UFLEX LIMITED

(Formerly known as Flex Industries Limited)

Regd. Office : 305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash-I, New Delhi-110 048
Phone : +91-11-26440917, 26440925 Fax : +91-11-26216922

CIN :L74899DL1988PLC032166 Website : www.uflexltd.com Email : flexsec@vsnl.net

UFLEX/SEC/2014

August 9, 2014

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/1, G-Block
Bandra-Kurla Complex, Bandra (E)
Mumbai – 400051

Subject : Submission of Scrutinizers' Report

Dear Sirs,

We send herewith Consolidated Scrutinizers' Report dated 8th August, 2014 for your information please.

Hope you will find the same in order.

Thanking you,

Yours faithfully
for UFLEX LIMITED

(SUBHASH KHATUA)
Dy. General Manager – Secretarial

Enc : as above

Corporate Office : A-107-108, Sector-IV, Noida-201301 Distt. Gautam Budh Nagar (U. P.) India
Phone : +91-120-4012345 Fax : +91-120-2442903, 2556040

Mahesh K. Gupta
B.com, F.C.S.

Phones : 011-22533508

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

I, Mahesh Kumar Gupta, Practicing Company Secretary, having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar Delhi – 110 092, being appointed as the Scrutinizer by the Board of Directors of UFLEX Ltd., at their meeting held on 30.05.2014 (the Company) for the purpose of scrutinizing voting process in a fair and transparent manner in respect of the below mentioned resolutions proposed at the 25th Annual General Meeting of the Equity shareholders of the Company held on 8th August, 2014 at 10:00 A. M. at Air Force Auditorium, Subroto Park, New Delhi - 110010, submit my report as under:

1. In accordance with the Notice of the 25th Annual General Meeting dated 30th May 2014 sent to the shareholders and the 'Advertisement "published pursuant to the Rule (20(3)(V) of the Companies (Management and Administration) Rules, 2014 on July 18th, 2014 in "Financial Express" in English and "Jan satta" in Hindi, the E-voting opened at 9:00 A.M. on 2nd August, 2014 and remained open upto 6:00 P M. on 4th August , 2014.
2. The equity shareholders holding shares as on 11th July 2014, "cut off date "were entitled to vote on the resolutions stated in the Notice of the 25th Annual General Meeting of the Company.
3. The votes were unblocked and considered at 6:.10 P.M. on 4th August, 2014 in presence of Mr. Peeyush Toshniwal and Ms Shweta Jain , who are not the employees of the Company.
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) and the same are being handed over to the chairman.

For UFLEX LIMITED

Authorised Signatory

The result of the e-voting and the polling at the Meeting (AGM), for the resolutions starting from serial no 1 to 10 are passed with the requisite majority, are as under:

Resolution(s)	Particulars	Mode	Votes in		Total Shares	Votes Casted	
			Favour	Against		% For	% Against
1	To adopt the Audited Financial Results for the year ended 31st March, 2014	E-voting	35093778	300	35094078	99.999	.000
		Polling at AGM	1348873	0	1348873	100.00	.000
		Total	**36442651**	**300**	**36442951**	**99.999**	**.000**
2	To declare the dividend.	E-voting	35424142	200	35424342	99.999	.000
		Polling at AGM	1348873	0	1348873	100.00	.000
		Total	**36773015**	**200**	**36773215**	**99.999**	**.000**
3	To appoint a Director in place of Shri S.K. Kaushik who reties by rotation and being eligible offers himself for re-appointment.	E-voting	32451895	2972447	35424342	91.609	8.391
		Polling at AGM	1348873	0	1348873	100.00	.000
		Total	**33800768**	**2972447**	**36773215**	**91.917**	**8.083**
4	To re-appoint M/s. Vijay Sehgal & Co., Chartered Accountants as Statutory Auditors of the Company and fixing their Remuneration.	E-voting	34689293	690413	35379706	98.049	1.951
		Polling at AGM	1348873	0	1348873	100.00	.000
		Total	**36038166**	**690413**	**36728579**	**98.120**	**1.880**
5	Re-appointment of Shri S.K. Kaushik as Whole-time Director of the Company for a further period of three years w.e.f. 1st August 2014.	E-voting	34489624	934718	35424342	97.361	2.639
		Polling at AGM	1348873	0	1348873	100.00	.000
		Total	**35838497**	**934718**	**36773215**	**97.458**	**2.542**
6	Appointment of Shri Ravi Kathpalia as an Independent Director of the Company for five consecutive years for a term up to 31st March, 2019.	E-voting	34758364	665978	35424342	98.120	1.880
		Polling at AGM	1348873	0	1348873	100.00	.000
		Total	**36107237**	**665978**	**36773215**	**98.189**	**1.811**

For UFLEX LIMITED

Authorised Signatory

7	Appointment of Shri M.G. Gupta as an independent Director of the Company for five consecutive years for a term up to 31st March, 2019.	E-voting	34489624	934718	35424342	97.361	2.639
		Polling at AGM	1348873	0	1348873	100.00	.000
		Total	**35838497**	**934718**	**36773215**	**97.458**	**2.542**
8	Appointment of Shri A. Karati as an independent Director of the Company for five consecutive years for a term up to 31st March, 2019.	E-voting	34758364	665978	35424342	98.120	1.880
		Polling at AGM	1348873	0	1348873	100.00	.000
		Total	**36107237**	**665978**	**36773215**	**98.189**	**1.811**
9	To pass a Special Resolution for exercising the borrowing power of the Company pursuant to section 180(1)(c) of the Companies Act,2013	E-voting	35423942	400	35424342	99.999	.001
		Polling at AGM	1348873	0	1348873	100.00	.000
		Total	**36772815**	**400**	**36773215**	**99.999**	**.001**
10	To pass a Special Resolution under Section 186 of the Companies Act, 2013	E-voting	32450412	2928294	35378706	91.723	8.277
		Polling at AGM	1348873	0	1348873	100.00	.000
		Total	**33799285**	**2928294**	**36727579**	**92.027**	**7.973**

For Mahesh Gupta & company
Company Secretaries

Mahesh K. Gupta
Prop.
FCS:2870::CP:1999
08.08.2014

For UFLEX LIMITED

Authorised Signatory