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

UFL/SEC/2014/4566

February 5, 2014

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

Dear Sirs,

Enclosed please find herewith a copy of Minutes of the Extra-ordinary General Meeting of the Company held on Friday, the 31st day of January, 2014 at 10:00 A.M. at Air Force Auditorium, Subroto Park, New Delhi – 110010 for your record.

Thanking you,

Yours faithfully,
For UFLEX LIMITED

(SUBHASH KHATUA)
Dy. General Manager (Secretarial)

Encl. : 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

MINUTES OF THE MEETING OF THE EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF UFLEX LIMITED HELD ON FRIDAY, THE 31ST DAY OF JANUARY, 2014 AT 10:00 A.M. AT AIR FORCE AUDITORIUM, SUBROTO PARK, NEW DELHI - 110010

PRESENT

Shri Ravi Kathpalia	- Chairman
Shri M.G. Gupta	- Director
Shri A. Karati	- Director
Shri S.K. Kaushik	- Whole-time Director

Members present in person - 4130

Members present through Proxy - 84

IN ATTENDANCE

Shri R.K. Jain, Group President (Corporate Finance & Accounts)
Shri Ajay Krishna, Sr. Vice President (Legal) & Company Secretary

CHAIRMAN OF THE MEETING

Shri Ashok Chaturvedi, Chairman of the Company was not present and therefore, in accordance with the provisions of Articles of Association of the Company, Shri Ravi Kathpalia, Director of the Company was elected as Chairman to preside over the meeting. Shri Ravi Kathpalia took the Chair and declared that quorum was present and called the meeting to order.

NOTICE CALLING THE MEETING

With the permission of Chair and members present in the meeting, the Notice calling the meeting was taken as read.

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

RE-APPOINTMENT OF SHRI ASHOK CHATURVEDI, CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY W.E.F. 01.02.2014 FOR A FURTHER PERIOD OF 5 YEARS WITH REVISED REMUNERATION

Proposed by : Shri R.K. Anand (Folio No. 57653)
Seconded by : Shri Pradeep Sood (Folio No.61430)

The following Resolution was passed unanimously by show of hands as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 311, 317 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications, amendments or re-enactments thereto for the time being in force) (hereinafter referred to as "the Act"), and subject to such approvals as may be required, consent and approval of the Company be and is hereby accorded to the re-appointment of Shri Ashok Chaturvedi as Managing Director of the Company (designated as Chairman & Managing Director) for a period of five years

with effect from 1st February, 2014 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 (on the recommendations of the Remuneration Committee) be and are hereby authorized to revise, amend, alter and vary the remuneration and other terms and conditions of the re-appointment of Shri Ashok Chaturvedi, Chairman & Managing Director in such manner as may be permissible in accordance with the provisions of the Act, and Schedule XIII or any modification or enactment thereto and subject to any approval, if required, without any further reference to the shareholders in general meeting.

RESOLVED FURTHER THAT as Chairman & Managing Director of the Company, Shri Ashok Chaturvedi shall, subject to the supervision, control and directions of the Board of Directors of the Company, exercise substantial powers of management and shall manage the business and affairs of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all actions and steps expedient or desirable to give effect to this resolution in conformity with the provisions of the Act as may be prevailing, and also to settle any question, difficulty or doubt that may arise in this regard without requiring to secure any further consent or approval of the shareholders of the Company."

VOTE OF THANKS

There being no other business, the meeting was concluded with a vote of thanks to the Chair.

(CHAIRMAN)

LIMITED

SUP KHATUA

Dy. General M ger (Secretarial)