



# UFLEX 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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Website: www.uflexltd.com E-mail ID: secretarial@uflexltd.com

UFLEX /SEC/2024/

20 September 2024

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

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

**Scrip Code: UFLEX**

**Scrip Code: 500148**

**Subject: Submission of Scrutinizer's Report**

**Ref: 35<sup>th</sup> Annual General Meeting (“AGM”) of the Members of the Company held on 19<sup>th</sup> September, 2024 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).**

Dear Sir(s),

We send herewith the Consolidated Scrutinizer's Report dated September 20, 2024 Remote E-voting and E-Voting at the 35<sup>th</sup> Annual General Meeting of the Company held on 19<sup>th</sup> September, 2024 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

This is for your information and record please.

Kindly take the same on record.

Thanking you,

Yours faithfully,  
For UFLEX LIMITED

(Ritesh Chaudhry)  
Sr. Vice President - Secretarial &  
Company Secretary

*Encl: As above*



# Mahesh Gupta & Company

## Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, New Delhi-110092

Phone : 011-49503085; 9312406331; E-Mail: [maheshgupta.co@gmail.com](mailto:maheshgupta.co@gmail.com)

### CONSOLIDATED SCRUTINIZER'S REPORT

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 & amendment thereof)

To,  
The Chairman  
35<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
UFLEX LIMITED  
Held on **Thursday, 19<sup>th</sup> September, 2024 at 3:30 PM (IST)**, through Video  
Conferencing ("VC")/Other Audio-Visual Means ("OAVM")

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting for the 35<sup>th</sup> AGM through video conferencing ('VC')/ other audio-visual means ('OAVM')**

I, Mahesh Kumar Gupta, Proprietor of M/s. Mahesh Gupta & Company, Company Secretaries Firm (M.N. 2870 , C.P. No. 1999) having office at 110, Wadhwa Complex, D-288-289/10, Laxmi Nagar, Delhi – 110092, was appointed as a Scrutinizer by the Board of Directors of **UFLEX LIMITED** ('the Company'), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) in respect of the below mentioned resolution(s) proposed at the 35<sup>th</sup> Annual General Meeting ("AGM") of the Equity Shareholders of **UFLEX LIMITED**, held on **Thursday, 19<sup>th</sup> September, 2024 at 3:30 PM (IST)** through VC / OAVM in compliance with the General Circular No(s) 14/2020 dated: April 08, 2020, 17/2020, dated: April 13, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs (MCA Circulars) and circular dated May 12, 2020, May 13, 2022 and circular dated January 5, 2023 and October 07, 2023, issued by the Securities and Exchange Board of India ("SEBI Circulars") providing relaxations from the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws and regulations on holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue in compliance with the MCA Circulars and SEBI Circulars as aforesaid, to transact the business set out in the Notice calling the 35<sup>th</sup> AGM, the deemed venue of the 35<sup>th</sup> AGM been the Registered Office of the Company at 305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash – I, New Delhi – 110048.



The management of the Company is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules and circular issued by MCA and SEBI relating to conducting of AGM through VC / OAVM and voting through electronic means on the resolutions contained in the Notice of 35<sup>th</sup> AGM of the Equity Shareholders of the Company. My responsibility as a Scrutinizer is restricted to making a Consolidated Scrutinizer's Report on votes cast "**in favour**" or "**against**" the resolutions stated below, based on the reports generated from the e-voting system provided by the Central Depository Services (India) Limited (CDSL), the Authorized Agency appointed by the Company for providing remote e-voting facilities and e-voting at the AGM through VC / OAVM.

I have completed the scrutiny of remote e-voting and e-voting at the AGM conducted through VC / OAVM and submit my report as under:

1. The Company had provided the remote e-voting facility and e-voting facility at the AGM through VC / OAVM offered by CDSL (Central Depository Services (India) Limited) to the shareholders of the Company.
2. In compliance with the aforesaid "MCA Circulars" and "SEBI Circulars", the Notice dated **12<sup>th</sup> August, 2024** calling the 35<sup>th</sup> AGM had been uploaded on the website of the Company at [www.uflexltd.com](http://www.uflexltd.com). The Notice could also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
3. Pursuant to aforesaid MCA, SEBI circulars and to the Rule 20(4)(v) of the Companies (Management and Administration) Rules, 2014 "**Advertisements**" were published in "**Financial Express**" in English Language and "**Jansatta**" in Hindi Language on **21<sup>st</sup> August 2024** in connection with the 35<sup>th</sup> AGM to be held through Video Conferencing/OAVM specifying the date and time of the AGM, availability of the notice on Company's website and website of Stock Exchanges, manner of registration of email ids by members (both physical & demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting system at the AGM etc.
4. Pursuant to aforesaid "MCA circular" and "SEBI circular", the Annual Report and the Notice of AGM were sent only by the e-mail to those members whose e-mail addresses were registered with the Company / Depository Participants / Depositories.
5. The shareholders holding shares as on the "cut off" date i.e., **Thursday, 12<sup>th</sup> September, 2024** were entitled to vote on the proposed resolution(s) item no. 1 to 5 as set out in the Notice of the 35<sup>th</sup> AGM of the Company by remote e-voting or e-voting at AGM through VC/ OAVM.
6. The remote e-voting period remained open from **9:00 Hours IST on Monday, 16<sup>th</sup> September, 2024 and ended on 17:00 Hours IST on Wednesday, 18<sup>th</sup> September, 2024.**
7. At the AGM it was informed that the facility for e-voting is available to facilitate the Members attending the Meeting through VC / OAVM and who did not participate in the remote e-voting to cast their votes.



