



UFLEX LIMITED

Division/Office: CORPORATE - SECRETARIAL

Corporate Office: A-107-108, Sector-IV, Distt. Gautam Budh Nagar, NOIDA - 201301, (U.P.), India

Tel.: +91-120-4012345/2522558 Fax: +91-120-2442903

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

UFLEX/SEC/2023/

27 July 2023

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

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

Scrip Code : UFLEX

Scrip Code : 500148

Subject: Notice of the 34th Annual General Meeting (AGM) and Annual Report 2022-2023 under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s),

Please find attached the Notice of the 34th Annual General Meeting (AGM) and Annual Report for the Financial Year 2022-2023. The same is also available in the Company's website at <https://www.uflexltd.com/pdf/financials/annual-reports/UFLEX-AR-2022-23.pdf>.

You are requested to kindly take the same on record(s).

Thanking you,

Yours faithfully,
For UFLEX LIMITED,

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

Encl: As above

NOTICE OF
34TH ANNUAL
GENERAL MEETING

Notice of 34th Annual General Meeting

Notice is hereby given that the 34th Annual General Meeting of the Members of UFLEX Limited will be held on **Wednesday, 23rd August, 2023 at 3:30 PM (IST)** through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt:
 - a) The Audited Financial Statements of the Company for the financial year ended March 31, 2023, the reports of the Board of Directors and the Auditors thereon; and
 - b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the report of Auditors thereon.
2. To declare the dividend for the year 2022-2023 on the equity shares of the Company.
3. To appoint a Director in place of Shri Ashok Chaturvedi (DIN: 00023452), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS(ES)

4. To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Smt. Rashmi Verma (DIN: 01993918), who was appointed as an Additional Director in the capacity of Independent Woman Director of the Company by the Board of Directors w.e.f. 26th May, 2023, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a term of Three (3) years i.e. up to 25th May, 2026 and whose office shall not be liable to retire by rotation”.
5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the remuneration payable to M/s Jitender, Navneet & Co., Cost Accountants (Firm Registration No.00119) appointed as the Cost Auditors of the Company to conduct the Cost Audit of all applicable products for the Financial Year ending 31st March, 2024, amounting to 23.00 Lacs (Rupees Twenty Three lacs) plus taxes as applicable and reimbursement of travel and out-of-pocket expenses in connection with the said audit, be and is hereby ratified and confirmed”.

By Order of the Board,

Sd/-

Ritesh Chaudhry
Sr. Vice President (Secretarial) &
Company Secretary
ACS No.- 19966

Place : NOIDA

Dated : 30th May, 2023

Regd. Office:

305, 3rd Floor, Bhanot Corner,
Pamposh Enclave, Greater Kailash-I
New Delhi-110048

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, is annexed hereto.
2. The Register of Members and the Share Transfer books of the Company will remain closed from **05th August, 2023 to 23rd August, 2023** both days inclusive, for annual closing and determining the entitlement of the Members to the Dividend for Year 2022-23.
3. Central Depository Services Limited, (“CDSL”) will be providing facility for voting through remote e-Voting, for participation in the 34th AGM through VC/OAVM Facility and e-Voting during the 34th AGM.
4. CDSL e-Voting System – For Remote e-voting and e-voting during AGM
 - i. In accordance with the Ministry of Corporate Affairs (MCA), General Circular Nos. 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 issued by (MCA Circulars) and circular dated May 12, 2020, May 13, 2022 and circular dated January 5, 2023, issued by the Securities and Exchange Board of India providing relaxations to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Circulars”) and any other applicable laws and regulations, 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, the AGM of the Members of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
 - ii. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and “MCA Circulars” & “SEBI Circulars”, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 - iii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
 - iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 - v. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
 - vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.uflexltd.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. “The BSE Limited” and “The National Stock Exchange of India Limited” at www.bseindia.com and 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.

- vii. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020 & 10/2021 dated June 23, 2021.
- viii. The MCA in continuation to its previous General Circulars (including General Circular Nos. 21/2021 dated 14th December, 2021 & 11/2022 dated December 28, 2022) issued in respect to allowing Companies to hold AGM through video conferencing or other audio-visual means, has further decided to allow the companies to organize AGM through VC or OAVM in the year 2023 on or before 30th September, 2023 in accordance with the requirements laid down in Para 3 & 4 of General Circular No. 20/2020 dated. 05.05.2020.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on from **9:00 Hours IST on 20th August, 2023** and ends on **22nd August, 2023, 17:00 Hours IST**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date (record date) of 16th August, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period
	<ol style="list-style-type: none"> 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website www.evotingindia.com.

1) Click on “Shareholders” module.

2) Now enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

3) Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

4) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for **UFLEX LIMITED** on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; secretarial@uflexltd.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 (Three) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 (Three) days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

5. Other Guidelines for Members

- a. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of Wednesday, 16th August, 2023.
- b. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the meeting.
- c. Shri Mahesh Gupta, Practicing Company Secretary (Membership No. 2870) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. The Scrutinizer shall after the conclusion of e-Voting at the 34th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's

report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 34th AGM, who shall then countersign and declare the result of the voting forthwith. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.uflexltd.com and on the website of CDSL at <https://www.evotingindia.com/> immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the Stock Exchanges i.e. "The National Stock Exchange of India Limited" ("NSE") and "The BSE Limited" ("BSE").

- Pursuant to the MCA Circulars and SEBI Circular, the Notice of the 34th AGM and the Annual Report for the year 2022-23 including the Audited Financial Statements for the year 2022-23, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 34th AGM and the Annual Report for the year 2022-23 and all other communication sent by the Company, from time to time, can get their email address registered with the Company / RTA or respective Depository Participant(s) (DP).

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to secretarial@uflexltd.com.

For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)

For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

- The Board of Directors has recommended a Dividend of Rs.3.00 (Rupees Three only) per Equity Share of Rs.10.00 each for the year ended 31st March, 2023 that is proposed to be paid on and after 23rd August, 2023, subject to the approval of the shareholders at the 34th Annual General Meeting.
- Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company. **Further, with respect to Deduction of Tax on Dividend, the communication in this regard is being sent to the shareholders separately in the permitted mode.**
- The dividend/s, if any, approved by the Members will be paid as per the mandate registered with the Company or with their respective Depository Participants.
- Further, in order to receive dividend/s in a timely manner, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means ("Electronic Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically or any other means, by sending scanned copy of the following details/documents by email to reach the Company's email address at secretarial@uflexltd.com latest by 4th August, 2023.

- a) Form ISR - I alongwith supporting documents. The said Form is available in the website of the Company at www.uflexltd.com (weblink: https://www.uflexltd.com/pdf/SC/2021/UFlex_Mandotry_KYC_Letter.pdf)
- b) signed request letter mentioning your name, folio number, complete address and following details relating to bank account in which the dividend is to be received :
 - i) Name and Branch of Bank and Bank Account type;
 - ii) Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
 - iii) 11 digit IFSC Code;
- c) self attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- d) self attested scanned copy of the PAN Card; and
- e) self attested scanned copy of any document (such as AADHAR Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

For the Members holding shares in demat form, please update your Electronic Bank Mandate through your Depository Participants.

11. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Member.
12. Pursuant to the provisions of Section 124 of the Act, Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") read with the relevant circulars and amendments thereto, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund ("IEPF"), constituted by the Central Government. The Company had, accordingly transferred Rs.17,33,009/- (Rupees Seventeen Lac Thirty Three Thousand Nine only) being the unpaid and unclaimed dividend amount pertaining to Dividend, 2014-15 to the Investor Education and Protection Fund of the Central Government during the year 2022-23.

The Company has been sending reminders to Members having unpaid/ unclaimed dividends before transfer of such dividend(s) to IEPF. Details of the unpaid/ unclaimed dividend are also uploaded on the website of the Company at www.uflexltd.com (Weblink: <https://www.uflexltd.com/unpaid-unclaimed-dividend-details.php>). Members who have not encashed Dividend for the financial year 2015-16 or any subsequent dividend declared by the Company, are advised to write to the Company immediately.

13. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ("IEPF Account") within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, 21,407 (Twenty One Thousand Four Hundred Seven Only) Equity Shares of Rs.10/- each on which the dividend remained unpaid or unclaimed for seven consecutive years, were transferred during the year 2022-23 to the IEPF Account, after following the prescribed procedure.

Further, Members who have not claimed / encashed their dividends in the last seven consecutive years from 2016 onwards are advised to claim the same. In case valid claim is not received, the Company will proceed to transfer the respective shares to the IEPF Account in accordance with the procedure prescribed under the IEPF Rules.

14. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
15. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 in Form ISR-1. The Form ISR-1 is also available on the website of the

Company at www.uflexltd.com (weblink: https://www.uflexltd.com/pdf/SC/2021/UFlex_Mandotry_KYC_Letter.pdf). The Attention of the Members holding shares of the Company in physical form is invited to go through and submit the said Form ISR-1.

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc., to their DPs in case the shares are held in electronic form and to the RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
17. Nomination facility: As per the provisions of Section 72 of the Act, the facility for making nomination is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website at www.uflexltd.com (weblink: https://www.uflexltd.com/pdf/SC/2021/UFlex_Mandotry_KYC_Letter.pdf). Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at beetal@beetalfinancial.com in case the shares are held in physical form, quoting their folio no(s).
18. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at www.uflexltd.com (weblink: https://www.uflexltd.com/pdf/SC/2021/UFlex_Mandotry_KYC_Letter.pdf). It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
19. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
20. Electronic copy of all the documents referred to in the accompanying Notice of the 34th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.uflexltd.com

During the 34th AGM, Members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act at Company's website www.uflexltd.com.
21. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 34th AGM, forms integral part of the Notice of the 34th AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
22. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36(5) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENT) REGULATIONS, 2015

Item No. 4

Pursuant to Section 161 of the Companies Act, 2013, the Board of Directors, on the basis of recommendation of the Nomination & Remuneration Committee (NRC), have appointed Smt. Rashmi Verma (DIN: 01993918) as an Additional Director (Independent) of the Company with effect from 26th May, 2023 to hold office up to the date of the ensuing Annual General Meeting. However, as per the provisions of Regulation 17(1) (C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to take approval of shareholders at the next Annual General Meeting or within a period of three months from the date of appointment, whichever is earlier. The Company has received a notice in writing under the provisions of Section 160 (1) of the Companies Act, 2013, from a member proposing the candidature of Smt. Rashmi Verma (DIN: 01993918) for the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Smt. Rashmi Verma (DIN: 01993918) (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (iv) a confirmation that she is not debarred from being appointed as a Director by the Securities and Exchange Board of India or any other authority, and (v) Confirmation in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

Smt. Rashmi Verma (DIN: 01993918) has a rich experience of working in various sectors in her career of more than thirty six years as an IAS officer. Her last posting before superannuation on 30 November, 2018 was Secretary, Ministry of Tourism, Government of India. She had earlier worked as Principal Secretary Tourism, Bihar cum CMD, Bihar State Tourism Corporation and before that as Additional Director General (Tourism), Government of India. Her experience of around seven years in the tourism sector helped her to understand the potential and challenges of promoting tourism in the country and gave her insights into the required Marketing Strategy for tourism promotion.

The resolution seeks the approval of members for the appointment of Smt. Rashmi Verma (DIN: 01993918) as an Independent Director of the Company for a term of 3 (three) consecutive years w.e.f. 26th May, 2023 to 25th May, 2026 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, during the term of Independent Director, she shall not be liable to retire by rotation.

In the opinion of the Board of Directors, Smt. Rashmi Verma (DIN: 01993918), the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and she is independent of the Management.

The Board recommends the passing of the resolution as set out at Item No. 4 of the accompanying Notice for approval of the Members of the Company as a Special Resolution.

None of the directors, key managerial personnel or their relatives, except Smt. Rashmi Verma (DIN: 01993918), to whom the resolution relates, is interested or concerned in the resolution. None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

Item No. 5

The Board of Directors on the recommendation of Audit Committee has re-appointed M/s. Jitender, Navneet & Co., Delhi, Cost Auditors, (Firm Registration No.00119) for the Financial Year 2023-24. As per Rule 14 of Companies (Audit

and Auditors) Rules 2014, the appointment and remuneration payable to the Cost Auditors is to be approved and ratified by the Shareholders.

The Board of Directors recommend Ordinary Resolution set out at Item No. 5 for approval by the Members of the Company

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested financial or otherwise in the said Ordinary Resolution.

By Order of the Board,

RITESH CHAUDHRY
Sr. Vice President (Secretarial) &
Company Secretary

Place : NOIDA
Dated : 30th May, 2023

ACS No.- 19966

Regd. Office:

305, 3rd Floor, Bhanot Corner,
Pamposh Enclave, Greater Kailash-I
New Delhi-110048

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
AT THE FORTHCOMING ANNUAL GENERAL MEETING**

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015) and SS-2 issued by ICSI

Name of Director	Shri Ashok Chaturvedi	Smt. Rashmi Verma
Date of Birth	15.10.1956	28.11.1958
Date of First Appointment on the Board	21.06.1988	26.05.2023
Experience in specific Functional areas	Chief Promoter of UFLEX Group of Companies who had set up the business himself being the first generation entrepreneur and has in depth knowledge in flexible packaging business of the Company.	Smt. Rashmi Verma, IAS (Retired), aged about 64 years having rich experience of working in various sectors in her career spanning more than 36 years. Her last position was Secretary, Ministry of Tourism, Government of India. Smt. Verma also worked as Secretary, Ministry of Textiles, Government of India and Additional Secretary, Department of Revenue, Ministry of Finance, Government of India, etc. Presently Currently, she is an independent director on the Board of prominent organizations viz. HT Media Limited, PTC India Limited, PTC Energy Limited and Indian Institute for Insolvency Professionals of India.
Qualification	B.Sc.	M.A, M.Phil. (Political Science) from Delhi University, MBA (Project Based) from University of Hull, UK and M.Phil. (Sociology) from Indian Institute of Public Administration (IIPA).

Terms and Conditions of appointment or re-appointment	Shri Ashok Chaturvedi retires by rotation at the ensuing Annual General Meeting	Smt. Rashmi Verma was appointed as an Additional Director (Independent Woman Director) on 26-05-2023 and proposed to be appointed as regular Independent Woman Director, not liable to retire by rotation, for a term of 3 years i.e. to hold office upto 25.05.2026.	
Remuneration sought to be paid	Remuneration is being paid as per Terms and Conditions earlier approved by the Shareholders at their meeting held on 1 st August, 2019.	Eligible for sitting fee for attending Committee/Board Meetings.	
Remuneration last drawn	As per approval of shareholder in the AGM held on 1 st August, 2019.	Not Applicable	
Shareholding in the Company	502533 Equity Shares	Nil	
Relationship with other Directors, Manager and other key managerial personnel	Not related to any other Directors and other Key Managerial Personnel of the Company	Not related to any other Directors and other Key Managerial Personnel of the Company	
No. of Meeting of the Board attended	4	Not Applicable	
Directorship in other Listed Companies	Flex Foods Limited	1) Hindustan Times Media Ltd. 2) PTC India Ltd.	
Listed entities from which the person has resigned in the past three years	NIL	NIL	
Member / Chairman of Committee of the Board of the Public Limited Companies on which he / she is Director	Committee of Directors	Chairman: • UFLEX Limited • Flex Foods Limited	<u>NIL</u>
	Nomination and Remuneration Committee	--	Chairperson • HT Media Limited • PTC Energy Limited
	Audit Committee	--	Chairperson • HT Media Limited • PTC Energy Limited
	Stakeholders' Relationship Committee	--	Chairperson • HT Media Limited
	Corporate Social Responsibility (CSR) Committee	--	Chairperson • PTC Energy Limited Member • HT Media Limited

<p>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</p>	<p>Leadership, Business Strategy, Industry Experience specially in Flexible Packaging Industry, Sales & Marketing, Strategic Planning, Product Innovation, etc.</p>	<p>The Nomination & remuneration Committee and Board of Directors has considered educational background and rich professional experience of Smt. Rashmi Verma and of the view that she possess the requisite skills and capacities in the areas of Marketing, Taxation, Infrastructure development and Risk Management and her association would be beneficial to the Company.</p>
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**DETAILS OF SHAREHOLDING OF NON-EXECUTIVE DIRECTORS OF
THE COMPANY AS ON 31.03.2023**

(Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Sl. No.	Name of Director	No. of Equity Shares
01	Shri Paresh Nath Sharma	Nil
02	Smt. Indu Liberhan	Nil
03	Shri Pradeep Narendra Poddar	Nil
04	Shri Sujit Kumar Varma <i>(w.e.f. 14th February, 2023)</i>	Nil
05	Shri Alok Sabharwal – <i>(Nominee – IFCI)</i> <i>(upto 31st October, 2022)</i>	Nil
06	Shri Tara Sankar Bhattacharya <i>(upto 13th February, 2023)</i>	Nil

CONTACT US



+91-11-26440917
+91-11-26440925



secretarial@uflexltd.com



www.uflexltd.com

34TH ANNUAL REPORT

SUSTAINABILITY | GROWTH | INNOVATION

2022-23



Chairman's Message



Dear Valued Shareholders,

I am delighted to present to you our 34th Annual Report for the Financial Year (FY) 2022-23.

The year witnessed major macroeconomic factors that shaped the global economy—higher interest rates coupled with tightening liquidity, high commodity prices following the Russia-Ukraine conflict, high energy and food prices in Europe, and global supply-chain disruptions, amongst others.

Although these economic challenges impacted the overall demand, your Company emerged resilient, and I am grateful to our customers, partners, employees, and other stakeholders for their relentless collaboration to make this happen.

Your Company's financial performance, industry trends, and expansion plans

In FY23, your Company was able to steer through the challenges of unpredictable market conditions effectively and achieved the highest-ever consolidated net revenue of INR 14,784 crore backed by the highest-ever packaging (flexible and aseptic) sales volume at 1,37,682 MT.

We are witnessing an era of transformational change in the packaging industry driven by both regulations and consumer preferences and the pace of change is accelerating rapidly. Sustainability and e-commerce are the megatrends shaping this era that will provide opportunities on one hand and lead to uncertainties on the other. It will be important for innovative products to be more sustainable and less expensive, and packaging companies will have to consider incorporating new materials, recycled content, and new substrates, into their portfolios.

As extended producer responsibility (EPR) and tax pressures make non-sustainable packaging more problematic, we expect recycling, reuse, refilling, and biodegradation to gain further traction.

I am confident that our focus on sustainability, distributed global manufacturing strategy, vertical integration, customer centricity, execution capabilities, investments in research and development, and product innovation will enable us to successfully navigate these changes and deliver year-on-year profitable growth.

During the year, your Company commissioned a BOPET film plant and a CPP film plant at Dharwad, Karnataka, with a capacity of 45,000 MT per annum and 18,000 MT per annum respectively, and a CPP film plant at Dubai with a capacity of 18,000 MT per annum. In addition, your Company set up a PCR line in Mexico to reprocess post-consumer PET bottles and manufacture polyester (PCR) chips.

Your Company continues its focus on backward integration for BOPET films by setting up polycondensation plants in Egypt and in Panipat, India, to produce polyester chips that are used to manufacture BOPET film, flexible packaging materials, and pet bottles. This will ensure consistent availability of quality raw materials at reasonable prices that will help improve margins.



Chairman's Message

Last year, your Company's aseptic packaging business achieved significant growth and expanded its Sanand, Gujarat, manufacturing facility capacity to 7 billion packs per annum.

We remain bullish on our flexible packaging business, and our holography and chemicals businesses continue to gather momentum.

Research and Development

As a company, we have always invested in R&D to develop products and solutions for the future. Across all our business lines, we work with our customers to understand their products, consumer expectations, and packaging needs and invest in the latest technologies to deliver on their packaging and brand goals.

In FY23, we applied for several patents and were awarded two patents for our innovative research methodologies in packaging films and our inks and adhesives business.

ESG and Sustainability

As an integral part of our corporate strategy, we have always aligned our sustainability agenda with our business and technological transitions and organizational growth. Today, our business approach includes a holistic, sustainable strategy aimed at providing long-term value for our stakeholders.

From the way we allocate capital toward recycling facilities, and how we manage our operations to reduce greenhouse gas (GHG) emissions, to our supply chain and community partnerships, our business decisions have always been aligned with our sustainability vision and goals.

Continuing the momentum on our sustainability journey, your Company is in the process of commissioning a Multi-Layered Plastic (MLP) recycling facility in Poland.

Our talent management, employee engagement, learning and development initiatives, CSR activities, environmental initiatives, and ethical corporate governance are focused on fulfilling our environmental, social, and governance (ESG) responsibilities.

I would like to thank each member of the UFlex family for their active support and trust in our abilities to deliver on our promise. You continue to motivate us to unleash our potential for the next phase of our growth.

Sincerely,

Ashok Chaturvedi
Chairman and Managing Director



UFlex at a **Glance**



Presence in
150 countries



10,000+
global workforce



Serving
5 continents



9 Global manufacturing
locations



Packaging
Films Business



Flexible
Packaging Business



Aseptic Liquid
Packaging Business

Our Businesses



Engineering
Business



Chemicals
Business



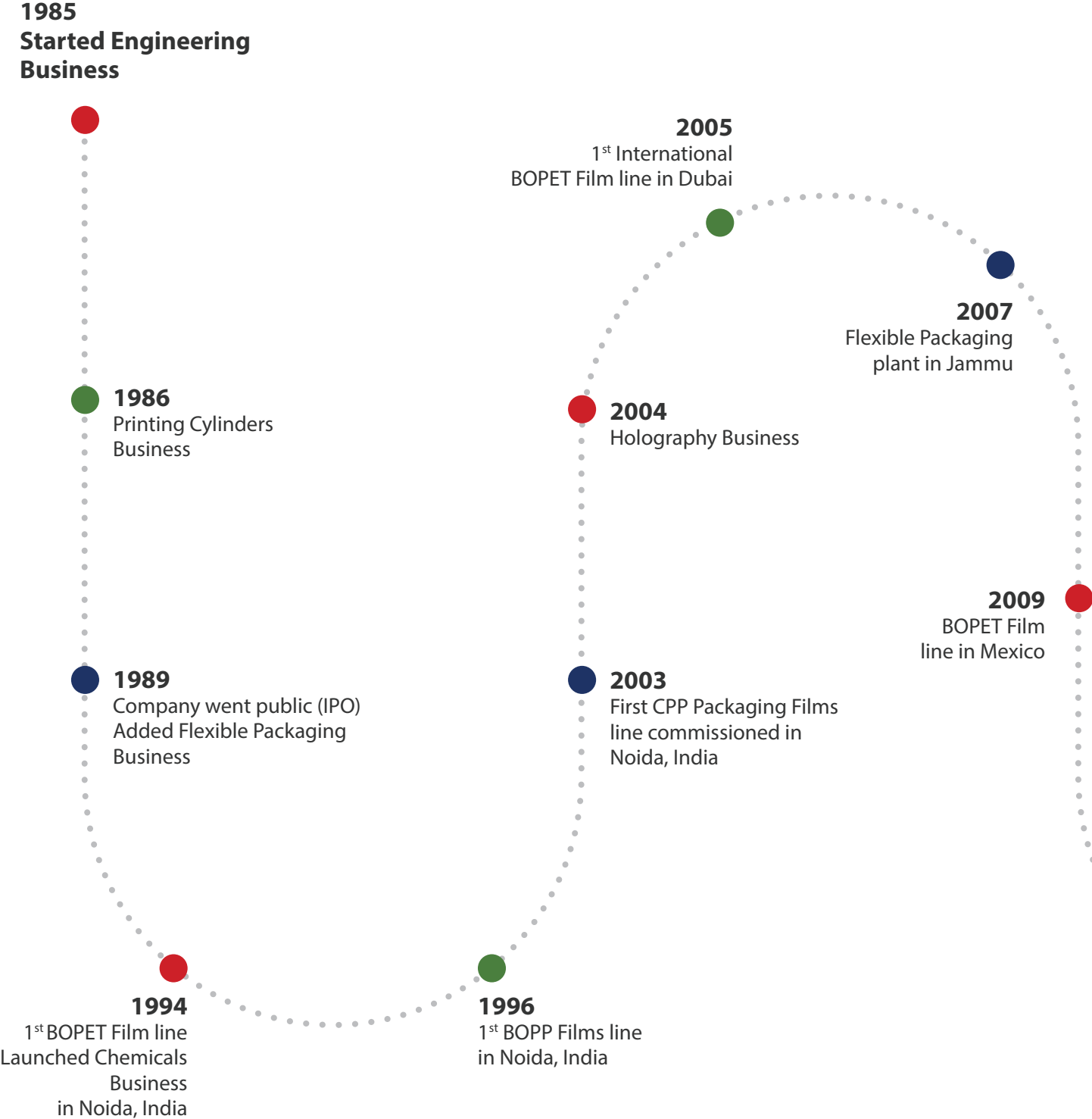
Printing
Cylinders Business



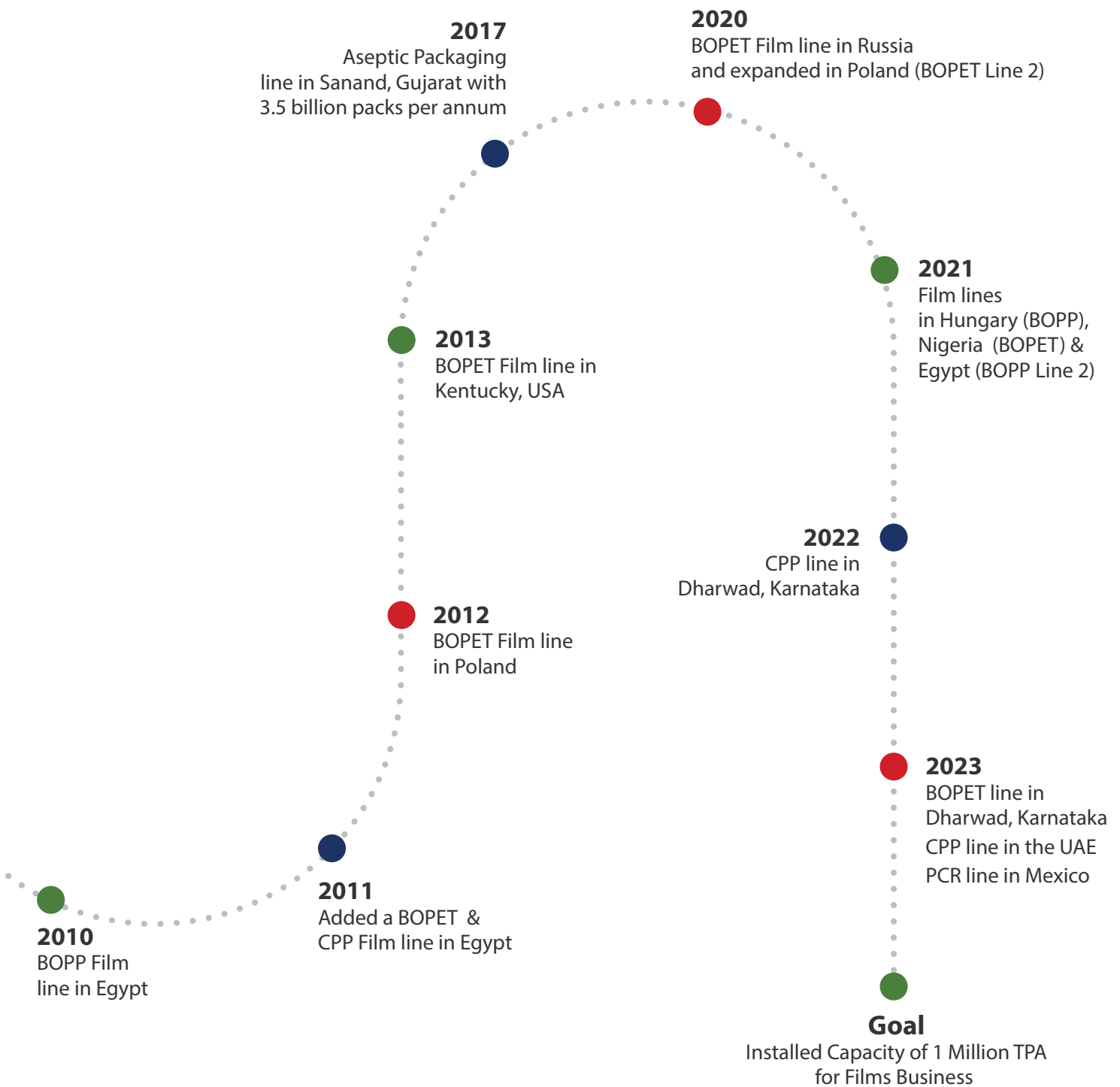
Holography
Business



Expansion and Growth



Expansion and Growth



Business Highlights FY23

Standalone

Revenue

₹ 6,817 cr

↑ **19%** YoY

EBITDA

₹ 762 cr

↑ **12%** YoY

Profit After Tax

₹ 244 cr

↑ **10%** YoY

Total Sales Volume

2,31,757 MT

↑ **11%** YoY

Consolidated

Revenue

₹ 14,784 cr

↑ **11%** YoY

EBITDA

₹ 2,068 cr

↓ **9%** YoY

Profit After Tax

₹ 480.76 cr

↓ **56%** YoY

Total Sales Volume

5,87,118 MT

↓ **2%** YoY

BOPET Line commissioned in Dharwad

45,000 MTPA

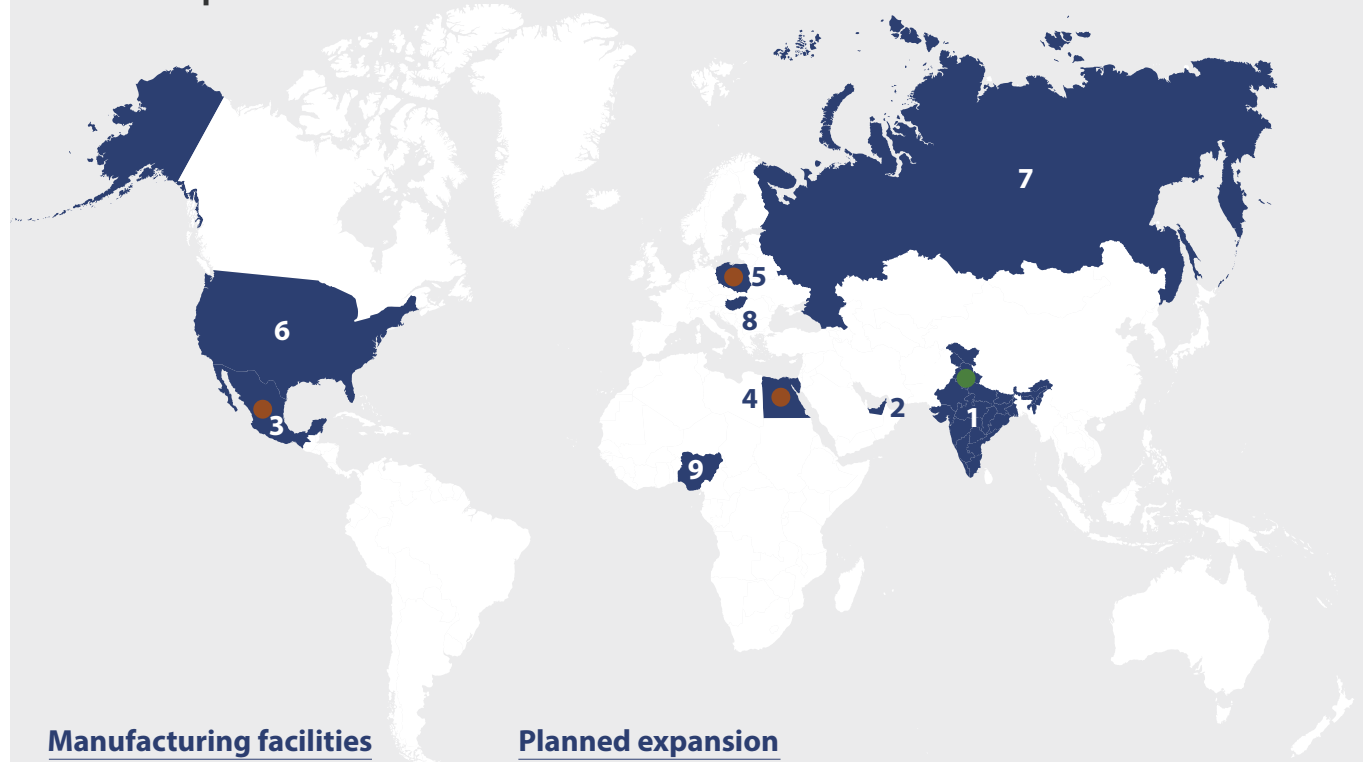
CPP Line commissioned in Dharwad

18,000 MTPA

CPP Line commissioned in the UAE

18,000 MTPA

Global footprint



Manufacturing facilities

1. India (Noida, Jammu, Sanand & Dharwad)
2. UAE
3. Mexico
4. Egypt
5. Poland
6. USA
7. Russia
8. Hungary
9. Nigeria

Planned expansion

Expansion in existing facilities
Mexico, Egypt, Poland

New manufacturing facility
India (Panipat)

Sustainability

Building Circularity in Multi-Layered Plastics Packaging



Mr. Ashok Chaturvedi, CMD, UFlex Limited, releases report on Recyclability of Multi-Layer mixed Plastics (MLP) at an industry event on sustainable packaging

“ Multi-layered mixed plastics are 100% recyclable and a great business opportunity for entrepreneurs around the world. UFlex has recycled more than half a million tons of Multi-Layer mixed Plastic Waste (MLP) to date and has successfully demonstrated circularity in plastics for close to three decades.

UFlex runs an advanced injection molding facility at its Noida facility to manufacture decorative, functional, and engineering parts, household, and office products, and hundreds of other articles with recycled granules. ”



Household articles made out of MLP recycled waste at UFlex's recycling facility



Awards & Accolades

- 🏆 **'Outstanding Work in Circularity Award'** in Large Enterprises at the Indian Circular Economy Forum ACE Award 2022 for its sustainability-driven initiatives that help create a circular economy
- 🏆 **Best Employer Brand Award** in the Global Best Employer Brands 2023 segment at the World HRD Congress 2023, presented by Times Ascent
- 🏆 **'Best Organization in HR Practices'** at the National Management Summit 2022 organized by Top Rankers Management Club
- 🏆 **Silver Award for Technical Innovation** at the Flexible Packaging Achievement Awards 2023, organized by the FPA, for our F-UHB-M Ultra High Barrier & High Metal Bond Metallized Polyester Film for aluminum foil replacement
- 🏆 Won **five awards** in the IIP's National IndiaStar and PacMachine 2022 Awards for Excellence in Packaging



- 🏆 UFlex Chemicals Business won a **FICCI Chemicals & Petrochemicals Award 2022 for Efficiency in Water Use**
- 🏆 Won **nine awards in the SIES SOP Star Awards** for packaging excellence in development, innovation, creativity, and sustainability
- 🏆 Won **18 awards in IFCA Star Awards 2022** for global recognition and excellence in innovation and creativity
- 🏆 The only packaging manufacturer to be featured amongst the top 200 **BusinessWorld India's Most Sustainable Companies 2021**
- 🏆 The UFlex chemicals business division has been conferred a **'Certificate of Appreciation'** award by the National Safety Council of India Safety Awards for appreciable achievement in occupational safety and health



R&D, Patents, and Certifications

- The UFlex Packaging Films Business has been granted a patent for its innovative research methodology to develop Thermoplastic Films Having Asymmetric Properties (Patent No.: 425294).
- The UFlex Chemicals Business has been awarded a patent for its innovative research methodology to develop Solvent free pigmented adhesive and a process for its preparation' (Patent No 406417)
- The UFlex Packaging films business has been awarded IMS Certification (ISO 9001:2015, ISO 14001:2015, ISO 45001:2018) and Energy Management Certification (ISO 50001: 2018).
- The Chemicals business was acknowledged with a 'Certificate of Special Recognition' by CII for its Environment, Health & Safety Practices at the Northern Region EHS Competition.



Corporate Information

Board of Directors



Ashok Chaturvedi
Chairman and Managing Director



Jagmohan Mongia
Whole Time Director and President
Packaging Films Business (India),
UFlex Limited



Paresh Nath Sharma
Independent Director



Sujit Kumar Varma
Independent Director



Ghyanendra Nath Bajpai
Independent Director



Rashmi Verma
Independent Woman Director

Audit Committee

1. Mr. Paresh Nath Sharma - Chairman
2. Mr. Jagmohan Mongia
3. Mr. Sujit Kumar Varma
4. Mrs. Rashmi Verma

Corporate Social Responsibility Committee

1. Mr. Jagmohan Mongia - Chairman
2. Mr. Paresh Nath Sharma
3. Mrs. Rashmi Verma

Nomination and Remuneration Committee

1. Mr. Paresh Nath Sharma - Chairman
2. Mr. Sujit Kumar Varma
3. Mrs. Rashmi Verma

Stakeholders' Relationship Committee

1. Mr. Paresh Nath Sharma - Chairman
2. Mr. Jagmohan Mongia
3. Mr. Ghyanendra Nath Bajpai

Risk Management Committee

1. Mr. Paresh Nath Sharma – Chairman
2. Mr. Jagmohan Mongia
3. Mr. Sujit Kumar Varma



Corporate Information

Key Management



Anantshree Chaturvedi
Vice Chairman and CEO
Flex Films International



Apoorvshree Chaturvedi
Director - EU Operations
and Sustainability
UFlex Group



Rajesh Bhatia
Group President (F&A) and CFO
UFlex Limited



Chandan Chattaraj
President - Human Resources
(India and Global)
UFlex Limited



Dinesh Jain
President - Legal and
Corporate Affairs
UFlex Limited



Anant Pal Singh
President - Group Coordination
and Marketing
UFlex Limited



P. L. Sirsamkar
President - Technical and New Product
Development (Packaging Films Business)
UFlex Limited



Ritesh Chaudhry
Sr. Vice President – Secretarial
and Company Secretary
UFlex Limited

Leadership Team - India



Ashwani K. Sharma
President and CEO - Aseptic Liquid
Packaging Business
UFlex Limited



Ajay Tandon
President - Engineering Business
and New Product Development
UFlex Limited



Rajesh Bhasin
Jt. President - Chemicals Business
UFlex Limited



Jeevaraj Pillai
Jt. President - Flexible Packaging
Business and New Product Development
UFlex Limited



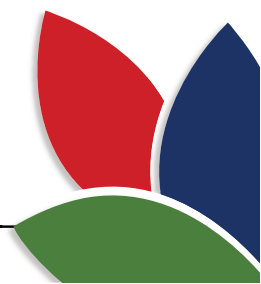
Amit Shah
Jt. President and CMO - Flexible
Packaging Business
UFlex Limited



Yogesh Kapur
Exec. Vice President - Holography Business
UFlex Limited



Parwez Izhar
Sr. Vice President - Printing
Cylinders Business
UFlex Limited



Corporate Information

Leadership Team - Global



Sanjay Tiku
Business Head
Flex Films, Egypt



Om Prakash Mishra
Business Head
Flex Films, Mexico



Sundeep Saksena
Business Head
Flex Films, Poland and Hungary



Avinash Kumar
Business Head
Flex Films, UAE



Junaid Khan
General Director
Flex Films, Russia



Vijay Yadav
Business Head
Flex Films, USA



Suhas More
Business Head
Flex Films, Nigeria



AUDITORS

Statutory Auditors

M/s MSKA & Associates

Office No. 1501 - 1508, The Palm Springs Plaza,
Sector 54, Golf Course Road, Gurgaon,
Haryana, 122001

M/s Vijay Sehgal & Co.

100, New Rajdhani Enclave
Delhi - 110 092

Cost Auditors

M/s Jitender, Navneet & Co.

Cost Accountants
2-D, OCS Apartments,
Mayur Vihar Phase-I, Delhi - 110 091

Secretarial Auditors

M/s Mahesh Gupta & Co.

110, Wadhwa Complex
D 288/10, Laxmi Nagar, Delhi-110 092



REGISTERED OFFICE

305, Third Floor, Bhanot Corner, Pamposh Enclave,
Greater Kailash - I, New Delhi -110 048
Ph. Nos.: 91-11-26440917, 91-11-26440925
Fax No.: 91-11-26216922
E-mail: secretarial@uflexltd.com



CORPORATE OFFICE

A - 107-108, Sector - IV,
Noida - 201 301 (U.P.)
Phone No.: 91-120-4012345



Corporate Information



SUBSIDIARY/JV COMPANIES

- UFlex Packaging Inc., USA
- Flex Films (USA) Inc., Kentucky, USA
- UFlex Europe Limited, UK
- Flex Middle East FZE, UAE
- Flex P. Films (Egypt) S.A.E., Egypt
- Flex Films Europa Sp.zo.o., Poland
- UPET Holdings Ltd., Mauritius
- UPET (Singapore) Pte. Ltd., Singapore
- Flex Americas S.A. de C.V., Mexico
- Flex Films Africa Private Limited, Nigeria
- LLC Flex Chemicals Private Limited, Russia
- Flex Films Rus, LLC, Russia
- Flex Films Europa Korlatolt Feleossagu Tarsasag, Hungary
- Flex Specialty Chemicals (Egypt) S.A.E., Egypt
- Flex Foils Bangladesh Private Limited, Bangladesh
- Flex Pet (Egypt) S.A.E., Egypt
- Plasticfix Europa Spolka Z Organizacja Odpowiedzialnoscia, Poland
- Flex Americas Brasil Ltda, Brazil (w.e.f. April 04, 2023)
- UFlex Woven Bags, S.A. DE C.V., Mexico (w.e.f. April 26, 2023)
- USC Holograms Pvt. Ltd., India
- Digicyl Pte. Ltd, Singapore
- Digicyl Limited, Israel



BANKERS

UFlex Ltd., India

- Canara Bank
- Punjab National Bank
- State Bank of India
- Bank of India
- Indian Bank
- The Jammu & Kashmir Bank Limited
- Union Bank of India
- Karnataka Bank Limited
- RBL Bank Limited
- Bandhan Bank Limited
- UCO Bank
- The South Indian Bank Limited
- CTBC Bank Co. Limited
- Woori Bank
- Qatar National Bank (Q.P.S.C)
- Indian Overseas Bank
- Bank of Bahrain & Kuwait
- Bank of Maharashtra
- KB Kookmin Bank
- Punjab & Sind Bank
- OLB Bank, Germany

Flex Middle East FZE, Dubai

- Commercial Bank of Dubai, Dubai
- Habib Bank AG Zurich, Dubai

Flex Americas S.A. de C.V., Mexico

- BBVA Bancomer, Mexico

Flex P. Films (Egypt) S.A.E., Egypt

- QNB Alahli, Egypt
- ADIB, Egypt
- Banque Misr, Egypt
- Commercial International Bank, Egypt
- Emirates NBD, Egypt
- National Bank of Egypt, Egypt
- Attijariwafa, Egypt

Flex Films Europa Sp.zo.o. Poland

- PKO Bank, Polski S.A. Poland

Flex Films (USA) Inc., Kentucky, USA

- JP Morgan Chase Bank N.A., USA

Flex Films Europa Korlátolt Felelősségű Társaság, Hungary

- PKO Bank Polski, S.A. Poland

Flex Film Rus LLC Russia

- Unicredit Bank, Prechistsenskaya, Moscow
- Alfa Bank, Moscow

Flex Films Africa Private Limited, Nigeria

- Oldenburgische Landesbank AG, Germany
- First Bank of Nigeria, Lagos, Nigeria
- Union Bank, Lagos, Nigeria



Corporate Information



WORKS

India

- A-1, Sector-60, Noida (U.P.)
- A-2, A2A, Sector-60, Noida (U.P.)
- C-3-4, 5-8, 17-18, Sector 57, Noida (U.P.)
- C-175, Sector – 10, Noida (U.P.)
- D-1-2, 15-16, Sector - 59, Noida (U.P.)
- Unit-I, Lane No. 3, Phase-I, SIDCO Industrial Complex, Bari Brahmana, Jammu
- Unit-II, Lane No. 2, Phase-I, SIDCO Industrial Complex, Bari Brahmana, Jammu
- Unit-III, Lane No. 3, Phase-I, SIDCO Industrial Complex, Bari Brahmana, Jammu
- SM8 + SM10, Sanand, Gujarat
- Plot No. 20, Mummigati Industrial Area, Dharwad, Karnataka

Dubai

P.O. Box No. 17930, Near Round Jebel Ali Free Zone Area, Dubai, United Arab Emirates

Mexico

Boulevard De Los Rios, #5680 Zona Puerto Industrial, C.P. 89603 Altamira, Tamaulipas, Mexico

Egypt

R 2 Plot No. 3, Engineering Square, North Extension of Industrial Zones, 6th of October City, Arab Republic of Egypt

Poland

62-300 Wrzesnia, ul. Gen. Wladyslawa Sikorskiego 48, Poland

USA

1221, North Black Branch Road, Elizabethtown, KY 42701

Hungary

Flex Films Europa Kft., 2651 Rétság, Ipari Park - 7, Hungary

Russia

Shmatovo village, Industrialnaya Str., Estate 4, building 1, Stupino, Moscow region, Russian Federation

Nigeria

Plan No. IJC 354(OG), Within 1 Km Corridor Acquisition, Along Lagos/Ibadan Expressway, Ogere, Ikenne, Local Government Area, Ogun State, Nigeria



REGISTRAR AND SHARE TRANSFER AGENT

Beetal Financial & Computer Services Pvt. Ltd.

Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre Near Dada Harsukh Dass Mandir, New Delhi - 110062

Phone No.: 011-29961281-83

Fax No.: 011 - 29961284

E-mail: beetal@beetalfinancial.com



OTHER PROMINENT OFFICES

Mumbai

Unit No. 402, IVth Floor, Naman Center, Block-G, Bandra Kurla Complex, Plot No. C-31, Bandra, Mumbai-400051

Kolkata

A-16, FMC Fortuna, 234/3A (2nd Floor), Acharya Jagdish Chandra Bose Road, Kolkata - 700 020

Bengaluru

443, 2nd Floor, 7th Block, Koramangala, Bengaluru - 560 095

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Disclaimer:

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report may contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realized, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.



