'A part of your daily life'

UFLEX LIMITED

(Formerly Known as Flex Industries Limited)
Division/Office: CORPORATE - SECRETARIAL
Corporate Office: A-107-108, Sector-IV, Distt. Gautam Budh Nagar, NOIDA - 201301, (U.P.), India
Tel.: +91-120-4012345/2522558 **Fax:** +91-120-2442903
Website: www.uflexltd.com **E-mail ID:** flexsec@vsnl.net

UFLEX/SEC/2016/ 5910 - 5911

February 24, 2016

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/I, G-Block
Bandra-Kurla Complex
Bandra (E),
Mumbai – 400051

Scrip Code : UFLEX

The BSE Limited
Corporate Relationships Department
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort,
Mumbai – 400 001

Scrip Code : 500148

Re : Postal Ballot Notice

Dear Sir,

Please find attached herewith the Postal Ballot Notice dated 2nd February, 2016 alongwith Postal Ballot Form sent to the Shareholder(s) of the Company for your records.

Thanking you,

Yours faithfully,
For UFLEX LIMITED

(Ajay Krishna)
Sr. Vice President (Legal) &
Company Secretary

Encl : As above

'A part of your daily life'

UFLEX LIMITED

CIN: L74899DL1988PLC032166
Regd. Office : 305, Third Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash-I, New Delhi - 110 048
Phone: 011-26440917, 011-26440925, Fax : 011-26216922
Website: www.uflexltd.com E-mail: flexsec@vsnl.net

POSTAL BALLOT NOTICE

Dear Member(s),

Notice is hereby given pursuant to Section 110 and any other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) and Secretarial Standard -2 (SS-2) issued by the Institute of Company Secretaries of India, to transact the following Special Business by the Members of UFLEX Limited by passing the Special Resolution through Postal Ballot / E-voting. The Members' consideration and approval is sought for the Special Resolution annexed hereto. The Statement to be annexed to Notice under Section 102 (1) of the Act setting out the material facts and reasons for the Resolution is also appended herewith and is being sent to the Members along with a Postal Ballot Form for consideration and voting.

Mr. Raghav Agarwal, Designated Partner, M/s RA & Co. Company Secretaries LLP, has been appointed by the Board of Directors of your Company as the Scrutinizer for conducting the Postal Ballot (Physical & e-voting) process in accordance with Law, in a fair and transparent manner.

The business of the postal ballot shall, in addition to physical voting, also be transacted through electronic voting system. Accordingly, the Company in compliance with, Regulation 44 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the provisions of Section 108 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, is pleased to provide to the Members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the matters included in the notice of the postal ballot by electronic means i.e. through e-voting services provided by Central Depository Services (I) Limited (CDSL).

Those Members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed and signed in the attached self addressed, postage pre-paid business reply envelope, so as to reach the Scrutinizer before the close of the working hours 5.00 p.m. on Friday the 25th March, 2016. Please note that any Postal Ballot Form(s) received after 5.00 p.m. on Friday the 25th March, 2016 will be treated as not received.

The Scrutinizer will be submitting his report to the Chairman or in his absence, any Director after the completion of the scrutiny of the postal ballots (physical and e-voting). The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence, any Director on Tuesday, 29th March, 2016 at 5.00 p.m. at the Registered Office of the Company at 305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash – I, New Delhi – 110048. The results of the postal ballot will be posted on the Company's website www.uflexltd.com and on the website of Central Depository Services (I) Limited, besides communicating to the stock exchange(s). The result of the postal ballot shall also be announced through newspaper advertisement.

SPECIAL BUSINESS

Item No. 1

Appointment of Mr. Amitava Ray (DIN 00184143) as Whole-Time Director of the Company.

To consider and if though fit, to give assent / dissent to the following as a **SPECIAL RESOLUTION**:

"**RESOLVED THAT** pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amitava Ray (DIN 00184143), who was appointed an Additional Director of the Company with effect from February 2, 2016 by the Board of Directors of the Company and who in terms of Section 161 of the Companies Act, 2013, holds office upto the date of the forthcoming Annual General Meeting, being eligible for appointment and having consented to act as Director of the Company, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196 & 197 and subject to Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof) and such other approvals/ sanctions as may be necessary, the Company hereby approves the appointment of Mr. Amitava Ray (DIN 00184143) as Whole-time Director of the Company for a period of five years w.e.f 2nd February, 2016 on the terms and conditions including as to remuneration, minimum remuneration in case of loss or inadequate profit in any financial year as set out in the explanatory statement which shall be deemed to form part hereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to vary and/or revise the remuneration of the said Whole-time Director within the permissible limits under the provisions of the Companies Act, 2013 or any statutory modification thereof, from time to time and to settle any question or difficulty in connection therewith or incidental thereto.

