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Mahesh Gupta & Company

Company Secretaries

Wadhwa Complex Chamber No. 110, G.F. D-288-289/10, Laxmi Nagar, Delhi 110092

SCRUTINIZER'S REPORT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,
The Chairman
UFLEX LIMITED
305, Third Floor, Bhanot Corner, Pamposh Enclave,
Greater Kailash-I, New Delhi-110048

Dear Sir,

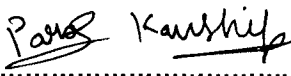
Sub: Scrutinizer's Report on Postal Ballot (Physical & E-voting) conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014) and amendment thereof.

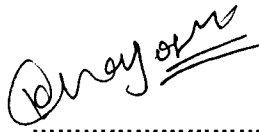
I, Mahesh Kumar Gupta, Practicing Company Secretary, having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar Delhi - 110092, was appointed as a Scrutinizer by the Board of Directors of Uflex Limited ("the Company"), pursuant to section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 & amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of conducting Postal Ballot (Physical & E-voting) process in fair and transparent manner in respect of the resolution set out in the Notice of Postal Ballot issued dated 20th October, 2016 proposed to be passed by Members of the Company. I submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Postal Ballot (Physical & E-voting), My responsibility as a scrutinizer is restricted to making Scrutinizer's Report of the votes cast by members for the resolution set out in the Notice of Postal Ballot, based on the report 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 scrutiny of the physical ballot till the time fixed for closing of the voting process i.e. till 5.00 p.m. on 24th November, 2016.



2. The Company has completed the dispatch of Notice of Postal Ballot by Registered Post and Electronic Mode on 24th October, 2016. Postal Ballot Forms and postage pre-paid business reply envelopes were enclosed with the Notice sent by the Post to enable members to cast their through postal ballot form. For those members who wish to cast their votes by e-voting, detailed instruction was given in the Notice.
3. In accordance with the Notice of Postal Ballot issued dated 20th October, 2016 sent to the shareholders and the "Advertisement " published pursuant to the Rule [20(3)(v)] of the Companies (Management and Administration) Rules, 2014 & amendment thereof on 25th October, 2016 in "The Pioneer" in Hindi and English language newspaper.
4. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 14th October, 2016 were entitled to vote on the proposed resolution set out in the Notice of Postal Ballot.
5. The remote e-voting period remained open from 9:00 A.M. on 25th October, 2016 up to 5:00 P.M. on 24th November, 2016.
6. The E-voting platform was provided by the Central Depository Services (India) Limited (CDSL).The votes were unblocked and e-voting summary statement(s) were downloaded from the website www.evotingindia.com of CDSL. At around 12.00 Noon on 25th November,2016 in the presence of with 2 (two) witnesses (1) Mr. Paras Kaushik (A-110, Gali No. 1, Vikas Marg, Shakarpur, Delhi-110092) and (2) Ms. Kiran Joshi (L-I, 5/290, Sangam Vihar, New Delhi-110080), who are not in the employment of the Company. The witnesses have signed below in confirmation of the votes being unblocked in their presence.


.....
Paras Kaushik


.....
Kiran Joshi

7. The Postal Ballot Forms received were scrutinized and reconciled with the records maintained by the Company/Registrar & Share Transfer Agent and the authorizations/power of attorney etc. lodged with the Company. The votes were also scrutinized for purpose of eliminating duplicate voting i.e. on e-voting as well as by physical ballot.



8. The Postal Ballot Forms, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. The result of the scrutiny of the above Postal Ballot (Physical) & E-voting in respect of passing of the resolution contained in the Notice of Postal Ballot issued dated 20th October, 2016, is passed with requisite majority, is as under:

Special Business

Item No. 1 – Consent for Borrowing by the Company by way of Special Resolution

(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	101	36383834	90.15
Postal Ballot Forms	12	2205835	5.46
Total	113	38589669	95.61

(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	14	1770135	4.39
Postal Ballot Forms	3	702	0.00 (negligible)
Total	17	1770837	4.39

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

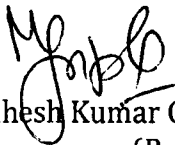
Mode of voting	Total number of members whose votes were declared ' Invalid '	Total number of votes cast by them declared ' Invalid '
Remote E-Voting	0	0
Postal Ballot Forms	0	0
Total	0	0



10. The Register of Postal Ballot and all other relevant records of voting process given/provided/maintained in electronic mode and the Postal Ballot Forms will remain in my safe custody until the Chairman of the Company consider, approves and signs the minutes of proceeding of Postal Ballot 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
(Prop.)
FCS: 2870: CP: 1999



Countersigned by:
for Uflex Limited



(Chairman)

Place: Delhi
Dated: 25/11/2016