Directors' Report

To the Members,

Your Directors have the pleasure of presenting 34th Annual Report together with the Standalone & Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023.

Financial Results

The summarized financial results for the year ended 31st March, 2023 and for the previous year ended 31st March, 2022 are as follows:

	[Rs. in Crores]			
	Consolidated Year Ended		Standalone Year Ended	
	2023	2022	2023	2022
Revenue from Operations	14662.51	13127.13	6778.89	5673.78
Other Income	129.42	108.98	38.12	46.81
Share in Profit / (Loss) of Associate for the Year	-4.99	4.30	--	--
Share in (Loss) of Joint Venture for the Year	-2.46	-3.62	--	--
Total Income	14784.48	13236.79	6817.01	5720.59
Profit before Finance Cost, Depreciation & Tax	1878.50	2279.98	761.75	679.66
Finance Cost	473.43	322.46	182.57	155.03
Depreciation	599.03	537.12	262.06	253.21
Profit before Exceptional Items and Tax	806.04	1420.40	317.12	271.42
Exceptional Items	-149.99	-38.10	--	--
Profit before Tax and after Exceptional Items	656.05	1382.30	317.12	271.42
Less: Tax Expenses	175.29	282.88	73.40	49.09
Profit for the year before Non-controlling Interest	480.76	1099.42	243.72	222.33
Non-Controlling Interest	-0.07	-1.17	--	--
Profit for the year	480.69	1098.26	243.72	222.33
Total Other Comprehensive Income for the Year	350.57	57.85	-1.08	1.53
Total Comprehensive Income for the Year	831.26	1156.11	242.64	223.86

During the year under review, your Company has achieved consolidated total income and net profit of Rs. 14784.48 crore and Rs. 480.69 crore respectively as against total income and net profit of Rs. 13236.79 crore and Rs. 1098.26 crore respectively during the previous financial year ended 31st March, 2022.

Further, your Company has achieved standalone total income of Rs. 6817.01 crore and net profit of Rs. 243.72

crore as against total income of Rs. 5720.59 crore and net profit of Rs. 222.33 crore during the previous financial year ended 31st March, 2022.

The Details of financial performance of all subsidiaries and associates are contained in Note No.53 of the Notes to Accounts to the Consolidated Financial Statements.

Transfer of Unclaimed Dividend to Authority

An amount of Rs 17,33,009/- (Rupees Seventeen Lac Thirty Three Thousand Nine only) was transferred to Investor Education and Protection Fund (IEPF) during the year under review.

Transfer of Unclaimed Shares to Authority

As per the Provision of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the Company has transferred 21,407 (Twenty One Thousand Four Hundred Seven Only) Equity Shares on which Dividend was not paid/claimed for more than seven years, to the Investor Education and Protection Fund (IEPF) during the year under review.

Dividend

Your Directors are pleased to recommend a dividend @ Rs. 3.00 per share for the financial year ended 31st March 2023 after considering future needs of the company for growth.

The dividend, if approved at the forthcoming Annual General Meeting will be paid to the Members whose names appear in the Register of Members as on **Friday, 4th August, 2023**. In respect of shares held in dematerialized form, it will be paid to those Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owner.

Change in Nature of Business

There is no change in the nature of business of the Company.

Share Capital

The paid-up equity share capital outstanding as on 31st March, 2023 was Rs. 72.21 Crore. During the year under review, the Company has neither issued Shares with Differential Voting Rights nor granted Stock Options nor Sweat Equity.

As on 31st March, 2023 none of the Directors of the Company held any Equity Shares except Shri Ashok Chaturvedi, Chairman & Managing Director and Shri Jagmohan Mongia, Whole-time Director, who held 5,02,533 (Five Lac Two Thousand Five Hundred Thirty Three) & 1 (one) Equity Shares respectively of the Company.

Fixed Deposits

The company neither had any fixed deposits outstanding as on 31st March 2023 nor fresh/renewal of deposits were accepted during the financial year 2022-2023. There were no unclaimed deposits as on 31st March, 2023.

Directors and Key Managerial Personnel

None of the directors of the company are disqualified under the provisions of the Companies Act, 2013 ('Act') or under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year, the Nomination of Shri Alok Sabharwal (DIN : 02144568) as Nominee-Director of the Company was withdrawn by IFCI Limited w.e.f. 31st October, 2022. Further, Shri Tara Sankar Bhattacharya (DIN : 00157305) ceased to be Director of the Company w.e.f. closing business hours of 13th February, 2023 on account of completion of his second term as Independent Director(s) of the company. The Board of Directors placed on record their appreciations for the valuable contribution made by Shri Alok Sabharwal (DIN : 02144568) and Shri Tara Sankar Bhattacharya (DIN : 00157305), during their respective terms as the Director of the Company.

Further, Shri Sujit Kumar Varma (DIN: 09075212) was appointed as an Additional Director (Independent) of the Company w.e.f. 14th February, 2023 for a term of 3 consecutive years ending on 13th February, 2026. His appointment(s) was approved by the Members of the Company through Postal Ballot on 17th April, 2023.

Further, the Shareholders of the company also by way of Special Resolution passed through Postal Ballot on 17th April, 2023 appointed Shri Ghyanendra Nath Bajpai (DIN: 00946138) as an Independent Director of the Company for a term of 3 consecutive years ending on 16th April, 2026.

Your Directors welcome Shri Sujit Kumar Varma (DIN: 09075212) & Shri Ghyanendra Nath Bajpai (DIN: 00946138) on the Board of the Company.

Further, the Board of Directors vide its Circular Resolution dated 25th May, 2023 has approved the appointment of Smt. Rashmi Verma (DIN: 01993918) as an Additional Director (Independent, Non-Executive, Woman Director)

w.e.f. 26th May, 2023 on the Board of the Company for a term of 3 consecutive years ending on 25th May, 2026.

Further, Smt. Indu Liberhan (DIN:03341420) & Shri Pradeep Narendra Poddar (DIN:00025199) ceased to be Director of the Company respectively w.e.f. closing business hours of 27th May, 2023 and 29th May, 2023 on account of completion of their respective second term(s) as an Independent Director of the Company. The Board of Directors placed on record their appreciations for the valuable contribution made by Smt. Indu Liberhan (DIN:03341420) & Shri Pradeep Narendra Poddar (DIN:00025199) during their respective terms as the Director of the Company.

All Independent Directors of your Company have given declarations confirming that they meet the criteria of Independence as prescribed both under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Relationship Between Directors Inter-Se

None of the Directors are related to each other within the meaning of the term "relative" as per Section 2(77) of the Companies Act, 2013.

Directors' Responsibility Statement

On the basis of representations received from the Executives of the Company, subject to disclosures in the Annual Accounts and also on the basis of the discussion with the Statutory Auditors/Internal Auditors of the Company from time to time, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a. that in the preparation of the annual accounts for the year ended 31st March, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that the Company has selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2023 and of the Profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d. that the annual accounts have been prepared on a going concern basis;
- e. that proper Internal Financial Controls were in place and that the financial controls were adequate and were operating effectively.
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

The Company's Internal Auditors conducted periodic audits to provide reasonable assurance that the Company's established policies and procedures are followed. The Audit Committee constituted by the Board reviewed the internal controls and financial reporting issues with Internal Auditors and Statutory Auditors.

Statutory Audit & Auditors

During the year, M/s. Vijay Sehgal & Co., Chartered Accountants, Delhi (Firm Registration No.000374N) was appointed as Joint Statutory Auditors of the Company, to hold office from the conclusion of the 33rd Annual General Meeting until the conclusion of the 38th Annual General Meeting of the Company to be held in year 2027.

The Report given by M/s. M S K A & Associates, Chartered Accountants (Firm Registration Number – 105047W) & M/s. Vijay Sehgal & Co., Chartered Accountants, Delhi (Firm Registration No.000374N), Statutory Auditor(s) on the financial statement of the Company for the year 2022-23 is part of the Annual Report. There is no qualification, reservation or adverse remark or disclaimer in their Report.

During the year under review, the Auditors had not reported any matter under section 143(12) of the Act, therefore, no details are required to be disclosed in the Board Report.

The Report of the Auditors on the financial statements including relevant notes on the accounts for the Financial Year ended 31st March, 2023 are self-explanatory and therefore, do not call for any further comments.

Cost Auditors

As per the requirements of the Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is required to maintain cost records and accordingly, such accounts are made and records maintained every year.

The Board of Directors of your Company has re-appointed M/s. Jitender, Navneet & Co., Delhi, Cost Accountants (Firm Registration No.00119) as Cost Auditors of the Company for the financial year 2023-2024.

Secretarial Auditors

The Board has re-appointed M/s Mahesh Gupta & Co., Practicing Company Secretaries, Delhi as Secretarial Auditor for Financial Year 2023-24 pursuant to the provisions of Section 204 of the Companies Act, 2013. The Report of the Secretarial Auditor is annexed to the Report as per **ANNEXURE – 'A'**.

Subsidiary Companies

Flex Middle East FZE, UAE, UFlex Europe Limited, UK, UFlex Packaging Inc., USA, UPET Holdings Limited, Mauritius, LLC Flex Chemicals Private Limited, Russia, and USC Holograms Pvt. Ltd., India are Subsidiary Companies u/s 2(87) of the Companies Act, 2013.

Further, Flex Americas S.A. De C.V., Mexico, Flex P. Films (Egypt) S.A.E, Arab Republic of Egypt, Flex Films (USA) Inc., USA, Flex Films Europa Sp. Zo.o., Poland, UPET (Singapore) Pte. Limited, Singapore, Flex Films Africa Private Limited, Nigeria, Flex Films Rus, LLC, Russia, Flex Specialty Chemicals (Egypt) S.A.E., Egypt, Flex Foils Bangladesh Private Limited, Bangladesh, Flex Films Europa Korlatolt Feleossegu Tarsasag, Hungary, Flex Pet (Egypt) S.A.E., Egypt (*w.e.f. 21st November, 2022*), and Plasticfix Europa Spolka Z Organizacja Odpowiedzialnoscia, Poland (*w.e.f. 14th October, 2022*) are step-down subsidiaries of the Company. Digicyl Pte. Limited, Singapore and Digicyl Limited, Israel are JV of the Company. Further, Flex Americas Brasil Ltda, Brazil (*w.e.f. 4th April, 2023*) and Uflex Woven Bags, S.A. DE C.V., Mexico (*w.e.f. 26th April, 2023*) has been incorporated as step-down subsidiaries.

In accordance with the General Circular issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit and Loss Account and other documents of the subsidiary companies are not being attached with the Balance Sheet of the Company. The Company will make available the Annual Accounts of the subsidiary companies and the related detailed information to any member of the Company, who may be interested in obtaining the same. The annual accounts of the subsidiary companies will also be kept open for inspection at the Registered Office of the Company. The Consolidated Financial Statements presented by the Company include the financial results of its Subsidiary Companies & Associate Companies.

Financial position of each of the Subsidiaries is provided in a separate statement attached to the Financial Statement pursuant to first proviso to Section 129(3) of the Companies Act, 2013.

Consolidated Financial Statements

The Consolidated Financial Statements of the Company are prepared in accordance with relevant Indian Accounting Standards issued by the Institute of Chartered Accountants of India and forms an integral part of this Report.

Pursuant to Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries/Associate Companies/Joint Ventures is given at note No. 53 of the Consolidated Financial Statements in Form AOC-1 and thus forms an integral part of this Report.

Corporate Social Responsibility

In accordance with the requirements of Section 135 of Companies Act, 2013, your Company has a Corporate Social Responsibility (CSR) Committee during the year, which comprised Smt. Indu Liberhan (DIN: 03341420), Chairperson, Shri Jagmohan Mongia (DIN: 09051022) and Shri Paresh Nath Sharma (DIN : 00023625), Member. Consequent upon cessation of Smt. Indu Liberhan (DIN: 03341420) from the Directorship of the Company upon completion of her second term as Independent Director, she ceased to be the Chairperson of the Corporate Social Responsibility (CSR) Committee. Accordingly, the Committee has been reconstituted which now comprises of Shri Jagmohan Mongia (DIN: 09051022), Chairman, Shri Paresh Nath Sharma (DIN : 00023625) and Smt. Rashmi Verma (DIN: 01993918), Member. The terms of reference of the Corporate Social Responsibility (CSR) Committee is provided in the Corporate Governance Report. Your Company has also formulated a Corporate Social Responsibility Policy (CSR Policy) which is available on the website of the Company at <https://www.uflexltd.com/pdf/Policies/Uflex-CSR-Policy.pdf>.

The Annual report on CSR activities and initiatives taken as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as **ANNEXURE –‘B’** and forms integral part of this Report.

The Company considers social responsibility as an integral part of its business activities and endeavors to utilize allocable CSR budget for the benefit of the society and environment. During the Financial Year 2022-2023, the Company was to undertake CSR Activities of an amount of Rs 525.37 Lacs. However, the Company spent an amount of Rs. 334.41 Lacs during the year and an amount of Rs. 228.00 Lacs was transferred to CSR unspent account with Schedule Bank within 30 days from the closure of financial year as per provisions of

section 135(6) of the Companies Act, 2013 for meeting CSR activities for ongoing projects. As the Company has transferred Rs.37.04 Lacs in excess against the qualifying amount of Rs.190.96 Lacs, which was to be transferred to unspent CSR Account. The said Rs. 37.04 Lacs shall be available for set-off in subsequent years.

Corporate Governance

Your Company has taken adequate steps to ensure compliance with the provisions of Corporate Governance as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

A separate Report on Corporate Governance along with Report on Management Discussion and Analysis is enclosed as part of this Report as **ANNEXURE - ‘C’ & ‘D’** and forms an Integral Part of this Report.

Disclosure under Companies Act, 2013

(i) Annual Return

The Draft Annual Return of the Company as on 31st March, 2023 is available on the Company's website and can be accessed at <https://www.uflexltd.com/pdf/Extract-Annual-Return/UFLEX-Annual-Return-2022-2023.pdf>.

(ii) Meetings

During the year, Four Board Meetings and Four Audit Committee Meetings were convened and held. The details of meetings held are given in Corporate Governance Report appended hereto.

(iii) Composition of Audit Committee

The Board has constituted an Audit Committee, which comprised Smt. Indu Liberhan (DIN:03341420) as the Chairperson, Shri Jagmohan Mongia (DIN: 09051022), Shri Pradeep Narendra Poddar (DIN: 00025199) and Shri Paresh Nath Sharma (DIN : 00023625) as the Members as on 31.03.2023. Shri Tara Sankar Bhattacharya (DIN : 00157305) ceased to be Director of the Company w.e.f. closing business hours of 13th February, 2023. Consequent upon cessation of Directorship of Smt. Indu Liberhan (DIN: 03341420), upon completion of her second term as Independent Director, she ceased to be the Chairperson of the Audit Committee. Accordingly, the Committee has been reconstituted and now comprises of Shri Paresh Nath Sharma (DIN : 00023625) Chairman, Shri Jagmohan Mongia (DIN: 09051022), Shri Sujit Kumar Varma (DIN: 09075212) and Smt. Rashmi Verma (DIN: 01993918), Member. More details

about the Committee are given in the Corporate Governance Report appended hereto.

(iv) Related Party Transactions

All related party transactions are negotiated on an arm's-length basis and are in ordinary course of business. Therefore, the Provisions of Section 188(1) of the Companies Act, 2013 are not applicable. However, suitable disclosure has been made in the notes to the Financial Statements.

The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website: [www.uflexltd.com](https://www.uflexltd.com/pdf/Policies/Uflex-RELATED-PARTY-TRANSACTIONS-POLICY.pdf) at the web-link <https://www.uflexltd.com/pdf/Policies/Uflex-RELATED-PARTY-TRANSACTIONS-POLICY.pdf>.

(v) Particulars of Loans, Guarantees and Investments

Details of Loans, Guarantees and Investments are given in the accompanying Financial Statements.

(vi) There is no proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.

(vii) There was no instance of one time settlement with any Bank or Financial Institution.

Significant and Material Orders passed by the Regulators or Courts

There are no significant and material orders passed by any Regulator or Court, which would impact the going concern status of the Company and its future operations.

Internal Financial Controls

A detailed note has been provided under Management Discussion and Analysis Report appended hereto.

Vigil Mechanism and Whistle Blower Policy

Fraud-free and corruption-free work culture has been at the core of the Company's functioning. In view of the potential risk of fraud and corruption due to rapid growth and geographical spread of operations, the company has put even greater emphasis to address this risk.

To meet this objective, a Whistle Blower Policy has been laid down. The same policy as approved by the Board is uploaded on the Company's website [www.uflexltd.com](https://www.uflexltd.com/pdf/Policies/Uflex-Whistle-Blower-Policy.pdf) at web-link <https://www.uflexltd.com/pdf/Policies/Uflex-Whistle-Blower-Policy.pdf>.

Board Evaluation

Pursuant to the Provisions of the Companies Act, 2013 and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements),

Regulations 2015, the Board has carried out an Annual Performance Evaluation of its own performance and that of its Committees and all the Directors individually.

The evaluation of Non-Independent Directors, Chairman and the Board as a whole was done at a separate meeting by the Independent Directors.

Disclosure Under Sexual Harassment of Women at Workplace (Prevention, Prohibition And Redressal) Act, 2013

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. No complaints were received from any employee during the financial year 2022-2023 and hence no complaint is outstanding as on 31st March, 2023 for redressal.

Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the Financial year of the Company to which the Financial Statements relate and the date of the Report

There has been no material change and commitments occurred, between the end of the financial year of the Company i.e. 31st March, 2023 and the date of this report affecting financial position of the Company.

Compliance with Secretarial Standards on Board and Annual General Meetings

The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Board Meetings and Annual General Meetings.

Risk Management

Risk Management is a very important part of any business. The Board of Directors of the Company has constituted a Risk Management Committee to proper implementation and monitoring the Risk Management Plan of the Company. The Committee is responsible for monitoring and reviewing the Risk Management Plan. Its Composition and Terms of reference are mentioned in the Corporate Governance Report and a detailed note has been provided under the Management Discussion and Analysis Report, which forms integral part of this report.

Policy on Remuneration

The Company has in place Nomination and Remuneration Policy for Directors, Key Management Personnel and Senior Management Personnel. The said

Policy is available at www.uflexltd.com (weblink <https://www.uflexltd.com/pdf/Policies/Uflex-Nomination-Remuneration-Policy.pdf>).

Particulars of Employees

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. Members interested in obtaining a copy thereof, may write to the Company Secretary in this regard.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as per **ANNEXURE - 'E'**.

Energy Conservation, Technology Absorption and Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014, is annexed as **ANNEXURE - 'F'**.

Business Responsibility and Sustainability Report

UFLEX's approach to business is Creating Shared Value as used by your Company and it is about the impact of the business and engagement through it. Your Company is mindful of the needs of the communities and works to make a positive difference and create maximum value for the society. It has been conducting business in a way that delivers long-term shareholder value and benefits society. As stipulated under the Listing Regulations, the Business Responsibility and Sustainability Report describing the initiatives taken by the Company from an environmental, social and governance perspective is attached in the format prescribed as **ANNEXURE - 'G'** and forms integral part of the Annual Report.

Dividend Distribution Policy

The Company's Dividend Distribution Policy, approved by the Board, may be accessed on its corporate

website at https://www.uflexltd.com/pdf/Policies/UFLEX_Dividend_Distribution_Policy.pdf.

Awards

Details of Awards and Accolades conferred by reputable organizations/bodies based out of India and Overseas for excellence received by your Company & its subsidiaries are mentioned in Management and Discussion and Analysis section of the Annual Report and some of these awards & accolades includes:

- 'Outstanding Work in Circularity Award' in Large Enterprises at the Indian Circular Economy Forum ACE Award 2022 for its sustainability-driven initiatives that help create a circular economy.
- Best Employer Brand Award in the Global Best Employer Brands 2023 segment at the World HRD Congress 2023, presented by Times Ascent.
- 'Best Organization in HR Practices' at the National Management Summit 2022 organized by Top Rankers Management Club.
- Silver Award - Technical Innovation at the Flexible Packaging Achievement Awards 2023, organized by the FPA, for our F-UHB-M Ultra High Barrier & High Metal Bond Metallized Polyester Film for aluminum foil replacement.

Further the details of all Awards and Accolades conferred upon the Company are also provided on the Company's website at <http://www.uflexltd.com/awards.php>.

Personnel

Personnel relations with all employees remained cordial and harmonious throughout the year. Your Directors wish to place on record their sincere appreciation for the continued, sincere and devoted services rendered by all the employees of the Company.

Acknowledgement

The Directors express their gratitude and thanks to all the Indian and International Financial Institutions & Banks, Government Authorities both in India & overseas where company's operations are carried out, Shareholders, Customers, Suppliers and other Business Associates for their continued co-operation and patronage.

For & On behalf of the Board

Ashok Chaturvedi

Place : NOIDA

Chairman & Managing Director

Dated : 30th May, 2023

DIN : 00023452

FORM NO. MR-3
Secretarial Audit Report for the Financial Year Ended 31st March, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

UFLEX LIMITED

(CIN: L74899DL1988PLC032166)

305, 3rd Floor, Bhanot Corner,

Pamposh Enclave, Greater Kailash-I,

New Delhi-110048

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **UFLEX LIMITED** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit; we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2023** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and in compliance with the SDD provisions.
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- **Not Applicable as the Company did not issue any securities during the financial year under review.**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 -**Not Applicable as the Company has not granted any Options to its employees during the financial year under review.**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008-**Not applicable as the Company has not issued any debt securities during the financial year under review.**
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- **Not Applicable as the Company is not registered as Registrars to an Issue and Share Transfer Agents during the financial year under review.**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not Applicable as the Company has not got delisted its equity shares from any stock exchange during the financial year under review.**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not**

Applicable as the Company has not bought back any of its securities during the financial year under review.

(vi) The management has identified and informed the following laws as being specifically applicable to the Company:

1. Indian Boilers Act, 1923 and Rules made thereunder
2. The Petroleum Act, 1934 and Rules and Regulations made thereunder
3. Hazardous Waste (Management, Handling and Transboundary Movement) Rules, 2016
4. Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016
5. Water (Prevention and Control of Pollution) Act, 1974 and Rules made thereunder
6. Air (Prevention and Control of Pollution) Act, 1981 and Rules made thereunder
7. Environment (Protection) Act, 1986 and Rules made thereunder
8. Legal Metrology Act, 2009 and Rules made thereunder
9. The Plastic Waste Management Rules, 2016
10. The E-waste (Management) Rules, 2016

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreement entered into by the Company with National Stock Exchange of India Limited and BSE Limited and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. as mentioned above and also filed all the required E-Forms / Returns with the appropriate authorities from time to time.

We further report that,

The Board of Directors and the Committees of the Company are duly constituted with proper balance of Executive Directors, Non-Executive Directors and

Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meeting and Committee meetings are carried out unanimously and the views of dissenting members, if any, are captured and recorded as part of the minutes of Board of Directors or Committees of the Board, as the case may be.

We further report that based on the compliance mechanism established by the Company and on the basis of the Certificates issued by the Managing Director and CFO and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no major actions having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. above taken place.

For Mahesh Gupta and Company
Company Secretaries

Mahesh Kumar Gupta
Proprietor

FCS No.: 2870::C P No.: 1999
Peer review certificate no. 727/2020
UDIN: UDIN: F002870E000417262

Place : Delhi

Date : 30th May, 2023

This report is to be read with our letter of even date which is annexed as '**Annexure -A-1**' and forms an integral part of this report.

ANNEXURE – “A-1”

To

The Members
UFLEX LIMITED
(CIN: L74899DL1988PLC032166)
305, 3rd Floor, Bhanot Corner,
Pamposh Enclave, Greater Kailash-I,
New Delhi-110048

Our report of even date is to be read along with this letter.

- 1) Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
- 2) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications were done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
- 5) Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
- 6) The secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Mahesh Gupta and Company
Company Secretaries

Mahesh Kumar Gupta
Proprietor
FCS No.: 2870::C P No.: 1999
Peer review certificate no. 727/2020
UDIN: UDIN: F002870E000417262

Place : Delhi

Date : 30th May, 2023

Corporate Social Responsibility (CSR) Report

1	Brief outline on CSR Policy of the Company	UFLEX strives to be a socially responsible Company and strongly believes in development which is beneficial for the society at large. As a Corporate Citizen receiving various benefits out of society, it is our co-extensive responsibility to pay back in return to the society in terms of keeping the environment clean and safe for the society by adhering to the best industrial practices and adopting best technologies, and so on. It is the Company's intent to make a positive contribution to the society in which the Company lives and operates.		
2	Composition of CSR Committee:			
	Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year
	1.	Smt. Indu Liberhan* DIN : 03341420	Chairperson / Independent Director	2
	2.	Shri Paresh Nath Sharma DIN: 00023625	Member / Independent Director	2
	3.	Shri Jagmohan Mongia* DIN : 09051022	Member / Executive Director	2
3	Provide the web-links where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.		https://www.uflexltd.com/pdf/Policies/Uflex-CSR-Policy.pdf	
4	Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.		NOT APPLICABLE	
5	(a)	Average net profit of the company as per sub-section (5) of section 135.	Rs. 26,268.57 Lacs	
	(b)	Two per-cent of average net profit of the company as per sub-section (5) of Section 135.	Rs. 525.37 Lacs	
	(c)	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years.	N.A.	
	(d)	Amount required being set-off for the financial year, if any.	Nil	
	(e)	Total CSR obligation for the financial year [(b)+(c)-(d)].	Rs. 525.37 Lacs	

* Smt. Indu Liberhan (DIN:03341420) ceased to be the Director & Chairperson of the Corporate Social Responsibility (CSR) Committee w.e.f. closing business hours of 27th May, 2023 on account of completion of her second term as an Independent Director and Shri Jagmohan Mongia (DIN : 09051022) was appointed as the Chairman of Corporate Social Responsibility (CSR) Committee w.e.f. 30th May, 2023.

6	(a)	Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).	Rs. 334.41 Lacs
	(b)	Amount spent in Administrative Overheads.	Nil
	(c)	Amount spent on Impact Assessment, if applicable.	N.A.
	(d)	Total amount spent for the Financial Year [(a)+(b)+(c)].	Rs. 334.41 Lacs

(e) CSR amount spent or unspent for the Financial Year:					
Total Amount Spent for the Financial Year (Rs. in Lacs)	Amount Unspent (Rs. in Lacs)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		Amount transferred to any fund specified under Schedule VII as per second proviso to sub section (5) of Section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
334.41	228.00	27-04-2023	N.A.		
(f) Excess amount for set-off, if any:					
S. No.	Particular				Amount (In Rs. Lacs)
(i)	Two per-cent of average net profit of the company as per sub-section (5) of section 135				Rs. 525.37
(ii)	Total amount spent for the Financial Year				Rs. 334.41
* (iii)	Total Amount transferred to Unspent CSR Account				Rs. 228.00
(iv)	Excess amount spent for the Financial Year [(iii)+(ii)-(i)]				# Rs. 37.04
(v)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any				Nil
(vi)	Amount available for set off in succeeding Financial Years [(iii)-(iv)]				Rs. 37.04

* Row (iii) is included in the table above as an additional disclosure.

Represents the excess amount transferred to unspent CSR Account as against the qualifying amount of Rs. 190.96 lacs that was to be transferred to unspent CSR Account for the financial year 2022-23. Hence, Rs. 37.04 Lacs shall be available for set off in subsequent financial years.

7. Details of Unspent CSR amount for the preceding three financial years:								
1	2	3	4	5	6		7	8
Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under sub section (6) of Section 135 (in Rs.)	Balance Amount In Unspent CSR Account under sub section (6) of Section 135 (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to a fund as specified under Schedule VII as per second proviso to sub- section (5) of Section 135, if any.		Amount remaining to be spent in succeeding Financial Years (in Rs.)	Deficiency, if any
					Amount (in Rs.)	Date of transfer		
1	2021-22	3,56,39000/-	3,56,39000/-	3,56,39,000/-	-	-	-	-
2	2020-21	-	-	-	-	-	-	-
3	2019-20	-	-	-	-	-	-	-



8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:					<input type="checkbox"/> Yes		<input checked="" type="checkbox"/> No	
If Yes, enter the number of Capital assets created/ acquired					Not Applicable			
Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:					Not Applicable			
Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pin Code of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner			
(1)	(2)	(3)	(4)	(5)	(6)			
					CSR Registration Number, if applicable	Name	Registered address	
(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/ Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)								
9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135.					Not Applicable			
(ASHOK CHATURVEDI) Chairman & Managing Director DIN: 00023452					(JAGMOHAN MONGIA) Chairman of CSR Committee DIN: 09051022			

Place : Noida
Dated : 30th May, 2023



Report on **Corporate Governance**

CORPORATE GOVERNANCE

In compliance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“the Listing Regulations”), the Company submits the Report on Corporate Governance followed by the Company.

1. Company’s Philosophy on Code of Governance

UFLEX’s philosophy on Corporate Governance envisages the attainment of the highest level of transparency and accountability in all facets of its operations and in all its interactions with its stakeholders including shareholders, employees, the Government and the lenders.

UFLEX believes that all its operations and actions must serve the underlying goal of enhancing overall shareholders’ value over a sustained period of time.

2. Board of Directors

a) Composition & Category of the Board (As on March 31, 2023)

The Board of Directors of the Company comprises of Six Directors, consisting of two Executive Directors (including Executive Chairman) and four Independent Non-Executive Directors (including one Woman Director). The Board consists of eminent persons with considerable professional expertise and experience in business and industry, finance, audit, law, banking and public enterprises. Further, none of the Independent Directors of the Company serve as an Independent Director in more than Seven Listed Companies and no Independent Director is serving as a Whole-time Director in any Listed Company. All the Directors have made disclosures regarding their directorships and memberships on various Committees across all Companies in which they are Directors and Members.

Composition and category of Directors as on 31.03.2023:

Sl. No.	Name of Director	Designation	Category
1.	Shri Ashok Chaturvedi DIN : 00023452	Chairman & Managing Director	Promoter/Executive Chairman
2.	Shri Jagmohan Mongia DIN : 09051022	Whole-time Director	Executive Director
3.	Shri Paresh Nath Sharma DIN : 00023625	Director	Independent, Non-Executive
4.	Smt. Indu Liberhan DIN : 03341420	Director	Independent, Non-Executive
5.	Shri Pradeep Narendra Poddar DIN : 00025199	Director	Independent, Non-Executive
6.	Shri Sujit Kumar Varma* DIN: 09075212 (w.e.f. 14 th February, 2023)	Director	Independent, Non-Executive

*Shri Sujit Kumar Varma (DIN: 09075212) was appointed as Director of the Company w.e.f. 14th February, 2023.

Note:

- (1) Shri Tara Sankar Bhattacharya (DIN : 00157305) ceased to be Director of the Company w.e.f. closing business hours of 13th February, 2023.
- (2) The Nomination of Shri Alok Sabharwal (DIN : 02144568) as Nominee-Director of the Company was withdrawn by IFCI Limited w.e.f. 31st October, 2022.

(3) Post 31st March, 2023:

- Shri Ghyanendra Nath Bajpai (DIN: 00946138) has been appointed as an Independent Director of the Company for a term of 3 consecutive years w.e.f. 17th April, 2023.
- Smt. Rashmi Verma (DIN: 01993918) has been appointed as an Additional Director (Independent, Non-Executive, Woman Director) for a term of 3 consecutive years w.e.f. 26th May, 2023.

b) Board Meetings and Attendance Record of each Director

Four Board Meetings were held during the financial year 2022-2023. The dates on which the meetings were held are 28.05.2022, 10.08.2022, 14.11.2022 and 14.02.2023.

Attendance of each Director at the Board Meetings, Last Annual General Meeting and number of other Directorship and Chairmanship/Membership of Committee of each Director in various public companies and the names of the Listed Entities where the Person is a Director and the Category of Directorship are as follows:

(i) Four Board Meetings were held during the financial year 2022-2023. Attendance of each Director at the Meeting of the Board of Directors and the Last Annual General Meeting is as follows:

Sl. No.	Name of the Director	Attendance Particulars	
		Board Meetings	Last AGM
1.	Shri Ashok Chaturvedi DIN : 00023452	4	No
2.	Shri Jagmohan Mongia DIN : 09051022	3	Yes
3.	Shri Paresh Nath Sharma DIN : 00023625	4	Yes
4.	Smt. Indu Liberhan DIN : 03341420	4	Yes
5.	Shri Pradeep Narendra Poddar DIN : 00025199	4	No
6.	Shri Sujit Kumar Varma* DIN: 09075212 (w.e.f. 14 th February, 2023)	1	No
7.	Shri Tara Sankar Bhattacharya* DIN : 00157305	3	No
8.	Shri Alok Sabharwal* DIN : 02144568	2	No

***Note:**

- (1) Shri Sujit Kumar Varma (DIN: 09075212) was appointed as Director of the Company w.e.f. 14th February, 2023.
- (2) Shri Tara Sankar Bhattacharya (DIN : 00157305) ceased to be Director of the Company w.e.f. closing business hours of 13th February, 2023.
- (3) The Nomination of Shri Alok Sabharwal (DIN : 02144568) as Nominee-Director of the Company was withdrawn by IFCI Limited w.e.f. 31st October, 2022.

Pursuant to relaxations granted by MCA and SEBI, some of the members, attended the Board Meetings, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), during the FY 2022-23. Last AGM was held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

(ii) Directorships and Committee Memberships/Chairmanships in other Public Limited Companies / the names of the Listed Entities where the Person is a Director and the Category of Directorship as on 31st March, 2023.

Name of the Director	No. of other Directorship and Committee Membership / Chairpersonship			Names of the other Listed Entities where the person is a director and the category of directorship
	Other Directorship (in Public Co.)	No of Membership(s) of Board Committees in other Companies (*)	No. of Chairman-ship(s) of Board Committees in other Companies (*)	
Shri Ashok Chaturvedi	1	--	--	1) Flex Foods Limited, (Non-Executive Chairman)
Shri Jagmohan Mongia	--	--	--	--
Shri Paresh Nath Sharma	4	7	2	1) Singer India Limited (Independent, Non-Executive)
Smt. Indu Liberhan	1	2	1	1) Flex Foods Limited (Independent, Non-Executive)
Shri Pradeep Narendra Poddar	4	6	2	1) Welspun India Limited, (Independent, Non-Executive) 2) Polycab India Limited (Independent, Non-Executive) 3) Tasty Bite Eatables Limited (Independent, Non-Executive)
Shri Sujit Kumar Varma [^] (w.e.f. 14 th February, 2023)	7	7	4	1) Prime Securities Limited (Independent, Non-Executive)

(*) In accordance with the Listing Regulations, Membership and Chairpersonship of the Audit Committee and Stakeholders' Relationship Committee alone in all Public Limited Companies, whether Listed or not, (excluding UFLEX Limited) have been considered. Further, every Director has informed the Company about the Committee positions he / she occupies in other Companies. Further, no. of membership of Board Committees in other Companies is inclusive of Chairmanship(s) if any held by the respective Director(s).

([^]) Shri Sujit Kumar Varma (DIN: 09075212) was appointed as Director of the Company w.e.f. 14th February, 2023.

Note:

- (1) Shri Tara Sankar Bhattacharya (DIN : 00157305) ceased to be Director of the Company w.e.f. closing business hours of 13th February, 2023.
- (2) The Nomination of Shri Alok Sabharwal (DIN : 02144568) as Nominee-Director of the Company was withdrawn by IFCI Limited w.e.f. 31st October, 2022.

c) Disclosure of relationships between directors inter-se;

None of the Directors are related to each other within the meaning of the term 'relative' as per section 2(77) of the Companies Act, 2013.

d) Number of shares and convertible instruments held by Non-Executive Directors:

As on 31st March, 2023, none of the Non-Executive Independent Directors of the Company held shares and convertible instruments of the Company.

e) Board Procedure

The Board Meetings of the Company are convened by the Company Secretary on the direction of the Chairman. Sufficient notice in writing is given to all Directors for the Board Meetings and/or other Committee Meetings. All important matters concerning the working of the Company along with requisite details are placed before the Board.

f) Information supplied to the Board

The Board has complete access to all information of the Company, including inter-alia, the information to be placed before the Board of Directors as required under the Listing Regulations.

The important decisions taken at the Board / Board Committee meetings are communicated to the concerned Departments / Divisions.

g) Skills / Expertise / Competence of the Board of Directors

The Company being a leading Indian multinational engaged in manufacturing, sale and export of flexible packaging products across the globe, therefore requires skills / expertise not only in flexible packaging business, but also in areas such as finance, banking, quality, operations, research & development, marketing and logistics. Shri Ashok Chaturvedi, Company's Chairman & Managing Director is the Promoter of UFLEX, who has set up the business himself being the first generation entrepreneur and has in depth knowledge in flexible packaging business of the company.

The Board of Directors of the Company comprises of highly qualified members, possessing required skills, expertise and competence in making effective contributions towards the growth of the Company. Leadership, operational experience, strategic planning, industry experience, research & development, innovation, consumer insights, marketing, supply chain management and branding are the key core skill / expertise / competence, in the context of the Company's business apart from governance, finance, taxation and regulatory affairs functions. In the opinion of the Board, these skills are available with the Member of the Board of Directors and the following chart / matrix depicts the aforesaid skills/expertise/competence possessed by the Member of the Board of Directors of the Company:

Sl. No.	Name of Director(s)	Skills / expertise / competence
1.	Shri Ashok Chaturvedi	Leadership, Business Strategy, Industry Experience specially in Flexible Packaging Industry, Sales & Marketing, Strategic Planning, Product Innovation, etc.
2.	Shri Jagmohan Mongia	Operations, Sales & Marketing, Financial Management & Accounting, Research & Development (R&D), etc.
3.	Shri Paresh Nath Sharma	Finance, Audit, Export, Personnel & Administration
4.	Smt. Indu Liberhan	Finance Management, Banking, Taxation and Capital Markets, Corporate Governance, etc.
5.	Shri Pradeep Narendra Poddar	Strategic Planning, Business Operations, Industry Experience, Risk Management, Consumer insights & Supply Chain Management & Branding
6.	Shri Sujit Kumar Varma [^] (w.e.f. 14th February, 2023)	Finance, Banking, Risk Management and Compliance
7.	Shri Alok Sabharwal (upto 13th February, 2023)	Finance Management, Credit, Merchant Banking, NPA Resolution, Corporate Advisory, etc.
8.	Shri Tara Sankar Bhattacharya (upto 31 st October, 2022)	Debt & Restructuring Advisory, Banking, etc.

([^]) Shri Sujit Kumar Varma (DIN: 09075212) was appointed as Director of the Company w.e.f. 14th February, 2023.

Note:

- (1) Shri Tara Sankar Bhattacharya (DIN : 00157305) ceased to be Director of the Company w.e.f. closing business hours of 13th February, 2023.
- (2) The Nomination of Shri Alok Sabharwal (DIN : 02144568) as Nominee-Director of the Company was withdrawn by IFCI Limited w.e.f. 31st October, 2022.

h) Compliance reports of all laws applicable to the Company

The periodical reports submitted by the Internal Auditors and by the concerned executives of the Company with regard to compliance of all laws applicable to the Company including steps taken by the Company to rectify instances of non-compliances, if any, are being reviewed by the Audit Committee and the Board.

i) Compensation or Profit Sharing

No Employee including Key Managerial personnel or director or promoter of the Company has entered into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard

to compensation or profit sharing in connection with dealings in the securities of the Company.

j) Independent Directors

Independent Directors play an important role in the governance processes of the Board. They bring their expertise and experience in the deliberations of the Board. This enriches the decision making process at the Board with different points of view and experiences and prevents conflict of interest.

The appointment of the Independent Directors is carried out in a structured manner. The Nomination & Remuneration Committee identifies potential candidates based on certain laid down criteria and takes into consideration the diversity of the Board. The terms and conditions of appointment of Independent Directors are available on the website of the Company www.uflexltd.com (weblink: <https://www.uflexltd.com/pdf/Policies/Uflex-terms-conditions-of-appointment-of-independent-directors.pdf>).

Confirmation of Independence

The Independent Directors of your Company have confirmed that:

- (a) they meet the criteria of Independence as prescribed under Section 149 read with relevant rules of the Act and Regulation 16 of the Listing Regulations, and
- (b) they are not aware of any circumstance or situation, which could impair or impact their ability to discharge duties with an objective independent judgement and without any external influence.

Further, in the opinion of the Board, the Independent Directors fulfil the conditions prescribed under the Act, the Listing Regulations and are independent of the management of the Company.

Separate Meetings of Independent Directors

As stipulated the Code of Conduct for Independent Directors under the Companies Act, 2013 and the Listing Regulations, a separate Meeting of the Independent Directors of the Company was held on 22nd March, 2023 to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Boards which is necessary to effectively and reasonably perform and discharge their duties.

During the year, none of the Independent Directors of the Company had resigned before the expiry of their respective tenure(s).

k) Familiarization Programme for Independent Directors

The Independent directors of UFLEX are eminent personalities having wide experience in the field of business, finance, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions. The Independent Directors appointed by the Board are given induction and orientation with respect to the Company's vision, strategic direction, core values, including ethics, corporate governance practices, financial matters and business operations by having one-to-one meetings. Independent Directors are also requested to access the necessary documents / brochures, Annual Reports and internal policies available at website of the Company www.uflexltd.com to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made by Senior Management, Statutory and Internal Auditors at the Board/ Committee meetings on business and performance updates of the Company, global business environment, business risks and its mitigation strategy, impact of regulatory changes on strategy etc. Updates on relevant statutory changes encompassing important laws are regularly intimated to the Directors.

Further the company has familiarization programme for Independent Directors with regard to their roles, rights, responsibilities in the Company nature of the industry in which the Company operates, the business model of the Company etc. The details of familiarization programme imparted to the Independent directors during the year are available on the website of the Company (weblink : https://www.uflexltd.com/pdf/Policies/UFlex_FP-Independent-Directors_22-23.pdf)

3. Audit Committee

As on 31st March, 2023, the Audit Committee comprised of four Members from the Board of Directors viz., Smt. Indu Liberhan, Shri Jagmohan Mongia, Shri Paresh Nath Sharma & Shri Pradeep Narendra Poddar. All the Members of the Audit Committee being Non-Executive and Independent Directors except Shri Jagmohan Mongia (Executive, Whole-time Director). Further, Shri Tara Sankar Bhattacharya) ceased to be Member of the Audit Committee w.e.f. 13th February, 2023. Smt. Indu Liberhan, who was the Chairperson of the Audit Committee ceased to be the Chairperson w.e.f. 27th May, 2023 consequent upon the completion of her second term as an Independent Director of the Company and the Committee was reconstituted w.e.f. 28th May, 2023 with the appointment of Shri Paresh Nath Sharma as Chairman of Audit Committee and Shri Sujit Kumar Varma, Smt. Rashmi Verma and Shri Jagmohan Mongia as member. Majority of the Members of Audit Committee have accounting and financial management expertise. The Company Secretary of the Company acts as the Secretary to the Audit Committee.

Smt. Indu Liberhan (Chairperson of Audit Committee) was present in the last Annual General Meeting held on 14th September, 2022.

The terms of reference, role and power of the Audit Committee as revised and stipulated by the Board of Directors from time to time are in conformity and in line with the statutory and regulatory requirements as prescribed under Section 177 of the Companies Act, 2013 and the Listing Regulations.

Details of Meetings and Attendance

During the year, the Audit Committee had met four times on 28.05.2022, 10.08.2022, 14.11.2022 & 14.02.2023. The attendance of each Committee members is as under:

Name of Member	Meetings Attended
Smt. Indu Liberhan	4
Shri Paresh Nath Sharma	4
Shri Jagmohan Mongia	3
Shri Pradeep Narendra Poddar	4
Shri Tara Sankar Bhattacharya	3

Note:

(1) Shri Tara Sankar Bhattacharya (DIN : 00157305) ceased to be Director of the Company w.e.f. closing business hours of 13th February, 2023.

Pursuant to relaxations granted by MCA and SEBI, some of the members attended the Audit Committee Meetings through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), during the FY 2022-23.

The head of Finance, Internal Auditors and Statutory Auditors are permanent invitees to the Audit Committee Meetings. Further, representatives from various Divisions / Departments of the Company also attend the meetings as and when desired by the members of the Committee to answer and clarify questions raised at the Audit Committee.

4. Nomination and Remuneration Committee

Composition and details of Meetings

As on 31st March, 2023, the Nomination and Remuneration Committee comprised of three Members viz. Smt. Indu Liberhan (Chairperson), Shri Paresh Nath Sharma and Shri Pradeep Narendra Poddar, with all members of the Nomination and Remuneration Committee being Non-Executive Independent Directors. Smt. Indu Liberhan, whose second term as an Independent Director was completed on 27th May, 2023 has ceased to be the Chairperson of the Nomination and Remuneration Committee and Mr. Pradeep Narendra Poddar, whose second term as an Independent Director was completed on 29th May, 2023 has ceased to be Member of the Nomination and Remuneration Committee consequently the Committee was reconstituted w.e.f. 30th May, 2023 with the appointment of Shri Paresh Nath Sharma as Chairman, Shri Sujit Kumar Varma and Smt. Rashmi Verma, as Member. Smt. Indu

Liberhan, the then Chairperson of the Nomination and Remuneration Committee was present in the last Annual General Meeting held on 14th September, 2022. The Company Secretary acts as the Secretary to the Committee.

During the year, the Nomination and Remuneration Committee had met on 14.02.2023. All the Members have attended the meeting.

