

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, 3rd Floor, Bhanot Corner, Pamposh Enclave,
Greater Kailash – I, New Delhi – 110 048

CONSOLIDATED SCRUTINISERS 'REPORT

Dear Sir,

Sub. : Consolidated Scrutinizer's Report on e-voting and postal ballot pursuant to the provisions of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

I, Mahesh Kumar Gupta, Company Secretary in whole-time practice, having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar Delhi-110092, was appointed as a Scrutinizer of M/s. UFLEX LIMITED ("the Company"), pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and administration) Rules, 2014, for the purpose of Scrutinizing the e-voting and POSTAL BALLOT process in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out as per the provisions of Companies Act, 2013 on the below mentioned resolution(s). We submit our report as under:

1. The e-voting period remained open from 16th September, 2014 (9:00 a.m.) to 15th October, 2014 (6:00 p.m.).
2. The shareholders holding shares either in physical form or in dematerialized form as on the "cut off" date i.e. 5th September, 2014 were entitled to vote on the proposed resolutions item no.1 to 3 as set out in the Postal Ballot Notice.
3. The votes were unblocked on 18th October, 2014 in the presence of two witnesses, **Ms. Meenakshi Jain** (1/2,Block – 41, Singh Sabha Road, Shakti Nagar, Delhi 110007) and **Ms. Shweta Jain** (24, Devi Murti Colony, Near Asian School, Panipat Haryana 132103) who are not in the employment of the Company.



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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>).
5. The last date of receipt of Postal Ballot Paper was close of the working hours of 15th October, 2014 at 6.00 p.m..
6. Ballot Papers Received and scrutinized with the records provided by the Company.
7. The consolidated results of the e-voting and the Postal Ballot are as under:

A) Creation of Charge / Mortgage on the Assets of the Company

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
E-voting	75	37168490	99.9743
Postal Ballot	32	213113	99.8927
Total	107	37381603	99.9738

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	11	9563	0.0257
Postall Ballot	53	229	0.1073
Total	64	9792	0.1331

(i) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0



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B) Resolution 2:- Authority to Board of Director(s) to grant Loan(s) / give Guarantee(s) or Securities and make Investment in Securities

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
E-voting	45	33817259	90.9603
Postall Ballot	23	860	0.4035
Total	68	33818119	90.4441

(ii) Voted against the resolution:

	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	41	3360794	9.0397
Postall Ballot	60	212282	99.5965
Total	101	3573076	9.5559

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

C) Resolution 3:- Ratification of re-appointment of Cost Auditors and payment of remuneration by the Members

(i) Voted in favour of the resolution:

	Number of Members voted	Number of votes cast in favour of the resolution	% of total number of valid votes cast
E-voting	81	37196801	99.9966
Postall Ballot	30	212913	99.8926
Total	111	37409714	99.9960



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(ii) **Voted against the resolution:**

	Number of Members voted	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	6	1252	0.0034
Postal Ballot	53	229	0.1074
Total	59	1481	0.0040

(iii) **Invalid Votes:**


Total number of members whose votes were declared invalid	Total numbers of votes cast by them
0	0

ALL THE AFORESAID RESOLUTIONS WERE PASSED WITH REQUISITE MAJORITY

8. The register, all other papers and relevant records relating to Electronic Voting & Postal Ballot papers shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Postal Ballot Process.

Thanking You,

Yours faithfully,
For Mahesh Gupta & Co.


Mahesh Kumar Gupta
Proprietor
FCS.2870 CP: 1999



Place: New Delhi

Dated: October 20, 2014