8. After the conclusion of AGM, the votes cast through remote e-voting and e-voting at the AGM were unblocked on Thursday at 4:36 P.M in the presence of two witnesses, Kumari Kajal and Mrs. Manju Gupta who are not in the employment of the Company.

**The Consolidated Report on the results of remote e-voting and e-voting at the AGM on each resolution are given hereunder:**

**Resolution No. 1 – (Ordinary Resolution)**

- (a) To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, the reports of the Board of Directors and the Auditors thereon; and
- (b) To consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the report of Auditors thereon.

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	220	33404266	99.8645
E-Voting at the AGM	7	1370	100.0000
Total	227	33405636	99.8645

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	12	45334	0.1355
E-Voting at the AGM	0	0	0.0000
Total	12	45334	0.1355

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' <b>Invalid</b> '	Total number of votes cast by them declared ' <b>Invalid</b> '
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	0	0



**Resolution No. 2 – (Ordinary Resolution)**

**To declare the dividend for the year 2023-24 on the equity shares of the Company.**

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	225	33494887	99.9997
E-Voting at the AGM	7	1370	100.0000
Total	232	33496257	99.9997

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	8	88	0.0003
E-Voting at the AGM	0	0	0.0000
Total	8	88	0.0003

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' <b>Invalid</b> '	Total number of votes cast by them declared ' <b>Invalid</b> '
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	0	0

**Resolution No. 3 – (Ordinary Resolution)**

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

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	212	31240048	99.8136
E-Voting at the AGM	7	1370	100.0000
Total	219	31241418	99.8136



(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	19	58343	0.1864
E-Voting at the AGM	0	0	0.0000
Total	19	58343	0.1864

(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' <b>Invalid</b> '	Total number of votes cast by them declared ' <b>Invalid</b> '
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	0	0

**Resolution No. 4– (Ordinary Resolution)**

**To consider and appoint M/s. Lodha & Co LLP Chartered Accountants (FRN 301051E/E300284) as the Joint Statutory Auditor of the Company, to hold office for a term of Five (5) years.**

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	219	33449628	99.8646
E-Voting at the AGM	7	1370	100.0000
Total	226	33450998	99.8646

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	14	45347	0.1354
E-Voting at the AGM	0	0	0.0000
Total	14	45347	0.1354



(iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' <b>Invalid</b> '	Total number of votes cast by them declared ' <b>Invalid</b> '
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	0	0

#### 5. Resolution No. 5– (Ordinary Resolution)

**To Ratify and Confirm the remuneration paid to the Cost Auditor of the company.**

(i) Voted '**FOR**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Favour</b> ' of resolution	% of total number of valid votes cast
Remote E-Voting	221	33494649	99.9990
E-Voting at the AGM	7	1370	100.0000
Total	228	33496019	99.9990

(ii) Voted '**AGAINST**' the resolution:

Mode of voting	Number of members voted	Number of votes cast in ' <b>Against</b> ' the resolution	% of total number of valid votes cast
Remote E-Voting	12	326	0.0010
E-Voting at the AGM	0	0	0.0000
Total	12	326	0.0010

iii) Votes '**INVALID**':

Mode of voting	Total number of members whose votes were declared ' <b>Invalid</b> '	Total number of votes cast by them declared ' <b>Invalid</b> '
Remote E-Voting	0	0
E-Voting at the AGM	0	0
Total	0	0



9. The electronic data and other relevant records related to remote e-voting and e-voting at 35<sup>th</sup> AGM through VC / OAVM shall remain in my safe custody until the Chairman considers, approves, and signs the minutes of aforesaid Annual General Meeting and thereafter the same will be handed over to the Secretary of the Company for safe keeping.

Thanking you,

Yours faithfully,  
For Mahesh Gupta & Company  
Company Secretaries

  
Mahesh Kumar Gupta  
Proprietor

FCS: 2870 CP: 1999

UDIN : F002870F001261248

Place : NOIDA

Date : 20/09/2024



Countersigned by:  
For UFLEX LIMITED



(Chairman of the Meeting)