Terms of Reference

The terms of reference of the Nomination and Remuneration Committee includes:

- a) To identify persons who are qualified to become directors and who may be appointed in the senior management, recommend to the Board about their appointment and removal and carry out evaluation of every director's performance;
- b) Formulation of criteria for determining qualifications, positive attributes and independence of the Director and recommend to the Board a policy, relating to remuneration of the Directors, Key Managerial Personnel and other employees;
- c) Formulation of criteria for evaluation of Independent Directors and the Board of Directors;
- d) To evaluate and recommend terms of appointment of the Independent Director, on the basis of the report of performance evaluation of the Independent Director;
- e) Devising a Policy on Board Diversity; and
- f) Recommend to the Board, all remuneration, in whatever form, payable to senior management.

Performance Evaluation for Independent Director

The criteria for performance evaluation covers the areas relevant to the functioning as Independent Directors such as preparation, participation, conduct and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation, the directors who were subject to evaluation had not participated.

5. Remuneration of Directors

Details of Remuneration paid to Managing/Whole-time Directors for the year ended 31.03.2023 are given below:

(Rs. In Lacs)

Name	Sitting Fee	Salaries, Allowances and Employer's Contribution to PF	Perquisites	Commission	Total	Date of Appointment/ Re-Appointment	Service Term
Shri Ashok Chaturvedi (Chairman & Managing Director)	--	1053.12	27.97	500.00	1581.09	1 st February, 2019	5 Years
Shri Jagmohan Mongia (Whole-time Director)	--	205.98	6.49	--	212.47	11 th February, 2021	5 Years

For any termination, the Company or the Executive Director is required to give notice as per the Policy formulated by the Company to the other party in this regard..

The company does not have any stock option scheme.

None of the Directors of the Company other than the Chairman & Managing Director and Whole-time Director has any pecuniary relationship with the Company except to the extent of receipt of sitting fees for meetings of the Board/Committee(s) of Directors attended by them.

Sitting fees is paid to Non-executive directors for attending each meeting of the Board and Committees thereof. The criteria for making payment to Non-Executive Directors is available at the Company's website www.uflexltd.com (weblink: <https://www.uflexltd.com/pdf/Policies/Uflex-criteria-for-making-payment-to-non-executive-directors.pdf>).

Details of sitting fees paid to the Non-Executive Directors during the financial year are as follows:

(Amount in Rs.)

Sl. No.	Name of Directors	Board Meetings	Committee Meetings*	Total
1.	Smt. Indu Liberhan	2,00,000	6,50,000	8,50,000
2.	Shri Paresh Nath Sharma	2,00,000	10,00,000	12,00,000
3.	Shri Alok Sabharwal Nominee- IFCI Limited	1,00,000	--	1,00,000
4.	Shri Tara Sankar Bhattacharya	1,50,000	1,50,000	3,00,000
5.	Shri Pradeep Narendra Poddar	2,00,000	3,00,000	5,00,000
6.	Shri Sujit Kumar Varma [^]	50,000	50,000	1,00,000

* Includes the sitting fees paid to attend the separate meeting of Independent Directors.

([^]) Shri Sujit Kumar Varma (DIN: 09075212) was appointed as Director of the Company w.e.f. 14th February, 2023.

Note:

- (1) Shri Tara Sankar Bhattacharya (DIN : 00157305) ceased to be Director of the Company w.e.f. closing business hours of 13th February, 2023.
- (2) The Nomination of Shri Alok Sabharwal (DIN : 02144568) as Nominee-Director of the Company was withdrawn by IFCI Limited w.e.f. 31st October, 2022.

6. Stakeholders' Relationship Committee

As on 31st March, 2023, the Stakeholders' Relationship Committee comprised of three Members viz. Shri Paresh Nath Sharma (Chairman), Shri Jagmohan Mongia and Smt. Indu Liberhan.

The Committee, *inter-alia*, approves issue of duplicate certificates, oversees and reviews all matters connected with the securities transfer(s) / transmission(s). The Committee also looks into redressal of shareholders'/ investors' complaints. The Committee oversees the performance of the Registrar and Share Transfer Agent and recommends measures for overall improvement in the quality of investor services.

In order to expedite the process of share transfers / transmission, the Committee has nominated a Sub-Committee of two officers, who normally attend to the transfer and other related matters within a period of 10 days. The Committee of Officers operates subject to overall supervision and directions of Stakeholders' Relationship Committee.

During the year, the Stakeholders' Relationship Committee had met on 14.05.2022, 08.10.2022 and 13.02.2023. All the Members had attended the meetings. Shri Paresh Nath Sharma, Chairman of Stakeholders' Relationship Committee was present in the last Annual General Meeting held on 14th September, 2022.

The total numbers of complaints received and resolved during the year under review were 1. Outstanding complaints as on 31.03.2023 were Nil. There were no valid share transfers pending for registration for more than 10 days as on the said date.

Shri Ajay Krishna, Sr. Vice President (Legal) & Company Secretary acted as Compliance Officer and Secretary to the Committee. W.e.f. 21st April, 2023, Shri Ritesh Chaudhry, Sr. Vice President (Secretarial) & Company Secretary has been appointed as Compliance Officer and Secretary to the Committee.

Prohibition of Insider Trading

With a view to regulate Trading in Securities by the Directors and Designated Employees, the Company has adopted a "Code of Conduct for Prohibition of Insider Trading".

7. Corporate Social Responsibility (CSR) Committee

As on 31st March, 2023, the CSR Committee had three Members comprising of Smt. Indu Liberhan (Chairperson), Shri Paresh Nath Sharma and Shri Jagmohan Mongia, which was subsequently reconstituted w.e.f. 30th May, 2023 consequent upon completion of second term of Smt. Indu Liberhan as an Independent Director of the Company

w.e.f. 27th May, 2023. The Committee was reconstituted w.e.f. 30th May, 2023 with the appointment of Shri Jagmohan Mongia as Chairman, Shri Paresh Nath Sharma and Smt. Rashmi Verma, as Member.

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'Corporate Social Responsibility Policy'. The Committee's constitution and terms of reference meet with the requirements of the Companies Act, 2013.

The Terms of reference of the Committee includes formulation and recommendation to the Board, a Corporate Social Responsibility (CSR) Policy indicating activities to be undertaken by the Company in compliance with provisions of the Companies Act, 2013 and rules made thereunder; recommending the amount of expenditure to be incurred on the CSR activities and monitoring the implementation of the CSR Policy of the Company from time to time as specified in Schedule VII of the Companies Act, 2013. CSR Policy is available on the website of the Company www.uflexltd.com (Weblink: <https://www.uflexltd.com/pdf/Policies/Uflex-CSR-Policy.pdf>).

During the year, two meeting of the Corporate Social Responsibility (CSR) Committee were held on 25.05.2022 and 22.03.2023 respectively. All the Members attended the Meeting(s). During the Financial Year 2022-2023, the Company was to undertake CSR Activities of an amount of Rs. 525.37 Lacs. However, the Company spent an amount of Rs. 334.41 Lacs during the year and an amount of Rs. 228.00 Lacs was transferred to CSR unspent account with Schedule Bank within 30 days from the closure of financial year as per provisions of section 135(6) of the Companies Act, 2013 for meeting CSR activities for ongoing projects. As the Company has transferred Rs.37.04 Lacs in excess against the qualifying amount of Rs.190.96 Lacs, which was to be transferred to unspent CSR Account. The said Rs.37.04 Lacs shall be available for set-off in subsequent years.

8. Risk Management Committee:

The Company has a Risk Management Committee comprising of three directors in accordance with the requirements under Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). As on 31st March, 2023, the Committee was headed by Smt. Indu Liberhan (Chairperson), Shri Paresh Nath Sharma and Shri Jagmohan Mongia, as members. Consequent upon cessation of second term of Smt. Indu Liberhan as an Independent Director of the Company w.e.f. 27th May, 2023, the Committee was reconstituted w.e.f. 30th May, 2023 and now comprised of Shri Paresh Nath Sharma (Chairman), Shri Jagmohan Mongia and Shri Sujit Kumar Varma, Member.

The terms of reference of the Committee are in line with the provisions of the amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also include other matters delegated to the Committee by Board of Directors of the Company from time to time. The Company has also framed a Risk Management Policy with an intention to systematically identify, evaluate, mitigate and monitor risks in the Company.

During the year under review, two Meetings of the Risk Management Committee were held on 25.05.2022 and 21.11.2022 wherein all members were present.

9. Subsidiary Companies

All subsidiary companies of the Company are managed by their respective Board of Directors having the rights and obligations to manage companies in the best interest of their stakeholders. The Company monitors performance of subsidiary companies, inter-alia, by the following means:

- a) Financial statements, in particular the investments made in the unlisted subsidiary companies, are reviewed quarterly by the Audit Committee of the Company.
- b) All minutes of Board Meetings of the unlisted subsidiary companies are placed before the Company's Board regularly.
- c) A statement containing all significant transactions and arrangements entered into by the unlisted subsidiary companies is placed before the Company's Board.

Further, Policy for determining material subsidiaries has been posted on the website of the Company www.uflexltd.com (weblink: <https://www.uflexltd.com/pdf/Policies/Uflex-policy-for-determining-material-subsiidiaries.pdf>).

10. General Body Meetings

- (a) The details of last three Annual General Meetings held and information regarding Special Resolution passed are as under:

AGM	Day, Date & Time	Venue	Special Resolution Passed
31 st	Thursday, September 17, 2020 At 11:00 A.M.	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	None
32 nd	Monday, September 27, 2021 At 3:00 P.M.	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	None
33 rd	Wednesday, September 14, 2022 At 3:00 P.M.	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	None

- (b) (i) **Whether Special Resolutions were put through Postal Ballot?**

The Company has put Special Resolution through Postal Ballot and successfully completed the process of obtaining approval of its Members. The postal ballot exercise was conducted by M/s Mahesh Gupta & Company, Company Secretaries. Following Special Resolution(s) were passed through Postal Ballot on 17th April, 2023.

Resolution No. 1 : Appointment of Shri Sujit Kumar Varma (DIN: 09075212) as an Independent Director of the Company

- (a) Voted '**FAVOUR**' and '**AGAINST**' the resolution:

Particulars	Number of members voted	Number of votes cast in the resolution	% of total number of valid votes cast
Favour	277	34787352	99.96
Against	33	15474	.04
Total	310	34802826	100.00

- (b) Votes '**INVALID**':

Total number of members whose votes declared Invalid	Total number of votes cast by them declared Invalid
Nil	Nil

Resolution No. 2 : Appointment of Shri Ghyanendra Nath Bajpai (DIN: 00946138) as an Independent Director of the Company

- (a) Voted '**FAVOUR**' and '**AGAINST**' the resolution:

Particulars	Number of members voted	Number of votes cast in the resolution	% of total number of valid votes cast
Favour	283	49631756	99.97
Against	36	16687	.03
Total	319	49648443	100.00

- (b) Votes '**INVALID**':

Total number of members whose votes declared Invalid	Total number of votes cast by them declared Invalid
Nil	Nil

(ii) Whether any Special Resolution is proposed to be passed through Postal Ballot?

Special Resolution(s) as may be considered necessary/required would be passed through Postal Ballot.

(iii) Procedure for Postal Ballot

In terms of the General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated September 28, 2020 (collectively the “MCA Circulars”), the Postal Ballot Notice was sent by email to all the members of the Company who have registered their email addresses with the company or depository / depository participants and the communication of assent / dissent of the members took place only through the remote e-voting system.

11. Means of Communication

The quarterly un-audited financial results and annual audited financial results duly approved by the Board of Directors are sent to all the Stock Exchanges where the Company’s shares are listed immediately after the Board Meeting. The same are widely published in leading Newspapers such as “Financial Express” (in English) and “Jansatta” (in Hindi).

Detailed presentations were made to institutional investors and financial analysts on the Company’s unaudited quarterly as well as audited annual financial results. These presentations were also uploaded on the Company’s website (weblink: <https://www.uflexltd.com/earnings-conference-call.php>) and duly intimated to the Stock Exchanges where equity shares of the Company are listed. The Company regularly interacts with the shareholders through multiple channels of communication such as publication of Results including outcome of the Board Meeting, Annual Report, Press Releases and Analyst Call etc. The Company also informs the Stock Exchanges in a prompt manner, all price sensitive information and all such other matters which in its opinion, are material and relevant for the shareholders.

The Company’s corporate website, www.uflexltd.com provides comprehensive information on UFLEX’s portfolio of businesses, CSR and Sustainability initiatives, Environment, Health & Safety (EHS) Policy, Shareholding Pattern, Key Company Policies, and Contact details of the Company’s employees responsible for assisting investors & handling investor grievances. The website has entire sections dedicated to UFLEX’s profile, history and evolution, its core values, corporate governance and leadership. An exclusive section “Investors” serves to inform and service Shareholders, enabling them to access information at their convenience. The entire Report and Accounts as well as the quarterly, half-yearly and annual financial results are available in downloadable formats under the section ‘Investor’ on the Company’s corporate website as a measure of added convenience to the investors.

- NSE Electronic Application Processing System (NEAPS):

The NEAPS is a web-based application designed by NSE for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NEAPS.

- BSE Corporate Compliance & Listing Centre (the ‘Listing Centre’):

BSE’s Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on the Listing Centre.

12. CEO/CFO Certifications

The Chairman & Managing Director and the Chief Financial Officer of the Company have given annual certification on financial reporting and internal controls to the Board in terms of the Listing Regulations at its meeting held on 30th May, 2023.

13. General Shareholders Information

(a) Annual General Meeting to be held on:

Date : 23rd August, 2023

Day : Wednesday

Time : 3:30 PM (IST)

Venue : Annual General Meeting through Video Conferencing/ Other Audio Visual Means (VC/OAVM facility)
[Deemed Venue for Meeting: Registered Office: 305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash – I, New Delhi – 110 048]

(b) Tentative Financial Calendar

- Results for quarter ending 30.06.2023 : By mid of August, 2023
- Results for quarter ending 30.09.2023 : By mid of November, 2023
- Results for quarter ending 31.12.2023 : By mid of February, 2024
- Results for year ending 31.03.2024 : By 30th May, 2024

Financial Year of the Company is for a period of 12 months commencing from 1st April and ending on 31st March.

(c) Book Closure date

5th August, 2023 to 23rd August, 2023 (both days inclusive)

(d) Dividend payment date

Dividend for the financial year 2022-2023, if declared will be paid/credited to the account of the shareholders on or before 22nd September, 2023.

(e) Name and Address of Stock Exchange(s) at which the Equity Shares are listed

The equity shares are listed on the following Stock Exchanges:

1. BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001
2. National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051

Note: Annual Listing fees for the year 2023-2024 have been duly paid to the above Stock Exchanges.

(f) Stock Code - (Equity shares)

Trading symbol – National Stock Exchange of India Ltd.: 'UFLEX'

Trading symbol – BSE Limited: 500148

(g) Demat ISIN Number in NSDL & CDSL : INE516A01017

(h) Stock Market Price High-Low Data of the Company for the year 2022-2023:

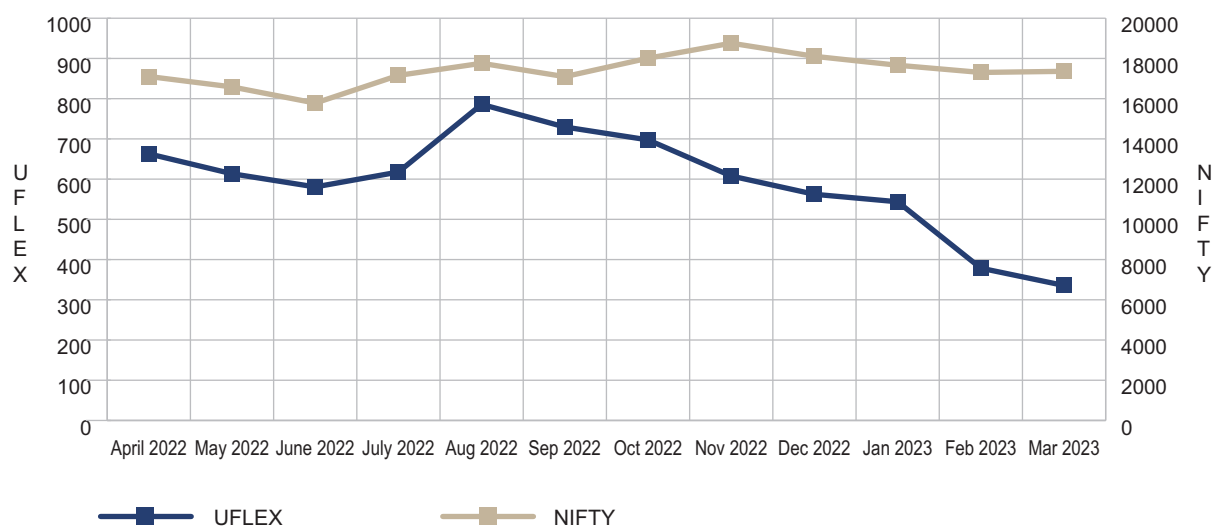
The Monthly High and Low Price of Shares Traded at “The National Stock Exchange Limited” and “The BSE Limited” for the Financial Year 2022-23 are as under:

(Amount in Rs.)

Month	NSE		BSE	
	HIGH	LOW	HIGH	LOW
Apr-22	719.00	611.40	719.00	603.00
May-22	668.00	534.20	667.80	534.75
Jun-22	632.90	515.00	648.55	515.05
Jul-22	648.80	568.05	649.00	570.00
Aug-22	811.00	612.95	811.05	613.65
Sep-22	799.60	710.65	799.00	709.65
Oct-22	749.00	690.60	749.00	693.00
Nov-22	710.00	605.00	707.40	605.00
Dec-22	616.30	529.50	619.90	530.10
Jan-23	578.50	537.00	578.20	536.45
Feb-23	554.00	346.10	552.65	347.15
Mar-23	429.50	325.10	429.50	325.20

(i) Performance in comparison to broad based indices such as NIFTY

(UFLEX Limited Share Price Vs. NIFTY on the last trading day of the Month).



(j) Address for correspondence for investors/deposit holders' queries

For shares held in physical form:

The Company's Registrar & Share Transfer Agent (RTA), address at:

M/s Beetal Financial & Computer Services Pvt. Ltd.

(Unit : UFLEX Limited)

BEETAL House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre,
Near Dada Harsukh Dass Mandir, New Delhi – 110062

Tel. No. 011-29961281-83, Fax No. 011 – 29961284

E-mail: beetal@beetalfinancial.com

For shares held in Demat form: To the Depository Participants (DP)

(k) Share Transfer System

As per directives issued by SEBI, it is compulsory to trade in the Company's equity shares in dematerialized form. Effective April 1, 2019, transfer of shares in physical form has ceased. Shareholders who had lodged their request for transfer prior to March 31, 2019 and, have received the same under objection can re-lodge the transfer request after rectification of the documents. Further, SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, M/s Beetal Computer and Financial Services Private Limited, for assistance in this regard.

Member may also note that SEBI vide its circular bearing number SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated: March 16, 2023 has mandated furnishing of Income Tax PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities in the prescribed forms. Any service requests or complaints received from the member will not be processed by RTA till the aforesaid details / documents are provided to RTA. On or after October 01, 2023, in case any of the above cited documents / details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s). Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company at www.uflexltd.com.

Members are advised to refer the latest SEBI guidelines/circular issued for all the holder holding securities in listed companies in physical form from time to time and keep their KYC detail updated all the time to avoid freezing their folio as prescribed by SEBI.

(l) Distribution of Shareholding as on 31.03.2023

Category (Share)	Number of Shareholders	Total Number of Shares	% to Total Shares
Up to 500	58818	4129708	5.72
501 - 1000	1636	1268649	1.76
1001 - 2000	705	1054342	1.46
2001 - 3000	255	644699	0.89
3001 - 4000	127	454465	0.63
4001 - 5000	86	398236	0.55
5001 - 10000	162	1195836	1.66
10001 - 20000	83	1144417	1.58
Above 20000	98	61921134	85.75
TOTAL	61970	72211486	100.00

(m) Categories of Shareholders as on 31.03.2023

Category	Category of Shareholder	Number of Shareholders	Total Number of Shares	As a percentage of (A+B+C)
(A)	Shareholding of Promoter and Promoter Group			
(1)	Indian	11	32190949	44.58
(2)	Foreign			
	Total Shareholding of Promoter and Promoter Group	11	32190949	44.58

Category	Category of Shareholder	Number of Shareholders	Total Number of Shares	As a percentage of (A+B+C)
(B)	Public Shareholding			
(1)	Institutions	117	5711135	7.91
(2)	Non-Institutions	61842	34309402	47.51
Total Public Shareholding		61940	40020537	55.42
(C)	Non Promoter-Non Public			
(C1)	Shares underlying DRs	--	--	--
(C2)	Shares held by Employee Trusts	--	--	--
Total (A+B+C)		61970	72211486	100.00

(n) Dematerialization of Shares and liquidity

Nearly 99.53% of total equity share capital is held in dematerialized form upto 31.03.2023 with NSDL and CDSL. The shares of the Company are listed on BSE and NSE, which provide sufficient liquidity to the investors.

(o) Outstanding ADRs / GDRs / Warrants or any convertible instruments, conversion date and likely impact on equity

No ADRs / GDRs / Warrants or any Convertible Instruments have been issued by the Company during the year under review and there is no outstanding ADRs / GDRs / Warrants or any convertible instruments as on 31st March, 2023.

(p) Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

A section on the Risk Management is covered in detail under Management Discussion and Analysis Report forming part of Annual Report. The details of Commodity Price Risk and Foreign Currency Risk are discussed in the Notes on the Financial Statements. However, Company has not undertaken any hedging activity during the year.

(q) Plant Locations

The Company has following Plant Locations in India:

1. A-1, Sector-60, NOIDA (U.P.)
2. A-2, A2A, Sector-60, NOIDA (U.P.)
3. C-3-4, 5-8, 17-18, Sector 57, NOIDA (UP)
4. C-175, Sector – 10, NOIDA (U.P.)
5. D-1-2, 15-16, Sector - 59, NOIDA
6. Unit-I, Lane No. 3, Phase-I, SIDCO Industrial Complex, Bari Brahmana, Jammu
7. Unit-II, Lane No. 2, Phase-I, SIDCO Industrial Complex, Bari Brahmana, Jammu
8. Unit-III, Lane No. 3, Phase-I, SIDCO Industrial Complex, Bari Brahmana, Jammu
9. SM8 + SM10, Sanand, Gujarat
10. Plot No. 20, Mummigati Industrial Area, Dharwad, Karnataka

(r) Address for Correspondence

The shareholders may address their communication/grievances/queries/ suggestions to:

Beetal Financial & Computer Services Private Limited (Unit: UFLEX Limited) BEETAL House, 3rd Floor, 99 Madangir Behind Local Shopping Centre Near Dada Harsukh Dass Mandir New Delhi – 110062 Tel. No. : 011- 29961281-83 Fax No. : 011- 29961284 E-mail: beetal@beetalfinancial.com	UFLEX Limited 305, 3rd Floor, Bhanot Corner Pamposh Enclave, Greater Kailash-I New Delhi - 110048 Tel. No. : 011-26440917, 26440925 Fax No. : 011-26216922 E-mail : secretarial@uflexltd.com
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In case the securities are suspended from trading, the Directors Report shall explain the reason thereof: Not Applicable

(s) Credit Ratings

The Company has obtained the following Credit Ratings during the year ended 31st March, 2023:

Rating Agency	Rating	Outlook
CRISIL Limited -- Long Term Rating -- Short Term Rating	CRISIL AA- CRISIL A1+	Stable
Brickwork Ratings	BWR AA-	Stable
India Ratings and Research (Ind-Ra)	IND AA-	Stable

14. Disclosures

a) Related Party Transactions

During the year, Company has no materially significant related party transaction with any of related party, which is considered to have potential conflict with the interests of the Company at large. Suitable disclosure as required by the Indian Accounting Standards-24 (Ind AS-24) has been made in the notes on the Financial Statements.

All related party transactions are in ordinary course of business and negotiated on an arms-length basis, and are intended to further the Company's interests.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website (Weblink: <https://www.uflexltd.com/pdf/Policies/Uflex-RELATED-PARTY-TRANSACTIONS-POLICY.pdf>)

b) Whistle Blower Policy / Vigil Mechanism

Fraud-free and corruption-free work culture has been the core of the Company' functioning. In view of the potential risk of fraud and corruption due to rapid growth and geographical spread of operations, the company has put even greater emphasis to address this risk. It is affirmed that no personnel has been denied access to the Audit Committee.

To meet this objective, a Whistle Blower Policy has been laid down. The same policy as approved by the Board has uploaded on the Company's website www.uflexltd.com (weblink: <https://www.uflexltd.com/pdf/Policies/Uflex-Whistle-Blower-Policy.pdf>). Further, no complaints have been lodged with the Company's Management and/or the Audit Committee.

c) Weblink where policy for determining "Material" subsidiaries

<https://www.uflexltd.com/pdf/Policies/Uflex-policy-for-determining-material-subsiidiaries.pdf>

d) Accounting Treatment

The financial statements of the company have been prepared in accordance with the Indian Accounting Standards (Ind AS), notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, by the Ministry of Corporate Affairs (MCA), the provision of the Companies Act, 2013, Guidance / Advisory issued by the Institute of Chartered Accountants of India (ICAI) and the guidelines issued by the Securities and Exchange Board of India (SEBI).

e) Risk Management

The Company has laid down procedures to inform the members of the Board about the risk assessment and minimization procedures. The Company has framed the risk assessment and minimization procedure, which is periodically reviewed by the Risk Management Committee and Board.

f) Proceeds from public issue, rights issue, preferential issue or FCCB issue

During the year, the Company has not raised any funds from public issue, rights issue, preferential issue or FCCB issue.

g) Management Discussion and Analysis

Management Discussion and Analysis Report forms part of the Annual Report.

h) Details of Non-compliance, Penalties, strictures imposed on the Company by Stock Exchanges or SEBI or any Statutory Authority

The Company has complied all the requirement of Regulatory Authorities. No penalties or strictures have been imposed on the Company by Stock Exchanges or SEBI or any other statutory Authority on any matter related to Capital Markets during the last three years.

i) Code of conduct

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the directors and senior management. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been put on the Company's website www.uflexltd.com (Weblink: <https://www.uflexltd.com/pdf/Policies/Uflex-CODE-OF-CONDUCT.pdf>). The Code has been circulated to all the members of the Board and Senior Management and its compliance is affirmed by them.

A declaration signed by the Company's Chairman and Managing Director is published in this Report.

j) Review of Directors' Responsibility Statement

The Board in its Report to the Members of the Company have confirmed that the Annual Accounts for the year ended March 31, 2023 have been prepared as per applicable Indian Accounting Standards (Ind AS) and policies and that sufficient care has been taken for maintaining adequate accounting records.

k) The Company has complied with the conditions of Corporate Governance requirements as stipulated in the Listing Regulations, as applicable.

l) Company has obtained a Certificate from M/s Mahesh Gupta & Company, Company Secretaries that none of directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by Board/Ministry of Corporate Affairs or any such statutory authority. The requisite certificate is attached to the Report on Corporate Governance as **ANNEXURE – 'C-1'**.

m) The Board of Directors of the Company has accepted the all recommendations made by all the Committees.

n) Total fees for all services paid by the company and its subsidiaries, on a consolidated basis, to Statutory Auditor, M/s. Vijay Sehgal & Company, Chartered Accountants (Firm Registration No. 000374N), M/s. M S K A & Associates, Chartered Accountants (Firm Registration Number – 105047W) & M/s. KAAP & Associates, Chartered Accountants (Firm Registration No. 019416N) for the year ended 31st March, 2023 are as under:

(Rs. in Lacs)

Particulars	M/s. Vijay Sehgal & Company, Chartered Accountants (Firm Registration No. 000374N)	M/s. MSKA & Associates, Chartered Accountants (Firm Registration Number – 105047W)*	M/s. KAAP & Associates, Chartered Accountants (Firm Registration No. 019416N)
Auditors Remuneration	100.00	48.00	0.50
Tax Audit Fee	45.00	--	0.30
Other Services (Limited Review / Certification Charges)	15.00	22.25	23.83
Out of Pocket Expenses	2.79	5.01	3.40
Total	162.79	75.26*	28.03

***Apart from this, Rs. 223.42 Lacs was paid to M/s BDO, a Network branch of M/s MSKA & Associates, Chartered Accountants, with respect to its Overseas Subsidiary Companies.**

- o) Disclosures in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been made elsewhere in the Director's Report.
- p) Details of utilization of funds raised through preferential allotment or qualified institutional placement (QIP) as specified under Regulation 32(7A)
This Clause is not applicable to the Company as the Company not raised any fund through preferential allotment and / or QIP
- q) Disclosure by listed entity and its subsidiaries of "Loans and Advances in the nature of loans to firms/companies in which directors are interested by name and amount: **Nil**
- r) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries.

Sl. No.	Company Name	Date of Incorporation	Place of Incorporation	Name of Statutory Auditor	Date of Appointment of Statutory Auditor
1.	Flex Middle East, FZE	18-06-2003	Jebel Ali Free Zone Dubai, UAE	Shah & Alshamali Associates	18-06-2003
2.	Flex Films (USA) Inc.,	26-05-2011	Kentucky, USA	Crowe LLP	14-09-2018
3.	Flex P. Films (Egypt) S.A.E.,	14-01-2009	6 of October City, Egypt	Tamer Mehaya Mohanad T. Khaled	27-06-2022
4.	Flex Films Europa Sp.zo.o.,	21-01-2011	ul. Gen. Wladyslawa Sikorskiego, Poland	Ernst & Young	15-07-2022
5.	Flex Americas S.A. de C.V.,	12-11-2007	Altamira, Tamaulipas, Mexico	Tampico Tamaulipas	12-11-2007

Other Requirement as per the Listing Regulations

(i) The Board

The Chairman of the Company is an Executive Chairman.

All the Directors including Independent Directors are appointed/re-appointed by the Board from time to time.

(ii) Shareholders' Rights

The quarterly, half-yearly and annual financial results of the Company are published in the newspapers and are also posted on the Company's website www.uflexltd.com (weblinks: <http://www.uflexltd.com/financials.php>). The complete Annual Report is sent to each and every shareholder of the Company in applicable mode.

(iii) Audit Qualifications

There are no Audit Qualifications in the Company's financial statements for the year under reference.

(iv) Business Responsibility and Sustainability Report ("BRSR")

The Business Responsibility and Sustainability Report of the Company includes its responses to questions on the practices and performance on key principles defined by Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, covering topics across environment, social & governance, and stakeholder relationships forms an integral part of the Annual Report.

(v) Reporting of Internal Auditors

The Internal Auditors directly report to the Audit Committee.

15. Disclosures with respect to demat suspense account/unclaimed suspense account

The status of equity shares lying in the unclaimed suspense account is as follows:

Sl. No.	Particulars	Number of Shareholders	Total Number of equity shares held
1.	Aggregate number of shareholders and the outstanding shares in the unclaimed suspense account lying at the beginning of the year	15	675
2.	Number of shareholders who approached the Company for transfer of shares from unclaimed suspense account during the year	--	--
3.	Number of shareholders to whom shares were transferred from unclaimed suspense account during the year	--	--
4.	Transferred to Investor Education and Protection Fund (IEPF) in accordance with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016	5	253
5.	Aggregate number of shareholders and the outstanding shares in the unclaimed suspense account lying at the end of the year	10	422

It may please be noted that, the voting rights on the unclaimed shares shall remain frozen till the rightful owner of the shares claims the shares.

16. Compliance Certificate

Compliance Certificate for Corporate Governance from RA & Co. Company Secretaries LLP, a firm of Practicing Company Secretaries of the Company is annexed herewith.

The above report has been placed before the Board at its meeting held on 30th May, 2023 and the same was approved.

Compliance Certificate on Corporate Governance to the Members of UFLEX Limited

We have examined the compliance of the conditions of Corporate Governance by **Uflex Limited** (“the Company”) for the year ended on 31st March 2023, as stipulated under Regulations 17 to 27, clauses (b) to (i) and (t) of sub- regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

The compliance of the conditions of Corporate Governance is the responsibility of the management of the company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations and information given to us, and the representations made by the Directors and the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations during the year ended 31st March, 2023.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For RA & CO. COMPANY SECRETARIES LLP

CS Raghav Agarwal
Managing Partner

C.P. No. : 12370; FCS 8844

Peer Review Certificate no.: 1031/2020

UDIN: F008844E000422818

Place : Noida

Date : 30th May, 2023

DECLARATION

To the Members of
UFLEX LIMITED

I, Ashok Chaturvedi, Chairman & Managing Director of the Company, hereby certify that the Board Members and Senior Management Personnel have affirmed compliance with the Rules of Code of Conduct for the financial year ended 31st March, 2023 pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For UFLEX LIMITED

Ashok Chaturvedi
Chairman & Managing Director
DIN : 00023452

Place : NOIDA

Dated : 30th May, 2023

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members
 UFLEX LIMITED
 (CIN: L74899DL1988PLC032166)
 305, 3rd Floor, Bhanot Corner,
 Pamposh Enclave, Greater Kailash-I,
 New Delhi-110048

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of UFLEX Limited having **CIN L74899DL1988PLC032166** and having registered office at **305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash-I, New Delhi-110048** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1.	Mr. Ashok Chaturvedi	00023452	21-06-1988
2.	Mr. Jagmohan Mongia	09051022	11-02-2021
3.	Mrs. Indu Liberhan	03341420	28-05-2015
4.	Mr. Pradeep Narendra Poddar	00025199	30-05-2017
5.	Mr. Paresh Nath Sharma	00023625	11-02-2022
6.	Mr. Sujit Kumar Varma	09075212	14-02-2023
7.	Mr. Tara Sankar Bhattacharya*	00157305	14-02-2015
8.	Mr. Alok Sabharwal, Nominee Director - IFCI**	02144568	02-12-2020

* Mr. Tara Sankar Bhattacharya ceased to be the Director of the Company w.e.f. 13th February, 2023.

** Mr. Alok Sabharwal ceased to be the Director of the Company w.e.f. 31st October, 2022.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Delhi
 Date : 30th May, 2023

For Mahesh Gupta and Company
 Company Secretaries

Mahesh Kumar Gupta
 Proprietor

FCS No.: 2870::C P No.: 1999
 Peer review certificate no. 727/2020
 UDIN: F002870E000417185

Management Discussion & Analysis

Forward-Looking Statement

Forward-looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company's actual results, performance or achievements could thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

Macroeconomic Overview

A series of severe and mutually reinforcing shocks hit the world economy in 2022, as it approached the mid-point for achieving the Sustainable Development Goals (SDGs) by 2030. While the impacts of the COVID-19 pandemic continue to reverberate worldwide, the war in Ukraine unleashed a new crisis, disrupting food and energy markets and exacerbating food insecurity and malnutrition in many developing countries. High inflation is eroding real incomes, triggering a global cost-of-living crisis that has pushed millions into poverty and economic hardship. Simultaneously, the climate crisis is taking a heavy toll on many countries, with heat waves, wildfires, floods, and hurricanes inflicting massive humanitarian and economic damage (Source: <https://www.undp.org/>).

These shocks will weigh heavily on the world economy in 2023. Persistently high inflation – which averaged over 9 per cent in 2022 – has prompted aggressive monetary tightening in many developed and developing countries. Rapid interest rate hikes by the Federal Reserve of the United States have triggered capital outflows and currency depreciations in developing countries, increasing balance-of-payment pressures and intensifying debt sustainability risks. Financing conditions have tightened sharply amid high levels of private and public debt, pushing up debt servicing costs, constraining fiscal space, and increasing sovereign credit risks. Rising interest rates and diminishing purchasing power have weakened consumer confidence and investor sentiment, further clouding near-term growth prospects

of the world economy. Global trade has softened due to tapering demand for consumer goods, the protracted war in Ukraine, and continued supply chain challenges.

However, at the outset of 2023, the global economy has seen some positive signs as inflation and energy prices ease from their peak levels. China's ending of its zero-COVID policy also provides some growth impulses, though its full impact has not yet been unfolded. The world has entered a new era of rapid global change driven by major shifts in demographics, wealth, technology, and climate. But economic growth has been uneven, has come at the expense of the environment, and already has slowed due to climate damages. Global challenges – including fiscal strains on governments exacerbated by the COVID-19 pandemic, conflicts, environmental degradation, resource depletion, and record levels of displacement – are threatening recent gains. These challenges are compounded by intensifying systemic risks, including trade tensions, rising debt levels, reduced effectiveness of monetary policy as a crisis instrument, and increasing inequality – among and within countries. Global economic activity is decelerating sharply as a result of synchronized monetary policy tightening to contain very high inflation, less favorable financial conditions, and disruptions from the Russia-Ukraine conflict. The unexpected failures of two specialized regional banks in the United States in mid-March 2023 and the collapse of confidence in Credit Suisse—a globally significant bank—have roiled financial markets, with bank depositors and investors re-evaluating the safety of their holdings and shifting away from institutions and investments perceived as vulnerable. This banking crisis hits world economy already disrupted by pandemic, war, sanctions, geopolitical tensions, and climate shocks. Nevertheless, the global macroeconomic environment remains challenging for economies, business and consumers in the year ahead.

1. Global Economy

For the global economy, 2022 brought forth several unforeseen challenges even as the world hoped to recover after two years of pandemic. Global economic recovery was well on track until the Russia-Ukraine conflict broke out in February 2022 that hit the

economy hard. From triggering food and fuel shortage to creating an environment of uncertainty, the conflict - which even raised concerns of a nuclear threat - has kept the world on edge ever since it started on February 24, 2022. The conflict has now continued for more than a year, disrupting the restoration of the supply chains disrupted earlier by lockdowns and limited trade traffic. During the year, the world economy has faced almost as many disruptions as caused by the pandemic in two years. The conflict caused the prices of critical commodities such as crude oil, natural gas, fertilisers, and wheat to soar. This strengthened the inflationary pressures that the global economic recovery had triggered, backed by massive fiscal stimuli and ultra-accommodative monetary policies undertaken to limit the output contraction in 2020. Inflation in Advanced Economies (AEs), which accounted for most of the global fiscal expansion and monetary easing, breached historical highs. Rising commodity prices also led to higher inflation in the Emerging Market Economies (EMEs), which otherwise were in the lower inflation zone by virtue of their governments undertaking a calibrated fiscal stimulus to address output contraction in 2020. Central banks, which were slow to react to price pressures building up during the nascent recovery from the pandemic, regarded them as transient only to realise, belatedly, the necessity and the inevitability of a strong monetary policy response. Led by the US Federal Reserve, central banks have been hiking policy rates and rolling back liquidity to rein in inflation synchronously. The pace of this tightening cycle has been rapid - the Federal Reserve's pace of rate hikes is the quickest since the inflationary episode of the 1970s, with the central bank having raised interest rates by 475 basis points since March 2022. As the impact of monetary policy actions is felt with a lag, inflation rates remained stubbornly high during the early phase of the rate hike cycle but have begun to decline lately. At the same time, synchronised rate hikes by the central banks have not tightened financial conditions sufficiently enough for central banks to end their tightening campaign. The frailties of the Chinese economy further contributed to weakening the growth forecasts. Dwindling global growth apart from monetary tightening may also lead to a financial contagion emanating from the advanced economies where the debt of the non-financial sector has risen the most since the global financial crisis. With inflation persisting in the advanced economies and the central banks hinting at further rate hikes, downside risks to the global economic outlook appear elevated.

Global growth is expected to decelerate sharply to 1.7 per cent in 2023—the third weakest pace of growth in nearly three decades, overshadowed only by the global recessions caused by the pandemic and the global financial crisis (Source: <https://www.worldbank.org/>). This is 1.3 percentage points below previous forecasts, reflecting synchronous policy tightening aimed at containing very high inflation, worsening financial conditions, and continued disruptions from the Russia-Ukraine conflict. The United States, the Euro area, and China are all undergoing a period of pronounced weakness, and the resulting spillovers are exacerbating other headwinds faced by Emerging Market and Developing Economies (EMDEs). The combination of slow growth, tightening financial conditions, and heavy indebtedness is likely to weaken investment and trigger corporate defaults. Further negative shocks—such as higher inflation, even tighter policy, financial stress, deeper weakness in major economies, or rising geopolitical tensions—could push the global economy into recession. In the near term, urgent global efforts are needed to mitigate the risks of global recession and debt distress in EMDEs. Given limited policy space, it is critical that national policy makers ensure that any fiscal support is focused on vulnerable groups, that inflation expectations remain well anchored, and that financial systems continue to be resilient. Policies are also needed to support a major increase in EMDE investment, which can help reverse the slowdown in long-term growth exacerbated by the overlapping shocks of the pandemic, the Russia-Ukraine conflict, and the rapid tightening of global monetary policy. This will require new financing from the international community and from the repurposing of existing spending, such as inefficient agricultural and fuel subsidies. Investment growth in emerging market and developing economies (EMDEs) is expected to remain below its average rate of the past two decades. Further adverse shocks could push the global economy into yet another recession. Small states are especially vulnerable to such shocks because of their reliance on external trade and financing, limited economic diversification, elevated debt, and susceptibility to natural disasters. Global growth has slowed to the extent that the global economy is perilously close to falling into recession—defined as a contraction in annual global per capita income—only three years after emerging from the pandemic-induced recession of 2020. Very high inflation has triggered unexpectedly rapid and synchronous monetary policy tightening around the world to contain it, including across major



advanced economies. Although this tightening has been necessary for price stability, it has contributed to a significant worsening of global financial conditions, which is exerting a substantial drag on activity. This drag is set to deepen given the lags between changes in monetary policy and its economic impacts, and the fact that real rates are expected to continue to increase.

Global economic activity is experiencing a broad-based and sharper-than-expected slowdown, with inflation higher than seen in several decades. The cost-of-living crisis, tightening financial conditions in most regions, Russia-Ukraine conflict, and the lingering COVID-19 pandemic all weigh heavily on the outlook. Global growth is forecast to slow from 6.0 percent in 2021 to 3.2 percent in 2022 and 2.7 percent in 2023 (*Source: <https://www.imf.org/>*). This is the weakest growth profile since 2001 except for the global financial crisis and the acute phase of the COVID-19 pandemic. Global growth is projected to remain at a below-trend rate in 2023-24, with inflation moderating gradually as the quick and synchronised monetary policy tightening over the past year takes full effect. Demand is likely to be cushioned by further easing of household saving rates in many countries, with households yet to fully use the additional savings accumulated during the pandemic. The impact of tighter financial conditions is otherwise likely to be felt throughout the economy over time, particularly on private investment. The disruption from the war in Ukraine is also likely to continue to weigh on global output both directly and indirectly through the impact on uncertainty, continuing risks to food and energy security, and the significant changes taking place in commodity markets as price caps and Western embargos on Russian energy outputs take full effect.

2. Indian Economy

The impact of the pandemic on India was seen in a significant GDP contraction in FY21. The following year, FY22, the Indian economy started to recover despite the Omicron wave of January 2022. This third wave did not affect economic activity in India as much as the previous waves of the pandemic did since its outbreak in January 2020. Mobility enabled by localised lockdowns, rapid vaccination coverage, mild symptoms and quick recovery from the virus contributed to minimising the loss of economic output in the January-March quarter of 2022. Consequently, output in FY22 went past its pre-pandemic level in FY20, with the Indian economy staging a full recovery ahead of many nations. The experience with the Omicron variant engendered a

cautious optimism that it was possible to stay physically mobile and engage in economic activities despite the pandemic. FY23 thus opened with a firm belief that the pandemic was rapidly on the wane and that India was poised to grow at a fast pace and quickly ascend to the pre-pandemic growth path. Strong economic growth in the first quarter of FY 2022-23 helped India overcome UK to become the fifth-largest economy after it recovered from repeated waves of COVID-19 pandemic shock. However, the effects of the slowdown in global economic growth resulting from high inflation and the continuing war between Russia and Ukraine are also seen to be affecting India's economic performance. The country recorded muted growth of 4.4% in Q4 2022, compared to 6.3% in Q3 2022, with sluggish private consumption and exports being the major reasons behind that. The country's real GDP growth in the fiscal year 2022-23 is estimated at 7.0% in comparison to 9.1% in the previous year. However, some demand indicators such as record sales of 3.8 million in the passenger vehicles segment in 2022 strong growth in tractor sales, and a rise in domestic air travel, continue to support economic growth. However, the challenge of the depreciating rupee, although better performing than most other currencies, persists with the likelihood of further increases in policy rates by the US Fed. The widening of the current account deficit (CAD) may also continue as global commodity prices remain elevated and the growth momentum of the Indian economy remains strong. The loss of export stimulus is further possible as the slowing world growth and trade shrinks the global market size in the second half of the current year(*Source: <https://www.indiabudget.gov.in/>*).

In the second half of 2022, there was a respite for governments and households. Commodity prices peaked and then declined. In the near term, the acute pressure was relieved, although prices of some commodities (e.g., crude oil) remain well above their pre-pandemic levels. Commodity prices decline, and US interest rates peak, as does the US dollar. Capital and current account imbalances abate.

The enormous fiscal stimulus in advance economies earlier injected by their governments supported a strong demand revival. Growth in world trade subsequently followed, of which India was also a beneficiary. India's exports surged in FY22, and the momentum lasted up to the first half of FY23. Export growth was strong enough to increase India's share in the world market of merchandise exports. However, due to aggressive and synchronised monetary tightening, global economic growth has started

to slow up, and so has world trade. As per United Nations Conference on Trade and Development (UNCTAD) latest global trade update, global trade growth turned negative during the H2:2022, and geopolitical frictions, persisting inflationary pressures, and subdued demand are expected to suppress global trade further in 2023. This is likely to affect many countries, including India, with the prospects of sluggish exports continuing into FY24, compared to the promise shown at the beginning of the current year (Source: <https://www.indiabudget.gov.in/>).

