UFLEX 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 No. L74899DL1988PLC032166, Website : www.uflexltd.com, E-mail ID : flexsec@vsnl.net

UFLEX/SEC/2015/5440

July 24, 2015

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

Subject : Submission of Scrutinizers' Report

Dear Sir,

We send herewith the Consolidated Scrutinizers' Report of E-voting and Physical Ballot Forms Voting at Annual General Meeting held on 22nd July, 2015.

This is for your information and record(s) please.

Thanking you,

Yours faithfully,
For UFLEX LIMITED

(Subhash Khatua)
Dy.General Manager (Secretarial)

Encl : As above

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 28.05.2015 (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 26th Annual General Meeting of the Equity shareholders of the Company held on 22nd July, 2015 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 26th Annual General Meeting dated 28th May 2015 sent to the shareholders and the 'Advertisement "published pursuant to the Rule (20(3)(V) of the Companies (Management and Administration) Rules, 2014 on 1st July, 2015 in "Financial Express" in English and "Jan satta" in Hindi, the E-voting opened at 9:00 A.M. on 19th July, 2015 and remained open upto 5:00 P.M. on 21st July, 2015.

2. The equity shareholders holding shares as on 15th July 2015, "cut off date "were entitled to vote on the resolutions stated in the Notice of the 26th Annual General Meeting of the Company.

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For UFLEX LIMITED
SUBHASH KHATUA
Dy. General Manager (Secretarial)

MAHESH GUPTA & CO. CP-1999 F.C.S.

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3. One Ballot Box kept for the ballot paper for the purpose of voting through ballot paper, were locked in our presence.

4. The locked ballot box was subsequently opened in our presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company.

5. The ballot papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.

Total Number of Members (in person or by proxy) whose votes were declared invalid	Total No. of Votes Cast by them (As per records of the Company)
76	9932

6. After counting the votes cast by the members and proxy holders present at 26th Annual General Meeting through ballot papers, the votes casted through remote e-voting were unblocked at approx. 12:51 PM on 22nd July, 2015 in presence of two witnesses, Mr. Abhineet Srivastava and Mr. Kartik Duneja , who are not the employees of the Company. They have signed below in confirmation of the votes being unblocked in their presence :

Abhineet Srivastava.

Name : Abhineet Srivastava

Kartik

Name : Kartik Duneja

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For UFLEX LIMITED

SUBHASH KHATUA
Dy. General Manager (Secretarial)

MAHESH GUPTA & CO. C.S.

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7. 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).**

The consolidated result of the e-voting and the polling at the Meeting (AGM), for the resolutions starting from serial no 1 to 7 are passed with the requisite majority, are as under:

Resolution 1: Adoption of Financial Statements including Consolidated Financial Statements for the Year Ended 31st March 2015

Mode	No. of Members Voted	Votes in		Total No. of Votes cast	Votes Casted	
		Favour	Against		% For	% Against
E-voting	74	37195308	0	37195308	100.000	.000
Polling at AGM	107	15392	339	15731	97.845	2.155
Total	**181**	**37210700**	**339**	**37211039**	**99.999**	**.000 negligible**

Resolution 2 : To declare the dividend

Mode	No. of Members Voted	Votes in		Total No. of Votes cast	Votes Casted	
		Favour	Against		% For	% Against
E-voting	74	37566608	0	37566608	100.000	0.000
Polling at AGM	104	15194	211	15405	98.630	1.370
Total	**178**	**37581802**	**211**	**37582013**	**99.999**	**.000 negligible**

Resolution 3 : To appoint a Director in place of Shri Ashok Chaturvedi (holding DIN 00023452), who retires by rotation and being eligible offers himself for re-appointment

Mode	No. of Members Voted	Votes in		Total No. of Votes cast	Votes Casted	
		Favour	Against		% For	% Against
E-voting	74	36707490	859118	37566608	97.713	2.287
Polling at AGM	105	15114	339	15453	97.806	2.194
Total	**179**	**36722604**	**859457**	**37582061**	**97.713**	**2.287**

For GUJ FLEX LIMITED

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SUBHASH KHATUA
Dy. General Manager (Secretarial)

MAHESH GUPTA & CO. C.S.

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Resolution 4 : Ratification of Appointment of Statutory Auditors

Mode	No. of Members Voted	Votes in		Total No. of Votes cast	Votes Casted	
		Favour	Against		% For	% Against
E-voting	74	36971738	346440	37318178	99.072	0.928
Polling at AGM	104	15092	339	15431	97.803	2.197
Total	**178**	**36986830**	**346779**	**37333609**	**99.071**	**0.929**

Resolution 5 : Appointment of Shri Tara Sankar Sudhir Battacharya (DIN 00157305) as an Independent Director of the Company for five consecutive years for a term up to 13th February, 2020

Mode	No. of Members Voted	Votes in		Total No. of Votes cast	Votes Casted	
		Favour	Against		% For	% Against
E-voting	74	37339985	226623	37566608	99.397	0.603
Polling at AGM	105	15123	339	15462	97.807	2.193
Total	**179**	**37355108**	**226962**	**37582070**	**99.396**	**0.604**

Resolution 6 : Appointment of Smt Indu Liberhan (DIN 03341420) as an Independent Director of the Company for five consecutive years for a term up to 27th May, 2020

Mode	No. of Members Voted	Votes in		Total No. of Votes cast	Votes Casted	
		Favour	Against		% For	% Against
E-voting	74	37566608	000	37566608	100.000	.000
Polling at AGM	104	15192	339	15531	97.817	2.183
Total	**178**	**37581800**	**339**	**37582139**	**99.999**	**.000 Negligible**

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For UFLEX LIMITED

SUBHASH KHATUA
Dy. General Manager (Secretarial)

MAHESH GUPTA & CO. C.P.-1999 C.S.

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Resolution 7 : Ratification of Remuneration to the Cost Auditors

Mode	No. of Members Voted	Votes in		Total No. of Votes cast	Votes Casted	
		Favour	Against		% For	% Against
E-voting	74	37238186	328422	37566608	99.126	0.874
Polling at AGM	105	14988	339	15327	97.788	2.212
Total	**179**	**37253174**	**328761**	**37581935**	**99.125**	**.875**

For Mahesh Gupta & company
Company Secretaries

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

July 24, 2015

for UFLEX LIMITED

(Ravi Kathpalia)
Chairman of the Meeting

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For UFLEX LIMITED

SUBHASH KHATUA
Dy. General Manager (Secretarial)