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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
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UFLEX/SEC/2016/

March 30, 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

Subject : Proceedings of Postal Ballot

Dear Sirs,

We send herewith the proceedings relating to announcement of Results of Postal Ballot (including voting through electronic means) for your record(s) please.

Thanking you,

Yours faithfully,
For UFLEX LIMITED

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

Encl : As above

MINUTES OF PROCEEDINGS RELATING TO ANNOUNCEMENT OF RESULTS OF POSTAL BALLOT (INCLUDING VOTING BY ELECTRONIC MEANS) BY UFLEX LIMITED ON TUESDAY, MARCH 29, 2016 AT 5:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY 305, 3RD FLOOR, BHANOT CORNER, PAMPOSH ENCLAVE, GREATER KAILASH - I, NEW DELHI – 110 048

Present : Mr. Ashok Chaturvedi, Chairman and Managing Director
Mr. Ajay Krishna, Sr. Vice President (Legal) & Company Secretary
Mr. Raghav Agarwal, Scrutinizer

Pursuant to provisions of Section 110 of the Companies Act, 2013 and Rules made thereunder, the Postal Ballot Notice dated 2nd February, 2016 was sent to all the shareholders of the Company, either in physical or electronic form, for seeking their approval by passing Special Resolution through Postal Ballot for business listed therein. The dispatch of the said Notice was completed on 23rd February, 2016 and advertisement in this regard was published on 25th February, 2016 in the Newspapers. The voting period commenced on 25th February, 2016 (900 Hours) and ended on 25th March, 2016 (1700 Hours).

The Board of Directors of the Company had appointed Mr. Raghav Agarwal, Designated Partner, M/s RA & Co. Company Secretaries LLP, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The Scrutinizer, after carrying out the scrutiny of votes cast electronically or through Postal Ballot Forms upto close of working hours on March 25, 2016, submitted his report dated 28th March, 2016, a brief summary of which is presented below:

Item No.	Brief Particulars of the Special Resolution	Number of total, valid and invalid votes received by the Scrutinizer			Number of Shares and % of total votes cast in favour of the Resolution		Number of Shares and % of total votes cast against the Resolution	
		Total number of votes received	Total number of invalid votes	Total number of valid votes	Number of shares	% of total votes	Number of shares	% of total votes
1	Appointment of Mr. Amitava Ray (DIN 00184143) as Whole-Time Director of the Company	39022277	--	39022277	34182613	87.5977%	4839664	12.4023%

Mr. Ashok Chaturvedi, Chairman & Managing Director declared that pursuant to the above voting results, the following Special Resolution as set out in the Postal Ballot Notice dated 2nd February, 2016 was approved and passed by the members with requisite majority. The deemed date of passing of Special Resolution is the last date specified for receipt of duly completed postal ballot forms or e-voting i.e. 25th March, 2016.

"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

Certified True Copy
For UFLEX LIMITED

(AJAY KRISHNA)
Sr. Vice President (Legal) &
Company Secretary

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."

VOTE OF THANKS

There being no other business to transact, the Meeting concluded with vote of thanks to the Chair.

Sd/-
(CHAIRMAN)

Date : 30th March, 2016
Place : New Delhi

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For UFLEX LIMITED
(AJAY KRISHNA)
Sr. Vice President (Legal) &
Company Secretary