The year 2022 has been challenging for India from various economic perspectives. However, even as the Indian economy faces multi-dimensional challenges in the short term, it remains one of the most dynamic major economies in the world with immense headroom for growth. A favourable demographic profile, rapid urbanisation and increasing affluence represent some of the key structural drivers of growth of the Indian economy. India's recovery from the pandemic was relatively quick, and growth in the upcoming year will be supported by solid domestic demand and a pickup in capital investment. Even as India's outlook remains bright, global economic prospects for the next year have been weighed down by the combination of a unique set of challenges expected to impart a few downside risks. Multi-decadal high inflation numbers have compelled central banks across the globe to tighten financial conditions. The impact of monetary tightening is beginning to show in slowing economic activity, especially in Advanced Economies. Besides this, adverse spillovers from the prolonged strains in supply chains and heightened uncertainty due to geo-political conflict have further deteriorated the global outlook. Hence, global growth is forecasted to slow from 3.2 per cent in 2022 to 2.7 per cent in 2023 as per IMF's World Economic Outlook, October 2022. A slower growth in economic output coupled with increased uncertainty will dampen trade growth. This is seen in the lower forecast for growth in global trade by the World Trade Organisation, from 3.5 per cent in 2022 to 1.0 per cent in 2023.

3. Industry Structure & Developments

As per the Economic Survey 2022-23, India is the third-largest economy in the world in PPP terms and the fifth largest in market exchange rates. The sheer size of economy has opened up new business opportunities to the world in all walks of business in general and packaging industry in particular. The flexible packaging market is amongst the most dynamic packaging markets presenting various types of materials and packaging

used across several regions in the world and the sector in India has emerged as the sea of opportunities for entrepreneurs on the back of its rising popularity. The Indian packaging sector is among the industrial sectors witnessing highest growth potential, due to the presence of packaging in almost every industrial segment, and also due to globalisation of trade in goods and services and emergence of new trade models, such as E-commerce and organised retailing. The industry is broadly divided into two categories viz, rigid packaging and flexible packaging. Recent years have seen a significant rise in demand for flexible packaging material driven by demands in food and beverages industries, personal care and hygiene, and pharmaceuticals. The industry has evolved significantly in the past two years of the pandemic. Through the different phases of the pandemic, new trends have emerged and adopted by various companies in packaging industry. From smart packaging to sustainable and safe packaging with innovation and artistic touch, the packaging trends have gained a lot of prominence in the food, pharmaceutical, beverage, cosmetic and other FMCG industries. The large FMCG players globally have announced moving to sustainable packaging in a phased manner.

The global flexible packaging market size was valued at USD 261.04 billion in 2022 and is expected to expand at a compound annual growth rate (CAGR) of 4.7% from 2023 to 2030 (<https://www.grandviewresearch.com/>). The growth is primarily driven by the growing demand for packaged food coupled with the convenience of use and cost-effectiveness of the product. Flexible packaging offers the benefits of plastic, paper, and aluminum foil without sacrificing printability, durability, barrier protection, freshness, or simplicity of use of the product. The food and beverages industry is shifting preferences in favor of using flexible pouches for products, such as soups and juices, which have high liquid content. Flexible packaging is also used for products, such as snacks, frozen foods, ready-to-eat, and ready-to-cook food items. These are the major factors for the growth of the Indian flexible packaging market. Moreover, due to an increase in per capita income, India is witnessing a rise in the consumption of packaged foods, which, as a result, is expected to fuel the demand for flexible packaging in the upcoming years.

The Flexible Packaging market is primarily driven by a few key factors, such as increasing product appeal among consumers, successful marketing strategy in opportunities, and simultaneous financial investment in product development.

Flexible Packaging Market in India: Key Drivers, Trends & Challenges

Key Drivers:

The growing retail industry in India is notably driving the market growth.

The retail industry in India is one of the fastest-growing in the world. The retail industry is developing in tier-1 and tier-2 cities, in addition to major cities and metros in the country. Factors such as transforming demographic profiles, rising disposable incomes, growing urbanization, and changing consumer tastes and preferences are driving the growth of the organized retail market in India. The primary factor boosting the growth of the market is the shift of consumers, especially millennials, from traditional retail to online channels.

In addition, increasing consumer awareness about FMCG products and the regular launch of new products by manufacturers is the major factor expected to drive the growth of the FMCG market. Furthermore, the increasing trend of online shopping and expansion of the FMCG network in rural areas of developing countries are expected growth opportunities for the FMCG market. Therefore, the growing retail sector in India will increase the demand for flexible packaging, thereby, driving the growth of the India flexible packaging market.

Trends

Consumer trends for effective packaging solutions have drastically changed over time. One packaging trend that has always been a key preference for industries such as food and beverages, retail and electronics, is flexible packaging.

The increasing use of stand-up pouches is an emerging trend in the market growth. Vendors are coming up with new and innovative packaging solutions to withstand the high competition in the market in India. Innovative packaging includes stand-up pouches that have gained popularity primarily in the food industry. A stand-up pouch weighs less compared to glass bottle, enhances the functionality of portability and serves as a replacement to cans for storing process food.

Stand-up pouches are easier to open than metal food cans. The stand-up pouches have zips that can be closed if the content in them has to be reused. In addition, metal cans cannot be given any differentiating designs to help consumers in using unique designs for their products and brands, whereas stand-up pouches can

be designed in different shapes and prints with high-quality graphics. Therefore, the growing use of stand-up pouches is expected to drive the growth of the Indian flexible packaging market.

Challenges

The volatility in raw material prices is a major challenge impeding market growth.

The different types of packaging materials used for the packaging of food include plastic, glass, metals, and paper. For example, the cartons used in food packaging are produced either from recycled fiber or virgin fiber. The prices of both recycled fiber and virgin fiber fluctuate constantly, which is a major concern for end-users such as carton producers. The instability in the price of raw materials will result in increased production cost and reduced profit margins.

The prices of packaging raw materials such as paper and paper products that are used to manufacture corrugated packaging solutions are also expected to fluctuate. In addition, aluminum, a key raw material used in manufacturing food cans, is also exhibiting continuous price fluctuations. Hence, the above-mentioned factors are expected to hinder the growth of the India flexible packaging market in focus.

However, despite the challenges often presented by flexible packaging in terms of consistent recycling channels, the format remains a preferred choice for brands, retailers and consumers.

4. Business Review

(i) Packaging Films Business

The main products of this business are BOPP films, CPP films, Polyester (BOPET) films, Metalized, ALOx Coated, Specialty films, and green films such as Asclepius™ PCR (Post-consumer Recycled) PET films, and Recyclable Mono-material films.

The Company's OPP (Orientated Polypropylene) films comprising of BOPP (Bi-axially Oriented Polypropylene) and CPP (Cast Polypropylene) films are highly cost-effective, functionally efficient, and therefore have rapidly penetrated high barrier sensitive packaging segments across the world. These films are primarily used for applications like packaging and conversion; industrial coatings; printing and lamination; encapsulation; overwraps, confectionery packaging; anti-fog (for food products), and textile bags; amongst others. **The Company manufactures BOPP films at its**

India, Egypt, and Hungary manufacturing facilities with a cumulative capacity of 149,000 TPA.

The Company manufactures CPP film at its India plant in Noida and overseas at its Egypt plant. The cumulative capacities of its two CPP film lines stand at 11,000 TPA. In FY23, the Company set up a CPP film line at its existing facility in the UAE and a greenfield project in Dharwad, Karnataka, India, with a capacity of 18,000 TPA each.

BOPET (Bi-axially Oriented Polyethylene Terephthalate) film is a polyester film using high-quality resins and exhibits superior mechanical properties, improved resistance to chemicals, good barrier to oxygen, excellent receptivity to surface treatment and coatings, and high resistance to abrasion. Manufactured at the company's world-class film manufacturing plants in India, the UAE, Egypt, Poland, Mexico, USA, Russia, and Nigeria, the company's cumulative BOPET film production capacity globally stands at 350,000 TPA.

The Company has set up a BOPET film line in Dharwad, Karnataka, India, with a capacity of 45,000 TPA to serve a large base of its clients located in South India, and once commissioned, will make UFlex the largest producer of thin BOPET films in the world (ex-China).

Metalized films are manufactured at all film manufacturing plants of the Company with a cumulative capacity of 2,12,700 TPA. The Company also manufactures high-barrier metalized films that are used for packaging a wide array of products requiring extended shelf life apart from a host of applications in various industries. ALOx-coated transparent ultra-high barrier films, manufactured by the Company, find extensive use in stand-up pouches that provide see-through features to consumers at the point-of-sale (POS).

Future projects:

Steps are continuously being taken towards innovation and renovation of products including new product development and enhancement of product quality/profile, to offer better products to customers including high seal strength in polyester films and other sustainable solutions.

New Products and Innovation:

Metallized High Barrier Easy Tear Polyester (F-ETB-M)

Film: This film addresses barrier requirements of various pouches and packaging applications while enabling easy-to-tear package properties from both directions. The superior oxygen barrier of this metalized, easy-tear BOPET film makes it the best choice for packaging

items like mouth fresheners, tea sachets, confectionary items, biscuits, and multiple pharma and medical products.

Transparent High Barrier Easy Tear Polyester (F-ETB)

Film: This film is a next-level packaging solution for items like dry food as these products require an excellent oxygen barrier for maintaining freshness and easy-to-tear packages for enhanced customer experience.

F-TFE' Thermoformable BOPET Film:

'F-TFE' Mono or co-extruded transparent Biaxially-Oriented Polyethylene Terephthalate or BOPET film is specially designed for thermoforming applications for depth formation and its outstanding properties include high tensile strength, chemical stability, dimensional integrity, and transparency.

'F-POX' Excellent Oxygen and Moisture Barrier

Transparent BOPET Film: This film enables see-through packaging while functioning as a high aroma retention barrier.

High-barrier BOPET film F-AFR-M: F-AFR-M allows easy handling and machinability.

PET-based Silica Masterbatch Solution for BOPET

Film: With the development of this value-enriched Silica Masterbatch solution, the business has not only achieved higher anti-blocking properties but has also brought about a significant reduction in production cost.

Metalized High Barrier Easy Tear Polyester Film:

This film provides excellent easy tear properties in both directions.

Transparent High Barrier Easy Tear Polyester Film:

This film is suitable for high barrier and easy tear application for Dry Food packaging.

(ii) Flexible Packaging Business

The Flexible Packaging business at UFlex offers an extensive product range in flexible packaging and laminated roll stocks. Some of the products in the portfolio include a wide variety of pouches: 3D & 4D pouches with re-closable options, wicketed bags for baby and hygiene markets with handles, pet food pinch bottom bags, cement block bottom bags, Flexi-tubes, lids, confectionery foils, embossed foils, hygiene films, innolock pouches, pocket PTC zipper, spot embossing, electron beam curing, Cast 'n' Cure technologies, and more.

Owing to full backward integration into films (BOPET, BOPP, CPP, Metalized Films), chemicals (inks, coatings, adhesives), engineering (converting and packing

machines), holography (packaging films and labels) and cylinders (electronic, laser, gravure, and flexographic plates), UFlex has an exclusive advantage to deliver customized solutions.

The company offers flexible packaging solutions for the entire spectrum of product types which includes solids, semi-solids, powders, granular materials, viscous fluids, pastes, and gels.

UFlex continues to be a forerunner in sustainable innovation and commitment toward a “circular economy” by focusing on the three pillars: source substitution, source reduction, and biodegradability.

A few notable investments in recycling projects include USD 7 million in Poland, USD 20 million in Mexico, and USD 3 million at a new site (Malanpur) in India.

Another notable achievement in the calendar year 2022 is the reduction in the average carbon footprint per ton of packaging from 4.16 to 4.14.

New Products and Innovation:

- **Teen Ikka 25 Kg WPP Top and Bottom Pinch Bag with Foil Stamping:** To help the brand solve the problem of counterfeiting, UFlex developed a WPP Pinch bottom bag with foil stamping as an anti-counterfeit feature to prevent it from getting re-filled or falling prey to counterfeiting.
- **3D Pouch for Dormulin 5kg Vegetative Fertilizer:** UFlex developed and converted the WPP bag of Dormulin fertilizer into a 3D pouch for a 5 kg product quantity in Q4, FY23. This enhances the product’s packaging aesthetics and the packaging design for better display and appeal.
- **Enhancing consumer engagement via variable data incorporation in packaging:** The flexible packaging business developed a solution for a leading FMCG brand where each chocolate pack has a different code that can be used to connect with consumers.
- **Eco-friendly Chotu Pack:** With brand owners continuously looking at reducing the environmental impact on account of non-recyclable packaging, UFlex launched a fully recyclable spout pouch using BOPP (Biaxially Oriented Polypropylene)/PE films for a leading brand.
- **3.2 Litre re-closable stand-up pouch for a leading FMCG brand:** UFlex developed an eco-friendly flexible packaging solution for storing liquids where the re-closable pouch can store up to 3.2 liters

of liquid laundry - making it hugely popular with environmentally-conscious consumers.

- **Henna paste pack for a startup in the beauty and wellness space:** UFlex developed a special high-barrier packaging format for a natural, preservative-free henna pack that prevents degradation and preserves the natural properties of the product.
- **MPP and WPP large packaging bags:** The flexible packaging business of UFlex has pioneered the art of developing WPP bags. In FY2023, UFlex developed a packaging solution with added security features for a water-soluble fertilizer brand.
- **3D Pouch with Registered Window Metallization for a premium brown sugar brand:** UFlex developed a three-layered 3D pouch with registered metallization for a premium brown sugar brand that allows consumers to see the packed content.
- **Profile Spout Pouch with Re-closable Option and Easy Pour Experience for a cooking oil brand:** This structure has emerged as a viable solution for packaging edible oils, and successfully replaces the need for rigid containers.
- **3D Pouch with Paper-based Barrier Laminate for a coffee brand:** UFlex developed a unique pack with a stand able pack structure that offers good barrier properties to keep the packed coffee in the desired state and prevents moisture, air, and more from affecting the quality of the packed content.

(iii) Aseptic Liquid Packaging Business

Asepto™, the Aseptic Liquid Packaging Business brand from the house of UFlex, provides innovative solutions (filling machines and packaging material) catering to multiple industries like beverages, dairy, and alcohol. With a strong focus on innovation, customized solutions, and backward integration business solutions, the business offers unique packaging formats, including world-class aesthetics, brand enhancement, anti-counterfeit, and captivating effects like foil stamping, holography, and 3D lens under the categories Asepto™ Spark, Premium, and Eye. Leading brands have partnered with Asepto™ for their packaging strategies to differentiate their brands and packs on retail shelves and attract new-age and new segments of consumers.

Asepto™ caters to more than 200 customers and exports to more than 35 countries worldwide. Backed by a strong order book, Asepto™ has become the world’s fastest-growing brand in the segment with a year-on-year growth of more than 100% in the last five years.

To deliver on the sustainability agenda of the Indian government and to meet the sustainability goals of consumers across the world, Asepto™ commissioned India's first and the world's fastest line for U-shaped paper straws in 2022 complying with world-class standards.

(iv) Chemicals Business

The Business manufactures liquid inks (solvent and water-based); laminating adhesives (water-based, solvent, and solvent-less); ink binders, polyols, and specialty coatings (UV/UV-LED/EB) for flexible packaging, mono-cartons, graphic arts, labels, and paper board segments of the packaging industry.

In FY2022-23, UFlex Chemicals acquired an India patent for a 'solvent-free pigmented adhesive and a process for its preparation' (Patent number 406417) – an environment-friendly, cost-effective, and versatile adhesive. This is a noteworthy addition to the business's portfolio of innovative and sustainable products and solutions. This patent has been awarded to UFlex by the Government of India in accordance with the provisions of the Patents Act, 1970 for a period of 20 years.

The present disclosure relates to a two-component adhesive composition and the process for its preparation. The adhesive composition of the present disclosure is solvent-free and works well on existing solvent-less lamination machines. It helps reduce the use of white ink, thus significantly reducing costs. The process for the preparation of the adhesive composition is simple, efficient, solvent-free, and environment-friendly. The presence of high content of volatile organic solvents in solvent-based conventional adhesives is detrimental to the environment and is energy-intensive, thereby increasing overall costs.

Product Launches and Innovation

- **Epoxy Acrylate:** Epoxy Acrylate Oligomer is yet another environment-friendly product demonstrating the company's continued focus on sustainability. The Epoxy Acrylate Oligomer is an essential feedstock for radiation-curable coatings and printing inks manufactured by UFlex. The production process of this polymer is designed in a way that it generates no VOCs and effluents.
- **Polyester Acrylate:** This halogen-free product adds to the company's efforts at promoting sustainability through research-led environment-friendly printing and coating solutions. The Polyester Acrylate oligomer is a significant feedstock for UV and EB

curable coatings and printing inks. This product is recommended for use in applications such as flexography, dry offset, screen printing, and wet lithographic inks for paper, plastics, and metals. It can also provide adhesion for metal, plastics, and paper coatings.

- **Flexgreen Sprayable top-coat gloss coating:** With diverse applications in the construction industry, this considerably flexible coating offers excellent curing capability on high-speed machines and leads to energy savings of about 30-70%.
- **Flexcure Super Matt:** It's been designed as a free radical UV coating for absorbent and non-absorbent underlayers like paper, polythene, and polypropylene.
- **Flexcure Sheetfed "Bio" Series for Offset Application (with >40% BRC):** The Flexcure Sheetfed "Bio" series is an advanced, innovative, and environment-friendly solution that represents a new generation of UV inks for offset printing especially designed using high bio-renewable content ingredients.
- **Flexcure Low Migration "Nutri Series" for aseptic packaging:** Flexcure Nutri series represents a new generation radical mechanism designed especially for food packaging and hygiene applications demanding low migration and no odor.
- **Flexcote MH 785:** UFlex developed a solvent-based adhesive with high solids and low viscosity for medium to high performance in flexible packaging applications in FY23. It is a cost-effective solution offering excellent bond and seal strength.
- **Retort grade 2K PU Adhesive FLEXCOTE HP 875/ FLEXCOTE HP 75:** The chemicals business developed a two-pack solvent-based PU adhesive in FY23 that is specially designed for high-end retort pouch applications, most suitable for food and pharma packaging applications.
- **FLEXBOND SF WET LM 35 Water-based Adhesive for Wet Lamination Application:** UFlex developed FLEXBOND SF WET LM 35, a water-based synthetic adhesive designed mainly for wet lamination of clear BOPP & PVC films to paper or duplex board applications with manual or semi-automatic machines in Q1, 2022.
- **Flexseal Ecocoat:** In FY23, UFlex chemicals business division developed Flexseal Ecocoat, an eco-friendly aqueous dispersion application coating specially

designed for the inner side of paper cups as a replacement for PE coating. Besides offering added convenience to consumers, it ensures sustainability by enabling easy recycling of paper products, post-consumption.

- **Flexseal HSL 1025 (G) and Flexseal HSL 1024 (F):** Adding to the long list of green solutions offered by the chemical business, UFlex developed water-based heat sealable coatings in Q3, 2022. It is a highly advanced product for sealing a formidable bond between coatings of flexible packaging materials.
- **Epoxy Acrylate:** UFlex Chemical has developed the Epoxy acrylate oligomer which is a major feedstock for radiation-curable coatings, and printing inks produced by us. This is an environmentally friendly product promoting sustainability.
- **Polyester Acrylate:** UFlex Chemical has developed this Oligomer which is a major feedstock for UV and EB curable coatings and printing inks. This halogen-free product promotes sustainability.

(v) Holography Business

The Business has always been ahead of the curve when it comes to offering advanced anti-counterfeit and brand enhancement solutions to its customers. Its clients include leading brands and companies in the pharmaceutical, automotive, FMCG, consumer electronics, F&B, and textiles industries, amongst others. The innovative offerings from the business help global and Indian brands government departments, and educational institutions by way of providing superior brand enhancement & protection solutions. UFlex is also a certified printer by the Indian Banks' Association (IBA) for the printing of MICR instruments for leading banks.

The business demonstrated consistent growth in the financial year 2022-23, winning business from many existing and new customers and entering new market segments both in India and overseas markets.

Product Development and Innovation

- **Holography Beeds Designs for HM & Sequins Film:** With a moving dot effect, the Holography Beeds Design offers a unique and visually appealing option for Hot-Melt Film and Sequins film used in various textile applications. The new design offers a unique differentiation to the products and can help attract customers looking for something fresh and innovative and will enable textile businesses to tap

into a growing market segment of customers seeking a change from the standard holography designs.

- **Checkered Pattern Hot Stamping Foil:** The newly developed Checkered Pattern Hot Stamping Foil by the UFlex Holography Business enables an enhanced style and improved elegance of textile products. Hot stamping foil is a popular decorative technique for improving visual appeal and adding vibrancy to textiles. Checkered Pattern Hot Stamping Foil has applications across market segments such as fashion, home textiles, accessories, and upholstery.
- **3D Optics as a superior security feature for product authentication:** UFlex developed a 3D Flipogram material in FY23 to authenticate genuine products from counterfeits, protecting consumers from spurious products.
- **Floating lens film with customized brand logo:** Another great innovation in the quarter ended December 31, 2022, was developing a new and advanced brand protection packaging product consisting of customized emboss film designed for laminates, paper board, and UV offset printing on mono cartons.
- **Sustainability in textile products:** As brands consciously embrace sustainability, many companies actively seek to develop products that have minimum impact on the environment. In FY23, UFlex catered to a requirement for BPA (Bisphenol A) free sequins material from a large global retailer and fashion brand, meeting the stringent international test requirements.
- **High-end security solutions in pharma packaging:** UFlex's Holography division has developed a High Refractive Index Film with an extremely high metallic sheen for the surface of the packed cartons, to address this vital anti-counterfeit requirement of its pharma customers.
- **Multi-colored Holographic Textile Foil with New Pattern for Enhanced Aesthetics:** Catering to increasing demand for aesthetic-rich developments in the textile space, the Company has developed an array of appealing textile foil options that can make brands stand out.
- **Fresnel Lens Self-Adhesive Holographic Labelling Solution to Prevent Counterfeiting & Enhance Aesthetics:** UFlex integrated Registered Fresnel Lens Technology in labeling solution to give a premium look by placing two lenses at the middle and bottom of the label. The combination of a Fresnel lens that

is reflective from various angles along with vibrant printing produces an effect that is both aesthetically striking and instantly recognizable for scrutiny. This application is used across several industry verticals such as FMCG, automobile, lubricants, apparel, liquor, agrochemicals, personal care, and electronics.

- **Plastic-grade Hot Stamping Foil for Premium Aesthetics on Stationery Products:** UFlex developed a Plastic-grade Hot Stamping Foil solution in FY23 that is used for a very wide range of applications such as writing instruments, picture frames, wall clocks, etc.
- **BEEDS Design for HM and Sequins Film:** The Holography BEEDS design with moving dots effects offers a unique and visually appealing option for Hot-Melt Film and Sequins film used in textile applications.
- **Checked Pattern Hot Stamping Foil:** In the world of textiles, adding unique and eye-catching designs to fabrics is crucial to stand out in a competitive market and one such method from UFlex that has gained popularity is hot stamping foil, a versatile decorative technique that imparts brilliance, vibrancy, and sophistication to textiles.

(vi) Printing Cylinders Business

The Business traverses the complete printing life cycle from design to print and offers infallible printing consistency and eco-friendly products to its customers in the converting industry.

The Business has a wide range of product offerings including Electromechanical Engraved Printing Rotogravure Cylinders, Robotic Laser Engraved Rotogravure Cylinders, Embossing Rotogravure Cylinders, Specialized Rotogravure Cylinders (High & Low GSM Coating and Anilox Rollers), Flexographic Printing Plates (Esko CDI Crystal Imager & Kodak Flexcel NX System) and Flexo Elastomer Plates and Sleeves. The Business has manufacturing facilities in Noida and Jammu and assures the highest standards of quality and time-bound deliveries. Its Noida manufacturing facility is equipped with a fully automatic Robotic Laser Engraving line for manufacturing Rotogravure Cylinders.

Carving effect through laser embossing on PVC: Carving Effect through laser embossing on PVC is an exciting new product from UFlex's Printing Cylinders business that has many attractive applications for home decoration. It can enhance the attractiveness and aesthetics of home interiors like modular kitchens, table covers, door mats,

floor mats, and even in-car floor mats. It is durable, easy to maintain, cost-effective, and can be installed in a short time.

Laser embossing on the shoe soles: When it comes to shoes, one of the most significant issues faced by users is that their soles are often slippery. This causes various problems for consumers, especially during the rainy season or when walking on slippery surfaces as there is not enough friction. The laser embossing on shoe soles developed by UFlex Printing Cylinders business helps make shoe soles skid-free and safe for use, providing a much-needed solution to users. This product is suitable for different geographical and weather conditions.

Aesthetic effect on shoe foxing through laser embossing: The aesthetic effect of shoe foxing (the upper layer of shoe sides) makes footwear more attractive and appealing to customers. This innovation from UFlex's Printing Cylinders Business can help shoe manufacturers rapidly multiply their revenues. In addition, this embossing on shoe foxing creates a higher demand for such footwear in the market.

The anti-skidding pattern on foot mats through laser embossing: This is another innovative solution from UFlex's Printing Cylinders Business that creates a 3D anti-skidding effect on PVC sheets through laser embossing. Such skid-free embossing can be used in the manufacturing of foot mats. Moreover, different anti-skidding patterns created by this innovation are in high demand.

Embossing Effect on Fabrics: While embossing has found broad applicability in advertising and marketing industries, it has remained a challenge for the Indian textile businesses. Addressing this challenge creatively for the first time in India, UFlex has developed embossed cylinders to produce an embossing effect on fabrics.

Attal Promotional Bags: The product packs some unique features like two layers metallic effect in halftone without using metalized films with special security features like micro text, dot security, and line security.

Carving Effect through laser embossing on hard PVC, used for home décor: This product finds its use in home décor like decorating modular kitchens, table covers, door mats, floor mats, car floor mats, etc. The product is durable, cost-effective, and provides an enhanced aesthetic appeal.

Laser embossing on shoe soles to make shoes skid-free: With laser embossing, UFlex provides various

patterns on footwear to make it suitable for different geographical and weather conditions.

Aesthetic effects on shoe foxing (upper layer of shoe sides) through laser embossing: Aesthetic effects on Shoe foxing make shoes more attractive, appealing, and differentiated.

Anti-skidding patterns on foot mat (made of PVC) through laser embossing: With this innovation, a 3d effect (anti-skidding) is created on a PVC sheet through Laser embossing.

(vii) Engineering Business

The business manufactures high-end machines for the Converting and Packaging Industries. CI Flexo printing, Rotogravure printing, Laminators (solvent-less, solvent-base, Combi, and Extrusion Coating), Slitters, Pouch Making have been serving the Converting Industry whereas a complete range of Form-Fill-Seal, Wrapping, and special purpose machines cater to all kinds of packaging needs. In addition, the business also offers wide web slitter and special-purpose coating machines for targeted applications. The machines are well-established in domestic as well as international markets.

To address the challenge of recycling multi-layer mixed plastic waste, the business designed the ReLAM 250, an advanced multi-layer recycling machine, in line with European standards, which turns mixed plastic waste into a granulated product called pellet, without the need for separation of layers, thus dispelling the myth that multi-layer plastic cannot be recycled. Pellets formed out of this machine can be used to make various useful molded products like dustbins, outdoor benches, paver tiles, other household, and office articles, and more.

The business stands committed to research-led innovation, market-leading product development, and delivering on customer and market expectations.

Accu Slit-3300: After the successful performance of Accu Slit-2500 and Accu Eco Slit-3000, the UFlex Engineering Business design team has developed Accu Slit-3300, the new slitter of width 3300, for slitting Metalized BOPP and other substrates in Q4, FY23.

LPFS-4U: UFlex launched a machine in Q3, 2022, called LPFS-4U or 4 UP Linear, Pick, Fill, and Seal that guarantees speed, performance, safety, and hygiene and caters to environment-conscious brands.

Quick changeover in Rotogravure Printing: Rotogravure printing involves a rotary press with cylinders typically rotating at high speeds used for

printing various substrates for packaging applications. UFlex made some innovations to make it even more efficient by enabling auto changeover, where with a press of button, trolleys at multiple stations are changed, saving significant time.

TOROSLIT-1650, a high-speed Turret Slitter for Wide Web Widths: To meet the demand for high-quality slitters, UFlex developed a high-speed turret slitter with a web width of up to 2200mm. Owing to its advantages, TOROSLIT range is fast emerging as the preferred slitter for packaging film manufacturers worldwide.

Accu Slit-3300: After the successful performance of Accu Slit-2500 and Accu Eco Slit-3000, the Business developed a New Slitter of width 3300, christened Accuslit-3300 for slitting Metalised BOPP and other substrates.

HALL OF FAME

In FY23, UFlex was conferred with leading industry awards and recognition such as:

- **‘Outstanding Work in Circularity Award’** in Large Enterprises at the Indian Circular Economy Forum ACE Award 2022 for its sustainability-driven initiatives that help create a circular economy.
- **Best Employer Brand Award** in the Global Best Employer Brands 2023 segment at the World HRD Congress 2023, presented by Times Ascent.
- **‘Best Organization in HR Practices’** at the National Management Summit 2022 organized by Top Rankers Management Club.
- **Silver Award for Technical Innovation** at the Flexible Packaging Achievement Awards 2023, organized by the FPA, for our F-UHB-M Ultra High Barrier & High Metal Bond Metallized Polyester Film for aluminum foil replacement.
- The IIP’s National IndiaStar and PacMachine 2022’ **Awards for Excellence in Packaging**
 - I. B-TGM Multi Layered Mono-material BOPP Film with Superior Oxygen & Good Moisture Barrier for Pouch Packaging
 - II. Fully Recyclable 10 Kg Peacock Rice Pack in Mono PE format
 - III. Registered Lens Technology with Holography Solution to Prevent Counterfeiting and Enhance Aesthetics
 - IV. Transparent UV HRI Customised Holographic Film for Lamination
 - V. Water-Based Printing Inks

- SIES SOP Star Awards 2022 for **Packaging Innovation and Creativity.**

- I. 'F-ISB' Special Polyester Film for Cold forming for Alu-Alu Blister Packaging Application for Packaging Materials & Components Category
- II. Flexbeam Offset EB Inks for Comexi 'Ci8' Machine for Packaging Materials & Components
- III. Flexfoil Universal Heat Seal OP Ink for Foil based Food & Pharma Blister Packaging Application for Packaging Materials & Components Category
- IV. Stitching & Twining effect on different substrates like Leatherette (PU/PVC) with Laser Embossed Cylinder for Labelling & Decoration Category
- V. Holographic Lens Label with Re-Registered Ripple Lens Effect for Premium Whisky for Labelling and Decoration Category
- VI. Registered Lens Technology with Holography Solution to Prevent Counterfeiting and Enhance Aesthetics for Fortune Drinking Water Application for Labelling and Decoration Category
- VII. Anti-Counterfeit Holographic Lidding Foil for Pharma Blister Pack for Pharmaceutical & Medical Category
- VIII. CTCH Collar-type Packaging Machine for Snack Packaging for Packaging Machineries/ Systems Category
- IX. Unique Shape Spout Pouch with Good Standability for MBS Beverage Packaging 'Pop Pack' for Beverages Packaging Category

- IFCA Star Awards 2022 for **global recognition for excellence in Innovations and Creativity.**

- I. F-ISB PET Film for Cold Blister Packaging Applications for Innovations & Creativity Category
- II. B-TGM Outstanding Oxygen Barrier Transparent BOPP Film for Food Packaging Application for Innovations & Creativity Category
- III. FLEXCOAT AQUABAN - Water Repellent Coating for Kraft Paper used as Inner Liner in Corrugation Box for Innovations & Creativity Category
- IV. Artificial Leather Effect on PVC/PU/Paper through Laser Embossed Cylinder for

Decorative Textile Industry for Innovations & Creativity Category

- V. 3D Flower Design through Laser Embossed Cylinder on Artificial Leather (PVC/PU/Paper) for Innovations & Creativity Category
- VI. Plastic Decorative through Laser Embossed Cylinder for Fashion and Textile Decorative Industry for Innovations Structural & Graphic Design Category
- VII. Holographic Lens Effect with a Floating Image to Prevent Counterfeiting for Innovations & Creativity Category
- VIII. Holographic Lidding Foil for Pharma Packaging Application for Innovation - R&D Category
- IX. Supreme Security Master Fresnel & Sterling Stamping Foil for Anti-Counterfeiting Applications and Premium Aesthetics for Innovation - R&D Category
- X. Combi Laminator for Packaging Lamination Applications for Innovations & Creativity
- XI. High-barrier Transparent Recyclable Laminate for Namaste India Gold Standard Milk Powder Packaging for Innovations and Creativity Category
- XII. Customized Profile Pouch with V Notch and D-shape Handle for MTR Idli Batter for Innovations & Creativity Category
- XIII. Fully Recyclable Transparent Barrier Laminate for Snacks Pack in PP Mono Polymer for Innovations & Creativity Category
- XIV. 3 Layer Met PE-based Recyclable Laminate with Excellent Bond strength for P&G Head & Shoulders Shampoo Sachet for Best Branding Category
- XV. High Barrier PE-based Flexible Packaging Structure with Easy Tear-ability for P&G Vicks Action 500 for Innovation - R&D Category
- XVI. PE/PE Based Mono-material Laminate Packaging Structure for P&G Gillette Guard for Innovation - R&D Category
- XVII. FLEXITUBES with High-end Graphics and Matte Finish for Denver for Best Branding
- XVIII. Aseptic Liquid Packaging Structure for Nutricharge Refresher with Holographic Effect for Best Branding Category

The UFlex Chemicals Business division has won a **FICCI Chemicals & Petrochemicals Award for Efficiency in Water Use.**

Patents and Certifications:

1. The UFlex Packaging Films Business has been granted a patent for its **innovative research methodology** to develop Thermoplastic Films Having Asymmetric Properties (Patent No.: 425294).
2. The only packaging manufacturer to be featured amongst the top 200 **Business World India's Most Sustainable Companies 2021**.
3. The UFlex chemicals business division has been conferred a '**Certificate of Appreciation**' award by the **National Safety Council of India Safety Awards**. This has been awarded in recognition of appreciable achievement in Occupational Safety & Health.
4. The UFlex Chemicals Business has been awarded a patent for its innovative research methodology to develop Solvent free pigmented adhesive and a process for its preparation' (**Patent No 406417**)
5. The UFlex Packaging films business has been awarded IMS Certification (ISO 9001:2015, ISO 14001:2015, ISO 45001:2018) and Energy Management Certification (**ISO 50001: 2018**).
6. The Chemicals business was acknowledged with a '**Certificate of Special Recognition**' by CII at for its Environment Health & Safety Practices at the Northern Region EHS Competition.

6. Financial & Operational Performance - Overview

(Rs. in Crores)

	2022-23		2021-22	
	Consolidated	Stand-alone	Consolidated	Stand-alone
Total Income	14784.48	6817.01	13236.79	5720.59
Profit before Finance, Cost, Depreciation & Tax	1878.50	761.75	2279.98	679.66
Profit before Tax	806.04	317.12	1420.40	271.42
Profit for the Year	480.69	243.72	1098.26	222.33

7. Opportunities, Key Trends & Threats

Flexible packaging rescued the Indian E-commerce business during the covid-19 pandemic, and the demand for flexible packaging has skyrocketed post-pandemic.

This shift has widened business opportunities and growth in the printing and packaging Industry. Further, the industry is driven by key factors like rising population, increase in income levels and changing lifestyles. Growth prospects of end-user segments are contributing to rise in the demand of the flexible packaging industry. Demand from rural sector for packaged products is being fuelled by the increasing media penetration through the means of internet and television. India is emerging as the most favoured destination for organized retail destination in the world. Furthermore, presence of E-commerce is expanding rapidly and is bringing around a revolution in the retail industry. Retailers are now leveraging digital retail channels thereby enabling wider outreach to customers with less amount of money spent on real estate. Therefore, organized retail and boom in e-commerce offers huge potential for future growth of retailing in India which in turn is pushing the growth of packaging sector.

Flexible Packaging Industry:

Key Trends

Increased Adoption of Flexible Packaging Over Rigid Packaging

Major influencing factors in the global flexible packaging market include the cost of raw materials, efficient cost of production, and lightweight nature. Further, the demand from buyers and end customers is compelling the shift to flexible packaging. The advent of smaller packs and single-serve packaging has resulted in more packages of lesser volume in 2020 and during COVID-19. The flexible packaging market also offers easy-to-use caps and closure functionalities that were previously one of the reasons for slower adoption by users. Flexible pouches have become the most sought-after product as they can package products belonging to food, pharma, beverages, FMCG, and others. Also, other flexible packaging products, such as aluminum foil and paper, have expanded their scope with many variations. Also, the newer packages with increased protection features from the external environment, combined with functionalities such as zips and spouts, are increasing the adoption of pouch packaging and, in turn, flexible packaging over rigid packaging. Hence, a greater number of products that were earlier packaged in rigid materials have now been replaced by flexible packaging.

Usage of High-Barrier Plastic Packaging Materials

The barrier properties of films used in plastic packaging are important as it ensures that the food is not spoilt

and shelf life is increased. The advent of thinner packaging materials leads to a requirement for high-barrier properties. These barrier properties include the permeability of gases, water vapour, aroma compounds, and light. The polymers used in these plastic films are the essential differentiating factor for the efficacy of such barrier films in maintaining the quality of packaged or processed foods. The flexible plastic packaging market widely uses high-barrier films for premium food protection. The lightweight nature and flexibility of flexible packaging using these high-barrier films replace traditional packaging materials such as metal, rigid plastic, and glass. With the growing demand for high-barrier packaging, especially in the vacuum packaging market due to its cost-effectiveness and efficiency, recyclable high-barrier plastics such as stand-up pouches are preferred. Moreover, rising awareness of eco-friendly and convenient packaging in the food industry is also expected to increase the demand for high-barrier vacuum packaging in the flexible packaging market.

Restraints

Recycling Challenges With Flexible Packaging Products

Recycling flexible pouches and other products are cumbersome and not economically viable, as separating those materials involves many processes. Unlike rigid plastic products, recycled flexible packaging cannot be used for packaging food and pharmaceuticals as per FDA regulations. The recycled material can only be used for other applications. The recycling process involves the collection of waste, sorting, and recycling. In these processes, the materials undergo washing, shredding, categorization of plastic and extruding. Low-quality materials are disposed of or transferred to energy recovery centers, as end-users use only high-quality material output.

Further, presently, the supply of recycled plastics is not robust. Also, the quality of recycled plastics is not uniform across all regions and facilities. The volume of plastic required by converters is enormous, and the supply side is yet to match the huge demand. This is one of the factors why the adoption rates are currently low for recycled plastic and creates a recycling challenge in the global flexible packaging market. Any fluctuation in the quality or quantity has an immediate impact on the prices of the end products and hence is currently not economically viable.

Higher Operational Costs

Manufacturers of flexible packaging are getting increasingly concerned about inflation. Labor, energy and transportation costs have created a competitive industry with high operational expenses. Additional raw material price hikes are influenced by the crisis between Russia and Ukraine, Russian sanctions, and the realignment of western and eastern countries in the geopolitical arena.

Environmental Consciousness

With environmental awareness rising globally, there is a strong momentum towards sustainable solutions. Stakeholders across the value chain are voicing their concerns regarding the use of plastic packaging and organizations are realigning themselves in this direction.

8. Future Outlook

The global market for flexible packaging has displayed massive development in recent times. The main parameter supporting the market's development is the escalating demand for packaged food. Furthermore, the convenience of use & cost-effectiveness of flexible packaging are the crucial parameters supporting the expansion of the global market. Moreover, the rising consumer preference for convenience products will positively influence market performance over the review era. Consumer preferences are changing due to smaller households and busy lifestyles, needing simple products to open, carry, use, store, dispose of and serve their on-the-go lifestyles. Consequently, product packaging that complements modern lifestyles is becoming more popular. In addition, the growing consumer purchasing power is also likely to catalyze the performance of the market over the review era. The factors such as changing consumer lifestyles & consumption habits, adoption of flexible packaging in a variety of end user industries, high market penetration of ready-to-eat meals, a high number of working-class professionals, advancements in food processing techniques, and highlighting the benefits are also projected to boost-up the performance of the market over the coming years. The emergence of bio-based & biodegradable films and growing demand for packaging solutions across the food & beverage, healthcare & personal care industries that ensures enhanced protection & convenience handling are the major growth driver for the Flexible Packaging Market. Increase in demand for snack and convenience food in small or single size portions fuels the growth of the flexible packaging market. The packaging industry is

moving toward flexible packaging, owing to its multi-fold energy and environmental advantages.

Today, the demand is increasing rapidly for flexible packaging as it is used by the food and beverage, personal and home care industries, as well as pharmaceutical, to protect the countless life-enhancing and life-saving products every day. And demand is increasing rapidly. The world's population is projected to reach 8.5 billion by 2030 and surpass 9.7 billion by 2050 (*Source: <https://www.un.org/>*), necessitating a significant increase in food production. Global supply chains will need to adapt to this growth, and flexible packaging will play a critical role in delivery of safe and affordable products to consumers, improving accessibility no matter where they are. Further, growing global initiatives to promote sustainable packaging due to increasing plastic wastage on landfill is primarily fueling growth of the sustainable packaging market. Thus, opportunities in the flexible packaging market are the growing demand for sustainable packaging and better substitute for traditional packaging materials because of increasing awareness about hygiene. Consumer demand for eco-friendly and sustainable product packaging has proven remarkably stable and robust throughout the societal changes that have occurred in the last several years.

However, the high costs of raw materials which are required for making flexible packaging products, poor recycling infrastructure end use restrictions on recycled flexible packaging and rapid changes in technology are the major factors expected to hinder the growth of flexible packaging market.

The Asia Pacific (APAC) region is the home to the fastest-growing economies and most populous countries in the world. The region is expected to have the largest market share in the coming years. The region provides great amount of opportunities for the growth of the flexible packaging market due to the growing population. Further, the presence of organized retail sector, developing e-commerce sector, availability of low cost labour and the easily available raw materials as well as growing popularity of snacks and beverages in the developing nations of the Asia Pacific region will drive the market growth in the years to come.

9. Internal Control System, their Adequacy and Operative Effectiveness

UFLEX believes in continued reinforcement of the Financial and Operational Controls, intended to improve transparency, accountability and effectiveness of the

Company's processes. The Company has in place a well-framed internal control system that authorizes, records, and reports transactions to safeguard assets and protect against loss from unauthorized use or disposition. The internal controls ensure the reliability of data and financial information to maintain accountability of assets. They are supplemented by extensive internal audits, management review, and documented policies, guidelines and procedures.

The Company has a robust Internal Audit mechanism, conducted as per the pre-approved calendar. Based on the audit, Internal auditors periodically report on the design deficiency and operational inefficiency, if any, apart from recommending further improvement measures, to accomplish the Company objectives more efficiently. The observations and agreed action plans are presented quarterly to the Audit Committee that reviews the adequacy of the controls implemented by the Management.

Some significant features of the internal control of systems are:

- The Audit Committee of the Board of Directors, comprising of independent directors regularly review the audit plans, significant audit findings, adequacy of internal controls, compliance with accounting standards as well as reasons for changes in accounting policies and practices, if any;
- A well-established Internal Audit team operates in line with best governance practices. It reviews and reports to management and the Audit Committee about compliance with internal controls and the efficiency and effectiveness of operations as well as the key process risks.

Both the Internal Financial Control and Legal Compliance framework are subject to review by the Management in respect of their adequacy and operational effectiveness. These systems in turn are also reviewed by the Internal Auditors, Statutory Auditors and the Audit Committee.

10. Risk Management

While the world and businesses are recovering from the impact of the COVID-19 pandemic, new external and internal risks continue to challenge businesses in every possible way amplifying existing risks. Not only are the nature of risks evolving, but the speed of risk is increasing with faster time to impact. Geo-political situations like the Russia-Ukraine war and collapse of Silicon Valley

Bank in USA have further forced global businesses to revisit their operations, delivery, supply chains and contractual aspects. Risk Management is becoming even more relevant as the risk landscape continues to evolve radically at a fast pace and thus Company continues to focus on a system-based approach to business risk management. The management of risk is embedded in the corporate strategies of developing a portfolio of world-class businesses that best match organisational capability with opportunities in domestic and international markets, developing capabilities and competencies for the future in order to enhance competitiveness and win in the markets of tomorrow.

The Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. The Company's governance structure has well-defined roles and responsibilities, which enable and empower the Management to identify, assess and leverage business opportunities and manage risks effectively. The Company periodically assesses risks in the internal and external environment, along with the cost of treating risks and incorporates risk treatment plans in its strategy, business and operational plans. The Company through its risk management process, strives to contain impact and likelihood of the risks. UFLEX's approach for risk management flourishes on the ability to demonstrate agility and proactive management of unforeseen risks. The Company is committed for creating sustainable position through an in-depth understanding and management of material risks, as well as maximizing value by unleashing new opportunities. UFLEX practices well-defined and established enterprise-level Risk Management Framework which is entrenched in the core business strategy and planning process of the organisation. This enhances its ability to manage risks and transform risks into opportunities as practically as possible. The Framework is governed by an overarching Risk Management Policy which clearly articulates the Company's approach for managing risks across the organization.

The Company has a Risk Management Committee which plays an important role in supporting the Board in the oversight and management of risk. The objective of risk management activities is to recognise, assess, and manage risks early on. It helps the timely implementation of appropriate measures to mitigate the identified

risks and concerns. At UFLEX, risk management is a continuous process of analysing and managing all the business risks that arise owing to the dynamic industry that the Company operates within. The Risk Management Committee oversees the effectiveness of the risk management framework. The Company has formalized & documented a detailed Manual on Internal Financial Control covering each activity involving Financial and Operational transactions, the probable risk underlying those activities and the control tools to prevent such risks either through manual or automated process.

