



Mahesh Gupta & Company

Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, New Delhi-110092
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CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,
The Chairperson
29th Annual General Meeting of the Equity Shareholders of
UFLEX LIMITED
Held on Thursday, 2nd August, 2018 at 10:00 A.M.,
Air Force Auditorium, Subroto Park,
New Delhi-110010

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting & voting through polling paper conducted pursuant to the provisions of Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rules of the Companies (Management and Administration) Rules, 2014 and amendment thereof.

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 – 110 092, was appointed as a Scrutinizer by the Board of Directors of Uflex Limited ('the Company'), pursuant to section 108 and 109 of the Companies Act, 2013 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for conducting remote e-voting and voting through polling paper in respect of the below mentioned resolution(s) proposed at the 29th Annual General Meeting ("AGM") of the Equity Shareholders of Uflex Limited, held on Thursday, 2nd August, 2018 at 10:00 A.M. at Air Force Auditorium, Subroto Park, New Delhi-110010.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means and polling paper received on the resolutions contained in the Notice of 29th 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 remote e-voting facilities and polling paper received by the Company.



I have completed the scrutiny of online voting (remote e-voting) and polling papers received and submit my report as under:-

1. The Company had provided the remote e-voting facility offered by CDSL (Central Depository Services Limited) to the shareholders of the Company.
2. In accordance with the provisions of Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 (as amended), the Notice of the 29th AGM dated 28th May, 2018 was sent to the shareholders and newspaper Advertisement was published in "The Financial Express" in English Language and "Jansatta" in Hindi Language on 8th July, 2018.
3. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 27th July, 2018 were entitled to vote on the proposed resolution(s) item no. 1 to 8 as set out in the Notice of the 29th AGM of the Company by remote e-voting or voting through polling paper at AGM.
4. The remote e-voting period remained open from 9:00 A.M. on 30th July, 2018 up to 5:00 p.m. on 1st August, 2018.
5. After close of period for remote e-voting, the details of members, such as their names, folio number, number of shares held, who had casted votes through remote e-voting were downloaded from the e-voting website of CDSL (<http://www.evotingindia.com>) for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the 29th AGM.
6. After the time fixed for closing of the poll by the Chairperson, ballot box kept for polling was locked in my presence with due identification marks placed by me.
7. The locked ballot box was subsequently unlocked on 2nd August, 2018 at 10:50 A.M. in my presence along with 2 (two) witnesses (1) Mr. Amit Mohta , 54, Shakarpur Main Market, Shakarpur, Delhi-110092 and (2) Ms. Sakshi Bansal, F-102, Mayurdhwaj, Apartments, IP Extension, Patparganj, Delhi-110092 who are not in the employment of the Company and the poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the votes being unlocked in their presence. The Poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.


.....
Amit Mohta


.....
Sakshi Bansal

8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



9. After counting, the votes casted by the members and proxy holders present at the 29th AGM, through polling paper, the votes casted through remote e-voting were unblocked on **2nd August, 2018 at 10:57 A.M.**, in the presence of 2 (Two) witnesses, Mr. Amit Mohta and Ms. Sakshi Bansal, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.



 Amit Mohta



 Sakshi Bansal

10. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the e-voting website of Central Depository Services (India) Limited (<http://www.evotingindia.com>).

The Consolidated Report on the results of remote e-voting and voting through polling paper on each resolution are given hereunder:

Resolution No. 1- (Ordinary Resolution)

To consider and adopt the Audited Financial Statements of the Company (Standalone and Consolidated) for the year ended 31st March, 2018, the reports of Board of Directors and Auditors thereon

- (i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	113	37768077	99.99998
Voting through Polling paper (in person or by proxy)	20	2513253	99.93050
Total	133	40281330	99.99564



(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	1	7	0.00002
Voting through Polling paper (in person or by proxy)	11	1748	0.06950
Total	12	1755	0.00436

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	4	7
Total	4	7

Resolution No. 2 - (Ordinary Resolution)

To declare the dividend for the year 2017-2018 on equity shares of the company

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	114	37853116	100.00000
Voting through Polling paper (in person or by proxy)	20	2513253	99.93050
Total	134	40366369	99.99567



(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	0	0	0
Voting through Polling paper (in person or by proxy)	11	1748	0.06950
Total	11	1748	0.00433

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	4	7
Total	4	7

Resolution No. 3 – (Ordinary Resolution)

To appoint a Director in place of Shri Ashok Chaturvedi (DIN: 00023452), 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 ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	106	37248997	98.44696
Voting through Polling paper (in person or by proxy)	20	2513253	99.93050
Total	126	39762250	98.53943



(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	5	587616	1.55304
Voting through Polling paper (in person or by proxy)	11	1748	0.06950
Total	16	589364	1.46057

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	4	7
Total	4	7

Resolution No. 4- (Special Resolution)

Re-appointment of Shri Arvind Mahajan (DIN: 02410540) as an Independent Director.

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	107	37729433	99.67370
Voting through Polling paper (in person or by proxy)	20	2513253	99.93050
Total	127	40242686	99.68969



(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	5	123516	0.32630
Voting through Polling paper (in person or by proxy)	11	1748	0.06950
Total	16	125264	0.31031

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	4	7
Total	4	7

Resolution No. 5 –(Special Resolution)

Re-appointment of Shri Achintya Karati (DIN: 00024412) as an Independent Director.

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	85	34943941	92.31498
Voting through Polling paper (in person or by proxy)	20	2513253	99.93050
Total	105	37457194	92.78944



(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	27	2909008	7.68502
Voting through Polling paper (in person or by proxy)	11	1748	0.06950
Total	38	2910756	7.21056

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	4	7
Total	4	7

Resolution No. 6 –(Special Resolution)

Amendment in Articles of Association of the Company.

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	46	32309780	85.35604
Voting through Polling paper (in person or by proxy)	20	2513253	99.93050
Total	66	34823033	86.26407



(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	66	5543169	14.64396
Voting through Polling paper (in person or by proxy)	11	1748	0.06950
Total	77	5544917	13.73593

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	4	7
Total	4	7

Resolution No. 7 - (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 ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	108	37319086	99.71287
Voting through Polling paper (in person or by proxy)	20	2513253	99.93050
Total	128	39832339	99.72657



(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	3	107463	0.28713
Voting through Polling paper (in person or by proxy)	11	1748	0.06950
Total	14	109211	0.27343

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	4	7
Total	4	7

Resolution No. 8 – (Special Resolution)

Increase in total shareholding limit of Foreign Portfolio Investors (FPI) and/or Foreign Institutional Investors (FII).

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Favour ' of resolution	% of total number of valid votes cast
Remote E-Voting	108	37852439	99.99865
Voting through Polling paper (in person or by proxy)	20	2513253	99.93050
Total	128	40365692	99.99440



(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' Against ' the resolution	% of total number of valid votes cast
Remote E-Voting	4	510	0.00135
Voting through Polling paper (in person or by proxy)	11	1748	0.06950
Total	15	2258	0.00560


(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Voting through Polling paper (in person or by proxy)	4	7
Total	4	7

11. The Register of polling papers, all other papers and relevant records related to remote e-voting and voting by polling papers at 29th AGM shall remain in my safe custody until the Chairperson consider, approves and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for safe keeping.


Thanking you,

Yours faithfully,
For Mahesh Gupta & Company
Company Secretaries


Mahesh Kumar Gupta
FCS: 2870 CP: 1999



Countersigned by:
for Uflex Limited


(Chairperson of the Meeting)

Place: Delhi
Dated: 03.08.2018