RESOLVED FURTHER THAT any one of the Director or Company Secretary be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem fit, necessary or appropriate."

By Order of the Board
For **UFLEX LIMITED,**

Ajay Krishna
Sr. Vice President (Legal) &
Company Secretary
ACS No. 3296
C – 115, Sector – 26, NOIDA, UP - 201301

Place : Noida
Dated: 2nd February, 2016

Regd. Office:
305, 3rd Floor, Bhanot Corner, Pamposh Enclave,
Greater Kailash-I, New Delhi – 110048

NOTES

1. An explanatory statement as required under Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed herewith.

2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the business set out in the notice above is sought to be passed by postal ballot.

3. The Board has appointed Mr. Raghav Agarwal, Designated Partner, M/s RA & Co. Company Secretaries LLP, as the Scrutinizer for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.

4. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 19th February, 2016 i.e. the cut-off date for despatch of Postal Ballot Notice. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with the Depository Participant (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by Registered Post alongwith a self-addressed Business Reply envelope. Any person not being a member as on the record date should treat this Notice for information purposes only.

5. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed Business Reply envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5.00 P.M. on 25th March 2016 or before. Any postal ballot form received after this date and time shall be treated as if the reply from the shareholders had not been received. If any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

6. The shareholders are requested to exercise their voting rights by using the attached postal ballot form. Shareholders who do not receive the postal ballot form may apply to the Company/ Registrars and Transfer Agents, The Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Dada Harsukh Dass Mandir, New Delhi – 110 062, Tel. No. 011- 29961281-83; Fax. No. 011-29961284; E-mail : beetal@beetalfinancial.com and obtain a duplicate thereof.

7. The Scrutinizer will submit the report to the Chairman of the Company or in his absence to any other Director of the Company, after completion of the scrutiny and the results of the postal ballot will be announced by the Chairman or in his absence any one of the Director of the Company on Tuesday, 29th March, 2016 at 5.00 P.M. at the Registered Office of the Company.

8. The result of the postal ballot will be displayed on the Notice Board of the company at its Registered Office and its Corporate Office at A-108, Sector 4, NOIDA - 201301, U.P., besides being communicated to the Stock Exchanges. The results will also be displayed on the website of the Company i.e. www.uflexltd.com.

9. In compliance with the provisions of Section 110 of the Companies Act 2013, read with Rule 22 of Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically.

10. The Shareholders can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.

11. In case of e-voting on the website: www.evotingindia.com, voting will commence on and from 9.00 A.M. on 25th February, 2016 and end at 5.00 p.m. on 25th March, 2016. Members are informed that the voting shall not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL for voting thereafter.

12. A copy of the documents referred to in the Explanatory Statement are open for inspection at the Registered Office of the Company between 10.00 a.m. to 5.00 P.M. on any working day till the last date of voting i.e. 25th March, 2016.

13. Please see the instructions for voting by postal ballot (including e-voting) which have been printed herein.

14. Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process can be addressed to Mr. Ajay Krishna, Sr. Vice President (Legal) & Company Secretary of the Company, at UFLEX Limited, A-108, Sector 4, NOIDA 201301, U.P. or by sending an e-mail at flexsec@vsnl.net.

15. The Notice is also placed on the website of the Company: www.uflexltd.com and website of CDSL www.evotingindia.com.

INSTRUCTIONS FOR VOTING

Voting through Physical Postal Ballot Form

1. A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer before the close of working hours on or before 25th March, 2016. Any Postal Ballot Form received after 5:00 P.M. on 25th March, 2016 shall be treated as if the reply from the shareholders had not been received.

2. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted.

Voting through electronic means

In pursuance of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternative, for its shareholders, to enable them to cast their vote electronically instead of dispatching Postal Ballot. The instructions for members for voting electronically are as under:-

The instructions for shareholders voting electronically are as under

i) The voting period begins on **25th February, 2016 (9:00 AM)** and ends on **25th March, 2016 (5:00 PM)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th February, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii) The shareholders should log on to the e-voting website www.evotingindia.com.

iii) Click on Shareholders.

iv) Now Enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

v) Next enter the Image Verification as displayed and Click on Login.

vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

viii) After entering these details appropriately, click on "SUBMIT" tab.

ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi) Click on the EVSN for **UFLEX Limited** on which you choose to vote.

xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

a) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

b) The voting period begins on **25th February, 2016 (9:00 AM)** and ends on **25th March, 2016 (5:00 PM)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th February, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on Resolution is cast by the shareholders, the shareholders shall not be allowed to change it subsequently.

General

a) Voting by Postal Ballot, both in physical form and e-Voting, can be exercised only by the shareholder or his/her duly constituted attorney or, in case of bodies corporate, the duly authorised person. It cannot be exercised by a proxy.

b) Voting rights shall be reckoned on the number of fully paid up equity shares registered in the name of the shareholders on the cutoff date fixed for the purpose i.e. 19th February, 2016.

c) Voting period commences on and from 9.00 A.M. on 25th February, 2016 and ends at 5.00 P.M. on 25th March, 2016.

d) If the proposed Resolution is assented by a requisite majority, it shall be deemed to have been duly passed at a General Meeting. The Resolution will become effective on and from 25th March, 2016.

Explanatory Statement under Section 102 of the Companies Act, 2013 in respect of Special Business set out in the Notice.

1. Appointment of Mr. Amitava Ray (DIN 00184143) as Whole-Time Director of the Company

The Board of Directors on the recommendation of Nomination and Remuneration Committee appointed Mr. Amitava Ray (DIN: 00184143) as an Additional Director in terms of Section 161 & other applicable provisions of Companies Act, 2013 to hold office upto the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a Member alongwith deposit of requisite amount proposing his candidature for Office of the Director of the Company.

The Company's business activities have grown in last couple of years and as per the current market trend and future projections, the Company expects substantial increase in its activities in coming years. Since, Mr. S.K. Kaushik has resigned from Whole-time Directorship of the Company with effect from 2nd February, 2016, it was felt necessary to have an eminent and experienced professional as the Whole-time Director of the Company, who could assist in day to day activities of the Company.

Therefore, the Board of Directors of the Company (after considering the recommendation of the Nomination & Remuneration Committee) at its meeting held on 2nd February, 2016 has, subject to the approval of shareholders, appointed Mr. Amitava Ray as Whole-Time Director of the Company for a period of 5 years commencing from 2nd February, 2016.

Mr. Amitava Ray has an experience of more than 50 years, and has been associated with the company for over 14 years and is instrumental in management of Packaging and Allied Businesses of the Company. Though, he is more than 70 years, considering his vast and rich experience, the Board of Directors proposed the appointment of Mr. Amitava Ray as Whole-Time Director of the Company on the following terms & conditions:

Remuneration

Salary including allowances of Rs.16,75,000/- (Rupees Sixteen Lacs Seventy Five Thousand only) per month with an annual total increment of upto Rs.2,50,000/- per month including incremental perquisites (increment as decided by the Chairman of the Company).

Ex-gratia - As per Company's rules.

Perquisites

Category 'A'

(a) LTC/LTA : Rs.20,000/- per month

(b) Medical : Rs.20,000/- per month

(c) Leave encashment : As per the Rules of the Company

Category 'B'

He will also be entitled to Company's Car with driver & telephone at his residence and a Mobile Phone. Private use of Car and Private long distance call would be billed to the Whole-time Director.

OTHER TERMS

(a) He will not be entitled to sitting fees for attending meetings of the Board or Committee(s) thereof.

(b) He will be liable to retire by rotation.

(c) The aforesaid appointment may be terminated by either side giving three months notice in advance.

In the event of inadequacy or absence of profits, the Company shall pay to Mr. Amitava Ray the above remuneration as minimum remuneration but not exceeding the limits specified under Schedule V of the Companies Act, 2013 or such other limits as may be specified by the Central Govt. from time to time as minimum remuneration.

Functions

The Whole-time Director shall discharge such functions as are delegated to him by the Board of Directors and/or Chairman & Managing Director.