All the Financial, Operational and Legal risks associated at transactions and operational levels are taken care through the above systems. In addition to these, there are other risks which arise during the course of decision making on strategic and corporate financial matters of the Company.

The Company has identified following nature of risks which may be associated with the decisions on Strategic and Corporate Financial matters of the Company.

- Political, Social and Economic Risks
- Market Risk
- Technology Selection Risk
- Capital Structuring Risk
- Exchange & Interest Rate Risk
- Credit Risk
- Liquidity Risk
- Foreign Currency Risk
- Commodity Price Risk

The Management of the Company evaluates the above risks before taking any decision on strategic and corporate financial matters.

On the basis of the aforesaid Risk Management Process followed by the Company the Risk Management Committee and Audit Committee review & evaluate in detail the establishment and adherence of the Company's Enterprise Risk Management System and also review and evaluate the adequacy and efficacy of the same.

Further, the Board reviews the recommendation of the Audit Committee on the establishment, adherence, adequacy and efficacy of the Company's Enterprise Risk Management framework.

11. Company's Standalone and Consolidated Financial Performance & Analysis

Results of Operations

(Rs. in Crore)

Particulars	Standalone		Consolidated	
	Year ended 31-Mar-23	Year ended 31-Mar-22	Year ended 31-Mar-23	Year ended 31-Mar-22
INCOME				
Revenue from Operations	6778.89	5673.78	14662.51	13127.13
Other Income	38.12	46.81	129.42	108.98
Share in Profit / (Loss) of Associate for the Year	0.00	--	-4.99	4.30
Share in (Loss) of Joint Venture for the Year	0.00	--	-2.46	-3.62
Total Income	6817.01	5720.59	14784.48	13236.79
EXPENDITURE				
Cost of Materials consumed	4504.83	3756.76	9304.95	8022.15
Purchase of Stock-in-Trade	81.10	29.62	81.1	101.64
Changes in Inventories of finished goods, work-in-progress and Stock-in-Trade	-22.82	-82.19	-165.31	-364.31
Employee benefits expense	560.60	506.79	1079.22	924.95
Other expenses	943.82	847.34	2630.27	2293.16
Expenses Allocated to Self Constructed Assets	-12.27	-17.39	-24.25	-20.78
Total Operating Expenses	6055.26	5040.93	12905.98	10956.81
EBIDT	761.75	679.66	1878.50	2279.98

Segment-wise performance has been disclosed at Note No- 43 of the financial Statement.

12. Significant Changes in Financial Ratios

During the year, the significant changes in the financial ratios of the Company, which are more than 25% as compared to the previous year are summarized below:

Standalone Basis

Financial Ratio	FY 2022-23	FY 2021-22	Change (%)	Reason for change
Debt to Equity Ratio	0.85	0.65	30%	The significant change in these ratios are due to the additional borrowings during the year coupled by increase in utilisation of working capital facilities due to increase in the operational volumes of the Company.

Details of other significant changes in key financial ratios, along with explanations thereof have been disclosed in Note no. 50 of the Notes on the Financial Statements (Standalone) for the financial year ended 31st March 2023.

13. Human Resource Development/ Industrial Relations

Human Resources are vital and most valuable assets for the Company. They play a significant role in the Company's growth strategy. The Company emphasizes on talent nurturing, retention and engaging in a cordial, amicable and constructive relationship with employees with a focus on productivity and efficiency and underlining safe working practices. UFLEX is a truly global organization that recognizes the capabilities, contributions, potential, and value of its human capital. The Board of Directors also value the professionalism and commitment of all employees of the Company and place on record their appreciation and acknowledgement of the efforts, dedication and contribution made by employees at all levels that has contributed to Company's success and remain in the forefront of flexible packaging business.

People's safety and well-being are the utmost priority to the organization. Our objective is always to identify and adopt the best practices of every region in our work culture. The Human Resource function of UFLEX leads from the front and leaves no stone unturned to make a positive difference in the lives of its employees. Employee communication and engagement remain at the heart of Company's approach and are facilitated by technology. To foster a more connected organization, the company has been using various media to stay connected with the workforce, providing emotional support. The Company aims to help each employee reach their fullest potential, and thus employee development strategy is aimed at creating a dynamic talent pipeline, capable of supporting the organization to meet evolving business challenges in the long run. The Company educate its employees through regular training which helps them acquire new skills, increase their productivity, climb the corporate ladder and take up bigger responsibilities and above all keep them motivated and aligned to organizational goals.

The Company believes in providing Equal Growth Opportunities to all those who have the ability and willingness to perform. The Company is committed to the growth and development of its employees to strengthen their functional, managerial, and leadership capabilities. The Company has a focused approach with the objective of addressing all capability gaps and preparing its employees to adapt to the fast-changing external environment to meet the Company's strategic

objective. The Company had 7194 permanent employees in Indian Operations as on 31st March, 2023. The Company maintains healthy, cordial and harmonious industrial relations at all level and in the Financial Year 2022-23, industrial relations across the Company were cordial & harmonious.

14. Environment, Occupational Health & Safety

Environment is one of the most important aspects of Company's business ethos and it believes in taking all the measures necessary to continuously improve its environmental performance over time. The Company is committed to ensuring environmentally sustainable and responsible operations to achieve highest standards of excellence. In terms of environmental performance, UFLEX aims to minimise impact and create a positive footprint wherever possible. The company also ensures a safe and healthy workplace for the wellbeing of its employees

The Company being in the business of flexible packaging plays a very important role in the conservation of natural resources and reduction in carbon gas emission through recycling and reprocessing of the waste materials and saving the land fill areas. The Company actively promote, improve, develop and establish EHS policies, work practices, standards and norms for all activities across its manufacturing plants. As an environmentally conscientious organization, the Company is mindful of its responsibility towards sustainable ecosystem and biodiversity.

UFlex' global sustainability initiative 'Project Plastic Fix', is designed to form measures that focuses on solutions to keep plastic in the economy and out of the environment. The Company aims to manage plastic waste stock and flow through its 4R approach to transform 'Waste to Wealth'- Reduce, Reuse, Recycle & Return. Further, for fulfilling the obligation of providing a safe and healthy work environment, the Company continually work towards identifying, assessing and managing environmental impacts and health & safety risks of all activities & products.

Statement of Disclosure of Remuneration

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The information required under Section 197 of the Act and the Rules made there-under, in respect of employees of the Company, is follows:-

(a) **The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year;**

Non-Executive Director	Ratio to Median Remuneration
Smt. Indu Liberhan	2.10
Shri Tara Sankar Bhattacharya	0.74
Shri Pradeep Narendra Poddar	1.24
Shri Alok Sabharwal (upto 31-10-2022)	0.25
Shri Paresh Nath Sharma	2.97
Shri Sujit Kumar Varma (w.e.f. 14.02.2023)	0.25
Executive Director	
Shri Ashok Chaturvedi	390.69
Shri Jagmohan Mongia	50.09

(b) **The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;**

Name of Person	% Increase in Remuneration
Non-Executive Director	
Smt. Indu Liberhan	13.33
Shri Tara Sankar Bhattacharya	-33.33
Shri Pradeep Narendra Poddar	0.00
Shri Alok Sabharwal	-50.00
Shri Paresh Nath Sharma*	1100.00
Shri Sujit Kumar Varma (w.e.f. 14.02.2023) #	NA
Executive Director	
Shri Ashok Chaturvedi (M.D.)	9.05
Shri Jagmohan Mongia (Whole Time Director)	1.76
Key Managerial Personnel (KMP)	
Shri Rajesh Bhatia (CFO)	2.77
Shri Ajay Krishna (Company Secretary)	49.37

* Shri Paresh Nath Sharma was appointed as an Independent Director of the Company on 11.02.2022, therefore, percentage increase in his remuneration is exponential

Shri Sujit Kumar Varma was appointed as an Independent Director of the Company on 14.02.2023; therefore, it is not possible to calculate percentage increase in his remuneration.

(c) **the percentage increase in the median remuneration of employees in the financial year:** 7.96%

(d) **the number of permanent employees on the rolls of company**

As on 31.03.2023 employees are 7194. However, the data taken for calculation of median remuneration of the employee is 8296.

(e) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;**

Average increase in salary of employees in 2022-23 was 8.00%. Percentage increase in the managerial remuneration for the year was 8.17%.

(f) **Affirmation that the remuneration is as per the remuneration policy of the company.**

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavours to attract, retain, develop and motivate a high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance base variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

For & on behalf of the Board

Place : Noida
Dated : 30th May, 2023

Ashok Chaturvedi
Chairman & Managing Director
DIN: 00023452

Information regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo required under the Companies Accounts Rule, 2014 and forming part of Directors' Report

A. Conservation Of Energy

The growth of the industry and its rapid industrialization is putting tremendous pressure on the available energy resources. The “Energy for All” initiative represents a global commitment to address energy poverty and achieve universal energy access. By prioritizing sustainable and clean energy solutions, promoting partnerships, and leveraging technology and innovation, the goal is to ensure that everyone has access to affordable, reliable, and sustainable energy services, thereby contributing to social and economic development, worldwide.

In today's world, the importance of energy conservation cannot be ignored. As we face the challenges of climate change and depleting energy resources, adaptation of energy-efficient practices is crucial for achieving sustainable development. In an era of increasing energy demand and environmental concerns, energy conservation has emerged as a critical strategy for achieving a sustainable future. The idea is to adopt energy conservation process to reduce energy consumption and promote for a greener world.

In general, efforts and measures that we undertake to limit energy consumption are called “Energy Conservation”. Renewable energy sources can be replenished back in nature but Non-renewable sources are not available for unlimited time and it takes millions of years for regeneration. Our aim should be to reduce, reuse, and recycle available resources. Alternate energy sources like tidal energy, wind energy and solar energy should be used to conserve fossil energy sources.

The energy conservation is crucial for mitigating climate change, protecting the environment, ensuring energy security, reducing costs, promoting sustainable development, improving public health and driving innovation. It is an integral part of transitioning to a more sustainable and low-carbon future. Energy conservation offers multiple benefits to industries, including cost savings, enhanced competitiveness, regulatory compliance, improved sustainability profile, CSR alignment, innovation opportunities and increased energy security. Sustainable use of energy across its premises is an important element of business decision

making process of the Company. Energy efficiency / conservation efforts are taken in the organization on continual basis. The Company continues to focus on conservation of natural resources in general and of energy in particular. Since conservation of energy and maximize output is need of hour, energy conservation is an ongoing process in our organization and the Company has taken following steps for the same:

(a) Energy Conservation measures taken during financial year 2022-23

The Company have been focusing upon energy conservation as a part of Sustainability Drive. The Initiatives for Energy conservation may be in reducing Power and Fuel (KWH, HSD/PNG) consumption by maximizing the usage of Renewable Resources, optimizing the Manufacturing Processes, Improving the Production capacity of Equipment's, Upgrading Equipment's that uses lower Energy, etc. These sustainability initiatives not only help to provide the competitive Edge to the competitors but also improve the bottom line of the organization.

Energy conservation is the need of the hour to stay in the competitive world and is the way of doing Business. It improves the overall productivity and profitability to compete in the Business. It helps to open up the opportunities for innovation and improved efficiency, while reducing risks arising from price volatility and helping us manage natural resources.

The Company has taken several initiatives across production Blocks and utilities to boost its energy efficiency in order to achieve its commitment towards reducing absolute energy consumption and moreover specific energy consumption of various products in terms of SPC (Specific Power consumption) and SFC (Specific Fuel consumption). Company's Energy management system is certified with ISO 50001: 2018.

Below mentioned are few major Initiatives that the Company undertook and implemented successfully to realize the financial benefits during the financial year 2022-23.

1. Reduction in Chiller Load with the installation of CLCT:

The Company has installed Close Loop Cooling Towers of 2x150 CMH each, in order to reduce the chilled water load of process by 200 TR. This has resulted in energy savings by 110 KWH ie INR 54 Lac per year.

2. Installation of High Efficiency Fan in place of conventional centrifugal fan.

On trial basis, the Company has installed one EC + Fan on air washer which has resulted in saving of 6 KWH ie INR 3 Lacs per year.

3. With the modification in the pipe lines, Line 3 Chill Roll load can be transferred to Line 2 CLCT, which will result in saving of 36 kwh, if Line 2 is stopped.

4. Installation of New Cooling Tower in the AC Plant

The Company has installed new cooling tower in order to reduce the cooling water temperature by 10 Deg F. This has resulted in reduction of Chiller power and saving Rs. 23 Lacs per annum

5. Installation of Gas Gen sets in order to eliminate operation of HFO based Gen sets:

With the Installation of Gas Gen set of 8.70 MW, we have eliminated use of HFO Gen sets in NCR and improved environmental conditions.

6. Drive to plug air leakages and hot & cold Insulation Jobs.

As an ongoing drive, we have organized special drives to identify and plug air leaks in the Factory. This has resulted in saving of compressor power. Likewise, condition of insulations also checked regularly and damaged insulation portion is replaced with new one, objective being to prevent the energy losses.

7. The Company has replaced the existing TF Heater panels with PLC/HMI controlled panels for faster response in controlling hot oil temperature to the process. Outdoor manual isolator was replaced with outdoor panel, resulting into safe and reliable contact changeover. Similarly, the Company replaced 25 years old 33 KV electrical panels in its plant with ABB make new generation panels.

8. In order to improve reliability of TF Heaters at A-1, new temperature indicators were

provided for immediate corrective action, if its temperature reduces from the set value.

9. In order to reduce the humming sound from A-1 Transformer bus duct, additional insulators were provided in the bus bar, resulting into safer operations.

10. Optimizing 100 TR chiller operation for whole plant and switching off 75 TR chiller to realise the benefits of Rs 4.41 lac/annum

11. Installation of VFD in Adhesive section AHU resulting into benefit of Rs 3.84 lac/annum.

(b) Future Proposals for Energy Conservation

Functional coated products developments - Offline coated product:

R&D has developed function coated products for polyester and BOPP film i.e. Acrylic Coating on BOPP (Single and both side), PVDC Coated Polyester Film (Single and both side), Alternate side PVDC and acrylic coating, LTS and MOB coated film.

The market potential of functional coated products – 800 MT/month.

Steps are continuously being taken towards innovation and renovation of products including new product development and enhancement of product quality/profile, to offer better products to customers.

High seal strength in polyester Film (>2.5 kgf/Inch):

Aim to increase the seal strength more than 2.5 kgf/Inch in polyester film for lock seal application with seals to itself for mono material solution w.r.t sustainability solution.

Heat Seal Easy Tear Film

Aim to provide Excellent Easy Tear Property in MD & TD direction for sealing purpose for Ketchup Sachet, Shampoo Sachet packaging application.

Matt Barrier BOPP film

Aim to provide barrier coating to reduce WVTR and OTR properties for matt BOPP film for overwrap application.

Seal and easy peel polyester Film by Master batch root:

Aim to develop polyester film by master batch root to eliminate coating process and making it cost effective.

BOPE film – Development of Biaxially oriented polyethylene (BOPE) film for standup pouch.



PBAT film – Development of Bio-degradable film for sustainability solution.

BSF film – Development of Batter separator film for Battery application.

Alu Foil – Development of Aluminium Foil for Battery application.

CuF – Development of Copper Foil for Battery application.

Low density PET Film – To Increase the yield of polyester film.

Further, the following proposals are in process:

- The Company is planning to install Air washers in the TDO Area of Line 02. This will shift the existing chiller load on water cooled air washers. By this, we will be able to reduce Chiller load by 150 TR, thereby reducing the electrical bill substantially.
- As a sustainable project, the Company is planning to generate Hydrogen from the solar power and use this Hydrogen as 10 % replacement fuel in Gas Gen sets & TF heaters, proportionately reducing dependence on natural gas.
- The Company is planning to use power from group captive solar plant through open access. This will strengthen our commitment towards usage of renewable energy.
- The Company is planning to shift its oil heating from natural gas to bio mass based fuel.

(c) Impact of measures at (a) & (b) above for reduction of energy consumption

The measures taken have resulted in savings in cost of production, power consumption, reduction in carbon dioxide emissions & processing time.

(d) The steps taken by the Company for utilizing alternate source of Energy

The Company is using Piped Natural Gas, as a Fuel for heat generation in lamination process.

(e) The Capital Investments on Energy Conservation Equipment

The Company has not made any major capital investments during the year 2022-23.

B. Technology Absorption

I. The efforts made towards Technology Absorption

The Company as a matter of policy exposes its technical staff to latest technological developments by encouraging them to participate in domestic as well as global technical seminars and expositions; this helps them to further improve their knowledge

and skills, which in turn results in better quality products and increased productivity.

The R&D has carried out multiple products, Certification, Patents, National Awards, processes and technologies with continued focus to develop through our creative edge, in a highly competitive industry by Investing in cutting-edge technology for research and development of products in accordance with global trends. We employ design thinking to connect with our consumers' evolving requirement. During FY2022-23, we added a range of value-added features to our existing products and successfully created differentiation for our products in the market. R&D team works hand-in-hand with Production and Marketing team to introduce and establish new products and to ensure proper Quality, Output, Cost and efficiency. Our futuristic, high-quality products are our brand value. FY2022-23 witnessed the launch of several new products and certification in IMS, Initiation for NABL (National Accreditation Board for Testing and Calibration Laboratories) certification and National awards to respond to the needs of its customers both in the domestic as well as international markets, with concurrent commitment to improve quality and productivity. The capability to develop new products boosts the morale and the culture of the organization.

Also, before commencing trials on the main plant, all new polymers, coating chemicals, are first tested on Lab / pilot scale in extensively developed test facilities. All the new product trials are taken under supervision of senior R&D personnel.

II. The benefits derived like product improvement, cost reduction, product development or import substitution

Product innovation and renovation, improvement in yield, product quality, input substitution, cost effectiveness and energy conservation are the major benefits.

R&D are Product improvements in terms of quality and quantity, conversion cost reduction, import substitution, widening the product range etc.

R&D has developed inline/offline coated and Coextruded/Compounded master batches products and Water/Solvent based different type of coatings like Process Technology for product improvement, cost reduction, product development.



Product Developed:

1) PET based Silica masterbatch solution of 40,000 ppm and 60,000 ppm for BOPET film handling

The packaging films business has enhanced the handling methodology of BOPET films with the development of a new PET Silica masterbatch solution that controls anti-blocking properties in BOPET film development. So far, the flexible packaging business had been using 6000 ppm to 10000 ppm of Silica chips that comprises of 7.5% to 12.5% dosing used of silica chips for film production. Usage of Silica chips facilitates easy film roll handling, and prevents from issues like rippling, forming of wrinkles on the surface, and blocking hazards. With the development of value enriched Silica Master batch solution with up to 40000 and 60000 ppm, the packaging films business has not only achieved higher anti-blocking properties but has also been successful to make a significant reduction in cost of production. Additionally, with this development, the packaging films business has been able to lower down the dosage level to 1.2% for film manufacturers.

Product has been commercialized with production of 171.27 MT BOPET quantity of 10 & 12 micron in each type of grade.

The value creation approx. 20 Cr/year cost saving from 40000 ppm and approx. 30 Cr/yr from 60000 ppm of silica master batch.

2) F-AFR-M - 12 μ (Alu- Alu replacement metallized Polyester film) Offline coated product

F-AFR-M is replacement of Al- Foil and 0.1 Barrier properties targeted to achieved.

Food packaging requires a strong packaging structure that protects the content from a lot of extraneous factors that could spoil the product. Responding to the packaging requirements of High barrier BOPET film F-AFR-M – In order to meet the exceptional barrier requirements for oxygen and moisture sensitive products e.g. milk powder, coffee packaging or beverage packaging, the Flexible Packaging Films business division of UFlex has developed a barrier BOPET film 'F-AFR-M' with metallization on one side and the option of corona treatment on the other side. F-AFR-M offers metal bond strength of more than 600gm/25mm that allows

easy handling and machinability. Owing to its high oxygen and moisture barrier properties and easy recyclability, the film has emerged as a successful replacement for aluminium foil for dried packaging application, enabling brands step closer to their sustainability goals.

3) R-312 (Heat-seal coating for Alu/ lidding foil for pharmaceutical blisters application) Water base coating

HSL Coating developed as replacement of VMCH coating with following specialty -

- Environment Friendly as it is water Based for Al-Foil to Al-Foil OR Polyester Sealing, where presently available VMCH coating doesn't seal with Polyester OR Replacement of VMCH coating.
- It can be applied by Normal Gravure Coater.
- Goods Sealability between wide range of temperatures
- Cost-effective in use
- Blister integrity comparable to conventional systems
- Pharmaceutical lidding foil free of retained solvents

4) F-TFE 12/15/19/23 μ (THERMOFORMABLE BOPET FILM)

"F-TFE" is Mono or Co-extruded transparent Biaxially-Oriented Polyethylene Terephthalate or BOPET film is specially designed for thermoforming applications for depth formation and this film is recommended to be laminated with a sealant layer. Its outstanding properties include high tensile strength, chemical stability, dimensional integrity and transparency. It is an updated version of our existing grade of F-TFP. In additionally, this film can be corona treated on both sides or on a single side to enable wettability for ink adhesion while printing. A recent sample was approved by an LLP named Print and Pack of Uzbekistan, and U-Flex produced 36 MT quantities of 12 microns, 15 microns and 19 microns for them.

5) F POX- 12 μ (Excellent Oxygen and Moisture Barrier Transparent BOPET film) Offline coating

F-POX' is an excellent oxygen (0.5 cc/m² / day) and moisture barrier (2.0 gm/m² /day)

transparent BOPET film with optical clarity. Superior product than PVDC coated PET film and of EVOH PET film. It is also thermally stable and achieves exceptional processability. This film enables see-through packaging while functioning as a high aroma retention barrier. Therefore, it is apt for storing dry and chilled food.

6) F-ETB - 12 μ (TRANSPARENT HIGH BARRIER EASY TEAR POLYESTER FILM) Offline coating

F-ETB film has following features and sampling done European market

- Excellent Easy Tear Property in MD & TD
- Superior Oxygen barrier (1.0 cc/m² /day)
- Good Moisture Barrier (< 25 gm/m² /day in duplex structure)

7) F-ETB-M - 12 μ (METALLISED HIGH BARRIER EASY TEAR POLYESTER FILM) Offline coating

F-ETB-M film has following features:

- Excellent Easy Tear Property in MD & TD
- Superior Oxygen barrier (<0.5 cc/m² /day)
- Good Moisture Barrier (< 1.0 gm/m² /day in duplex structure)
- The metal bond between the metal & film is 100gm/25mm

8) F TFE- 160 μ (PET BLISTER FORMING FILM) Monolayer extruder

F-TFE is especially designed to meet stringent requirements to replacement the PVC film, which is carcinogenic and not green by as per polyester film for Thermoforming blister application.

15 MT resin produced at Malanpur and Film run conducted at JBF Dubai by May'22.

9) Accu Slit-3300

After successful performance of Accu Slit-2500 and Accu Eco Slit-3000, our design team got motivated to develop the New Slitter of width 3300, christened as Accuslit-3300 for slitting Metalised BOPP and other substrates. In the FY23, we supplied 3 such slitters to Dharwad plant, Mexico and USA in record time.

10) Quick Changeover Trolley System

Initiated with an objective to bring down the Changeover time on printing machine. This helps not only in time saving but also increases the productivity and enhanced Capacity

utilization. This concept has been developed for the first time in this industry and is under Patent approval process.

In the current scenario the requirement of shorter run jobs forces many Changeovers per day, resulting in more down time. Further, it adds to operational fatigue having ergonomic issues for the operational team. Hence, the innovative idea for INK TROLLEY QUICK CHANGE OVER SYSTEM for rotogravure machine comes in with overall 50% (approx.) reduction in changeover time. Target is to set to complete the whole change over process of complete 8 colour machine along with doctor blade, impression sleeve, ink circulation system and printing cylinder by bring in automation and performing the whole operation at a press of a button for all colours. Only the Sleeve change over fitment is to be done simultaneously by operator separately during the automatic changeover process. This system was showcased in the recent Plastindia Exhibition in Feb'23 at Pragati Maidan where it was very well appreciated by the customers and visitors.

11) HFFS ROTARY PACKAGING MACHINE FOR NON-TOBACCO PRODUCTS

Machine: ROTARY NON-TOBACCO-800

Purpose & Features –

- Fully Automatic Horizontal Rotary Form Fill & Seal Continuous Motion Machine Specially Designed For Non-Tobacco/ FMCG Product Like Spices, Powders, Hair Die Etc.
- Machine Is Fully Automatic controlled through HMI.
- Speed 800 Packs Per Minute.
- Machine Can Pack In 3-Side Seal And 4- Side Seal Pouches.
- Tape Joint Detection.
- Empty Pouch Collection Without Stopping Machine.
- Safety Interlocking And 360 Degree Guarding.
- Batch Collection As Per Pre-Defined Numbers.
- Motorized Scrapper Setting.
- Auto Roll Changer

Benefits

High speed automatic machine for this segment. This machine is having much higher

productivity at low cost, as compared to other machines.

Commercial Impact

The machine is having very good market potential because of its high productivity, efficient operation, low power consumption and very user friendly.

Status -

Many machines are already running successfully at different customer sites after its launch.

12) FORM FILL SEAL MACHINE

Machine: High Speed Vertical Form Fill Seal (FFS) Machine

Purpose & Features

- Designed for high-speed output to pack different types of snacks.
- Fully automatic controlled through HMI with multiple servo drives.
- Speed upto 140 packs per minute.
- Batch collection as per pre-defined numbers.

Benefits

- Gives benefits of low footprint for customer due to high production rate.
- Low energy cost per pack.

Commercial Impact

- Has very high market potential because of efficient operation with high productivity
- Saves packing cost per pack for the customer.

Status

- Launched and running at certain customers' facilities successfully for initial bulk trials with suitable multi-head weigher.

ACHIEVEMENTS

- **NABL Certification - ISO 17025:2017:** General requirements for the competence of testing and calibration laboratories i.e. ISO 17025:2017 has been initiate from April'22.
- **Patents:** R&D department of Films Business has filed four patents in this financial Year and out of them one patent granted in the month of March, 2023.
- Monolayer PET blister forming film
- Thermoformable Packaging Film

- Heat-seal coating for ALU/ lidding foil for pharmaceutical blisters application
- Thermoplastic Films Having Asymmetric Properties – Patent granted on 15th March 2023.
- **National awards** – R&D has won six Nation awards for new innovation and creativity from:
 - SIES SOP Star Awards 2022 (3 Nos)
 - IFCA Star Awards 2022 (2 Nos)
 - The Indian Institute of Packaging national awards 2022 (1 Nos)

III. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- NIL

IV. The expenditure incurred on Research and Development – 2022-2023 - Rs.144.98 Lacs.

C. Foreign Exchange Earnings And Outgo

1. Activities relating to exports:

Initiatives taken to increase exports; development of new export markets for products and services and export plans:

The Company is at present exporting its products to USA, Europe, Asia Pacific, Middle East, Africa & other countries. The Company is continuously exploring possibilities of exporting products to different markets.

2. During the period under review:

(Rs. in Crores)

a) Earnings in Foreign Exchange		
i)	F.O.B. value of export of manufactured/ Stock in Trade	1252.24
ii)	Service provided	9.47
b) Expenditure		
i)	CIF Value of Imports	1795.16
ii)	Expenditure in Foreign Currency	29.94

For & On behalf of the Board

Ashok Chaturvedi

Place : NOIDA
Dated : 30th May, 2023

Chairman & Managing Director
DIN: 00023452

Business Responsibility & Sustainability Report

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L74899DL1988PLC032166
2.	Name of the Listed Entity	UFLEX Limited
3.	Year of incorporation	1988
4.	Registered office address	305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash – I, New Delhi – 110 048
5.	Corporate address	A-108, Sector-IV, Noida- 201301
6.	E-mail	secretarial@uflexltd.com
7.	Telephone	0120 - 4012345
8.	Website	www.uflexltd.com
9.	Financial year for which reporting is being done	01-04-2022 to 31-03-2023
10.	Name of the Stock Exchange(s) where shares are listed	The BSE Limited The National Stock Exchange of India Limited
11.	Paid-up Capital	Rs. 72,21,14,860
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Ritesh Chaudhry, Senior Vice President (Secretarial) & Company Secretary, Email ID: secretarial@uflexltd.com Phone no.: 0120-4012345
13.	Reporting boundary- Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Disclosures made in this report are on a standalone basis

Products/services

14. Details of business activities (accounting for 90% of the turnover):

S. no.	Description of main activity	Description of business activity	% of turnover of the entity (FY23)
1	Flexible Packaging Material	Flexible packaging manufacturer and exporter, with a wide variety product such as: Flexi-tubes, lids, confectionery foils, others	94.5%
2	Engineering Business	Manufacturing major for top-of-the-line packaging, printing and allied machines	5.5%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total turnover contributed
1	Flexible Packaging Material	22209 - Manufacture of other plastics products n.e.c	94.5%

Operations
16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	10	5	15
International	0	0	0

17. Markets served by the entity:
a. Number of locations

Locations	Number
National (No. of States)	28 states & 8 Union Territories
International (No. of Countries)	150

b. What is the contribution of exports as a percentage of the total turnover of the entity?

19%

c. A brief on types of customers

Uflex is a leading multinational flexible packaging and solutions company, serving as a one-stop-shop for all flexible packaging needs, serving varied sectors spanning FMCG, Consumer Product Goods, Pharmaceuticals, Building Materials, Automobile and much more. Uflex serves a wide range of customers across various sectors and geographies. Some of its global clients include **P&G, PepsiCo, Coca-Cola, Nestle, Mondelez, L'Oreal, Britannia, Haldiram's, Amul, Kimberly Clark, Reckitt, Dabur, ITC, Perfetti, GSK, Agrotech Foods, Mars Wrigley, Amcor, Mondi, UPM Raflatac** among others.

Uflex provides flexible packaging solutions for products such as **snack foods, candy and confectionery, sugar, rice & other cereals, beverages, tea & coffee, dessert mixes, noodles, wheat flour, soaps and detergents, shampoos & conditioners, vegetable oil, spices, marinates & pastes, cheese & dairy products, frozen food, sea food, meat, anti-fog, pet food, pharmaceuticals, contraceptives, garden fertilizers and plant nutrients, motor oil and lubricants, and automotive and engineering components.**

18. Employees

Details as at the end of Financial Year:

a. Employees and workers (including differently abled):

S.No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Employees						
1.	Permanent (D)	2,830	2,661	94	169	6
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total employees (D + E)	2,830	2,661	94	169	6
Workers						
4.	Permanent (F)	4,364	4,349	99	15	1
5.	Other than Permanent (G)	2,968	2,953	99.49	15	0.51
6.	Total workers (F + G)	7,332	7,302	99.59	30	0.41

b. Differently-abled Employees and workers

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Differently Abled Employees						
1.	Permanent (D)	0	0	0	0	0
2.	Other than Permanent (E)	0	0	0	0	0
3.	Total differently abled employees (D + E)	0	0	0	0	0
Differently Abled Workers						
4.	Permanent (F)	3	3	0	0	0
5.	Other than permanent (G)	0	0	0	0	0
6.	Total differently abled workers (F + G)	3	3	0	0	0

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	1	16.67
Key Management Personnel	3	0	0

20. Turnover rate for permanent employees and workers

	FY 2022-23 (%)			FY 2021-22 (%)			FY 2020-21 (%)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	16	31	17	15	34	16	13	21	14
Permanent Workers	17	50	17	13	47	13	15	33	15

21. Holding, Subsidiary and Associate Companies (including joint ventures)

(a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/ No)
1	Flex Middle East FZE	Subsidiary	100	No
2	Flex Americas S.A. de C.V.	Subsidiary	100	
3	Flex P. Films (Egypt) S.A.E.	Subsidiary	100	
4	Flex Films Europa Sp.zo.o	Subsidiary	100	
5	Flex Films (USA) Inc.	Subsidiary	100	
6	Uflex Europe Ltd.	Subsidiary	100	
7	Uflex Packaging Inc.	Subsidiary	100	
8	UPET Holdings Ltd.	Subsidiary	100	
9	UPET (Singapore) Pte. Ltd.	Subsidiary	100	

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/ No)
10	Flex Films Africa Pvt. Ltd.	Subsidiary	100	No
11	Flex Films Europa Korlatolt Felelossegu Tarsasag	Subsidiary	100	
12	Flex Films Rus LLC	Subsidiary	100	
13	LLC Flex Chemicals Pvt. Ltd.	Subsidiary	100	
14	Flex Foils Bangladesh Pvt. Ltd	Subsidiary	100	
15	Flex Specialty Chemicals Egypt S.A.E.	Subsidiary	100	
16	Plasticfix Europa Spolka Z Ograniczona Odpowiedzialnoscia	Subsidiary	100	
17	Flex Pet (Egypt) S.A.E.	Subsidiary	100	
18	USC Holograms Pvt. Ltd.	Subsidiary	68	
19	Flex Foods Limited	Associate	47.15	
20	Digicyl Pte. Ltd.	Joint Venture	50	
21	Digicyl Ltd.	Joint Venture	50	

22. CSR Details

- (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No) - Yes
- (ii) Turnover (in Rs.) – 6778.89 Cr.
- (iii) Net worth (in Rs.) – 2819.63 Cr.

23. Transparency and Disclosures Compliances

Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-23			FY 2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Investors (other than shareholders)	Yes	Over the course of FY2023 and the preceding fiscal year, Uflex has demonstrated a steadfast commitment to proactively addressing the needs and concerns of all our stakeholders. This commitment is deeply embedded within our corporate ethos and is a core pillar of our operations. Our approach has been predicated on the principle of open, transparent, and regular engagement, aimed at creating a robust mechanism for dialogue, feedback, and resolution of potential concerns. We have instituted a well-defined engagement process which is regularly followed to ensure the effective gathering of feedback, the understanding of our stakeholders' perspectives, and the timely resolution of any potential issues, complaints, or grievances. This process reflects the importance we place on our stakeholders' views and experiences and is a testament to our dedication towards fostering a culture of mutual respect and understanding.					
Shareholders	Yes						
Employees and workers	Yes						
Customers	Yes						

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	FY 2022-23			FY 2021-22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Value Chain Partners	Yes	<p>Throughout our interactions, we have sought to actively listen, understand, and respond effectively to our stakeholders' concerns, whether they are related to our interventions, operations, or broader corporate actions. We have endeavored to ensure that each concern is thoroughly investigated, thoughtfully addressed, and conclusively resolved to the satisfaction of the stakeholder involved.</p> <p>We are pleased to report that, as a result of these rigorous efforts, no grievances were raised by stakeholders during our interactions in FY2023 and the preceding fiscal year. This is not only indicative of the success of our engagement efforts but also reinforces our commitment to maintaining a harmonious relationship with our stakeholders.</p> <p>As we move forward, we remain steadfast in our commitment to maintaining this open and transparent line of communication with our stakeholders. We understand the vital importance of ensuring their voices are heard, and their concerns are promptly and effectively addressed. We are unwavering in our commitment to uphold these principles, as we believe they are integral to our continued growth, success, and the fostering of strong, positive relationships with our stakeholders.</p>					

24. Overview of the entity's material responsible business conduct issues.

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Environment Impact	Risk and Opportunity	Risk: Poses risks such as environmental degradation, pollution, resource depletion and legal liability Opportunity: Offers opportunities such as innovation, efficiency improvement, waste reduction and stakeholder engagement	Emphasizing rigorous adherence to environmental regulations and fostering awareness among value chain partners	Negative: Risk of operational failure or breakdown owing to impact of environment on the supply chain or the processes Positive: Opportunity to contribute to environment preservation and thereby gaining stakeholders trust
2	Operational Efficiency and Sustainable Processes	Opportunity	Operational efficiency and sustainable processes drive cost savings, resource optimization, and environmental responsibility, ensuring a balance between productivity and long-term sustainability.	-	Positive: Enhanced saving via optimized processes, while contributing to the environmental safeguarding.
3	Product Innovation and Design	Opportunity	Research and development, along with technological advancements, present opportunities for quality improvement, efficiency enhancement, and gaining a competitive advantage.	-	Positive: Improving the quality of products and customer satisfaction can expand market reach and increase market penetration

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Disaster and risk management	Risk and Opportunity	<p>Risk: Disaster and risk management entails addressing potential risks such as disruption, damage, and loss resulting from unforeseen events or emergencies.</p> <p>Opportunity: This discipline also provides opportunities to foster resilience, facilitate effective recovery, and promote continuous learning from past incidents, leading to improved preparedness and mitigation strategies.</p>	Strategizing disaster and risk response through conducting in-depth risk assessment checks; and conducting regular monitoring activities while engaging internal as well as external stakeholders	<p>Negative: Possibility of encountering challenges that could lead to disruptions in the supply chain or manufacturing process, ultimately impacting production</p> <p>Positive: Enhancing safety protocols and implementing rigorous reviews can effectively mitigate potential disruptions and thereby reduce loss possibility</p>
5	Employee Relation and safety	Opportunity	Cultivating strong employee relations and safety fosters a positive work environment, boosts morale, enhances workplace safety measures, reduce accidents, and ensure a motivated and engaged workforce, leading to a more efficient and resilient organization	-	By enhancing operational efficiency, minimizing employee absences and turnover rates, fostering a culture of engagement and satisfaction, reducing healthcare expenditures, attracting and retaining top-tier professionals, and bolstering brand reputation
6	Community Relation and CSR	Opportunity	Community engagement and CSR initiatives present opportunities for community goodwill, positive community impact, and alignment with stakeholders' expectation and vision	-	Promoting social cause and working with the community helps gather market trust and expand with collaborative support.
7	Business Ethics & Integrity	Risk and Opportunity	<p>Risk: Business ethics and integrity pose potential risks including ethical breaches, reputational damage, and legal liability.</p> <p>Opportunity: Embracing business ethics and integrity offers opportunities for ethical leadership, stakeholder trust, and social responsibility.</p>	Emphasizing the importance of rigorous policy adherence, efficient implementation, regular internal or external reviews, and comprehensive audits takes precedence.	<p>Negative: Escalating levels of regulatory scrutiny bring forth the possibility of setbacks, including potential penalties or fines, increasing the risk of failure</p> <p>Positive: Capitalizing on the expanding market acceptance of ethical business and unlock new possibilities and foster exponential growth</p>
8	Disclosure	Opportunity	By disclosing relevant and reliable information about our activities and performance, we seize opportunities to build trust, foster accountability, and enhance our reputation among stakeholders and the public.	-	Positive: Transparent practices play a crucial role in shaping a favorable public image and fostering trust with investors and stakeholders.

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

The purpose of this section is to support businesses in showcasing their organizational structures, policies, and processes that have been established to embrace and implement the Principles and Core Elements outlined in the National Guidelines on Responsible Business Conduct (NGRBC).

S. No.	NGRBC Principles
P1	Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.
P2	Businesses should provide goods and services in a manner that is sustainable and safe
P3	Businesses should respect and promote the well-being of all employees, including those in their value chains
P4	Businesses should respect the interests of and be responsive to all its stakeholders
P5	Businesses should respect and promote human rights
P6	Businesses should respect and make efforts to protect and restore the environment
P7	Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent
P8	Businesses should promote inclusive growth and equitable development
P9	Businesses should engage with and provide value to their consumers in a responsible manner

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy And Management Processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	https://www.uflexltd.com/policies.php								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	N	N	N	N	N	N	N	N	N
4. Name of the national and international codes/ certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) mapped to each principle.	Uflex adheres to rigorous standards and certifications across various domains. The company is ISO 9001 certified for maintaining high-quality management systems. It also complies with ISO 14001 for effective environmental management and ISO 45001 for occupational health and safety. Uflex demonstrates its commitment to energy management through ISO 50001 certification and risk management through ISO 31000. The company's testing and calibration laboratories adhere to ISO/IEC 17025, ensuring accurate results. Uflex is ISO 22000 certified for food safety management and ISO 15378 certified for pharmaceutical packaging materials. It follows ISO 14298 for security printing and ISO/IEC 27001 for information security management. Additionally, Uflex holds various certifications and memberships, including ITSA, IHMA, Halal India Certification, Forest Stewardship Council (FSC), BRCGS, SEDEX, Agmark, Workplace Assessment for Safety and Hygiene, ASPA membership, and the HSSMS certificate.								

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
<p>5. Specific commitments, goals and targets set by the entity with defined timelines, if any.</p>	<p>Uflex Limited is dedicated to ensuring a clear direction for its operations and growth. In pursuit of this, the company is currently undertaking a comprehensive process to formulate its goals and targets. These goals and targets are being carefully crafted to align with a set of 9 principles, which serve as a guiding framework for Uflex Limited’s strategic planning.</p> <p>By adhering to these principles, Uflex Limited aims to foster a strong foundation for its business practices. The company recognizes the importance of setting specific, measurable, and time-bound targets that reflect its commitment to various aspects such as sustainability, social responsibility, innovation, customer satisfaction, and more.</p> <p>Through this ongoing effort, Uflex Limited seeks to establish a roadmap that outlines its aspirations and the specific milestones it aims to achieve within defined timelines. By aligning its goals and targets with these 9 principles, Uflex Limited aims to ensure a holistic approach to its operations, emphasizing accountability, transparency, and long-term success.</p>								
<p>6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.</p>	<p>Not applicable</p>								
<p>Governance, leadership and oversight</p>									
<p>7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure)</p> <p>Uflex, a global leader in flexible packaging materials and solutions, continues to demonstrate a robust commitment to environmental, social, and governance (ESG) challenges. This commitment is evident in the company’s proactive approach to sustainability and responsible business practices that seek to create long-term value for all stakeholders.</p> <p>Environmental responsibility remains at the forefront of Uflex’s agenda. The company’s global sustainability initiative, ‘Project Plastic Fix’, is designed to provide solutions that keep plastic in the economy and out of the environment. This initiative underscores Uflex’s four-pronged approach towards waste management, known as the 4R strategy: Reduce, Re-use, Recycle and Return.</p> <p>Uflex has consistently been an innovator when it comes to sustainable solutions. Its Asclepius film, made with up to 100% post-consumer recycled PET content, represents a significant reduction in carbon footprint compared to virgin BOPET grades. This product underscores the company’s commitment to the circular economy and has received recognition for its sustainability and low carbon footprint. Such initiatives highlight Uflex’s dedication to reducing plastic waste and contributing to a closed loop ecosystem.</p> <p>The company’s efforts to recycle multi-layered plastic (MLP) waste into granules and its conversion of waste plastic into fuel through its Pyrolysis plant are notable examples of its commitment to resource conservation and waste reduction. Uflex also offers biodegradable packaging solutions that break down into harmless components like water, biomass, and carbon, when in contact with soil, thereby addressing concerns related to uncollected plastic waste.</p> <p>Social responsibility and community development are integral parts of Uflex’s ethos. The company’s social awareness campaigns emphasize the importance of understanding plastic’s role in the circular economy and underscore the need for collective action to manage plastic waste.</p>									



Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
<p>Uflex is also taking significant strides towards carbon neutrality. The company aims to reduce almost 175,000 tons of carbon emission equivalent by the end of 2024. To this end, Uflex has partnered with Creduce Technologies Ltd, aiming to co-create a time-bound strategy towards carbon neutrality. The company is also committed to implementing various community development and outreach programs to meet its ESG goals.</p> <p>On the governance front, Uflex's approach ensures transparency, accountability, and ethical business practices, facilitated by effective risk management practices and robust internal control systems. In conclusion, Uflex's commitment to ESG challenges is comprehensive and multi-faceted. The company continually strives to innovate and drive change towards a more sustainable future, demonstrating its leadership in the flexible packaging industry. As Uflex moves forward, it continues to set ambitious targets to further safeguard our planet and create long-term value for its stakeholders.</p>									
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy/policies	Shri Ashok Chaturvedi, Chairman & Managing Director Email ID: secretarial@uflexltd.com Phone no.: 0120-4012345								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Shri Ashok Chaturvedi, Chairman & Managing Director Email ID: secretarial@uflexltd.com Phone no.: 0120-4012345								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee									Frequency (Annually/ Half yearly / Quarterly/ Any other – please specify)								
	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9	1	2	3	4	5	6	7	8	9
Performance against above policies and follow up action	All of the organization's policies are approved by the Board and examined on a regular or as and when deemed necessary.									As and when required								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The organization has put together the essential processes for compliance with all relevant requirements.									As and when required								
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9									
	Yes, Uflex has actively pursued an independent assessment and evaluation of its policies in collaboration with EY (Ernst & Young). The evaluation conducted by EY has yielded valuable insights and comprehensive recommendations, which have played a crucial role in enhancing the effectiveness of Uflex's policies. This partnership demonstrates Uflex's commitment to ensuring a robust and well-informed policy framework that aligns with industry best practices and fosters continuous improvement.																	

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
The entity does not consider the Principles material to its business (Yes/No)	Not Applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as “Essential” and “Leadership”. While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	<p>At Uflex, we are steadfast in our commitment to the professional development of our board members and key managerial personnel, emphasizing topics such as our business sustainability. This aligns seamlessly with the NGRBC principles, which we view as a cornerstone of our corporate philosophy.</p> <p>Our internal stakeholders benefit from a variety of training modules, covering vital topics such as our Code of Conduct, Prevention of Sexual Harassment, and Health and Safety. These modules ensure our team operates in a safe, respectful, and professional environment.</p> <p>In our continued journey of knowledge and growth, we are working towards introducing a periodic training program centered on the NGRBC principles. This initiative will further enhance our culture of responsible and sustainable business practices, ensuring all team members are not just informed, but proficient in integrating these principles into their daily work. In doing so, we strive to maintain Uflex as a beacon of responsible business conduct.</p>		
Key Managerial Personnel			
Employees other than BoD and KMPs			
Workers			



2. **Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):**

	Monetary				
	NGRBC Principle	Name of the regulatory/ Enforcement agencies/ Judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	In the fiscal year FY23, Uflex exhibited a strong commitment to regulatory and legal compliance. Neither the company nor its directors or Key Managerial Personnel (KMPs) faced any monetary fines, penalties, or settlements from interactions with regulatory bodies, law enforcement, or judicial institutions. This achievement demonstrates our dedication to maintaining high standards of integrity and transparency in all our operations.				
Settlement					
Compounding fee					
	Non-Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment	None				
Punishment					

3. **Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.**

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
Not applicable	

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Uflex maintains a robust anti-corruption and anti-bribery policy, applicable uniformly across all our entities. Our commitment to upholding the highest standards of integrity and ethical behavior is central to our operations and all our interactions. We foster a culture of trust, accountability, and responsibility, treating all stakeholders with the utmost respect and dignity. Every business decision we make takes ethical considerations into account, reflecting our unwavering commitment to integrity. This commitment is a cornerstone of our reputation and success, enabling us to build enduring relationships based on mutual trust and shared values.

