting opened at 9:00 A.M. on 2<sup>nd</sup> August, 2014 and remained open upto 6:00 P.M. on 4<sup>th</sup> August , 2014.
2. The equity shareholders holding shares as on 11<sup>th</sup> July 2014, "cut off date "were entitled to vote on the resolutions stated in the Notice of the 25<sup>th</sup> Annual General Meeting of the Company.
3. The votes were unblocked and considered at 6:10 P.M. on 4<sup>th</sup> August, 2014 in presence of Mr. Peeyush Toshniwal and Ms Shweta Jain , who are not the employees of the Company.
4. 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>) and the same are being handed over to the chairman.



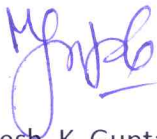
The result of the e-voting and the polling at the Meeting (AGM), for the resolutions starting from serial no 1 to 10 are passed with the requisite majority, are as under:

Resolution(s)	Particulars	Mode	Votes in		Total Shares	Votes Casted	
			Favour	Against		% For	% Against
1	To adopt the Audited Financial Results for the year ended 31st March, 2014.	E-voting	35093778	300	35094078	99.999	.000
		Polling at AGM	1348873	0	1348873	100.00	.000
		<b>Total</b>	<b>36442651</b>	<b>300</b>	<b>36442951</b>	<b>99.999</b>	<b>.000</b>
2	To declare the dividend.	E-voting	35424142	200	35424342	99.999	.000
		Polling at AGM	1348873	0	1348873	100.00	.000
		<b>Total</b>	<b>36773015</b>	<b>200</b>	<b>36773215</b>	<b>99.999</b>	<b>.000</b>
3	To appoint a Director in place of Shri S.K. Kaushik who retires by rotation and being eligible offers himself for re-appointment.	E-voting	32451895	2972447	35424342	91.609	8.391
		Polling at AGM	1348873	0	1348873	100.00	.000
		<b>Total</b>	<b>33800768</b>	<b>2972447</b>	<b>36773215</b>	<b>91.917</b>	<b>8.083</b>
4	To re-appoint M/s. Vijay Sehgal & Co., Chartered Accountants as Statutory Auditors of the Company and fixing their Remuneration.	E-voting	34689293	690413	35379706	98.049	1.951
		Polling at AGM	1348873	0	1348873	100.00	.000
		<b>Total</b>	<b>36038166</b>	<b>690413</b>	<b>36728579</b>	<b>98.120</b>	<b>1.880</b>
5	Re-appointment of Shri S.K. Kaushik as Whole-time Director of the Company for a further period of three years w.e.f. 1st August 2014.	E-voting	34489624	934718	35424342	97.361	2.639
		Polling at AGM	1348873	0	1348873	100.00	.000
		<b>Total</b>	<b>35838497</b>	<b>934718</b>	<b>36773215</b>	<b>97.458</b>	<b>2.542</b>
6	Appointment of Shri Ravi Kathpalia as an independent Director of the Company for five consecutive years for a term up to 31st March, 2019.	E-voting	34758364	665978	35424342	98.120	1.880
		Polling at AGM	1348873	0	1348873	100.00	.000
		<b>Total</b>	<b>36107237</b>	<b>665978</b>	<b>36773215</b>	<b>98.189</b>	<b>1.811</b>



7	Appointment of Shri M.G. Gupta as an independent Director of the Company for five consecutive years for a term up to 31st March, 2019.	E-voting	34489624	934718	35424342	97.361	2.639
		Polling at AGM	1348873	0	1348873	100.00	.000
		<b>Total</b>	<b>35838497</b>	<b>934718</b>	<b>36773215</b>	<b>97.458</b>	<b>2.542</b>
8	Appointment of Shri A. Karati as an independent Director of the Company for five consecutive years for a term up to 31st March, 2019.	E-voting	34758364	665978	35424342	98.120	1.880
		Polling at AGM	1348873	0	1348873	100.00	.000
		<b>Total</b>	<b>36107237</b>	<b>665978</b>	<b>36773215</b>	<b>98.189</b>	<b>1.811</b>
9	To pass a Special Resolution for exercising the borrowing power of the Company pursuant to section 180(1)(c) of the Companies Act, 2013	E-voting	35423942	400	35424342	99.999	.001
		Polling at AGM	1348873	0	1348873	100.00	.000
		<b>Total</b>	<b>36772815</b>	<b>400</b>	<b>36773215</b>	<b>99.999</b>	<b>.001</b>
10	To pass a Special Resolution under Section 186 of the Companies Act, 2013	E-voting	32450412	2928294	35378706	91.723	8.277
		Polling at AGM	1348873	0	1348873	100.00	.000
		<b>Total</b>	<b>33799285</b>	<b>2928294</b>	<b>36727579</b>	<b>92.027</b>	<b>7.973</b>

For Mahesh Gupta & company  
Company Secretaries




Mahesh K. Gupta

Prop.

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08.08.2014