

UFL/SEC/2025

August 28, 2025

The National Stock Exchange of India Limited.
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra –Kurla Complex
Bandra (E), Mumbai – 400 051

The BSE Ltd.
Corporate Relationship Dept.
1st Floor, New Trading Ring
Rotunda Bldg., P.J. Towers
Dalal Street, Mumbai – 400 001

Scrip Code: UFLEX

Scrip Code: 500148

Subject: Submission of Scrutinizer's Report.

Ref.: 36th Annual General Meeting ("AGM") of the Members of the Company held on 28th August, 2025 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

Dear Sir(s),

Please find attached herewith the Consolidated Scrutinizer's Report dated 28th August, 2025 of Remote Evoting and E-Voting at the 36th Annual General Meeting of the Company held on 28th August, 2025 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

Kindly take the above intimation on record.

Thanking you.

Yours faithfully,

For **UFLEX LIMITED**

(Ritesh Chaudhry)
Sr. Vice President - Secretarial &
Company Secretary

Encl : As above



Mahesh Gupta & CO.

Company Secretaries

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

Phone : 011-49503085; 9312406331; E-Mail: maheshgupta.co@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

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

To,
The Chairman
36th Annual General Meeting of the Equity Shareholders of
UFLEX LIMITED
Held on **Thursday, 28th August, 2025 at 12:30 PM**, through Video
Conferencing ("VC")/Other Audio-Visual Means ("OAVM")

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting for the 36th AGM through video conferencing ('VC')/ other audio-visual means ('OAVM')

I, Mahesh Kumar Gupta, Proprietor of M/s. Mahesh Gupta & Co., Company Secretaries Firm (M.N. 2870 , C.P. No. 1999) 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 108 of the Companies Act, 2013 read with Rule 20 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 the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) in respect of the below mentioned resolution(s) proposed at the 36th Annual General Meeting ("AGM") of the Equity Shareholders of **UFLEX LIMITED**, held on **Thursday, 28th August, 2025 at 12:30 PM** through VC / OAVM in compliance with the General Circular No(s) 14/2020 dated: April 08, 2020, 17/2020, dated: April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated: September 19, 2024 issued by (MCA Circulars) and circular dated May 12, 2020, May 13, 2022, January 5, 2023, October 07, 2023 and circular dated October 03, 2024 issued by the Securities and Exchange Board of India ("SEBI Circulars") providing relaxations from the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws and regulations on holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue in compliance with the MCA Circulars and SEBI Circulars as aforesaid, to transact the business set out in the Notice dated **17th May, 2025** calling the 36th AGM. The Registered Office of the Company at 305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash – I, New Delhi – 110048 was the deemed venue of the 36th AGM.



The management of the Company is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC / OAVM and voting through electronic means on the resolutions contained in the Notice of the 36th AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer is restricted to making a Consolidated Scrutinizer's Report on 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 e-voting at the AGM through VC / OAVM.

I have completed the scrutiny of remote e-voting and e-voting at the AGM conducted through VC / OAVM and submit my report as under:

1. The Company had provided the remote e-voting facility and e-voting facility at the AGM through VC / OAVM offered by CDSL (Central Depository Services (India) Limited) to the shareholders of the Company.
2. In compliance with the aforesaid "MCA Circulars" and "SEBI Circulars", the Notice dated **17th May, 2025** calling the 36th AGM had been uploaded on the website of the Company at www.uflexltd.com. The Notice could also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
3. Pursuant to aforesaid "MCA Circulars" and "SEBI Circulars" and to the Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 "**Advertisements**" were published in "**Financial Express**" in English Language and "**Jansatta**" in Hindi Language on **17th July, 2025 in connection with the 36th AGM to be held on 28th August, 2025** through Video Conferencing/OAVM specifying the date and time of the AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of registration of email ids by members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.
4. Pursuant to aforesaid "MCA circular" and "SEBI circular", the Annual Report and the Notice of AGM were sent only by the e-mail to those members whose e-mail addresses were registered with the Company / Depository Participants / Depositories.
5. The shareholders holding shares as on the "cut off" date i.e., **Thursday, 21st August, 2025** were entitled to vote on the proposed resolution(s) item no. 1 to 8 as set out in the Notice of the 36th AGM of the Company by remote e-voting or e-voting at AGM through VC/ OAVM.
6. The remote e-voting period remained open from **9:00 Hours on Monday, 25th August, 2025 and ended on Wednesday, 27th August, 2025, 17:00 Hours.**
7. At the AGM it was informed that the facility for e-voting is available to facilitate the Members attending the Meeting through VC / OAVM and who did not participate in the remote e-voting to cast their votes.