Looking ahead, we plan to further fortify our anti-corruption measures through regular policy updates, comprehensive training programs, and stringent monitoring mechanisms. Our aim is to ensure Uflex remains a beacon of ethical business conduct in our industry and beyond.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption.

	FY 2022-23	FY 2021-22
Directors	<p>We are pleased to report that in both FY23 and FY22, our unwavering commitment to these principles was evident as there were no recorded instances of bribery or corruption involving our Directors, Key Management Personnel (KMPs), employees, or workers.</p> <p>This signifies our proactive approach to ensuring a culture of transparency and accountability that permeates our organization. Consequently, no actions were necessitated by any law enforcement agency concerning these matters during these fiscal years.</p> <p>At Uflex, we remain steadfast in our commitment to uphold the highest ethical standards, fostering a culture that underscores our dedication to fairness, honesty, and professionalism.</p>	
KMPs		
Employees		
Workers		

6. Details of complaints with regard to conflict of interest:

	FY 2022-23		FY 2021-22	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	<p>At Uflex, we take great pride in our commitment to excellent governance standards, which is evident in our actions and achievements. In both FY23 and FY22, we successfully maintained an environment free from any reported conflicts of interest involving our Directors or Key Management Personnel (KMPs).</p> <p>Our proactive approach in managing potential conflicts of interest underscores our dedication to upholding transparency and trust within our organization. We have created a culture of accountability that allows us to address any potential issues promptly and efficiently, ensuring our operations remain aligned with our values and standards.</p> <p>This accomplishment serves as a testament to our unwavering commitment to maintaining an open, transparent, and accountable organization that prioritizes the best interests of all our stakeholders.</p>			
Number of complaints received in relation to issues of Conflict of Interest of the KMPs				

7. Provide details of any corrective action taken or underway on issues related to fines / penalties /action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not applicable

Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe

ESSENTIAL INDICATORS

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2022-23	FY 2021- 22	Details of improvements in environmental and social impacts
R&D	1.45 Cr.	1.47 Cr.	Uflex's commitment to sustainability and innovation is evident in our strategic initiatives, which encompass a wide range of projects and collaborations aimed at enhancing recyclability, reducing environmental impact, and promoting renewable energy. Here are some of our key accomplishments and ongoing projects:

	FY 2022-23	FY 2021- 22	Details of improvements in environmental and social impacts
			<ol style="list-style-type: none"> 1. Foil Replacement Film: We've developed a new type of film designed to replace foil in packaging. This innovation enhances the recyclability of our products and aligns with emerging bans on non-recyclable materials. 2. High-Transparency, High-Barrier Film: We've created a high-transparency, high-barrier film with enhanced Oxygen Transmission Rate (OTR) and Water Vapor Transmission Rate (WVTR) properties. This development supports eco-friendly food packaging and contributes to a reduced carbon footprint. 3. Recyclable BOPET Film: In a world-first, we've innovated a recyclable BOPET film that uses water as a solvent. This achievement underscores our commitment to developing sustainable and recyclable products. 4. R&D Investment: Recognizing the importance of research and development, we have made significant investments in our R&D facilities. This enhances our capabilities and reduces our reliance on external sources for innovation and product development. 5. Green Hydrogen Project: In our ongoing efforts to align with global renewable energy goals, we've initiated a green hydrogen project. This project represents our dedication to exploring and implementing sustainable energy sources. 6. Film Recycling and Biodegradable Alternatives: We are actively exploring opportunities in film recycling and the development of biodegradable alternatives. This research is part of our commitment to reducing waste and promoting sustainability in our industry. 7. Collaborations with Research Institutes: We are actively collaborating with research institutes for additional green initiatives. These collaborations enable us to expand our knowledge, foster innovation, and accelerate our sustainability efforts. <p>These initiatives reflect Uflex's unwavering commitment to sustainability and responsible business practices. We continue to explore and implement innovative strategies to enhance our products, reduce our environmental impact, and contribute positively to the global sustainability landscape.</p>
Capex			Nil

2. Does the entity have procedures in place for sustainable sourcing? (Yes/No) b. If yes, what percentage of inputs were sourced sustainably?

At Uflex, we are deeply committed to implementing sustainable sourcing practices across the majority of our business segments. Our goal is to minimize our environmental impact and contribute positively to a more sustainable future. Local sourcing plays a key role in our strategy, as it not only reduces transportation emissions but also supports local economies. We prioritize local sourcing of raw materials wherever feasible, aligning our practices with both environmental sustainability and social responsibility.

Looking ahead, we plan to further fortify our sourcing practices through the implementation of our 'Sustainable Supply Chain and Responsible Sourcing' policy. This policy will provide a structured approach to ensuring that

our supply chain operations align with our commitment to sustainability and responsible business practices. By prioritizing sustainable sourcing, we aim to create a more resilient supply chain, reduce our environmental footprint, and uphold our commitment to making a positive impact on our communities and the planet. Our vision is to continue leading the way in our industry, setting a benchmark for sustainability and responsible sourcing.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste: (d) other waste.

As a business-to-business (B2B) entity, our direct responsibility for our products at the end of their life cycle is limited. However, we hold ourselves accountable for the effective management of waste generated during our manufacturing and operational processes.

At various Uflex operational sites, we have implemented robust mechanisms and procedures for the efficient handling of waste. This includes recycling, reusing, and proper disposal of waste materials. All these procedures are carried out in strict compliance with regulatory standards, ensuring the safety of our environment and our workforce. To ensure optimal waste management, we collaborate with authorized dealers who uphold our commitment to environmentally responsible practices. This collaboration enables us to ensure that waste materials are treated and disposed of appropriately, minimizing environmental impact. We remain committed to continuously improving our waste management practices, contributing positively to a more sustainable future.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Extended Producer Responsibility (EPR) is a key aspect of our sustainability strategy at Uflex, and it applies to five of our business segments: Aseptic liquid packaging, Packaging films, Flexible packaging, Holography, and Chemicals.

We have proactively taken steps to submit our EPR plan to the Pollution Control Boards for most of these segments. This step demonstrates our commitment to ensuring that our products are managed responsibly at every stage of their lifecycle, from production to post-consumer use. For the remaining segments, we are actively working on preparing and submitting our EPR plans. Our aim is to ensure that we have comprehensive EPR coverage across all our operations. This will enable us to further reduce our environmental footprint and contribute to a more sustainable future.

At Uflex, we take our responsibilities as a producer very seriously. We are dedicated to continuous improvement in our EPR practices and are committed to meeting and exceeding regulatory requirements in all our business segments.

Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

ESSENTIAL INDICATORS

1. a. Details of measures for the well-being of employees

Category	Total (A)	% of employees covered by									
		Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	2,661	2,661	100	2,661	100	0	0	0	0	2,661	100
Female	169	169	100	169	100	169	100	0	0	169	100
Total	2,830	2,830	100	2,830	100	169	100	0	0	2,830	100
Other than Permanent employees											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0

b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent workers											
Male	4,349	4,349	100	4,349	100	0	0	0	0	4,349	100
Female	15	15	100	15	100	15	100	0	0	15	100
Total	4,364	4,364	100	4,364	100	15	100	0	0	4,364	100
Other than Permanent workers											
Male	2,953	2,953	100	2,953	100	0	0	0	0	2,953	100
Female	15	15	100	15	100	15	100	0	0	15	100
Total	2,968	2,968	100	2,968	100	15	100	0	0	2,968	100

2. Details of retirement benefits

Benefits	FY 2022-23			FY 2021-22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	85	90	Y	60	40	Y
Gratuity	100	100	Y	100	100	Y
ESI	26	45	Y	25	40	Y

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

We are committed to creating an inclusive environment where everyone feels valued and supported. As part of this commitment, we actively take steps to ensure that majority of our facilities are friendly and accommodating to individuals with diverse abilities. This involves considering accessibility in our facility design and layout to minimize barriers and maximize ease of navigation. Our ongoing efforts to enhance accessibility reflect our dedication to inclusivity and our belief that everyone should have equal access to our facilities. By creating an environment that removes barriers and fosters inclusiveness, we aim to provide a welcoming and supportive experience for all individuals.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy

Yes, Uflex has a comprehensive Equal Opportunity Policy in place that is fully committed to providing equal opportunities for individuals with disabilities. This policy extends to all areas of employment, training, and professional growth. We deeply value inclusivity and diversity in our workforce. As such, our policy promotes a workplace environment that supports and respects the rights and well-being of individuals with disabilities. It strictly prohibits any form of discrimination based on disability.

By adhering to this policy, we are actively fostering a culture of inclusivity and diversity. We believe that everyone, including individuals with disabilities, brings unique value and perspectives to our organization. Hence, we are committed to creating an environment where every individual is respected, valued, and given the opportunity

to contribute to their fullest potential. At Uflex, we see the strength in our diversity and continue to uphold our commitment to inclusivity as a core part of our corporate values.

Policy Weblink: <https://www.uflexltd.com/policies.php>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	0	0	0	0
Female	3	100	0	0
Total	3	100	0	0

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief

	(If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes, Uflex has a well-established mechanism in place to receive and address grievances from all our employees and workers. Our organization has implemented a comprehensive grievance redressal system designed to provide everyone the opportunity to voice their concerns and submit their grievances.
Other than Permanent Workers	This system enables thorough investigations into all reported grievances, ensuring they are addressed in a fair, transparent, and timely manner. Our commitment to transparency and fairness extends to every step of the grievance redressal process.
Permanent Employees	We firmly believe in upholding the rights and well-being of all individuals within our organization. Our grievance redressal system is a testament to this belief. It serves as a vital tool in maintaining a supportive and equitable work environment where everyone feels valued and heard.
Other than Permanent Employees	At Uflex, we strive to foster an inclusive and respectful workplace culture. We remain committed to addressing all concerns promptly and fairly, ensuring our employees and workers feel respected, heard, and valued.

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Category	FY 2022-23			FY 2021-22		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	0	0	0	0	0	0
Male	0	0	0	0	0	0
Female	0	0	0	0	0	0
Total Permanent Workers	0	0	0	0	0	0
Male	0	0	0	0	0	0
Female	0	0	0	0	0	0



8. Details of training given to employees and workers:

Category	FY 2022-23					FY 2021-22				
	Total	On Health and safety measures		On Skill upgradation		Total	On Health and safety measures		On Skill upgradation	
	(A)	No. (B)	% (B/A)	No. (C)	% (C/A)	(D)	No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	2,661	1,784	67%	1,872	70%	2,529	1,686	67%	1,497	59%
Female	169	26	15%	29	17%	155	26	17%	24	15%
Total	2,830	1,810	64%	1,901	67%	2,684	1,712	64%	1,521	57%
Workers										
Male	4,349	2,831	65%	3,437	79%	4,213	2,677	64%	2,379	56%
Female	15	1	7%	1	7%	19	1	5%	1	5%
Total	4,364	2,832	65%	3,438	79%	4,232	2,678	63%	2,380	56%

*Each worker is being given multiple trainings on regular basis under EHS & Skill upgradation

9. Details of performance and career development reviews of employees and worker:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	2,661	2,661	100	2,529	6,529	100
Female	169	169	100	155	155	100
Total	2,830	2,830	100	2,684	2,684	100
Workers						
Male	4,349	4,349	100	4,213	4,213	100
Female	15	15	100	19	19	100
Total	4,364	4,364	100	4,232	4,232	100

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, what is the coverage of such a system?

At Uflex, we prioritize the health and safety of our employees above all else. We have implemented a robust Occupational Health and Safety Management System that spans across all our operational units, facilities, offices, and business segments. Our proactive approach involves conducting regular safety audits and inspections of our workplace areas to ensure compliance with all health and safety standards. Our advanced system allows us to identify potential workplace risks and hazards, enabling us to implement preventive measures and minimize incidents.

One of our key tools in maintaining safety is our near miss reporting format. This format encourages employees to report any potential incidents within our premises, allowing us to conduct thorough investigations, determine causes, and implement preventive actions. This not only aids in reducing workplace accidents, but also fosters a culture of safety consciousness within the company. Additionally, we have Environmental, Health, and Safety (EHS) Manual and Standard Operating Procedures (SOPs) in place to guide our operations and ensure the safety of our employees and workers.

Complementing these safety measures, our packaging films and chemical divisions are ISO 45001 certified, a testament to our commitment to maintaining an Occupational Health and Safety (OHS) Management System of the highest standard. At Uflex, we remain committed to promoting a safe and healthy work environment for all our employees, continually advancing our practices to meet and exceed industry safety standards.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Uflex employs a comprehensive approach to identify work-related hazards and assess risks in order to maintain a safe working environment. Our multifaceted process incorporates periodic safety audits, inspections, and Hazard Identification and Risk Assessment (HIRA) techniques.

Our cross-functional teams perform safety audits on a regular basis, aiming to identify potential hazards and assess corresponding risks. This proactive approach ensures potential issues are identified and addressed promptly. To manage hazards associated with non-routine tasks, we have implemented a work permit system. This allows us to maintain control and oversight over such activities, ensuring that all safety requirements are adhered to.

Moreover, we place a high emphasis on daily identification and rectification of unsafe acts and conditions. This ongoing vigilance contributes to maintaining a safe work environment and helps to prevent accidents before they occur. These measures collectively contribute to our commitment to safety and wellbeing of our workforce. At Uflex, the safety of our employees remains our top priority and we continuously strive to uphold our high safety standards.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks.

At Uflex, we have established a comprehensive safety framework across all our business segments to ensure that our workers can promptly report work-related hazards and take necessary steps to safeguard themselves.

1. **Direct Reporting:** Workers can directly report any hazards or risks to their supervisors or the designated safety officer. This allows for immediate action and helps to minimize potential harm.
2. **Incident Forms:** We have a system in place where workers can document potential hazards through incident forms. This helps us keep a recorded track of all reported hazards and allows us to carry out a thorough investigation.
3. **Safety Committee Meetings:** Regular safety committee meetings provide a platform for workers to report work-related hazards and discuss mitigation plans. These meetings encourage open dialogue and collective problem-solving.
4. **Safety Observation Register:** We maintain a safety observation register, allowing workers to document and report any unsafe conditions or acts. This proactive approach aims to prevent minor issues from escalating into major accidents.
5. **Incident Management System:** Our incident management system enables workers to report incidents in a specified format, ensuring standardized and efficient documentation.
6. **Regular Plant Rounds:** Regular interaction with shop floor workers during daily plant rounds provides opportunities to address any work-related hazards and concerns directly.

These multiple channels of communication foster a proactive reporting culture and contribute significantly to the safety and well-being of our workforce. At Uflex, we remain committed to maintaining a safe working environment and ensuring the welfare of our workers.

d. Do the employees/ workers of the entity have access to non-occupational medical and healthcare services?

At Uflex, we prioritize the health and well-being of our employees and workers, offering comprehensive non-occupational medical and healthcare services across all our business segments.

1. **First Aid Boxes:** We have strategically placed first aid boxes at multiple locations throughout our facilities. These boxes are maintained by trained first aiders and our safety department and contain essential supplies for immediate medical assistance. Emergency contact numbers and directions to the nearest hospitals are also prominently displayed.
2. **Annual Health Checkups:** We conduct annual health checkups for all our employees in specific business segments, ensuring regular monitoring of their health and well-being.
3. **Comprehensive Medical Insurance:** Uflex provides comprehensive medical/healthcare insurance to all employees, extending coverage to their family members as well. This helps ensure that our employees and their families have access to necessary medical care when needed.
4. **Employee State Insurance Corporation (ESIC) Facility:** For our workers in the flexible packaging, chemical, and holography segments, we offer access to the Employee State Insurance Corporation (ESIC) facility. This extends healthcare coverage to their family members, providing additional support and peace of mind.

These measures underscore Uflex’s unwavering commitment to the health and well-being of our workforce. We believe in creating an environment where our employees and workers feel cared for and supported, both within and outside the workplace.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2022-23	FY 2021-22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	9.534	6.531
	Workers	0.534	0.531
Total recordable work-related injuries	Employees	25	12
	Workers	4	1
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	1	1
	Workers	0	0

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

At Uflex, we demonstrate an unwavering commitment to adhering to the standards and regulations outlined in the Factory Act, 1948, and the Environment Protection Act, 1986. Furthermore, we go beyond compliance, implementing proactive measures to foster a safe and healthy work environment.

1. **Comprehensive Training Programs:** We provide rigorous safety training to our employees, equipping them with the knowledge and skills needed to work safely and responsibly.
2. **Regular Safety Inspections:** Our safety team conducts regular inspections of our facilities to identify potential hazards and ensure adherence to safety protocols.
3. **Behavioral-Based Safety Practices:** We promote a culture of safety consciousness, encouraging employees to take personal responsibility for their safety and the safety of others.
4. **Emergency Response Preparedness:** We ensure our teams are prepared to respond effectively in the event of an emergency, conducting regular drills and maintaining updated emergency response plans.
5. **Compliance with Latest Regulations:** We stay abreast of the latest safety and environmental regulations, ensuring our practices align with current standards.
6. **Safety Committee Meetings:** Regular safety committee meetings provide a platform for discussing safety issues and implementing proactive measures.

7. **Employee Health Checkups:** We conduct regular health checkups to monitor the health and well-being of our employees.
8. **Mock Drills:** We organize regular mock drills to train our employees in emergency response procedures and to test our preparedness.

At Uflex, we believe that a safe and healthy work environment is fundamental to our success. Our proactive measures underscore our commitment to safeguarding our employees, our facilities, and the environment.

13. Number of complaints on the following made by employees and workers

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	<p>At Uflex, we are pleased to report that we have received no complaints from any employees or workers concerning working conditions or health and safety practices within our organization. This positive feedback is a testament to our steadfast commitment to ensuring the safety and well-being of our employees and workers.</p> <p>Safe and Conducive Working Environment: We prioritize the creation of a safe and conducive environment, where our employees and workers can perform their roles effectively and comfortably.</p> <p>Employee Well-being: The health and well-being of our workforce remains at the forefront of our operational ethos. We have comprehensive measures in place to ensure the physical and mental wellness of our staff.</p>					
Health & Safety	<p>High Standards: Our dedication to maintaining high standards of working conditions and health and safety practices is unwavering. This commitment ensures a productive and safe workspace that meets and exceeds regulatory requirements.</p> <p>Continuous Improvement: We continuously strive to enhance our health and safety practices, incorporating feedback from our employees and workers and adapting to evolving industry standards.</p> <p>Our employees and workers are our most valuable asset, and their satisfaction and safety are paramount to us. We will continue our efforts to uphold and enhance our strong record in maintaining exemplary working conditions and health and safety practices across all our operations.</p>					

14. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100
Working Conditions	100

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

Numerous proactive measures have been taken to enhance fire and health safety in the workplace, demonstrating a strong commitment to reducing health and safety risks and preventing the reoccurrence of unsafe conditions and incidents across all businesses. Regular evaluations and assessments are conducted to identify any further areas of improvement and to address emerging concerns related to health and safety practices and working conditions.

In terms of engineering controls, for instance, cut-off systems, level transmitters, and switches have been installed in storage tanks to enhance safety measures. Reactors now feature temperature detectors and wells

to prevent fires and runaway reactions. Nitrogen purging systems have been implemented for the safe handling of flammable substances. Fire suppression systems, relief valves, and flame arrestors have also been installed to eliminate potential hazards. Cooling systems have been put in place to prevent polymerization in hazardous materials. Additionally, measures such as static dissipaters, earthing clamps, antistatic flooring, and safety shoes have been implemented to mitigate electrostatic hazards. Adequate ventilation systems and safety measures for electrical fixtures have been incorporated as well. Firefighting infrastructure, including hydrants and sprinklers, has been installed to promptly address fire-related incidents. Emergency procedures and work permits have also been established to ensure compliance and appropriate response to emergencies.

From the perspective of administrative controls, a Management of Change procedure has been introduced to effectively manage any changes that may impact safety. Incident reporting systems have been established to promptly identify and address any safety concerns. A chemical compatibility matrix has been implemented to ensure the safe handling and storage of hazardous substances. Furthermore, comprehensive training programs have been developed to educate employees about safety protocols and best practices. Visual displays have been strategically placed to promote safety awareness and reinforce safe working habits. Regular on-site emergency preparedness procedures and drills are conducted to ensure preparedness in case of emergencies. Work permits have been implemented to regulate non-routine activities involving contractors and maintain safety standards.

A significant emphasis is placed on personal protective control, prioritizing the utilization of top-tier personal protective equipment (PPE) and fostering heightened employee awareness. To determine the suitable PPE for each task, a meticulous hazard assessment process is employed, and the outcomes are incorporated into a comprehensive PPE matrix. Based on the nature of their activities, employees are supplied with various types of PPE, including but not limited to organic full-face vapor masks, nitrile gloves, safety shoes, and full-face masks.

Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders

ESSENTIAL INDICATORS

1. Describe the processes for identifying key stakeholder groups of the entity.

At Uflex, we recognize the significance of stakeholders who have the potential to influence or be impacted by our organization's activities, products, services, and performance. We prioritize identifying and prioritizing key stakeholders by evaluating their influence over our company and assessing the consequences of our business actions and their implications.

To formalize and strengthen our engagement with stakeholders, we have implemented a comprehensive "Stakeholder Engagement" policy. This policy serves as a guiding framework for our interactions and ensures that we engage with our stakeholders in a meaningful and transparent manner.

Key elements of our Stakeholder Engagement policy include:

- 1. Identification and Prioritization:** We undertake a thorough process of identifying and prioritizing stakeholders based on their relevance, influence, and potential impact on our organization.
- 2. Engagement Mechanisms:** We have established various mechanisms for engaging with stakeholders, such as regular meetings, surveys, consultations, and feedback mechanisms. These enable us to gather valuable insights, address concerns, and incorporate stakeholder perspectives into our decision-making processes.
- 3. Transparency and Communication:** We prioritize transparency in our communication with stakeholders, providing them with accurate and timely information about our activities, performance, and impacts. We actively seek to foster open and honest dialogue to build trust and mutual understanding.
- 4. Continuous Improvement:** We are committed to continuously improving our stakeholder engagement practices. We regularly evaluate and review our approaches, taking into account stakeholder feedback and evolving best practices.

Our Stakeholder Engagement policy underscores our commitment to building strong and mutually beneficial relationships with our stakeholders. We believe that engaging with our stakeholders in a transparent and collaborative manner not only strengthens our business but also enables us to address social, environmental, and governance challenges more effectively.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Investor/ Shareholder	No	Yearly General Assembly, shareholder gatherings, yearly financial statement, quarterly performance updates, press releases, corporate website, electronic correspondence, Stock Exchange (SE) notifications, in-person meetings / teleconferences.	Ongoing	Analysis of stock prices, dividend payouts, potential risks and challenges, competitive positioning, and financial robustness, growth prospects.
Government	No	Engagements with local/state/ national government officials and ministries, participation in conferences, dissemination of press releases	Ongoing	Advocacy for policies, disclosure of business information
Supplier/ vendor/ third party manufacturer	No	Discussions, electronic correspondence, gatherings, communication, and collaborative meetings	Ongoing	Achievement and sustainability, establishing brand presence, fostering transparent dialogue.
Media	No	Press briefings, emails, and meetings, Internal platform, email communications, survey tools, town hall sessions, and meetings	Ongoing	Performance updates, marketing, disclosure
Employees/ trainees/workers	No	Intranet platform, electronic communication, survey software, town hall sessions, and in-person meetings	Ongoing	Training and development, opportunities for professional growth, well-being initiatives, recognition of employees, maintaining work-life balance
Local community/ NGO	Yes	Gatherings, involvement facilitated by the corporate social responsibility implementation division	Ongoing	Dialogue on community development aspects, raising awareness, ensuring safety and security, addressing grievances.

Principle 5: Businesses should respect and promote human rights

ESSENTIAL INDICATORS

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2022-23			FY 2021-22		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
Employees						
Permanent	2,830	1,395	49	2,684	1,754	65
Other than permanent	0	0	0	0	0	0
Total employees	2,830	1,395	49	2,684	1,754	65
Workers						
Permanent	4,364	2,962	68	4,232	3,273	77
Other than permanent	0	0	0	0	0	0
Total workers	4,364	2,962	68	4,232	3,273	77

2. Details of minimum wages paid to employees and workers, in the following format

Category	FY 2022-23					FY 2021-22				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	2,661	0	0	2,661	100	2,529	0	0	2,529	100
Female	169	0	0	169	100	155	0	0	155	100
Other than permanent										
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
Workers										
Permanent										
Male	4,349	260	6	4,089	94	4,213	231	5.5	3,982	94
Female	15	0	0	15	100	19	0	0	19	100
Other than permanent										
Male	2,953	2,953	100	0	0	2,597	2,597	100	0	0
Female	15	15	100	0	0	13	13	100	0	0

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category (INR)	Number	Median remuneration/ salary/ wages of respective category (INR)
Board of Directors (BoD)	7	5,00,000	1	8,50,000
Key Managerial Personnel	3	2,81,70,840	-	-
Employees other than BoD and KMP	3,076	6,94,978	221	5,41,231
Workers	4,971	3,09,316	23	1,58,941

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, we have a comprehensive approach to addressing human rights impacts or issues caused or contributed to by our business. Our organization assigns the responsibility of serving as focal points for human rights matters to all our business heads, in addition to their regular responsibilities. This ensures that there is a dedicated and accountable individual at the helm of each business unit, actively addressing any human rights challenges that may arise. By empowering our business heads as focal points, we foster a culture of awareness and responsibility throughout our organization, enabling us to effectively identify, mitigate, and resolve any human rights issues related to our business operations.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

At Uflex, we have established robust internal mechanisms to effectively address human rights grievances. These mechanisms provide a fair and transparent process for individuals to report concerns and seek redress, ensuring that their voices are heard and their rights are protected.

Guided by our Grievance Redressal Policy, we prioritize thorough investigations into reported human rights violations. Our objective is to uncover the truth, understand the underlying issues, and take appropriate actions to address and resolve the grievances.

We are committed to upholding fundamental principles of dignity, equality, and justice within our organization. Our internal mechanisms for addressing human rights grievances reflect this commitment, as we strive to maintain a work environment that respects and upholds the rights and well-being of our employees and stakeholders.

We believe in providing a safe space for individuals to express their concerns and ensuring that every grievance is treated with the utmost seriousness and sensitivity. Our goal is to rectify any violations, take necessary disciplinary actions, and implement preventive measures to foster a workplace culture that is inclusive, respectful, and supportive.

At Uflex, we are resolute in our commitment to protecting human rights and continuously improving our internal mechanisms for addressing grievances. We work diligently to create an environment where individuals can exercise their rights without fear and have confidence in our organization's commitment to justice and accountability.

6. Number of Complaints on the following made by employees and workers

	FY 2022-23			FY 2021-22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Discrimination at workplace	2	0	Successfully resolved	3	0	Conclusively resolved
Sexual Harassment	<p>At Uflex, we are proud to report that we have received no complaints from our employees or workers on any aspect other than discrimination at workplace, which has been successfully resolved. We place a strong emphasis on the well-being of our workforce and actively encourage them to report any safety issues or concerns they may encounter.</p> <p>To facilitate the reporting of safety issues, we have implemented several programs and initiatives. These include:</p> <p>Hazard Identification Processes: We have established robust hazard identification processes that encourage employees to proactively identify and report potential hazards in their work areas. This helps us address these issues promptly and implement appropriate preventive measures.</p> <p>Suggestion Schemes: Our suggestion schemes provide a platform for employees to contribute their ideas and suggestions for improving safety measures. This fosters a culture of continuous improvement and empowers employees to actively participate in enhancing our safety practices.</p> <p>EHS Committees: We have established Environment, Health, and Safety (EHS) committees comprising representatives from various departments. These committees serve as forums for employees to engage in safety discussions, share insights, and collectively work towards improving health and safety practices throughout the organization.</p> <p>These initiatives demonstrate our commitment to creating a safe working environment and involving our employees in the continuous improvement of our safety measures. We firmly believe that the active participation and feedback of our employees play a vital role in maintaining and enhancing our safety culture.</p> <p>At Uflex, we will continue to prioritize the well-being of our workforce and encourage their involvement in shaping our safety practices. By working together, we strive to create a workplace that is safe, supportive, and conducive to the overall well-being of our employees and workers.</p>					
Child Labour						
Forced Labour/ Involuntary Labour						
Wages						
Other human rights related issues						

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases

Yes, at Uflex we have mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases. Our Grievance Handling procedure ensures that any complaint is first brought to the attention of the reporting Manager. If the complaint is not resolved at this level, it is then escalated to the function Head for further investigation and action. In the event that the matter remains unresolved at the function head level, it is further escalated to the Business Head and HR Head. These senior management members carefully review the complaint, conduct a thorough investigation, and take appropriate measures to address the issue. The goal is to ensure a satisfactory and conclusive resolution that safeguards the complainant's rights and well-being while fostering a safe and inclusive work environment for all employee

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Uflex Limited recognizes and respects Human Rights and is committed towards protection of such rights.

9. Assessments of the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	<p>At Uflex, while our plants and offices have not undergone external assessments, we maintain an unwavering dedication to operational excellence and compliance with the highest standards. We prioritize internal monitoring, thorough inspections, and audits to ensure that our operations align with industry standards and regulatory requirements.</p> <p>Our commitment to upholding these standards is reflected in our internal processes, which include regular assessments and inspections conducted by our dedicated teams. These internal mechanisms allow us to identify areas for improvement, address any non-compliance issues, and continuously enhance our practices.</p> <p>While we have not pursued external assessments thus far, we remain open to future collaborations and opportunities for assessments or inspections. We recognize the value of external perspectives and expertise in helping us further strengthen our practices and benchmark our performance against industry best practices.</p> <p>At Uflex, we continuously strive to raise the bar of operational excellence, ensuring compliance with relevant regulations and delivering sustainable outcomes. We are committed to embracing new opportunities for collaboration and external assessments to enhance our practices and demonstrate our commitment to the highest standards of excellence and compliance.</p>
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not applicable

Principle 6: Businesses should respect and make efforts to protect and restore the environment

ESSENTIAL INDICATORS

1. Details of total energy consumption (in Giga Joules) and energy intensity, in the following format:

Parameter	FY 2022-23	FY 2021-22
Total electricity consumption (A)	168,239,167.79	78,990,124.14
Total fuel consumption (B)	64,130.30	2,223,059.99
Energy consumption through other sources (C)	463,290.20	247,185.21
Total energy consumption (A+B+C)	168,766,588.29	81,460,369.34
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	24,895.90	14,357.34

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

Not applicable

3. Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2022-23	FY 2021--22
Water withdrawal by source (in kilolitres)		
	FY 2022-23	FY 2021-22
(i) Surface water	65135	19962
(ii) Groundwater	655977	722526
(iii) Third party water (Municipal water supplies)	147993	69231
(iv) Seawater / desalinated water	0	0
(v) Others	24163	22173
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	893268	833892
Total volume of water consumption (in kilolitres)	363211	341900
Water intensity per rupee of turnover (kilolitres) / turnover in crore rupees)	53.58	60.25

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Yes, the entity has implemented a mechanism for Zero Liquid Discharge (ZLD) in several business segments.

In the aseptic liquid packaging unit, the company has successfully achieved Zero Liquid Discharge. This is made possible through the establishment of their own Effluent Treatment Plant (ETP) and Sewage Treatment Plant (STP). The treated water from these facilities is effectively reused for gardening and toilet flushing, ensuring responsible water management practices. Similarly, the engineering segment has also adopted ZLD measures. The treated water from their ETP is reused for purposes such as toilet flushing and scrubbers, minimizing water consumption and promoting sustainable practices. Within the chemicals segment, a dedicated unit has been set up for Zero Liquid Discharge with a capacity of 50 KLD (Kiloliters per day). The recycled water from the ZLD unit constitutes 25% of the total water consumption on-site, showcasing a significant reduction in water usage. Lastly, in the flexible packaging business segment, Zero Liquid Discharge practices are followed. The wastewater is treated through an ETP and STP, and the treated water is then reused for gardening, ensuring a closed-loop water management system. By implementing ZLD measures across multiple business segments, the entity aims to minimize water wastage and reduce its environmental footprint.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format*:

Parameter	Unit	FY 2022-23	FY 2021-22
NOx	tonnes/annum	6708.79	6142.05
SOx	tonnes/annum	353.85	42.94
Particulate matter (PM)	tonnes/annum	921.60	146.09
Persistent organic pollutants (POP)	tonnes/annum	0	0
Volatile organic compounds (VOC)	tonnes/annum	0	0
Hazardous air pollutants (HAP)	tonnes/annum	0	0
Others – CO	tonnes/annum	0.43	0.49

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2022-23	FY 2021-22
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	t CO ₂ e	26,865.62	60,996.30
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	t CO ₂ e	216,151.94	128,885.28
Total Scope 1 and Scope 2 emissions	t CO ₂ e	243017.56	189881.58
Total Scope 1 and Scope 2 emissions per rupee of turnover	t CO ₂ e per Crore INR	358.49	334.66

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Yes, the entity has undertaken projects across various business segments to reduce greenhouse gas (GHG) emissions.

In the packaging films segment, the entity has implemented a project that involves the switchover from Low Sulfur Heavy Stock (LSHS) to Liquid Fuel in PNG (Petroleum Natural Gas) for two gas generators. This transition to a cleaner fuel source helps reduce GHG emissions associated with energy generation, contributing to a more sustainable energy supply.

In the flexible packaging segment, the entity is actively working on a project to replace mercury lights with energy-efficient LED lights. This transition not only reduces energy consumption but also decreases GHG emissions related to electricity usage.

Moreover, the entity is collaborating with its stakeholder to restructure functioning and to adopt energy-efficient practices. This includes the installation of automated and energy-efficient machinery to replace older, less efficient equipment. By upgrading their machinery, the entity can minimize energy consumption, lower GHG emissions, and enhance overall operational efficiency.

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2022-23	FY 2021-22
Total Waste generated (in metric tonnes)		
Plastic waste (A)	8832.23	9756.44
E-waste (B)	99.51	139.65
Bio-medical waste (C)	0.00	0.00
Construction and demolition waste (D)	0.50	2033.00
Battery waste (E)	52.98	0.20
Radioactive waste (F)	0.24	0.25
Other Hazardous waste (STP Sludge/Incinerator Ash/ Cotton Waste contaminated with INK/Adhesive/Oil/Used/ MEE Sludge/Others) (G)	13554.89	27159.19
Other Non-hazardous waste generated (Nickel metal scrap/Waste film/Paper/Corrugated sheet/Iron scrap/Others) (H)	289405.57	327823.32
Total (A+B + C + D + E + F + G + H)	311945.94	366912.05

For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)

Category of waste		
(i) Recycled	1952.18	2128.07
(ii) Re-used	67.99	66.28
(iii) Other recovery operations	0.00	0.00
Total	2020.16	2194.35

For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)

Category of waste		
(i) Incineration	1321.62	1369.88
(ii) Landfilling	84.20	25.45
(iii) Other disposal operations	341.86	190.88
Total	1747.68	1586.22

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Yes, our company has implemented waste management practices across different segments of our establishments. In the aseptic liquid packaging segment, we prioritize the proper handling of hazardous waste. Our employees are equipped with personal protective equipment (PPE) while handling hazardous waste, which is stored separately in a designated area with appropriate labeling. The storage area features an impervious flooring and a waterproof cover. We ensure compliance with the guidelines set by the Gujarat Pollution Control Board (GPCB) and follow the Hazardous Waste Management Rule 2016. Additionally, we provide waste segregation training to employees to prevent the mixing of non-hazardous waste with hazardous waste. In the engineering segment, we strictly adhere to the minimum storage guidelines to ensure proper waste management. For the flexible packaging segment, our hazardous waste mainly consists of ink, adhesive, and solvent waste. We have implemented recycling processes for ink and solvent waste, while the remaining sludge is sold to an approved vendor specializing in pollution control. In the chemicals segment, we have established standard operating procedures (SOP) for the segregation,

collection, storage, and disposal of different types of waste. Our focus lies in reducing hazardous waste through process optimization and the introduction of new technologies. In the holography segment, our hazardous waste is stored and disposed of through authorized vendors approved by the Pollution Control Board (PCB).

We prioritize the safe handling, storage, and disposal of hazardous waste to minimize environmental impact. Our company continually explores opportunities to optimize processes and adopt new technologies to further reduce hazardous waste generation.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
Not applicable			

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not applicable					

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
Not applicable				

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

ESSENTIAL INDICATORS

1. a. Number of affiliations with trade and industry chambers/ associations.

Nine

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such a body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	The Associated Chambers of Commerce and Industry of India (ASSOCHAM)	National
2	PHD Chamber of Commerce and Industry (PHDCCI)	National
3	Federation of Indian Chambers of Commerce & Industry (FICCI)	National
4	Confederation of Indian Industry (CII)	National
5	Organization of Pharmaceutical Producers of India (OPPI)	National
6	Indian Federation of Culinary Associations (IFCA)	National
7	PlastIndia	National
8	All India Printing Ink Manufacturer's Association LTD	National
9	Alliance to End Plastic Waste	International

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
	Throughout the reporting period, Uflex did not engage in any incidents of anti-competitive behavior. We firmly uphold the principles of fair competition and conduct our business in accordance with legal and ethical practices.	
	Our commitment to maintaining a competitive and fair market environment is rooted in our dedication to the best interests of our customers and stakeholders. We prioritize the delivery of high-quality products and services while ensuring compliance with all relevant laws, regulations, and industry standards.	
	At Uflex, we believe that fair competition is essential for driving innovation, fostering customer choice, and promoting economic growth. We strive to create a level playing field where all market participants can compete based on merit, quality, and customer value.	
	By adhering to principles of fair competition, we demonstrate our commitment to integrity, transparency, and ethical conduct. We actively monitor and assess our business practices to ensure compliance with competition laws and regulations, and we continuously strive to improve our processes to uphold the highest standards of fairness and legality.	
	Uflex remains dedicated to promoting healthy competition, safeguarding consumer interests, and contributing to the overall development and well-being of the markets in which we operate. We firmly believe that a competitive and fair market environment benefits all stakeholders and fosters sustainable growth.	

Principle 8: Businesses should promote inclusive growth and equitable development

ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
In the reporting year, the Company did not undertake any Social Impact Assessment.					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

S. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not applicable						

3. Describe the mechanisms to receive and redress grievances of the community.

At Uflex, we actively engage with our community members through our Corporate Social Responsibility (CSR) initiatives, either directly or in collaboration with our NGO partners. Our engagement is guided by our CSR policy, which outlines our commitment to making a positive impact on the communities we serve.

Through periodic in-person engagements with community leaders and members, we aim to foster open and constructive dialogue. These interactions provide us with valuable insights and help us identify, discuss, and address the issues that are important to the community in mutual agreement with the concerned stakeholders. By maintaining regular communication and building relationships with community leaders and members, we establish a foundation of trust and collaboration. This enables us to better understand their needs and aspirations, align our CSR initiatives accordingly, and work together to achieve sustainable and meaningful outcomes.

Uflex's CSR initiatives are designed to create a positive social impact and address the specific challenges faced by the communities we engage with. We actively seek to contribute to the development and well-being of these communities through initiatives that promote education, healthcare, livelihood opportunities, environmental sustainability, and more.

We believe that engaging with our community members directly, as well as through our NGO partners, allows us to collectively identify and address their concerns and contribute to their overall progress. At Uflex, we remain committed to engaging with our community members, promoting dialogue, and collaboratively working towards sustainable solutions. By actively involving our stakeholders, we strive to make a positive and lasting difference in the communities where we operate.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2022-23	FY 2021-22
Directly sourced from MSMEs/ small producers	The company sources input material from MSMEs/ small producers and local districts but does not currently measure the share as per the given bifurcation	
Sourced directly from within the district and neighboring districts		

Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

At Uflex, we have established effective mechanisms to receive and respond to consumer complaints and feedback. We understand the importance of addressing customer concerns promptly and ensuring their satisfaction with our products and services.

In our Aseptic Liquid Packaging business segment, we have implemented a Customer Complaint Management System (CCMS) in accordance with ISO 22000-2018 requirements. This system ensures compliance with industry standards and helps us maintain our certification. Through the CCMS, we are able to efficiently manage and resolve customer complaints, providing timely and effective solutions.

Furthermore, in our chemical segment, we utilize a complaint management system in Oracle. This system enables the registration of various commercial and technical complaints, ensuring that we capture comprehensive details about the nature of the complaint. All complaints received are promptly entered into the system within 24 hours, facilitating swift action and resolution.

As part of our ongoing commitment to enhancing customer satisfaction, we are in the process of establishing a centralized system that will cover all our business segments. This centralized system aims to streamline our operations, improve complaint management processes, and ensure a consistent and effective approach to addressing customer feedback and concerns.

We recognize that listening to our customers and promptly addressing their complaints is crucial to maintaining strong and lasting relationships. By implementing these mechanisms and continuously improving our customer complaint management processes, we strive to enhance customer satisfaction and deliver superior products and services.

At Uflex, we value the feedback and concerns of our customers, and we are dedicated to providing efficient and satisfactory resolutions to their complaints. We are committed to continually improving our customer complaint management systems and processes to ensure their effectiveness and enhance overall customer satisfaction.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	Our products comply with all necessary legal requirements and include all relevant information
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	FY 2022-23		Remarks	FY 2021-22		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy			<p>During the specified period, Uflex did not receive any consumer complaints related to data privacy, advertising, cyber-security, delivery of essential services, restrictive trade practices, or unfair trade practices. This positive track record reflects our commitment to maintaining high standards and meeting consumer expectations.</p> <p>At Uflex, we prioritize the protection of customer data privacy and strictly adhere to applicable data protection regulations. We are committed to transparent advertising practices, providing accurate and reliable information to our customers.</p> <p>Cyber-security is a top priority for us, and we have robust measures in place to safeguard customer data and prevent any unauthorized access or breaches. Our dedicated team continuously monitors and updates our cyber-security protocols to ensure the highest level of protection.</p> <p>We recognize the importance of reliable delivery of essential services to our customers, and we strive to meet their expectations consistently. Our operational processes are designed to ensure the smooth and timely delivery of our products and services.</p> <p>Uflex is committed to fair trade practices and strictly adheres to relevant laws and regulations. We emphasize ethical conduct in all our business transactions and interactions, avoiding any restrictive or unfair trade practices.</p> <p>By prioritizing data privacy, transparent advertising, robust cyber-security, reliable service delivery, fair trade practices, and avoiding restrictive trade practices, Uflex aims to build trust with our consumers and ensure their satisfaction.</p> <p>We remain dedicated to upholding these principles, continuously improving our practices, and responding promptly and effectively to any consumer concerns that may arise. At Uflex, we strive to meet and exceed customer expectations, maintaining high standards of integrity and customer satisfaction</p>			
Advertising						
Cyber-security						
Delivery of Essential services						
Restrictive Trade Practices						
Unfair Trade Practices						

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls*	1	Mock Drill
Forced recalls*	3	Risk of product contamination owing to vehicle accident probability

* Recalls are limited to our 'Aseptic Liquid Packaging' segment

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

At Uflex, we have established a comprehensive framework and policy on cyber security and data privacy risks. This framework serves as a guiding principle for our organization's approach to protecting sensitive information, ensuring data privacy, and mitigating cyber threats.

Our cyber security framework addresses various aspects of information security, including data collection, data sharing, access controls, network security, and incident response. It encompasses industry best practices and compliance requirements to create a secure digital environment for our stakeholders.

The policy associated with our cyber security framework outlines our commitment to safeguarding information assets and protecting the privacy of our stakeholders. It establishes clear guidelines and responsibilities for employees, contractors, and partners in handling sensitive information. To ensure the effectiveness of our cyber security measures, we regularly assess and update our systems, processes, and technologies. We invest in robust infrastructure, implement strong access controls, and employ advanced threat detection and prevention mechanisms.

Employee training and awareness play a crucial role in our cyber security efforts. We provide comprehensive training programs to educate our workforce about their roles and responsibilities in maintaining a secure digital environment. This includes training on best practices for data privacy, safe use of technology, and recognizing and reporting potential cyber threats.

By implementing this comprehensive framework and policy, we demonstrate our commitment to proactively addressing cyber security risks and safeguarding the integrity, confidentiality, and availability of information assets. We continually monitor and enhance our cyber security measures to adapt to evolving threats and protect the interests of our stakeholders.

Uflex remains dedicated to maintaining a secure digital environment, protecting sensitive information, and upholding the highest standards of cyber security and data privacy. We understand the critical importance of safeguarding information assets and remain vigilant in the face of emerging cyber threats.