Statement pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Name of Director	**Mr. Amitava Ray**
Brief Resume	Mr. Amitava Ray is a Graduate in Economics & Mathematics from Presidency College Kolkata and PGDM from Kolkata University. Prior to joining UFLEX Limited, Mr. Ray has served as Executive Director of Bata India Limited, President of Indian Aluminium Company and has held the positions of Managing Director & CEO at India Foils Limited.
Nature of his expertise in specific functional areas	He has been associated as with the Company for over 14 years and was designated as "Group President - Flexible Packaging Div. & Allied Businesses" At UFLEX, he was responsible for the overall management of Packaging and Allied Businesses of the Company including development of new and innovative packaging products that add value to the business of customers and the Company.
Disclosure of relationships between Directors inter-se	Not related to any other Director
Directorships in other Listed Companies	NIL
Membership of the Committees of the Board of other Listed Companies	NIL
Shareholding of non-executive directors	N.A.

The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.1 of the Postal Ballot Notice as Special Resolution, by casting their vote through the Postal Ballot Form/ E-Voting as explained in the notes appended herewith.

Except Mr. Amitava Ray, being an appointee, None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested financial or otherwise in the said Special Resolution except to the extent of their shareholding in the Company.

By Order of the Board
For **UFLEX LIMITED**

Ajay Krishna
Sr. Vice President (Legal) &
Company Secretary
ACS No. 3296
C – 115, Sector – 26, NOIDA, UP - 201301

Place : Noida
Dated : 2nd February, 2016

Regd. Office:
305, 3rd Floor, Bhanot Corner, Pamposh Enclave,
Greater Kailash-I, New Delhi – 110048

'A part of your daily life'

UFLEX LIMITED

CIN: L74899DL1988PLC032166

Regd. Office : 305, Third Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash-I, New Delhi - 110 048
Phone: 011-26440917, 011-26440925, Fax : 011-26216922
Website: www.uflexltd.com E-mail: flexsec@vsnl.net

POSTAL BALLOT FORM

Serial No.

Name & Registered Address of the Sole/ First named Shareholder	:
Name(s) of the Joint Holder(s), if any	:
Registered Folio No./ DP ID No. / Client ID No.* : (*Applicable to investors holding shares in dematerialized form)	:
Number of Shares held	:

I/We hereby exercise my/our votes in respect of the Resolution set out in the Notice dated 2nd February, 2016 enumerated below to be passed by means of Postal Ballot by conveying and recording my/our assent or dissent to the said Resolution by placing the tick (√) mark at the appropriate box below (tick in both boxes will render the ballot invalid).

Item No.	Description	Type of Resolution	No. of Share	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1	Appointment of Mr. Amitava Ray (DIN 00184143) as Whole-Time Director of the Company.	Special			

Place :

E-Mail ID :

Mobile No. :

Date :

Signature of Member

ELECTRONIC VOTING PARTICULARS

EVSN	USERID	PAN	DOB
160218002			

Notes :

1. Each Equity Share carries one vote.
2. If the voting rights are exercised electronically, there is no need to use this form.

INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Raghav Agarwal, Designated Partner, M/s RA & Co. Company Secretaries LLP, in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the members will also be accepted.

2. The self addressed business reply envelope is addressed to the Scrutinizer.

3. This Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by he first named Member and in his absence, by the next named Member.

4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours (i.e. upto 5:00 P.M.) on Friday, March 25, 2016. All Postal Ballot Forms received after this date will be strictly treated as if reply from such member has not been received.

5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint-holders.

6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter/Power of Attorney.

7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., upto 5:00 p.m. on Friday, March 25, 2016.

8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on the Record date i.e. Friday, February 19, 2016. Members are requested not to send any other paper along with the Postal Ballot Form in the attached self-addressed business reply envelope. Any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

9. A Member need not use all the votes nor needs to cast all the votes in the same way.

10. The Scrutinizer's decision on the validity of a Postal Ballot shall be final.

11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.

12. The exercise of vote under Postal Ballot process is not permitted through proxy.

13. The results of the Postal Ballot will be declared on Tuesday, March 29, 2016 at 5:00 P.M. The result of the postal ballot will be posted on the Company's website: www.uflexltd.com besides communicating the same to the National Stock Exchange of India Limited and BSE Limited. The result of the postal ballot shall also be announced through newspaper advertisement.

OPTION OF E-VOTING

As an alternative to voting through Postal Ballot, the Company is pleased to offer e-Voting facility to all the Members of the Company to enable them to cast their votes electronically instead of through Postal Ballot Forms. The detailed procedure for e-Voting is explained in the Notes to the Notice of Postal Ballot.