



UFLEX LIMITED

(Formerly known as Flex Industries Limited)

Regd. Office : 305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash-I, New Delhi-110 048
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UFL/SEC/2013/

September 14, 2013

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 24th Annual General Meeting of the Company held on Saturday, the 7th day of September, 2013 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.

**MINUTES OF THE MEETING OF THE 24TH ANNUAL GENERAL MEETING
OF THE MEMBERS OF UFLEX LIMITED HELD ON SATURDAY, THE 7TH
DAY OF SEPTEMBER, 2013 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 - 5837

Members present through Proxy - 292

IN ATTENDANCE

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

AUDITORS

Statutory Auditors M/s. Vijay Sehgal & Co. represented by Shri S.V. Sehgal

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.

AUDITORS' REPORT

The Auditors' Report on the Accounts of the Company for the year ended 31st March, 2013 was read by Shri S.V. Sehgal of M/s. Vijay Sehgal & Co., Statutory Auditors.

ADOPTION OF ANNUAL ACCOUNTS OF THE COMPANY

With the unanimous consent of the members present in the meeting, the Directors' Report, Audited Balance Sheet of the Company as at 31st March, 2013 and Statement of Profit & Loss of the Company for the year ended on that date having been already circulated to the members, were taken as read.

The Chairman invited questions from the shareholders relating to the Accounts. Queries raised by the members on the accounts & performance of the Company were suitably replied by the Chairman.

The Chairman then placed the Accounts of the Company for the approval of the members.

Proposed by : Shri Ravi Shanker Kapoor (Client ID : IN30234910008516)

Seconded by : Shri Gulshan Kumar Gera (Client ID : IN30112715386164)

The following Resolution was passed unanimously by show of hands as an Ordinary Resolution:

“RESOLVED THAT Annual Accounts of the Company comprising of Balance Sheet as at 31st March, 2013 and Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the schedules thereto and Auditors' & Directors' Report thereon be and are hereby adopted as the Accounts of the Company for the year ended 31st March, 2013.”

DECLARATION OF DIVIDEND FOR THE YEAR 2012-2013 ON THE EQUITY SHARES IN THE COMPANY

Proposed by : Shri Vimal Jain (Client ID : IN30011810131690)

Seconded by : Shri Pradeep Kapoor (Folio No.28074)

The following Resolution was passed unanimously by show of hands as an Ordinary Resolution:

“RESOLVED THAT pursuant to the recommendation made by the Board of Directors of the Company, the dividend @Rs.2.40 [@24%] per fully paid-up equity share of Rs.10/- each for the financial year ending 31st March, 2013 be and is hereby declared and to be paid those shareholders, whose names appeared in the Register of Members of the Company as on 1st September, 2013 and in respect of shares held in dematerialized form, the dividend will be paid to members, whose names are furnished by National Securities Depository Limited & Central Depository Services (India) Limited as beneficiary owners as on that date.”

RE-APPOINTMENT OF SHRI RAVI KATHPALIA AS A DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION

Shri M.G. Gupta, Director & Member of the Company was requested to chair the meeting in respect of item pertaining to re-appointment of Shri Ravi Kathpalia as a Director of the Company. Shri M.G. Gupta took the chair and put the resolution for the re-appointment of Shri Ravi Kathpalia as a Director of the Company for the consideration of the members.

Proposed by : Shri V.K. Gupta (Client ID : IN1007475210062283)

Seconded by : Shri Arun Kumar Arora (Client ID : 1201910101175819)

The following Resolution was passed unanimously by show of hands as an Ordinary Resolution:

"RESOLVED THAT Shri Ravi Kathpalia, who retires from the Board at this meeting in accordance with the provisions of Section 256 of the Companies Act, 1956, be and is hereby re-appointed as a Director of the Company, whose period of office will be liable to retire by rotation."

Shri Ravi Kathpalia once again took the chair and presided over the rest of the meeting.

RE-APPOINTMENT OF SHRI S.K. KAUSHIK AS A DIRECTOR OF THE COMPANY, WHO RETIRES BY ROTATION

Proposed by : Shri B.R. Nayyar (Client ID : IN30177411219849)
Seconded by : Shri Surinder Nath Vohra (Client ID : 1201410000011520)

The following Resolution was passed unanimously by show of hands as an Ordinary Resolution:

"RESOLVED THAT Shri S.K. Kaushik, who retires from the Board at this meeting in accordance with the provisions of Section 256 of the Companies Act, 1956, be and is hereby re-appointed as a Director of the Company, whose period of office will be liable to retire by rotation."

RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

Proposed by : Shri Gurcharan Singh (Client ID : IN30020610926854)
Seconded by : Shri Om Prakash Chopra (Client ID : IN30120910007022)

The following Resolution was passed unanimously by show of hands as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 224(1) and other applicable provisions, if any, of the Companies Act, 1956, M/s. Vijay Sehgal & Co., Chartered Accountants, Delhi, the retiring Auditors of the Company be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Meeting upto the conclusion of the next Annual General Meeting of the Company, for the financial year 2013-2014 on such remuneration, along with reimbursement of out-of-pocket expenses, traveling and other expenses incurred in connection with audit to be carried out by them, as may be mutually agreed upon between the Board of Directors and the Auditors."

APPOINTMENT OF SHRI ACHINTYA KARATI AS A DIRECTOR OF THE COMPANY

Proposed by : Shri S.K. Agarwal (Folio No. 36695)
Seconded by : Shri Raj Bahadur Jain (Client ID : IN30147720004746)

The following Resolution was passed unanimously by show of hands as an Ordinary Resolution:

“RESOLVED THAT Shri Achintya Karati, who was appointed as an Additional Director of the Company w.e.f. 30th May, 2013 and who holds office up to the date of this Annual General Meeting in terms of Section 260 of the Companies Act, 1956 and Article 141 of the Article of Association of the Company and in respect of whom the Company has received a notice in writing pursuant to Section 257 of the Companies Act, 1956 proposing his candidature to the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

VOTE OF THANKS

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

(CHAIRMAN)

For UFLEX LIMITED

SUBHASH KHATUA
Dy. General Manager (Secretarial)