Policy Weblink: <https://www.uflexltd.com/policies.php>

6 Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Not applicable

Secretarial Compliance Report of M/S. UFLEX Limited for the year ended 31st March, 2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **UFLEX LIMITED** (“the listed entity”), having its Registered Office at 305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash-I, New Delhi-110048, Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity’s books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, **Mahesh Kumar Gupta**, have examined:

- a) all the documents and records were made available to me and explanation provided by **UFLEX LIMITED** (the “Listed Entity”),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March, 2023** (“Review Period”) in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulations) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 – **Not applicable as the Company did not issue any securities during the year under review.**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not applicable as the Company has not bought back any of its securities during the year under review.**
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;- **Not applicable as the Company has not granted any Options to its employees during the year under review.**
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 – **Not applicable as the Company has not issued any Non-Convertible Securities during the year under review.**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

And circulars/ guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

I (a) ()** The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: **NIL**

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					

(b) The listed entity has taken the following actions to comply with the observations made in previous reports: **NIL**

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.					

II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	--NA--	There is no resignation of Auditor.
	ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	--NA--	
	iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	--NA--	
2.	Other conditions relating to resignation of statutory auditor		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	--NA--	There is no resignation of Statutory Auditor.
	a. In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.		

Sr. No.	Particulars	Compliance Status (Yes/ No/ NA)	Observations/ Remarks by PCS*
	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	--NA--	There is no resignation of Auditor.

III. I, hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/ No/NA)	Observations/ Remarks by PCS*
1.	<p>Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	--YES--	
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	--YES-- --YES--	
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website 	--YES— --YES— --YES--	
4.	<p>Disqualification of Director: None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	--YES--	
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	--YES— --YES—	

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	--YES--	
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations.	--YES--	
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	--YES-- --NA--	There is no such transaction(s).
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	--YES--	
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	--YES--	
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided paragraph herein (**)	--YES--	
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/ guidance note etc.	--YES--	

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Mahesh Gupta and Company
Company Secretaries

Mahesh Kumar Gupta
Proprietor

FCS No.: 2870::C P No.: 1999
Peer review certificate no. 727/2020
UDIN No.: F002870E000417053

Place : Delhi
Date : 30th May, 2023

Independent **Auditor’s Report** to the Members of **UFlex Limited**

Report On The Audit Of The Standalone Financial Statements

Opinion

We have audited the standalone financial statements of UFlex Limited (“the Company”), which comprise the Standalone Balance Sheet as at March 31, 2023, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of Changes in Equity and Standalone Cash Flow Statement for the year then ended, notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as “the Standalone Financial Statements”).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the ‘Auditor’s Responsibilities for the Audit of the Standalone Financial Statements’ section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to the note 41 of the standalone financial statements which states that the Income Tax Department initiated search proceedings on the Company under section 132 of the Income Tax Act, 1961, in the month of February 2023. Since the outcome of the proceedings is pending and uncertain, impact, if any, on the standalone financial statements is currently unascertainable.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters	How our audit addressed the key audit matters
Revenue including receivables	
The Company derives its revenues from multiple products and services including flexible packaging activities, engineering and related activities etc. Revenue from sale of goods is recognised at a point in time when the control has been transferred subject to	Our audit procedures in respect of this area included: <ul style="list-style-type: none"> - Assessed the appropriateness of the Company’s revenue recognition accounting policies in compliance with Ind AS 115 “Revenue from Contracts with Customers”. - Verified the design, implementation and operating effectiveness of key internal controls over the revenue process as regard the timing, occurrence and value of the revenue recognised.

Key audit matters	How our audit addressed the key audit matters
<p>the terms with the customers, which generally coincides with dispatch of goods to customers. Revenue, from the service contract is recognized when the related services are performed.</p> <p>Revenue including receivables is identified as a key audit area due to the significance as regards the time and efforts in assessing the appropriateness of revenue recognition covering the aspects of completeness, occurrence, cut off, rights and obligations, etc.</p>	<ul style="list-style-type: none"> - Verified sales transaction testing based on a representative sample to ensure that the related revenues are recorded appropriately taking into consideration the terms and conditions for the sale orders, including the shipping terms, etc. Also performed procedures regarding the sales returns, trade discounts, rate differences, volume rebates and other factors, having bearing on the revenue recognition. - Performed sales cut off procedures by matching dispatches/ deliveries occurring around the year end to support the documentation to establish that sales are properly recorded in the correct period. - Verified the customers with overdue receivables with marginal or no movement to determine the level of provisioning required in the receivable. - Verified the adequacy of disclosure relating to revenue in the financial statements in compliance with Ind AS 115.
<p>Capitalisation of property, plant and equipment including capital work in progress (CWIP) (refer note 2A and 48)</p>	
<p>The Company continues to invest in significant capital projects with capital expenditure during the current year.</p> <p>The significant level of capital expenditure requires consideration of the determination of the timing of when the asset is ready for its intended use by the management and the nature of costs incurred to ensure that capitalisation of property, plant and equipment meets the specific recognition criteria in Ind AS 16, 'Property, Plant and Equipment', specifically in relation to assets constructed/installed by the Company and the direct incidental cost capitalised.</p> <p>Further, capitalisation of property, plant and equipment including CWIP has a material impact, and also involves greater amount of subjectivity and estimation uncertainty as a result of the long-term nature and complexity of the specific capital projects and hence identified as Key Audit Matter.</p>	<p>Our audit procedures in respect of this area included:</p> <ul style="list-style-type: none"> - Assessed the appropriateness of the Company's accounting policies with respect to 'Property plant and equipment' in compliance with Ind AS 16 "Property, Plant and Equipment". - Understood and verified the design, implementation and operating effectiveness of controls in respect of the timing and amounts capitalised. - Performed substantive procedures to verify the validity of amounts capitalised and evaluating whether assets capitalised meet the recognition criteria set out in Ind AS 16. - Verified on sample basis the costs capitalised during the year focusing on items significant due to their amount or nature, to check whether such costs had been appropriately capitalised under the correct asset category. - Verified the timing of the capitalisation in terms of criteria met by the Company for the intended use of the Property, Plant and Equipment. - Verified that capitalisation of assets ceased when the asset is in the location and condition necessary for it to be capable of operating in the manner intended by the Company. - Assessed the adequacy and appropriateness of the disclosures made in the standalone financial statements in compliance with the requirements of Ind AS 16 "Property, Plant and Equipment".

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the standalone and consolidated financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial

statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are

based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the current year and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

The standalone financial statements of the Company for the year ended March 31, 2022, were audited by another firm of chartered accountants along with one of the joint statutory auditors of the Company i.e. MSKA & Associates, vide their unmodified audit report dated May 28, 2022.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Changes in Equity and the Standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations as at March 31, 2023, on its financial position in its standalone financial statements – Refer Note 33(A) and 33(C) to the standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under iv(a) and iv(b) above, contain any material mis-statement.
 - v. (a) The final dividend proposed in the previous year, declared and paid by the Company during the year, is in accordance with section 123 of the Companies Act 2013, as applicable.
 - (b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable (Refer Note 13(D) to the standalone financial statements).
 - vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, as amended, is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.
3. As required by The Companies (Amendment) Act, 2017, in our opinion, according to information, explanations given to us, the remuneration paid/provided by the Company to its directors during the year, is within the limits laid prescribed under Section 197 of the Act, read with Schedule V of the Act.

For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

Vinod Gupta
Partner
Membership No. 503690
UDIN : 23503690BGYIGZ5991

Place: NOIDA
Date: May 30, 2023

For VIJAY SEHGAL & CO.
Chartered Accountants
Firm Registration No.: 000374N

S. V. Sehgal
Partner
Membership No. 080329
UDIN : 23080329BGZHYC3017

Place: NOIDA
Date: May 30, 2023

ANNEXURE-A TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" Section of our report to the members of UFLEX Limited ("the Company"), of even date for the year ended March 31, 2023

(i) In respect of Property, Plant and Equipment of the Company:

- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment, Investment property and relevant details of Right-of-Use assets.
- (B) The Company has maintained proper records showing full particulars of Intangible Assets.
- (b) Property, Plant and Equipment, Investment property and right of use assets have been physically verified by the management during the year in accordance with the planned programme of verifying them in a phased manner over a period and no material discrepancies were noticed on such physical verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the Standalone Financial Statements are held in the name of the Company or in the name of erstwhile companies merged with the Company in the past.
- (d) According to the information and explanations given to us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or its intangible assets. Accordingly, the requirements under Paragraph 3(i)(d) of the Order are not applicable to the Company.
- (e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder. Accordingly, the provisions stated in Paragraph 3(i)(e) of the Order are not applicable to the Company.

(ii) In respect of Inventory:

- (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification, coverage and procedure of such verification is reasonable and appropriate. No material discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory;
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of Rs. 5 crores in aggregate from Banks on the basis of security of current assets. Quarterly returns / statements filed with such Banks are materially in agreement with the books of accounts of the Company.

(iii) According to the information & explanation provided to us, during the year, the Company has not made any investments or provided guarantee or security or granted advances in the nature of loans, to any entity.

- (a) During the year, the Company has granted interest-bearing unsecured loans to subsidiary and Associate as follows:

Particulars	Amounts (Rs. in Lacs)
Aggregate amount of Loan granted / provided to:	
- Subsidiary	4,525.00
- Associate	4,500.00
Balance Outstanding as at Balance Sheet date in respect of above cases:	
- Subsidiary	4,525.00
- Associate	-

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that the terms and conditions of the above loans given are, *prima-facie*, not prejudicial to the interest of the Company.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular.
 - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no amounts overdue for more than ninety days in respect of the aforesaid loan granted to the companies.
 - (e) According to the information and explanations provided to us and on the basis of our examination of the records of the Company, balance of loan of Rs. 2021.35 lacs, granted to the above subsidiary, had fallen due during the year, which has been settled by giving the fresh loan given to the same subsidiary, constituting 22% of the aggregate to the total loans granted during the year.
 - (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans either repayable on demand without specifying any terms or period of repayment. Hence, the requirements under paragraph 3(iii)(f) of the Order are not applicable to the Company.
- (iv)** In our opinion and according to the information and explanations given to us, the Company has not either directly or indirectly, granted any loan to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of section 185 the Act and has complied with the provisions of section 186 of the Act, with respect to loans, investments, guarantees and security given during the year and those outstanding in the beginning of the Year.
- (v)** According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under.
- (vi)** We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the Company, as specified by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Act and we are of the opinion that *prima facie* the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

(vii) In respect of Statutory dues:

- (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including Goods and Services Tax (GST), Provident Fund, Employees' State Insurance, Income Tax, Duty of customs, Cess and other material statutory dues applicable to Company, have been generally regularly deposited by the Company with appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of GST, Provident Fund, Employees' State Insurance, Income tax, Duty of custom, Cess and other material statutory dues applicable to the Company, were outstanding, at the year end, for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and examination of records of the Company, the outstanding dues (Gross of amount deposited under protest, if any) of sales tax, VAT, income-tax, excise duty, service tax and GST and any other statutory dues on account of any dispute, are as follows:

Name of Statute	Nature of Dues	Amount (Rs. in Lacs)	Period to which it pertains (all or some years, in case of block)	Forum where dispute is pending
The Central Sales Tax Act, 1956 and concerned Value Added Tax Laws	Sales Tax and VAT	775.20	Financial Year: 2008-09 and 2010-11	High Court
		65.20	Financial Year: 2013-14 to 2015-16	Tribunal
		127.89	Financial Year: 2015-16 to 2017-18	Appellate Authority upto Commissioner's level
Total		968.29		
The Income-tax Act, 1961	Income-tax	80.31	Assessment Year: 2002-03 and 2003-04	High Court
		873.32	Assessment Year: 2004-05 to 2007-08 and 2011-12 to 2013-14	Income-tax Appellate Tribunal (ITAT)
		4,298.71	Assessment Year: 2011-12 to 2021-22	Commissioner of Income Tax Appeals
Total		5,252.34		
The Central Excise Act, 1944	Excise Duty	7.73	Financial Year: 1996-97	Supreme Court
		50.76	Financial Year: 1998-99, 1999-2000 and 2005-06	High Court
		2,904.63	Financial Year: 2012-13 to 2015-16	Tribunal
		1,498.15	Financial Year: 1997-98 to 2016-17	Pr. Commissioner / Commissioner
		342.85	Financial Year: 1997-98 to 2017-18	Superintendent/ AC/DC/JC
Total		4,804.12		
The Finance Act, 1994	Service Tax	6.34	Financial Year: 2006-07	ADC
Total		6.34		
Laws on Goods and Services Tax	Goods and Services Tax (GST)	700.71	Financial Year: 2017-18 to 2019-20	High Court
		68.72	Financial Year: 2017-18 to 2022-23	JC/ADC(A)
Total		769.43		

- (viii) According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in Tax Assessment of the Company, under Income Tax Act, 1961. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.
- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings or in payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared willful defaulter by any bank or financial institution or other lender.

- (c) In our opinion and according to the information and explanations provided to us, money raised by way of term loans during the year have been applied for the purpose for which they were raised.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the Standalone Financial Statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the Standalone Financial Statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Accordingly, Paragraph 3(ix)(e) of the Order is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Accordingly, Paragraph 3(ix)(f) of the Order is not applicable.
- (x)** (a) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the provision of paragraph 3 (x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partly or optionally convertible) during the year. Accordingly, the provision of paragraph 3(x)(b) of the Order is not applicable to the Company.
- (xi)** (a) During the course of our audit, examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company nor on the Company, during the course of audit of the Standalone Financial Statements for the year; accordingly the provision stated in paragraph 3 (xi)(a) & (b) of the Order are not applicable to the Company.
- (b) As represented to us by the management, there are no whistle-blower complaints received by the Company during the year. Accordingly, the provisions stated in paragraph 3(xi)(c) of the Order is not applicable to Company.
- (xii)** In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provisions stated in Paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.
- (xiii)** According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Companies Act, 2013, where applicable and details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable Indian Accounting Standards.
- (xiv)** (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered internal audit reports of the Company issued till date, for the period under audit.
- (xv)** In our opinion and according to the information and explanations given to us, during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of section 192 of the Act are not applicable to Company. Accordingly, the provisions stated in Paragraph 3(xv) of the Order is not applicable to the Company.
- (xvi)** (a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in Paragraph 3(xvi)(a) of the Order are not applicable to the Company.

- (b) In our opinion and according to the information and explanations given to us, the Company has not conducted during the year any Non-Banking Financial or Housing Finance activities. Hence, the reporting under Paragraph 3(xvi)(b) of the Order is not applicable to the Company.
- (c) In our opinion and according to the information and explanations given to us, neither the Company nor any Company in the Group, is a Core investment Company as defined in the regulations made by Reserve Bank of India. Hence, the reporting under Paragraph 3(xvi)(c) and (d) of the Order are not applicable to the Company.
- (xvii)** Based on the overall review of the Standalone Financial Statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Hence, the provisions stated in paragraph 3(xvii) of the Order are not applicable to the Company.
- (xviii)** There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in Paragraph 3(xviii) of the Order are not applicable to the Company.
- (xix)** According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx)** (a) In respect of other than ongoing projects, the Company is not required to transfer unspent amount of Corporate Social Responsibility (CSR) to a Fund specified in Schedule VII of the Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the Act.
- (b) In respect of ongoing projects, the Company has transferred unspent amount to Unspent CSR Account with the Schedule Bank, within a period of thirty days from the end of the financial year in compliance with the section 135(6) of the said Act.

For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

Vinod Gupta
Partner
Membership No. 503690
UDIN : 23503690BGYIGZ5991

Place: NOIDA
Date: May 30, 2023

For VIJAY SEHGAL & CO.
Chartered Accountants
Firm Registration No.: 000374N

S. V. Sehgal
Partner
Membership No. 080329
UDIN : 23080329BGZHYC3017

Place: NOIDA
Date: May 30, 2023

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF UFLEX LIMITED

Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of UFlex Limited on the Financial Statements for the year ended March 31, 2023

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls with reference to Standalone Financial Statements of UFlex Limited ("the Company") as of March 31, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2023, based on the internal control with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI and Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to Standalone Financial Statements.

Meaning of Internal Financial Controls With reference to Standalone Financial Statements

A Company's internal financial control with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls With reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

Vinod Gupta
Partner
Membership No. 503690
UDIN : 23503690BGYIGZ5991

Place: NOIDA
Date: May 30, 2023

For VIJAY SEHGAL & CO.
Chartered Accountants
Firm Registration No.: 000374N

S. V. Sehgal
Partner
Membership No. 080329
UDIN : 23080329BGZHYC3017

Place: NOIDA
Date: May 30, 2023

Balance Sheet as at 31st March 2023

(Rs. in Lacs)

Particulars	Note No.	As At	
		31st March 2023	31st March 2022
I ASSETS			
Non-Current Assets			
a) Property, Plant and Equipment	2A	2,43,508.52	1,73,332.05
b) Capital Work-in-Progress	48	26,873.31	48,693.81
c) Investment Property	2B	1,215.24	1,102.89
d) Intangible Assets	2C	1,110.35	1,847.39
e) Right of Use Assets	2D	27,619.88	24,483.62
f) Intangible Assets under development	49	735.40	840.13
g) Financial Assets			
i) Investments	3	45,061.85	46,627.65
ii) Loans	4	96.27	22.65
iii) Other Financial Assets	5	2,195.45	1,680.61
h) Other Non-Current Assets	6	10,626.79	13,019.88
Total Non-Current Assets		3,59,043.06	3,11,650.68
Current Assets			
a) Inventories	7	84,770.19	71,210.64
b) Financial Assets			
i) Trade Receivables	8	2,05,295.64	1,69,444.80
ii) Cash and Cash equivalents	9 (A)	19,614.67	13,671.66
iii) Bank Balances other than (ii) above	9 (B)	4,480.20	2,763.73
iv) Loans	10	4,525.00	4,306.86
v) Other Financial Assets	11	2,368.46	1,130.07
c) Other Current Assets	12	16,346.76	14,601.02
Total Current Assets		3,37,400.92	2,77,128.78
TOTAL ASSETS		6,96,443.98	5,88,779.46
II EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	13	7,221.15	7,221.15
b) Other Equity	14	2,83,092.92	2,60,995.33
Total Equity		2,90,314.07	2,68,216.48
Liabilities			
Non-Current Liabilities			
a) Financial Liabilities			
i) Borrowings	15	1,36,916.46	1,03,504.51
ii) Lease Liabilities		4,271.92	3,638.37
iii) Other Financial Liabilities	16	2,402.80	2,047.29
b) Provisions	17	2,165.85	2,075.46
c) Deferred Tax Liabilities (Net)	18	8,076.01	8,061.31
Total Non-Current Liabilities		1,53,833.04	1,19,326.94
Current Liabilities			
a) Financial Liabilities			
i) Borrowings	19	1,06,436.30	67,243.10
ii) Lease Liabilities		582.18	784.39
iii) Trade payables	20		
- Total outstanding dues of Micro & Small enterprises		2,715.64	2,586.53
- Total outstanding dues of creditors other than Micro & Small enterprises		1,08,440.54	1,07,216.20
iv) Other Financial Liabilities	21	16,677.27	9,334.47
b) Other Current Liabilities	22	12,931.86	8,332.25
c) Provisions	23	1,220.02	1,404.92
d) Current Tax Liabilities (Net)	24	3,293.06	4,334.18
Total Current Liabilities		2,52,296.87	2,01,236.04
TOTAL EQUITY AND LIABILITIES		6,96,443.98	5,88,779.46

The accompanying Notes from S.No. 1 to 54 form an Integral Part of the Standalone Financial Statements.

For and on behalf of the Board of Directors

Rajesh Bhatia
Group President
(Finance & Accounts) & CFO

Jagmohan Mongia
Whole-time Director
DIN 09051022

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

Rakesh Malhotra **Ritesh Chaudhry**
Vice President Sr. Vice President-Secretarial &
(Corp. Accounts) Company Secretary

This is the Standalone Balance Sheet referred to in our report of even date attached
For **M S K A & Associates**
Chartered Accountants
Firm's Registration No.: 105047W

For **VIJAY SEHGAL & Co.**
Chartered Accountants
Firm's Registration No.: 000374N

Place : NOIDA
Dated : 30th May, 2023

Vinod Gupta
Partner
M.No.: 503690

S.V. SEHGAL
Partner
M.No.: 080329

Statement of Profit & Loss for the year ended 31st March 2023

(Rs. in Lacs)

Particulars	Note No.	For the Year Ended 31st March 2023	For the Year Ended 31st March 2022
INCOME:			
Revenue from Operations			
Gross Revenue from Sale of Products & Services	25 (A)	7,04,285.15	6,03,147.78
Less : Inter unit Revenue from Sale of Products & Services		40,114.64	46,627.67
Net Revenue from Sale of Products & Services		6,64,170.51	5,56,520.11
Other Operating Income	25 (B)	13,718.79	10,858.11
Revenue from Operations		6,77,889.30	5,67,378.22
Other Income	26	3,811.58	4,681.23
Total Income		6,81,700.88	5,72,059.45
EXPENSES:			
Cost of materials consumed	27	4,50,483.36	3,75,676.19
Purchase of Stock-in-Trade		8,110.15	2,962.29
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	28	(2,282.11)	(8,219.93)
Employee benefits expense	29	56,059.83	50,679.49
Finance costs	30	18,256.83	15,502.92
Depreciation and amortization expense	2	26,205.80	25,320.81
Other expenses	31	94,382.65	84,735.40
Expenses Allocated to Self Constructed Assets	32	(1,227.42)	(1,739.42)
TOTAL EXPENSES		6,49,989.09	5,44,917.75
PROFIT BEFORE TAX		31,711.79	27,141.70
Less / (Add) : Tax expense:			
- Current tax		7,660.00	7,859.00
- Deferred tax		37.25	(3,654.01)
- Short / (Excess) Provision of Income Tax for earlier years		(357.61)	704.23
Profit for the Year		24,372.15	22,232.48
Other Comprehensive Income			
Items that will not be reclassified subsequently to Profit or Loss			
Remeasurement of the net defined benefit liability / asset		(89.59)	(609.12)
Fair Value Changes/Realised Value in Equity Instruments		(41.18)	609.73
Income tax relating to items that will not be reclassified subsequently to Profit & Loss		22.55	153.30
Total		(108.22)	153.91
Total Comprehensive Income for the year		24,263.93	22,386.39
Earnings Per Equity Share (For the Year)			
a) Basic (Rs.)	42	33.75	30.79
b) Diluted (Rs.)	42	33.75	30.79

The accompanying Notes from S.No. 1 to 54 form an Integral Part of the Standalone Financial Statements.

For and on behalf of the Board of Directors

Rajesh Bhatia
Group President
(Finance & Accounts) & CFO

Jagmohan Mongia
Whole-time Director
DIN 09051022

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

Rakesh Malhotra **Ritesh Chaudhry**
Vice President Sr. Vice President-Secretarial &
(Corp. Accounts) Company Secretary

This is the Standalone Statement of Profit & Loss referred to in our report of even date attached

For **M S K A & Associates**
Chartered Accountants
Firm's Registration No.: 105047W

For **VIJAY SEHGAL & Co.**
Chartered Accountants
Firm's Registration No.: 000374N

Place : NOIDA
Dated : 30th May, 2023

Vinod Gupta
Partner
M.No.: 503690

S.V. SEHGAL
Partner
M.No.: 080329

Statement of **Changes in Equity** for the year ended 31st March 2023

(Rs. in lacs)

Particulars	Equity Share Capital	Other Equity						Total
		Reserve & Surplus				Other Comprehensive Income		
		Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Equity Instrument through other comprehensive Income	Remeasurement of Defined Benefit Plans	
Balance as at 1st April 2021	7,221.15	10,377.76	57,110.63	20,164.05	1,56,690.23	(2,425.33)	(1,503.11)	2,47,635.38
Total Other Comprehensive Income for the Year (Net of Tax)						609.73	(455.82)	153.91
Dividend Paid					(1,805.29)			(1,805.29)
Profit for the Year					22,232.48			22,232.48
Amount transferred to Retained Earning on Disposal of Investment recognized through Other Comprehensive Income (Net of Tax)					(10.77)	10.77		-
Balance as at 31st March 2022	7,221.15	10,377.76	57,110.63	20,164.05	1,77,106.65	(1,804.83)	(1,958.93)	2,68,216.48
Balance as at 1st April 2022	7,221.15	10,377.76	57,110.63	20,164.05	1,77,106.65	(1,804.83)	(1,958.93)	2,68,216.48
Total Other Comprehensive Income for the Year (Net of Tax)						(41.18)	(67.04)	(108.22)
Dividend Paid					(2,166.34)			(2,166.34)
Profit for the Year					24,372.15			24,372.15
Balance as at 31st March 2023	7,221.15	10,377.76	57,110.63	20,164.05	1,99,312.46	(1,846.01)	(2,025.97)	2,90,314.07

The accompanying Notes from S.No. 1 to 54 form an Integral Part of the Standalone Financial Statements.

For and on behalf of the Board of Directors

Rajesh Bhatia
Group President
(Finance & Accounts) & CFO

Jagmohan Mongia
Whole-time Director
DIN 09051022

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

Rakesh Malhotra **Ritesh Chaudhry**
Vice President Sr. Vice President-Secretarial &
(Corp. Accounts) Company Secretary

This is the Standalone Statement of Changes in Equity referred to in our report of even date attached

For **M S K A & Associates**
Chartered Accountants
Firm's Registration No.: 105047W

For **VIJAY SEHGAL & Co.**
Chartered Accountants
Firm's Registration No.: 000374N

Place : NOIDA
Dated : 30th May, 2023

Vinod Gupta
Partner
M.No.: 503690

S.V. SEHGAL
Partner
M.No.: 080329

Standalone **Cash Flow** Statement for the year ended 31st March 2023

	(Rs. in lacs)	
	For the Year Ended 31st March 2023	For the Year Ended 31st March 2022
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	31,711.79	27,141.70
Adjustment for :		
Depreciation and amortisation expense	26,205.80	25,320.81
(Gain)/Loss on Sale of Property, Plant & Equipment (Net)	(234.38)	64.22
Property, Plant & Equipment written Off	259.11	34.47
(Gain)/Loss on sale of Investment Property	-	(10.76)
(Gain)/Loss on disposal of Right to Use Assets	(7.88)	(5.21)
Finance Cost	18,256.83	15,502.92
Interest received from Banks / others	(1,077.59)	(583.51)
Rent Received	(956.46)	(954.18)
Dividend on 7.5% Preference Shares	(1,094.56)	(2,752.44)
Dividend received on Investments carried at cost	(58.70)	(58.70)
Remeasurement of the net defined benefit liability / asset	(89.59)	(609.12)
	41,202.58	35,948.50
Operating Profit before Working Capital changes	72,914.37	63,090.20
Adjustment for :		
Trade Receivables	(35,850.84)	(35,595.01)
Loans and Other financial assets and other assets	(2,025.24)	5,305.62
Inventories	(13,559.55)	(19,967.54)
Trade payables	1,353.45	32,974.38
Other financial liabilities, other liabilities and provisions	9,307.58	332.83
	(40,774.60)	(16,949.72)
Cash generated from operations	32,139.77	46,140.48
Income Tax paid	(8,343.51)	(8,495.17)
Net Cash generated from operating activities (A)	23,796.26	37,645.31
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment, Investment Property, Intangibles Assets and Capital work in progress	(72,355.99)	(71,328.10)
Sale proceeds of PPE & Intangible Assets	1,487.11	1,645.26
(Outflow) / Inflow on Purchase/Sale of Investments (Net)	(0.38)	296.39
Proceeds from redemption of 7.5% Preference shares	1,525.00	-
Movement in non current financial assets	(199.73)	31.16
Loans to Subsidiaries (Net)	(1,775.00)	(1,565.00)

(Rs. in lacs)

	For the Year Ended 31st March 2023	For the Year Ended 31st March 2022
Loans to Associate (Net)	1,500.00	(1,500.00)
Loan to Jointly Controlled Entity (Net)	(4.81)	(1.73)
Interest received from Banks / others	926.49	583.51
Dividend on 7.5% Preference Shares	-	2,752.44
Rent Received	956.46	954.18
Dividend received on Investments carried at cost	58.70	58.70
Net Cash used in Investing Activities (B)	(67,882.15)	(68,073.19)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(2,176.55)	(1,809.72)
Lease Payments	(1,175.37)	(2,175.78)
Finance Cost	(17,507.86)	(15,213.73)
Borrowings (Net)	72,605.15	46,000.78
Net Cash generated/(used) in Financing Activities (C)	51,745.37	26,801.55
Net (Decrease)/ Increase (A+B+C)	7,659.48	(3,626.33)
Cash and Bank Balances		
Opening	16,435.39	20,061.72
Closing #	24,094.87	16,435.39

#Includes Rs. 4,480.20 lacs (Previous Year Rs.2,763.73 lacs) in respect of amount lying in unclaimed dividend accounts / margin money accounts / fixed deposits pledged with the banks as margin for letter of credits, guarantees & bills discounted.

The accompanying Notes from S.No. 1 to 54 form an Integral Part of the Standalone Financial Statements.

For and on behalf of the Board of Directors

Rajesh Bhatia
Group President
(Finance & Accounts) & CFO

Jagmohan Mongia
Whole-time Director
DIN 09051022

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

Rakesh Malhotra **Ritesh Chaudhry**
Vice President Sr. Vice President-Secretarial &
(Corp. Accounts) Company Secretary

This is the Standalone Cash Flow Statement referred to in our report of even date attached

For **M S K A & Associates**
Chartered Accountants
Firm's Registration No.: 105047W

For **VIJAY SEHGAL & Co.**
Chartered Accountants
Firm's Registration No.: 000374N

Place : NOIDA
Dated : 30th May, 2023

Vinod Gupta
Partner
M.No.: 503690

S.V. SEHGAL
Partner
M.No.: 080329

1: COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

I. Company Overview

Uflex Ltd. is a public limited company, domiciled in India and registered with the ROC, Delhi & Haryana under the Registration number 55-32166 dated 21st June 1988. Old Registration number has been converted into new Corporate Identification Number (CIN) L74899DL1988PLC032166.

Registered office of the Company is situated at 305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash-I, New Delhi- 110 048 and Corporate Office at A-107-108, Sector-4, Noida, Uttar Pradesh-201301.

The Company is a leading Indian Multinational, engaged in the manufacture and sale of flexible packaging products & offers a complete flexible packaging solution to its customers across the globe.

II. Significant Accounting Policies

A. Basis of Preparation of Financial Statements

The financial statements of the company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules 2015 as amended from time to time by the Ministry of Corporate Affairs (MCA), the provisions of Companies Act, 2013, and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued Indian Accounting Standard is initially adopted or a revision to an existing Indian Accounting Standard requires a change in the accounting policy hitherto in use. Financial statements of the company are prepared under the historical cost convention except for the certain financial assets and liabilities measured at fair value as mentioned in applicable accounting policies.

B. (i) Use of Estimates and Judgements

The preparation of the financial statements is in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates.

The estimates and underlying assumptions are reviewed on going concern basis.

Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, in the period of the revision and future periods if the revision affects both current and future.

(ii) Critical Accounting Judgements and Key Sources of Estimation Uncertainty

In the application of the Company accounting policies, which are described as above, the management of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the standalone financial statements:-

Useful lives of depreciable assets

Management reviews the useful lives of depreciable assets at each reporting date. As at the current year end, management assessed that the useful lives represent the expected utility of the assets to the Company. Further, there is no significant change in the useful lives as compared to previous year.

Defined benefit plans

The cost of the defined benefit plan and other postemployment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Provision and contingent liability

On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Contingent losses that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Contingent gain are not recognized until the contingency has been resolved and amounts are received or receivable.

Impairment of financial and non-financial assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based in Company's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period. The Company assesses the investment in equity instrument of subsidiary companies and unquoted preference shares carried at cost/amortised cost for impairment testing, by comparing carrying value with recoverable value, adopting DCF model for arriving value in use etc.

Impairment of Non – Financial Assets exists when the carrying value of an asset or Cash Generating Unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's-length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model.

C. REVENUES

Revenues from sale of goods and processing

Revenue from the sale of goods and processing of material (Job Work) in the course of ordinary activities is measured at the value of the consideration received or receivable, net of returns, trade discounts, rate differences and volume rebates. Revenue is recognized at point of time which generally coincides with the delivery of products, representing transfer of control to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over the goods and the amount of revenue can be measured reliably. The timing of transfer of control normally happens upon shipment. Export sales are recognised on the date when shipped on board as per terms of sale and are recorded at the relevant exchange rates prevailing on the date of the transaction. However, in case of consignment sales to agents revenues are recognized when the materials are sold to ultimate customers.

Further, revenues are recognized at gross value of consideration of goods & processing of goods excluding Goods and Services Tax (GST).

Revenue from Services

Revenue from the service contract is recognized when the related services are performed and revenue from the services at the end of the reporting period is recognized based on stage of completion method. When there is uncertainty as to the ultimate collection of the revenue, recognition is postponed until such uncertainty is resolved. Revenues from service contracts are measured based on the services performed to date as a percentage of total services to be performed. In case where the services are performed by an indeterminate number of acts over a specified period of time, revenue is recognized on a straight line basis over the specified period. After the initial recognition, in



respect of uncollectible amount, provisions are made in the period in which amount is identified as uncollectible.

Interest Income

Interest income is recognized on time apportionment basis. Effective interest method is used to compute the interest income on long terms loans and advances.

Dividend Income

Dividend income is recognized when the right to receive is established, which is generally when shareholders approve the dividend.

D. PROPERTY, PLANT AND EQUIPMENT (PPE)

Recognition and measurement:

Property, plant and equipment are initially recognized at cost after deducting refundable purchase taxes and including the cost directly attributable to bring the asset to the location and conditions necessary for it to be capable of operating in the manner intended by the management, borrowing cost in accordance with the established accounting policy, cost of restoring and dismantling, if any, initially estimated by the management. After the initial recognition the property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any.

Cost of Self-constructed assets is determined using the same principles as for acquired assets after eliminating the component of internal profits.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in the statement of profit and loss.

Depreciation on all property, plant & equipment are provided for, from the date of put to use for commercial production on straight line method at the useful lives prescribed in Schedule-II to the Companies Act, 2013, except for the followings, where the management believes that technical useful lives is different from those prescribed in Schedule II of the Companies Act, 2013 based on technical evaluation:

Particulars	Description
Rotogravure Cylinders & Shims (useful life of 3 Years)	Over the useful life as technically specified by the management based on the past experience
Continuous process Plant for Packaging Film (useful life of 20 Years)	Over the useful life as technically specified by the management based on the past experience
Identifiable separate components of Plant & Equipment (useful life of 3 to 7 years)	Over the useful life as technically specified by the management based on the past experience

Cost of leasehold land are written off over the primary lease period of the land expect of the leasehold land, held by the company on the date of transition, which is amortized over the remaining useful lives of the assets. Freehold land is not depreciated.

The estimated useful lives, residual values and depreciation method are reviewed at each financial year end and the effect of any change is accounted for on prospective basis.

The carrying amount of the all property, plant and equipment are derecognized on its disposal or when no future economic benefits are expected from its use or disposal and the gain or loss on de-recognition is recognized in the statement of profit & loss.

Reclassification to investment property:

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

E. INTANGIBLE ASSETS

Acquired Intangible assets are initially recognized at cost after deducting refundable purchase taxes and including the transaction cost, if any. After initial recognition, intangibles are carried at cost less accumulated amortization and accumulated impairment losses, if any.



Intangible assets in respect of Product development is created when the technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the company has an intention and ability to complete and use or sell the product / technology and the cost is reliably measurable. Revenue expenditures pertaining to Research is charged to the statement of profit & loss. Development costs of products are charged to the statement of profit & loss unless a products technological and commercial feasibility has been established in which case such expenditure is capitalized. Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortization and accumulated impairment loss, if any.

Intangibles assets are amortized over their respective individual estimated useful lives on a straight line basis, from the date they are available for use, as per period prescribed in respective license/ agreement or five years.

Intangible asset is derecognized on disposal or when no future economic benefits are expected from continuing use or disposal.

The estimated useful lives, residual values and amortization method are reviewed at each financial year end and the effect of any change is accounted for on prospective basis.

F. INVESTMENT PROPERTIES

Investment properties are initially recognized at cost after deducting refundable purchase taxes and including the transaction cost, if any. After initial recognition the investment properties are carried at cost less accumulated depreciation and impairment losses, if any.

Transfer to and from the investment properties are made when and only when, there is change in the use of the investment property as evidenced by the conditions laid down under the Indian Accounting Standard. The carrying amount of the property as on the date of classification is considered as carrying value of the investment property and vice-versa.

Depreciation on investment properties are provided for from the date of put to use for on straight line method at the useful lives prescribed in Schedule-II to the Companies Act, 2013.

The carrying amount of the investment properties are derecognized on its disposal or when no future economic benefits are expected from its use or disposal and the gain or loss on de-recognition is recognized in the statement of profit & loss.

The estimated useful lives, residual values and depreciation method are reviewed at each financial year end and the effect of any change is accounted for on prospective basis.

The fair value of the investment properties are disclosed in the notes.

G. INVENTORIES

Inventories of finished goods and work in progress are valued at lower of cost, based on weighted average method, (except in case of machine manufacturing where specific identification method is used) arrived after including depreciation/ amortization on plant & machinery, electrical installation, right to use assets and factory building, repair & maintenance on factory building, and specific manufacturing expenses including specific payments & benefits to employees or net realizable value.

Raw Materials and other materials including packaging, stores and fuels are valued at lower of cost, based on first-in-first-out method arrived at after including freight inward and other expenditure directly attributable to acquisition or net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and sales.

H. FINANCIAL INSTRUMENTS

Initial Recognition:

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value



on initial recognition, except for trade receivables/payables and where cost of generation of fair value exceeds benefits, which are initially measured at transaction price. Transaction costs directly related to the acquisition or issue of the financial assets and financial liabilities (other than financial assets and financial liabilities through statement of profit & loss) are added to or deducted from the cost of financial assets or financial liabilities. Transaction cost directly attributed to the acquisition of financial assets or financial liabilities at fair value through statement of profit & loss are recognized immediately in the statement of profit & loss.

Subsequent Recognition:

Non-derivative financial instruments

- (i) **Financial assets carried at amortized cost:** A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- (ii) **Financial assets at fair value through other comprehensive income:** A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election for its investments which are classified as equity instruments (all being not held for trading), to present the subsequent changes in fair value in other comprehensive income based on its business model.

Fair value of the listed equity instruments are measured using the rate quoted in the stock exchange wherein the securities are actively traded as on the last working day of the period of reporting. In respect of unlisted equity instruments, fair value is determined based on the latest audited financial statements and considering the open market information available, failing which it shall be measured at cost.

- (iii) **Financial assets at fair value through profit and loss:** A financial asset which is not classified in any of the above categories (including investment in units of mutual funds) is subsequently fair valued through profit and loss.
- (iv) **Financial liabilities:** Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.
- (v) **Investment in Subsidiaries/Joint ventures / Associates:** Investment in subsidiaries / Joint Ventures / Associates are carried at cost less impairment, if any, in the separate financial statements. Any gain or losses on disposal of these investments are recognized in the statement of profit & loss.
- (vi) **Derivative financial instruments;** The Group holds derivative financial instruments to hedge its interest rate risk exposures. Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are recognised through profit or loss.

I. FINANCIAL LIABILITIES

Financial liabilities are initially recognized at the fair value of the consideration received less directly attributable transaction cost.

Subsequent to initial measurement, financial liabilities viz borrowings are measured at amortized cost. The difference in the initial carrying amount of the financial liabilities and their redemption value is recognized in the statement of profit & loss over the contractual term using the effective interest rate method.



Financial liabilities are further classified as current and non-current depending whether they are payable within 12 months from the balance sheet date or beyond.

Financial liabilities are derecognized when the company is discharged from its obligation; they expire, are cancelled or replaced by a new liability with substantial modified terms.

J. EARNINGS PER SHARE

Basic Earnings Per Share is computed by dividing the net profit attributable to the equity shareholders of the company to the weighted average number of Shares outstanding during the period & Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders of the company after adjusting the effect of all dilutive potential equity shares that were outstanding during the period. The weighted average number of shares outstanding during the period includes the weighted average number of equity shares that could have issued upon conversion of all dilutive potential.

K. TAXATION

Current Tax

Current tax is expected tax payable on the taxable income for the year, using the tax rate enacted at the reporting date.

Current tax assets and liabilities are offset where the company has legal enforceable right to offset and intends either to settle on net basis, or to realize the assets and settle the liability simultaneously.

Deferred Tax Assets and Liabilities

Deferred tax is recognized for all taxable temporary differences and is calculated based on the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted at the reporting date.

Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the assets can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset.

Current and Deferred Tax for the Year

Current and deferred tax are recognized in the statement of profit & loss, except when they relates to items that are recognized in other comprehensive income or directly in equity, in which case, the current tax and deferred tax is recognized directly in other comprehensive income or equity as the case may be.

L. EMPLOYEE BENEFITS

The company provides for the various benefits plans to the employees. These are categorized into Defined Benefits Plans and Defined Contributions Plans. Defined contribution plans includes the amount paid by the company towards the liability for Provident fund to the employees provident fund organization, National Pension Scheme and Employee State Insurance fund in respect of ESI and defined benefits plans includes the retirement benefits, such as gratuity and paid absences (leave benefits) both accumulated and non-accumulated.

- a. In respect Defined Contribution Plans, contribution made to the specified fund based on the services rendered by the employees are charged to Statement of Profit & Loss in the year in which services are rendered by the employee.
- b. Liability in respect of Defined Long Term benefit plan is determined at the present value of the amounts payable determined using actuarial valuation techniques performed by an independent actuarial at each balance sheet date using the projected unit credit methods. Re-measurement, comprising actuarial gain and losses, the effects of assets ceiling (if applicable) and the return on



plan assets (excluding interest), are reflected immediately in the statement of Financial Position with a charge or credit recognized in other comprehensive income in the period in which they occur. Past Service cost is recognized in the statement of profit & loss in the period of plan amendment.

- c. Liabilities for accumulating paid absences is determined at the present value of the amounts payable determined using the actuarial valuation techniques performed by an independent actuarial at each balance sheet date using the projected unit credit method. Actuarial gain or losses in respect of accumulating paid absences are charged to statement of profit & loss account.
- d. Liabilities for short term employee benefits are measured at undiscounted amount of the benefits expected to be paid and charged to Statement of Profit & Loss in the year in which the related service is rendered.

M. IMPAIRMENT

Financial assets

The company recognizes the impairment on financial assets based on the expected credit loss model for the financial assets which are not fair value through statement of profit and loss. Loss allowance on trade receivables, with no significant financing component is measured at an amount equal to lifetime expected credit loss. The amount of expected credit losses or reversal that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the statement of profit and loss for the period.

Intangible assets, investment property and property, plant and equipment

Intangible assets, investment property and property plant & equipment are evaluated for recoverability wherever events or changes in circumstances indicate that their carrying amount may not be recoverable.

For impairment testing, assets that do not generate independent cash flows are grouped together into Cash Generating Units (CGUs).

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to disposal and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such asset is considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit & loss if there have been changes in the estimates used to determine the recoverable amount. The carrying amount is increased to its revised recoverable amount, provided that this amount does not exceeds the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss has been recognized for the asset in prior years.

N. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is recognized, if as a result of past event the company has present legal or constructive obligations that is reasonably estimable and it is probable that an outflow of economic benefits will be required to settle the obligation.

Contingent liabilities are disclosed for possible obligations arising out of uncertain events not wholly in control of the company.

Contingent assets are not recognized in the financial statements. However due disclosures are made in the financial statements for the contingent assets, where economic benefits is probable and amount can be estimated reliably.

O. FOREIGN CURRENCY TRANSACTIONS

Functional Currency

The Company functional currency is Indian Rupees. The financial statement of the company is presented in Indian rupees rounded off to nearest lacs.

Transaction and Translations

Transactions in currency other than Indian Rupees are recorded at the rate, as declared by the custom authority / inter-bank rates, ruling on the date of transaction.

Unsettled Foreign currency denominated monetary assets and liabilities, as at the balance sheet date, are translated using the exchange rates as at the balance sheet date. The gain or loss resulting from the translation is recognized in the statement of profit & loss. Non-monetary assets and non-monetary liabilities denominated in foreign currency and measured at cost are translated at the exchange rate at the date of the transaction. Non-monetary assets and non-monetary liabilities denominated in foreign currency and measured carried at fair value are translated at the date when the fair value is determined.

Transaction gain or losses realized upon settlement of foreign currency transaction are included in determining the net profit for the period in which transaction is settled.

Exchanges difference arises on settlement / translation of foreign currency monetary items relating to acquisition of property, plant & equipment till the period they are put to use for commercial production, are capitalized to the cost of assets acquired and provided for over the useful life of the property, plant & equipment.

P. LEASES

The Company as a Lessee

The Company's lease asset classes primarily consist of leases for land, rental properties, equipment and vehicles. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates of the Company. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

For Short Term Leases and leases for which underlying asset is of low value, Lease payments are recognize as an expenses on a straight line basis over a lease term.



The Company as a lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease

Q. BORROWING COST

Borrowings cost are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing cost directly attributable to the acquisition or construction of qualifying /eligible assets, intended for commercial production are capitalized as part of the cost of such assets. All other borrowing costs are recognized as an expense in the year in which they are incurred.

R. OPERATING SEGEMENTS

Operating segments are defined as components of the Company: (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the Company), (b) whose operating results are regularly reviewed by the Company's designated individual chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available. Management has chosen to organise the Company, around differences in business activities/ customer base/ products belonging to different industry, having different economic characteristics and not on the basis of geographical areas, looking to the practical impediments. Accordingly the Company has identified following reportable segments, viz. Flexible packaging activities, Engineering activities and others (Unallocable). All directly attributable revenue and expenses and expenses which can be allocated to segments, are reported under each reportable segment. All other expenses which are not attributable or allocable to segments, are shown under Other (Unallocable). Company has identified assets and liabilities to each reportable segment.