8. After the conclusion of AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked on Thursday at 1:32 P.M in the presence of two witnesses, Ms. Himansi Gupta and Mrs. Manju Gupta who are not in the employment of the Company.

The Consolidated Report on the results of remote e-voting and e-voting at the AGM on each resolution are given hereunder:

Resolution No. 1 – (Ordinary Resolution)

- (a) To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, the reports of the Board of Directors and the Auditors thereon; and
- (b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the report of 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	187	33100888	99.9598
E-Voting at the AGM	12	138	100.0000
Total	199	33101026	99.9598

(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	20	13309	0.0402
E-Voting at the AGM	0	0	0
Total	20	13309	0.0402

(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
E-Voting at the AGM	0	0
Total	0	0



Resolution No. 2 – (Ordinary Resolution)

To declare the dividend for the year 2024-25 on the 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	190	33155567	99.9958
E-Voting at the AGM	12	138	100.0000
Total	202	33155705	99.9958

(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	18	1392	0.0042
E-Voting at the AGM	0	0	0
Total	18	1392	0.0042

(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
E-Voting at the AGM	0	0
Total	0	0

Resolution No. 3 – (Ordinary Resolution)

To appoint a Director in place of Mr. Jeevaraj Gopal Pillai (DIN: 10381118), 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	167	32322633	97.4837
E-Voting at the AGM	12	138	100.0000
Total	179	32322771	97.4837



(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	41	834326	2.5163
E-Voting at the AGM	0	0	0
Total	41	834326	2.5163

(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
E-Voting at the AGM	0	0
Total	0	0

Resolution No. 4- (Special Resolution)

Re-appointment of Mr. Sujit Kumar Varma (DIN: 09075212) 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	187	33150556	99.9958
E-Voting at the AGM	12	138	100.0000
Total	199	33150694	99.9958

(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	20	1403	0.0042
E-Voting at the AGM	0	0	0
Total	20	1403	0.0042



(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
E-Voting at the AGM	0	0
Total	0	0

Resolution No. 5– (Special Resolution)

Re-appointment of Mr. Ghyanendra Nath Bajpai (DIN: 00946138) 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	195	48680596	99.9971
E-Voting at the AGM	12	138	100.0000
Total	207	48680734	99.9971

(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	20	1403	0.0029
E-Voting at the AGM	0	0	0
Total	20	1403	0.0029

(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
E-Voting at the AGM	0	0
Total	0	0



Resolution No. 6– (Special Resolution)**Re-appointment of Mrs. Rashmi Verma (DIN: 01993918) 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	186	33150206	99.9947
E-Voting at the AGM	12	138	100.0000
Total	198	33150344	99.9947

(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	21	1753	0.0053
E-Voting at the AGM	0	0	0
Total	21	1753	0.0053

(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
E-Voting at the AGM	0	0
Total	0	0

Resolution No. 7– (Ordinary Resolution)**Appointment of Secretarial 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	189	33155566	99.9958
E-Voting at the AGM	12	138	100.0000
Total	201	33155704	99.9958



(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	19	1393	0.0042
E-Voting at the AGM	0	0	0
Total	19	1393	0.0042

(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
E-Voting at the AGM	0	0
Total	0	0

Resolution No. 8– (Ordinary Resolution)

To Ratify and Confirm the remuneration paid to the Cost Auditor 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	188	33150566	99.9958
E-Voting at the AGM	12	138	100.0000
Total	200	33150704	99.9958

(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	19	1393	0.0042
E-Voting at the AGM	0	0	0
Total	19	1393	0.0042



(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
E-Voting at the AGM	0	0
Total	0	0

9. The electronic data and other relevant records related to remote e-voting and e-voting at 36th AGM through VC / OAVM shall remain in my safe custody until the Chairman considers, approves, and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,
For Mahesh Gupta & Co.
Company Secretaries



Mahesh Kumar Gupta
Proprietor
FCS: 2870 CP: 1999
UDIN : F002870G001099680
Place : Delhi
Date : 28/08/2025



Countersigned by:
For UFLEX LIMITED



(Chairman of the Meeting)