S. STANDARDS (INCLUDING AMENDMENTS) ISSUED BUT NOT YET AFFECTIVE

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements-

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

Ind AS 12 – Income Taxes-This amendment has narrowed the scope of the initial recognition exemptions so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statement.

2A Property, Plant And Equipment

(Rs.in lacs)

	Freehold Land	Building	Plant & Equipment	Electrical Installations	Office Equipment	Furniture & Fixtures	Vehicles	Total
GROSS CARRYING VALUE								
As at 1st April 2021	10.87	54,374.28	3,01,938.09	9,490.43	6,890.14	7,211.18	3,302.48	3,83,217.47
Additions During the Year	-	440.01	25,879.17	163.14	551.46	127.02	788.03	27,948.83
Transfer to Investment Property	-	(5.30)	-	-	-	-	-	(5.30)
Deductions During the Year	-	-	(4,469.99)	(0.80)	(1,819.12)	(5.22)	(159.46)	(6,454.59)
As at 31st March 2022	10.87	54,808.99	3,23,347.27	9,652.77	5,622.48	7,332.98	3,931.05	4,04,706.41
Additions During the Year	5,173.07	13,343.26	72,977.28	1,886.89	1,002.96	422.60	1,073.20	95,879.26
Transfer to Investment Property	-	-	-	-	-	-	-	-
Deductions During the Year	-	(380.70)	(10,426.39)	(7.22)	(108.16)	(36.02)	(599.59)	(11,558.08)
As at 31st March 2023	5,183.94	67,771.55	3,85,898.16	11,532.44	6,517.28	7,719.56	4,404.66	4,89,027.59
DEPRECIATION								
As at 1st April 2021	-	15,133.18	1,79,310.47	5,841.07	5,547.88	5,188.40	1,959.53	2,12,980.53
Provided for the Year	-	1,724.23	19,668.11	586.67	503.74	282.69	341.71	23,107.15
Transfer to Investment Property	-	(2.66)	-	-	-	-	-	(2.66)
Deductions During the Year	-	-	(2,894.64)	(0.15)	(1,727.99)	(2.91)	(84.97)	(4,710.66)
As at 31st March 2022	-	16,854.75	1,96,083.94	6,427.59	4,323.63	5,468.18	2,216.27	2,31,374.36
Provided for the Year	-	2,036.94	20,422.19	508.91	543.17	287.16	393.03	24,191.40
Transfer to Investment Property	-	-	-	-	-	-	-	-
Deductions During the Year	-	(333.67)	(9,270.14)	(6.36)	(100.40)	(33.01)	(303.11)	(10,046.69)
As at 31st March 2023	-	18,558.02	2,07,235.99	6,930.14	4,766.40	5,722.33	2,306.19	2,45,519.07
NET CARRYING VALUE								
As at 31st March 2022	10.87	37,954.24	1,27,263.33	3,225.18	1,298.85	1,864.80	1,714.78	1,73,332.05
As at 31st March 2023	5,183.94	49,213.53	1,78,662.17	4,602.30	1,750.88	1,997.23	2,098.47	2,43,508.52

Note: Borrowing cost capitalised (including on capital work in progress) during the Year is Rs. 1,882.86 Lacs (Previous year Rs. 580.06 lacs).

2B Investment Property

(Rs.in lacs)

	Freehold Land	Leasehold Land	Building	Total
GROSS CARRYING VALUE				
As at 1st April 2021	8.57	273.95	4,054.02	4,336.54
Additions During the Year	-	-	-	-
Transfer from Property, Plant & Equipment	-	-	5.30	5.30
Deductions During the Year	-	(1.89)	-	(1.89)
As at 31st March 2022	8.57	272.06	4,059.32	4,339.95
Additions During the Year	-	-	232.48	232.48
Transfer from Property, Plant & Equipment	-	-	-	-
Deductions During the Year	-	-	-	-
As at 31st March 2023	8.57	272.06	4,291.80	4,572.43
DEPRECIATION / AMORTISATION				
As at 1st April 2021	-	17.69	3,096.98	3,114.67
Provided for the Year	-	3.53	116.35	119.88
Transfer from Property, Plant & Equipment	-	-	2.66	2.66
Deductions During the Year	-	(0.15)	-	(0.15)
As at 31st March 2022	-	21.07	3,215.99	3,237.06
Provided for the Year	-	3.51	116.62	120.13
Transfer from Property, Plant & Equipment	-	-	-	-
Deductions During the Year	-	-	-	-
As at 31st March 2023	-	24.58	3,332.61	3,357.19
NET CARRYING VALUE				
As at 31st March 2022	8.57	250.99	843.33	1,102.89
As at 31st March 2023	8.57	247.48	959.19	1,215.24

Note: Fair value of the Investment Properties is Rs 15,290.88 Lacs as at year end (Previous Year Rs.12,589.67 Lacs), as valued by Independent architect and approved valuer.

2C Intangible Assets

(Rs.in lacs)

	Software	Patent	Technical Know How		Total
			Internally Generated	Other Than Internally Generated	
GROSS CARRYING VALUE					
As at 1st April 2021	3,273.78	639.56	2,829.28	2,866.90	9,609.52
Additions During the Year	84.28	-	-	-	84.28
Deductions During the Year	(0.51)	-	-	-	(0.51)
As at 31st March 2022	3,357.55	639.56	2,829.28	2,866.90	9,693.29
Additions During the Year	30.40	-	-	195.00	225.40
Deductions During the Year	(211.53)	-	-	-	(211.53)
As at 31st March 2023	3,176.42	639.56	2,829.28	3,061.90	9,707.16
DEPRECIATION / AMORTISATION					
As at 1st April 2021	2,336.17	639.53	1,754.43	1,920.64	6,650.77
Provided for the Year	271.79	0.03	572.90	350.90	1,195.62
Deductions During the Year	(0.49)	-	-	-	(0.49)
As at 31st March 2022	2,607.47	639.56	2,327.33	2,271.54	7,845.90
Provided for the Year	246.57	-	301.74	413.68	961.99
Deductions During the Year	(211.08)	-	-	-	(211.08)
As at 31st March 2023	2,642.96	639.56	2,629.07	2,685.22	8,596.81
NET CARRYING VALUE					
As at 31st March 2022	750.08	-	501.95	595.36	1,847.39
As at 31st March 2023	533.46	-	200.21	376.68	1,110.35

2D Right of Use Assets

(Rs.in lacs)

	Leasehold Land	Leasehold Land Premium	Rental Properties	Plant & Equipment	Vehicles	Total
GROSS CARRYING VALUE						
As at 1st April 2021	20,202.25	2,717.01	1,009.08	810.85	931.80	25,670.99
Additions During the Year	1,527.99	60.28	360.55	-	77.73	2,026.55
Deductions During the Year	-	-	(630.31)	-	(58.06)	(688.37)
As at 31st March 2022	21,730.24	2,777.29	739.32	810.85	951.47	27,009.17
Additions During the Year	2,845.79	644.66	371.44	242.48	283.50	4,387.87
Deductions/Adjustment During the Year	-	(74.14)	(498.96)	(123.49)	(98.19)	(794.78)
As at 31st March 2023	24,576.03	3,347.81	611.80	929.84	1,136.78	30,602.26
DEPRECIATION / AMORTISATION						
As at 1st April 2021	846.87	31.25	741.96	242.11	452.96	2,315.15
Provided for the Year	236.09	49.90	219.97	160.54	231.66	898.16
Deductions During the Year	-	-	(630.31)	-	(57.45)	(687.76)
As at 31st March 2022	1,082.96	81.15	331.62	402.65	627.17	2,525.55
Provided for the Year	257.93	52.75	236.52	207.31	177.77	932.28
Deductions During the Year	-	-	(297.78)	(123.49)	(54.18)	(475.45)
As at 31st March 2023	1,340.89	133.90	270.36	486.47	750.76	2,982.38
NET CARRYING VALUE						
As at 31st March 2022	20,647.28	2,696.14	407.70	408.20	324.30	24,483.62
As at 31st March 2023	23,235.14	3,213.91	341.44	443.37	386.02	27,619.88

Breakup of Depreciation and Amortisation charge for the Year:

	(Rs. in lacs)	
	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Depreciation and Amortisation on:		
Property, Plant & Equipment	24,191.40	23,107.15
Investment Property	120.13	119.88
Intangible Assets	961.99	1,195.62
Right of use assets	932.28	898.16
	26,205.80	25,320.81

3: Investments

Particulars	Description	Face Value	As At 31.03.2023		As At 31.03.2022	
			Number	Amount (Rs. In Lacs)	Number	Amount (Rs. In Lacs)
I Measured at Cost (Less Impairment, if any)						
a. Equity Instruments in Subsidiaries						
Unquoted						
Fully Paid Up						
i) IN WHOLLY OWNED SUBSIDIARIES						
Flex Middle East FZE, Dubai	@ Equity	AED 1 Million	107	12,672.08	107	12,672.08
Uflex Europe Ltd., UK	Equity	GBP 1	60,87,529	5,191.02	60,87,529	5,191.02
Uflex Packaging Inc, USA	Equity	US\$ 10	3,67,500	1,690.92	3,67,500	1,690.92
Flex Chemicals Pvt. Ltd., Russia	Equity	RUB 1/-	50,000	0.58	50,000	0.58
ii) IN OTHER SUBSIDIARIES						
UPET Holdings Ltd., Mauritius	Equity	US\$ 1	2,27,20,001	10,307.20	2,27,20,001	10,307.20
USC Holograms Pvt. Ltd.	Equity	Rs.10/-	40,800#	4.08	40,800#	4.08
b. Equity Instruments in Associate						
Quoted						
Fully Paid Up						
Flex Foods Ltd.	Equity	Rs.10/-	58,70,000	587.00	58,70,000	587.00
c. Equity Instruments in Joint Venture						
Unquoted						
Fully Paid Up						
Digicyl Pte. Ltd., Singapore	Equity	US\$ 1	5,00,000	337.50	5,00,000	337.50
Total -3(I)				30,790.38		30,790.38
II Designated & Carried at Fair value through Other Comprehensive Income						
Equity Instruments						
i) Quoted						
Fully Paid Up						
Ansal Properties & Infrastructure Ltd.	Equity	Rs.5/-	5,89,910	66.37	5,89,910	78.75
Kothari Products Ltd.	Equity	Rs.10/-	3,42,900	391.25	3,42,900	438.40
B.A.G. Films Ltd.	Equity	Rs.2/-	49,300	1.82	49,300	2.74
Reliance Infrastructure Ltd.	Equity	Rs.10/-	60,000	86.55	60,000	67.38
Bilcare Ltd.	Equity	Rs.10/-	1,100	0.48	-	-
ii) Unquoted						
Fully Paid Up						
Vijaya Home Loans Ltd.	Equity	Rs.10/-	50,000	-	50,000	-
Total -3(II)				546.47		587.27

Particulars	Description	Face Value	As At 31.03.2023		As At 31.03.2022	
			Number	Amount (Rs. In Lacs)	Number	Amount (Rs. In Lacs)
III Designated & Carried at Amortised Cost (Less Impairment, if any)						
Preference Shares						
Unquoted						
Fully Paid Up						
Montage Enterprises Private Limited	\$ Preference	Rs. 100/-	1,37,25,000	13,725.00	1,52,50,000	15,250.00
7.5% Cumulative, Non-Participative Redeemable Preference Shares						
TOTAL 3 (I+II+III)				45,061.85		46,627.65

	(Rs. in lacs)	
	As at 31.03.2023	As at 31.03.2022
Notes:		
i) Aggregate amount of Quoted Investments	2,974.49	2,974.10
ii) Aggregate Market Value of Quoted Investments	5,028.21	5,729.39
iii) Aggregate amount of unquoted Investments	43,933.38	45,458.38
iv) Aggregate amount of impairment in value of Investments :		
- Quoted	1,841.01	1,799.83
- Unquoted	5.00	5.00
	<u>1,846.01</u>	<u>1,804.83</u>
v) Investment Carried at Cost	30,790.38	30,790.38
vi) Investment Carried at Fair Value through Other Comprehensive Income	546.47	587.27
Investment Carried at Amortised Cost	13,725.00	15,250.00

Including 4 Equity Shares held by nominees, nominated by the Company.

@ Includes 17 Shares of AED 1 Million each pledged to the Commercial Bank of Dubai (CBD) towards the Term Loan Facilities sanctioned by CBD to Flex Middle East FZE being a wholly owned subsidiary of the Company.

\$ These Preference Shares are redeemable at par in ten equal annual instalments commencing from 3rd October 2022 in respect of 125,05,000 Preference Shares amounting to Rs. 12,505 Lacs allotted on 3rd October 2019 and from 30th March 2023 in respect of 27,45,000 Preference Shares amounting to Rs. 2,745 Lacs allotted on 30th March 2020.

	(Rs. in lacs)	
	As At 31.03.2023	As At 31.03.2022

4: Loans

(Unsecured, Considered Good)

Loans to :

-Loan to Joint Venture

61.67

-

- Employees

54.99

44.92

Less: Current Portion

20.39

96.27

22.27

22.65

TOTAL :

96.27

22.65

Additional Information on Loan to Joint Venture:

Name of the Company

Rate of Interest

Rate of Interest

Digicyl Pte. Ltd.(Singapore) -Joint Venture

6.5%

61.67

-

	As At 31.03.2023	As At 31.03.2022
5 Other Non-Current Financial Assets		
Security Deposits	1,962.61	1,647.50
Balance with Banks in Fixed Deposits Accounts for a period more than 12 Months*	232.84	33.11
TOTAL :	2,195.45	1,680.61
*Pledged with Banks as margin for Letters of Credits, Guarantees and Bills Discounted.		
6: Other Non-Current Assets		
Capital Advances	8,453.13	10,805.93
Deposit with Excise/ GST / Sales Tax Authorities	611.63	599.96
Deposits / Advances with Income Tax Authorities	1,562.03	1,613.99
TOTAL :	10,626.79	13,019.88
7: Inventories		
Raw Materials	47,219.73	39,968.27
Work-in-Progress	16,889.43	16,722.98
Finished Goods	9,031.16	6,866.92
Traded Goods	199.08	247.66
Material-in-Transit :		
- Raw Materials	9,368.09	5,469.80
- Raw Materials (Intra Group)	375.75	515.03
Stores, Packing Material & Fuel	1,686.95	1,419.98
TOTAL :	84,770.19	71,210.64
8: Trade Receivables ^		
Current- Unsecured		
Considered Good	2,05,295.64	1,69,444.80
Having Significant increase in Credit Risk	8,008.90	7,817.53
Trade Receivables #	2,13,304.54	1,77,262.33
Less : Allowance for bad and doubtful Trade receivables	8,008.90	7,817.53
TOTAL :	2,05,295.64	1,69,444.80
# Includes due from :		
- Subsidiaries	39,486.61	26,638.64
- Related Parties	2,327.15	5,443.76
^ Refer Note No 46 for Ageing Schedule		
Movements in allowance for bad and doubtful Trade receivable:		
Opening Balance	7,817.53	7,054.12
(+) Provision made during the year	1,054.47	1,806.40
(-) Amount utilised from provision	(863.10)	(1,042.99)
Closing Balance	8,008.90	7,817.53



	As At 31.03.2023	As At 31.03.2022
9: Cash & Bank Balances		
A) Cash & Cash Equivalents		
Balances with Banks:		
- In Current Accounts	2,313.43	5,744.96
- In Cash Credits Accounts	6,177.87	4,589.13
- In Fixed Deposits Accounts	10,870.55	3,209.99
Remittance in transit	219.53	-
Cash on hand	20.63	20.39
Cheques on hand	12.66	107.19
Sub-Total (A)	19,614.67	13,671.66
B) Other Bank Balances		
- In Fixed Deposits Accounts*	3,843.16	1,745.80
- In Unclaimed Dividend Accounts	101.26	111.47
- In Margin Money Accounts	535.78	906.46
Sub-Total (B)	4,480.20	2,763.73
TOTAL (A+B) :	24,094.87	16,435.39

*Pledged with Banks as margin for Letters of Credits, Guarantees and Bills Discounted.

10: Loans

(Unsecured, Considered Good)

	% of the Total Loans	% of the Total Loans
Loan to Subsidiary	100.0%	63.9%
Loan to Joint Venture	-	1.3%
Loans to Associate	-	34.8%
TOTAL :	4,525.00	4,306.86

Additional Information on Loan to Subsidiary, associate & Joint Venture:

Name of the Company	Rate of Interest	Rate of Interest
USC Holograms Pvt. Ltd.-Subsidiary	10%	10%
Flex Foods Ltd.-Associate	-	10%
Digicyl Pte. Ltd.(Singapore) -Joint Venture	-	6.5%
Total	4,525.00	4,306.86

The above loans are for a fixed period as specified in respective loan agreements with an option to prepay by the borrower.

11: Other Financial Assets

Current Portion of Long Terms Loans given	20.39	22.27
Interest accrued but not due on :		
- 7.5% Cumulative Redeemable Preference Shares	1,376.58	282.02
- Loan to Subsidiary	100.23	0.68
- Loan to Joint Venture	17.71	12.64
- Loan to Associate	-	42.78
- Deposits with Banks	188.29	99.84
- Others	13.42	12.61
Other Receivables	651.84	657.23
TOTAL :	2,368.46	1,130.07

	As At 31.03.2023	As At 31.03.2022
12: Other Current Assets		
Other Advances	2,055.51	1,811.99
Advance to Suppliers	3,505.10	4,700.18
Export Incentive Receivable	945.20	1,394.18
Amount recoverable from Related Parties	0.20	-
Balances with Excise /GST / VAT Authorities	9,840.75	6,694.67
TOTAL :	16,346.76	14,601.02

13: Share Capital

A AUTHORISED

The Company's authorised Capital is of Rs. 34,000.00 Lacs (Previous Year Same) distributed into 1,90,00,000 (Previous Year Same) Preference Shares of Rs.100/- each and 15,00,00,000 (Previous Year Same) Equity Shares of Rs. 10/- Each.

B ISSUED, SUBSCRIBED & PAID-UP

The Issued and Subscribed Capital of the Company as at 31st March 2023 is of Rs. 7,228.42 Lacs, represented by 7,22,84,187 Equity Shares (Including 72,701 Equity Shares forfeited) of Rs. 10/- each and the paid-up Capital as at 31st March 2023 is of Rs.7,221.15 Lacs, represented by 7,22,11,486 Equity Shares of Rs. 10/- each . The reconciliation of the Equity Share Capital of the Company is given as under:

	Issued & Subscribed		Fully Paid-Up		Partly Paid-Up	
	Number	Amount (Rs. In Lacs)	Number	Amount (Rs. In Lacs)	Number	Amount (Rs. In Lacs)
Balance as at 1st April 2021	7,22,84,187	7,228.42	7,22,11,486	7,221.15	-	-
Balance as at 31st March 2022	7,22,84,187	7,228.42	7,22,11,486	7,221.15	-	-
Balance as at 31st March 2023	7,22,84,187	7,228.42	7,22,11,486	7,221.15	-	-

Amount Originally paid up on the forfeited shares was of Rs. 3.89 Lacs (Previous Year Same).

The Company's Paid-up Capital of 7,22,11,486 (Previous Year Same) Equity Shares of Rs. 10/- each, is distributed as under:

	% Change During the Year	As At 31st March 2023		As At 31st March 2022	
		Number	%	Number	%
a) Promoter & Promoter Group		3,21,90,949	44.58	3,17,84,239	44.02
Flex International Pvt. Ltd.	0.56	96,04,287	13.30	91,97,577	12.74
Anshika Investments Pvt. Ltd.	-	57,71,092	7.99	57,71,092	7.99
A.R. Leasing Pvt. Ltd.	-	49,94,891	6.92	49,94,891	6.92
Anshika Consultants Pvt. Ltd.	-	37,78,524	5.23	37,78,524	5.23
Apoorva Extrusion Pvt. Ltd.	-	43,23,162	5.99	43,23,162	5.99
Anant Overseas Pvt. Ltd.	-	10,00,000	1.38	10,00,000	1.38
Ashok Kumar Chaturvedi (Karta)	-	16,94,051	2.35	16,94,051	2.35
Ashok Chaturvedi	-	5,02,533	0.70	5,02,533	0.70
A.L.Consultants Pvt. Ltd.	-	3,55,486	0.49	3,55,486	0.49
Rashmi Chaturvedi	-	1,25,145	0.17	1,25,145	0.17
Magic Consultants Pvt Ltd.	-	41,778	0.06	41,778	0.06
b) Public Shareholding *		4,00,20,537	55.42	4,04,27,247	55.98
i) Institution		57,11,135	7.91	50,44,507	6.98
ii) Non- Institution		3,43,09,402	47.51	3,53,82,740	49.00
* Of which Shareholder holding More than 5 % of the Paid-up Capital					
Kebale Trading Ltd.		54,65,840	7.57	54,65,840	7.57
Vistra ITCL (India) Ltd.		89,54,089	12.40	90,75,980	12.57

C RESTRICTION ON VOTING RIGHTS

The Company has only one class of issued equity share capital as on the date of the balance sheet and each holder of equity share is entitled for one vote per share and right to receive the dividend, if any, declared on the equity shares.

D DIVIDEND

The Board of Directors of the Company has recommended a final dividend of Rs.3.00 (Previous Year Rs.3.00) per share, aggregating to Rs.2,166.34 Lacs (Previous Year Rs. 2,166.34 Lacs) for the financial year ended 31st March 2023, subject to the approval of the Shareholders in their ensuring Annual General Meeting.

14: Other Equity

	(Rs. in lacs)						
	Reserve & Surplus				Other Comprehensive Income		Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Equity Instrument through other comprehensive Income	Remeasurement of Defined Benefit Plans	
Balance as at 1st April 2021	10,377.76	57,110.63	20,164.05	1,56,690.23	(2,425.33)	(1,503.11)	2,40,414.23
Total Other Comprehensive Income for the year (Net of Tax)					609.73	(455.82)	153.91
Dividend Paid (Including Dividend Distribution Tax)				(1,805.29)			(1,805.29)
Profit for the Year				22,232.48			22,232.48
Amount transferred to Retained Earning on Disposal of Investment recognized through Other Comprehensive Income (Net of Tax)				(10.77)	10.77		-
Balance as at 31st March 2022	10,377.76	57,110.63	20,164.05	1,77,106.65	(1,804.83)	(1,958.93)	2,60,995.33
Total Other Comprehensive Income for the Year (Net of Tax)					(41.18)	(67.04)	(108.22)
Dividend Paid				(2,166.34)			(2,166.34)
Profit for the Year				24,372.15			24,372.15
Balance as at 31st March 2023	10,377.76	57,110.63	20,164.05	1,99,312.46	(1,846.01)	(2,025.97)	2,83,092.92

Description of Reserves

Capital Reserve

This includes Rs. 10,288.18 Lacs towards amount of warrant application money forfeited by the Company in the past on non exercise of option by the warrant holders to convert the warrants into Equity Shares and Rs. 89.58 Lacs towards amount received on Equity Shares Forfeited by the Company in the past.

Securities Premium

Securities Premium was created consequent to issuance of shares at Premium. These reserves can be utilized in accordance with the provisions of Section 52 of the Companies Act, 2013.

General Reserve

General Reserve was created in accordance with erstwhile Companies Act, 1956 & Rules thereunder by transferring the Surplus in the Statement of Profit & Loss to the General Reserve, as per the limits laid down thereunder on distribution of Profits to Shareholders, as dividend. This is a part of free reserve and can be used for the purpose of distribution to Shareholders.

	As At 31st March 2023	As At 31st March 2022
15: Non-Current Borrowings		
Secured		
A. Term Loans :		
From Banks	1,59,358.85	1,11,579.45
From a Financial Institution	6,864.24	8,859.10
From Others	13,771.81	-
	1,79,994.90	1,20,438.55
B. Vehicle Loans :		
From Banks	120.91	188.68
From Others	1,022.40	560.37
	1,143.31	749.05
Unsecured		
C. From a Financial Institution ~	2,989.65	4,235.75
Sub- Total (A+B+C)	1,84,127.86	1,25,423.35
Less: Current portion	47,211.40	21,918.84
TOTAL :	1,36,916.46	1,03,504.51

The Company is availing the Secured Term Loan Facilities from banks & others. Their repayment terms and other details are given as under:

(Rs. in lacs)					
Name of the Institution / Banks / Others	Sanctioned Amount	O/s As At 31/03/2023	Current Portion	Long Term	Original Repayment Terms
PART A: TERM LOANS					
IFCI Limited	* 15,000.00	6,873.00 (8,873.00)	2,000.00 (2,000.00)	4,873.00 (6,873.00)	Repayable in 32 Quarterly Installments commencing from June 2018, first four installments of Rs. 250.00 Lacs each and balance 28 installments of Rs. 500.00 Lacs each.
UCO Bank	* 20,000.00	7,642.00 (11,153.03)	3,512.39 (3,512.39)	4,129.61 (7,640.64)	Repayable in 24 Equal Quarterly Installments of Rs. 833.33 lacs each commencing from February 2019. Post Covid Relaxation, repayment schedule has been revised effective Nov 20 and balance amount is payable in 18 Equal Quarterly installments of Rs. 878.10 lacs each and final installments of Rs. 669.00 Lacs
Jammu & Kashmir Bank Ltd.	* 14,930.00	10,327.70 (12,294.27)	1,967.20 (1,967.20)	8,360.50 (10,327.07)	Repayable in 32 Equal Quarterly Installments of Rs. 466.56 lacs each commencing from February 2020. Post Covid Relaxation, repayment schedule has been revised effective Nov 20 and balance amount is payable in 30 Equal Quarterly installments of Rs. 491.80 lacs each & Last installments of Rs. 491.70 Lacs.
State Bank of India	* 25,000.00	- (2,143.26)	- (2,143.26)	-	Repayable in 60 Equal Monthly Installments of Rs. 416.67 Lacs each commencing from Oct 2017. However installments are restricted to the extent of loan availed.
State Bank of India	* 15,000.00	1,100.45 (3,254.01)	1,100.45 (2,144.00)	(1,110.01)	Repayable in 82 installments, First Installment is of Rs. 535.71 lacs in Mar 2019 and rest in 81 Equal Monthly Installments of Rs. 178.67 Lacs each from Apr 2019. However installments are restricted to the extent of loan availed.
South Indian Bank	* 5,000.00	1,884.76 (2,640.97)	754.79 (754.79)	1,129.97 (1,886.18)	Repayable in 28 Quarterly Installments commencing from June 2018. First 27 Equal Quarterly Installments of Rs 178.60 Lacs and last installment of Rs. 177.80 Lacs. Post Covid Relaxation, repayment schedule has been revised effective Sept 20 and balance amount is payable in 20 Equal Quarterly installments of Rs. 188.70 lacs each and last installments of Rs. 187.90 Lacs.

(Rs. in lacs)

Name of the Institution / Banks / Others	Sanctioned Amount	O/s As At 31/03/2023	Current Portion	Long Term	Original Repayment Terms
Punjab National Bank (erstwhile Oriental Bank of Commerce)	* 5,000.00	2,539.53 (3,256.28)	714.29 (714.29)	1,825.24 (2,541.99)	Repayable in 28 Equal Quarterly Installments of Rs. 178.57 Lacs each commencing from Apr 2019.
Woori Bank	* 6,000.00	2,000.00 (4,000.00)	2,000.00 (2,000.00)	- (2,000.00)	Repayable in 12 Equal Quarterly Installments of Rs. 500 Lacs each commencing from April 2021.
Indian Bank	* 10,000.00	7,920.63 (8,420.63)	875.00 (500.00)	7,045.63 (7,920.63)	Repayable in 34 Quarterly Installments (First 10 Installments of Rs. 125 Lacs each, next 4 installments of Rs. 250 Lacs each, next 12 installments of Rs. 375 lacs each, next 4 installments of Rs. 437.50 lacs each and last 4 installments of Rs. 375 Lacs each) commencing from March 2021.
Bank of Maharashtra	* 2,500.00	1,794.89 (2,012.08)	400.00 (240.00)	1,394.89 (1,772.08)	Repayable in 26 Quarterly Installments (first 9 installments of Rs. 60 lacs Each, next 8 installments of Rs. 100 Lacs, next 8 installments of Rs. 125 Lacs each and final installments of Rs. 160 Lacs) each commencing from March 2021.
Qatar National Bank	* 4,000.00	3,000.00 (4,000.00)	1,000.00 (1,000.00)	2,000.00 (3,000.00)	Repayable in 16 Equal Quarterly Installments of Rs. 250 Lacs each commencing from June 2022.
KB Kookmin Bank	* 7,000.00	4,375.00 (7,000.00)	3,500.00 (2,737.94)	875.00 (4,262.06)	Repayable in 8 Equal Quarterly Installments Rs. 875 Lacs commencing commencing from Aug 2022 .
Punjab & Sindh Bank	* 10,000.00	6,691.88 (7,092.75)	875.00 (500.00)	5,816.88 (6,592.75)	Repayable in 34 Quarterly Installments (first 6 installments of Rs. 125 lacs each, next 4 installments of Rs. 250 Lacs each, next 4 installments of Rs. 312.50 Lacs each, next 16 installments of Rs. 375 Lacs each and balance in 4 installments of Rs. 250 lacs each) commencing from February 2022. However installments are restricted to the extent of loan availed.
Indian Overseas Bank	* 10,000.00	2,430.05 (288.80)	875.00 (288.80)	1,555.05 -	Repayable in 34 Quarterly Installments (first 6 installments of Rs. 125 lacs each, next 4 installments of Rs. 250 Lacs each, next 8 installments of Rs. 313 Lacs each, next 15 installments of Rs. 375 Lacs each and balance in 1 installments of Rs. 121 lacs) commencing from March 2022. However installments are restricted to the extent of loan availed.
Punjab National Bank	* 29,000.00	22,104.99 (14,468.39)	2,900.00 -	19,204.99 (14468.39)	Repayable in 28 Quarterly Installments (first 12 installments of Rs. 725 lacs each, next 8 installments of Rs. 1087.50 Lacs each and next 8 installments of Rs. 1450 Lacs each) commencing from June 2023. However installments are restricted to the extent of loan availed.
Bank of Behrain & Kuwait	* 5,000.00	4,979.24 (5,000.00)	1,250.00 (20.76)	3,729.24 (4,979.24)	Repayable in 17 Quarterly Installments (first installments of Rs. 20.76 lacs each, next 15 installments of Rs. 312.50 Lacs each and balance in 1 installments of Rs. 291.74 lacs) commencing from March 2023.
Oldenburgische Landes Bank-Commercial Loan	@ Euro 7.50 Mn.	6,720.75 (3174.75)	1,680.19 -	5,040.56 (3174.75)	8 Semi annual installments of Euro 0.94 Mn. (Equivalent to Rs.840.09 Lacs) from Sep 2023
Oldenburgische Landes Bank-Bopet Film	@ Euro 28.50 Mn.	25,064.59 (15763.18)	2,506.46 -	22,558.13 (15763.18)	20 Semi annual installments of Euro 1.42 Mn (Equivalent to Rs. 1,253.23 Lacs) from Sep 2023
Oldenburgische Landes Bank-CPP Film	@ Euro 8.30 Mn.	7,053.18 (6,362.07)	742.44 -	6,310.74 (6362.07)	20 Semi annual installments of Euro 0.42 Mn (Equivalent to Rs 371.22 Lacs) from Mar 2023
RBL Bank	* 5,000.00 \$	3,586.66 -	683.17 -	2,903.49 -	Repayable in 22 Equal Quarterly Installments of Rs. 170.79 Lacs each commencing from February 2023. However installments are restricted to the extent of loan availed.
Indian Bank	* 10,000.00 \$	9,319.25 -	500.00 -	8,819.25 -	Repayable in 34 Quarterly Installments (First 10 Installments of Rs. 125 Lacs each, next 4 installments of Rs. 250 Lacs each, next 12 installments of Rs. 375 lacs each, next 4 installments of Rs. 437.50 lacs each and last 4 installments of Rs. 375 Lacs each) commencing from March 2023. However installments are restricted to the extent of loan availed.

(Rs. in lacs)

Name of the Institution / Banks / Others	Sanctioned Amount	O/s As At 31/03/2023	Current Portion	Long Term	Original Repayment Terms
Karnataka Bank	* 5,000.00 \$	4,089.88	1,820.00	2,269.88	Repayable in 11 Quaterly Installments (First 10 of Rs. 455 Lacs each commencing from October 2022 and last of Rs. 450 Lacs)
South Indian Bank	* 2,000.00 \$	1,657.14	685.71	971.43	Repayable in 35 Equal Monthly Installments of Rs. 57.14 Lacs each commencing from October 2022.
Bajaj Finance Ltd	* 4,500.00 \$	4,500.00	663.65	3,836.35	Repayable in 66 Equal Monthly Installments of Rs. 86.38 Lacs commencing from April 2023 including interest amount.
Canara Bank	* 10,000.00 \$	8,333.33	6,666.67	1,666.66	Repayable in 6 Equal Quaterly Installments of Rs 1,666.67 Lacs commencing from February 2023.
Bank of Maharashtra	* 12,500.00 \$	3,990.18	1,923.08	2,067.10	Repayable in 26 Equal Quaterly Installments of Rs 480.77 Lacs commencing from June 2023. However installments are restricted to the extent of loan availed.
Mahindra & Mahindra Financial Services	* 5,000.00 \$	3,903.66	657.93	3,245.73	Repayable in 60 Equal Monthly Installments of Rs. 85.63 Lacs commencing from February 2023 including interest amount.
Indian Overseas Bank	* 5,000.00 \$	5,000.00	1,000.00	4,000.00	Repayable in 20 Quaterly Installments Rs 250 Lacs each commencing from April 2023.
State Bank of India	* 10,000.00 \$	2,280.15	1,428.00	852.15	Repayable in 28 Quaterly Installments (first 27 installments of Rs 357 Lacs each and last being of Rs 361 Lacs) commencing from June 2023. However installments are restricted to the extent of loan availed.
Tata Capital Financial Services	* 2,500.00 \$	2,458.33	541.67	1,916.66	Repayable in 36 Monthly Installments (first 12 installments of Rs 41.67 Lacs and next 24 installments of 83.33 Lacs) commencing from March 2023.
State Bank of India	* 44,420.00 \$	4,921.29	-	4,921.29	Repayable in 30 Quaterly Installments commencing from September 2024. However installments are restricted to the extent of loan availed.
OXYZO Financial Services Pvt. Ltd.	* 3,000.00 \$	3,000.00	748.30	2,251.70	Repayable in 42 equal monthly Installments of Rs 85.66 Lacs commencing from April 2023 including interest amount.
Punjab National Bank	* 260.00	-	-	-	Repayable in 18 Equal Monthly Installments of Rs. 14.44 Lacs each commencing from January 2021.
		(30.20)	(30.20)		
Punjab National Bank (erstwhile Oriental Bank of Commerce)	* 190.00	-	-	-	Repayable in 18 Equal Monthly Installments of Rs. 10.56 Lacs each commencing from December 2020.
		(10.98)	(10.98)		
State Bank of India	* 598.91	-	-	-	Repayable in 18 Equal Monthly Installments of Rs. 33.33 Lacs each commencing from November 2020.
		(31.27)	(31.27)		
Union Bank of India	* 270.00	-	-	-	Repayable in 18 Equal Monthly Installments of Rs. 15.00 Lacs each commencing from January 2021.
		(45.00)	(45.00)		
Less: Adjustment for Transaction Cost (Pending Amortisation)		1,547.61	434.12	1,113.49	
		(876.37)	(212.26)	(664.11)	
Sub Total: A		1,79,994.90	45,537.27	1,34,457.63	
Previous Year		(1,20,438.55)	(20,428.62)	(1,00,009.93)	
PART B: VEHICLE LOANS					
Jammu & Kashmir Bank Ltd. #	76.36	47.22	29.82	17.40	Repayable in 28 Equal Monthly Installments of Rs. 2.68 Lacs each commencing from March 2022 including interest amount.
		(74.14)	(27.78)	(46.36)	
Jammu & Kashmir Bank Ltd. #	26.40	10.09	6.07	4.02	Repayable in 60 Equal Monthly Installments of Rs. 0.55 Lacs each commencing from January 2020 including interest amount.
		(15.09)	(5.46)	(9.63)	

(Rs. in lacs)

Name of the Institution / Banks / Others	Sanctioned Amount	O/s As At 31/03/2023	Current Portion	Long Term	Original Repayment Terms
Jammu & Kashmir Bank Ltd. #	13.00	10.44 (11.99)	1.64 (1.51)	8.80 (10.48)	Repayable in 84 Equal Monthly Installments of Rs. 0.21 Lacs each commencing from September 2021 including interest amount.
Jammu & Kashmir Bank Ltd. #	13.40	11.17 (12.69)	1.65 (1.51)	9.52 (11.18)	Repayable in 84 Equal Monthly Installments of Rs. 0.21 Lacs each commencing from September 2021 including interest amount.
Hdfc Bank Limited #	17.00	9.35 (12.60)	3.52 (3.25)	5.83 (9.35)	Repayable in 60 Equal Monthly Installments of Rs. 0.35 Lacs each commencing from October 2020 including interest amount.
Yes Bank #	128.00	- (21.55)	- (21.55)	-	Repayable in 48 Equal Monthly Installments of Rs. 3.17 Lacs each commencing from November 2018 including interest amount.
Axis Bank #	19.75	14.26 (17.79)	3.81 (3.53)	10.45 (14.26)	Repayable in 60 Equal Monthly Installments of Rs.0.40 Lacs each commencing from September 2021 including interest amount.
Axis Bank #	25.00	18.38 (22.83)	4.79 (4.45)	13.59 (18.38)	Repayable in 60 Equal Monthly Installments of Rs.0.50 Lacs each commencing from October 2021 including interest amount.
Kotak Mahindra Prime Ltd #	22.17	11.73 (18.80)	7.63 (7.08)	4.10 (11.72)	Repayable in 36 Equal Monthly Installments of Rs. 0.69 Lacs each commencing from October 2021 including interest amount.
Kotak Mahindra Prime Ltd #	20.06	10.57 (16.99)	6.92 (6.42)	3.65 (10.57)	Repayable in 36 Equal Monthly Installments of Rs. 0.62 Lacs each commencing from October 2021 including interest amount.
Kotak Mahindra Prime Ltd #	20.06	10.57 (16.99)	6.92 (6.42)	3.65 (10.57)	Repayable in 36 Equal Monthly Installments of Rs. 0.62 Lacs each commencing from October 2021 including interest amount.
Kotak Mahindra Prime Ltd #	20.54	11.92 (18.40)	6.98 (6.48)	4.94 (11.92)	Repayable in 36 Equal Monthly Installments of Rs. 0.64 Lacs each commencing from December 2021 including interest amount.
Kotak Mahindra Prime Ltd #	42.37	32.33 (39.79)	8.01 (7.46)	24.32 (32.33)	Repayable in 60 Equal Monthly Installments of Rs. 0.84 Lacs each commencing from November 2021 including interest amount.
Kotak Mahindra Prime Ltd #	22.57	12.51 (19.67)	7.72 (7.16)	4.79 (12.51)	Repayable in 36 Equal Monthly Installments of Rs. 0.70 Lacs each commencing from November 2021 including interest amount.
Kotak Mahindra Prime Ltd #	45.42	37.43 (45.42)	8.39 (7.99)	29.04 (37.43)	Repayable in 60 Equal Monthly Installments of Rs. 0.90 Lacs each commencing from April 2022 including interest amount.
Kotak Mahindra Prime Ltd #	271.81	186.81 (271.81)	90.13 (84.99)	96.68 (186.82)	Repayable in 36 Equal Monthly Installments of Rs. 8.37 Lacs each commencing from April 2022 including interest amount.
Kotak Mahindra Prime Ltd #	126.59	103.82 -	40.51 -	63.31 -	Repayable in 36 Equal Monthly Installments of Rs. 3.96 Lacs each commencing from September 2022 including interest amount.
Kotak Mahindra Prime Ltd #	21.93	18.54 -	6.96 -	11.58 -	Repayable in 36 Equal Monthly Installments of Rs. 0.69 Lacs each commencing from October 2022 including interest amount.
Kotak Mahindra Prime Ltd #	45.40	44.17 -	7.72 -	36.45 -	Repayable in 60 Equal Monthly Installments of Rs. 0.93 Lacs each commencing from February 2023 including interest amount.
Kotak Mahindra Prime Ltd #	100.13	92.30 -	31.05 -	61.25 -	Repayable in 36 Equal Monthly Installments of Rs. 3.15 Lacs each commencing from Jan 2023 including interest amount.
Kotak Mahindra Prime Ltd #	100.13	92.30 -	31.05 -	61.25 -	Repayable in 36 Equal Monthly Installments of Rs. 3.15 Lacs each commencing from Jan 2023 including interest amount.

(Rs. in lacs)

Name of the Institution / Banks / Others	Sanctioned Amount	O/s As At 31/03/2023	Current Portion	Long Term	Original Repayment Terms
Kotak Mahindra Prime Ltd #	110.20	107.04	18.65	88.39	Repayable in 60 Equal Monthly Installments of Rs. 2.26 Lacs each commencing from February 2023 including interest amount.
Kotak Mahindra Prime Ltd #	178.94	178.94	55.27	123.67	Repayable in 36 Equal Monthly Installments of Rs. 5.64 Lacs each commencing from April 2023 including interest amount.
Toyota Financial Services India Limited #	17.00	3.10 (8.98)	3.10 (5.88)	- (3.10)	Repayable in 36 Equal Monthly Installments of Rs. 0.53 Lacs each commencing from October 2020 including interest amount.
Daimler Financial Services India Pvt. Ltd #	72.00	34.16 (51.76)	18.97 (17.60)	15.19 (34.16)	Repayable in 48 Equal Monthly Installments of Rs. 1.74 Lacs each commencing from January 2021 including interest amount.
Daimler Financial Services India Pvt. Ltd #	72.00	34.16 (51.76)	18.97 (17.60)	15.19 (34.16)	Repayable in 48 Equal Monthly Installments of Rs. 1.74 Lacs each commencing from January 2021 including interest amount.
Sub Total: B		1,143.31	426.25	717.06	
Previous Year		(749.05)	(244.12)	(504.93)	
Total (A+B)		1,81,138.21	45,963.52	1,35,174.69	
Previous Year		(1,21,187.60)	(20,672.74)	(1,00,514.86)	

Figures as at 31st March 2022, have been given in brackets.

* These are secured a) on pari-passu basis by way of hypothecation of specific movable properties of the Company (save and except book debts), both present & future, subject to prior charges created and / or to be created in favour of Company's bankers for working capital facilities, b) by first pari passu equitable mortgage of specific immovable properties of the Company situated at Malanpur (M.P.), Jammu (J & K), NOIDA (U.P.) and Sanand (Gujarat) (first pari-passu equitable mortgage of specific immovable properties of the Company situated at Dharwad (Karnataka), will be created after capitalisation, as at year end) and c) by guarantee of Chairman & Managing Director of the Company. These are further secured by way of second pari passu charge on the current assets of the Company.

However, in respect of loans marked with \$, first pari-passu equitable mortgage of specific immovable properties is pending and equitable mortgage can be created only after obtaining NOC's from all the Lenders and execution of equitable mortgage documents.

@ Secured by way of first ranking & exclusive charge on the Machineries and Equipments at Dharwad (Karnataka).

Vehicle Loans are secured by way of hypothecation of Specific Vehicles of the Company.

~ These are secured by a) exclusive first charge by way of hypothecation of Specific aircrafts owned by M/s A.R. Airways Pvt. Ltd., b) corporate guarantee of A.R. Airways Pvt. Ltd. and c) guarantee of Chairman & Managing Director of the Company.

(Rs. in lacs)

	As At 31.03.2023	As At 31.03.2022
16: Other Financial Liabilities		
Securities Received	1,368.86	1,293.85
Retention Money	1,033.94	753.44
TOTAL :	2,402.80	2,047.29
17: Provisions		
Leave Encashment	2,165.85	2,075.46
TOTAL :	2,165.85	2,075.46
18: Deferred Tax Liabilities (NET)		
Opening Balance	8,061.31	11,868.62
Add / (Less) : Provision of Deferred Tax charge / (Credit) for the year	14.70	(3,807.31)
TOTAL :	8,076.01	8,061.31

The Cumulative Tax effects of significant temporary differences, that resulted in Deferred Tax Asset & Liabilities and description of item thereof that creates these differences are as follows :

(Rs.in lacs)

	Deferred Tax Assets / (Liabilities) As At 01.04.2022	Current Year (Charge) / Credit	Deferred Tax Assets / (Liabilities) As At 31.03.2023
Deferred Tax Assets			
Others	3,615.03	494.22	4,109.25
Total (A)	3,615.03	494.22	4,109.25
Deferred Tax Liabilities			
Excess of Book WDV of Property, Plant and Equipment over Tax	(11,676.34)	(508.92)	(12,185.26)
Total (B)	(11,676.34)	(508.92)	(12,185.26)
Net Deferred Tax (Liability) (A-B)	(8,061.31)	(14.70)	(8,076.01)

A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarised as below:

Particulars	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Profit before income taxes (Rs in Lacs)	31,711.79	27,141.70
Average Tax Rate Applicable	25.17%	25.17%
Computed Tax Rate	24.20%	14.93%
Effect of changed in tax rate	0.00%	10.28%
Effects of non-deductible expenses	0.06%	-1.23%
Additional deduction	0.92%	1.19%
	25.17%	25.17%

Income Tax Expense in the Total Comprehensive Income represents:

(Rs. in lacs)

	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
In Statement of Profit & Loss		
- Current tax	7,660.00	7,859.00
- Deferred tax	37.25	(3,654.01)
- Short / (Excess) Provision of Income Tax for earlier years	(357.61)	704.23
Total	7,339.64	4,909.22

In Statement of Other Comprehensive Income

Items that will not be reclassified subsequently to Profit or Loss:

Remeasurement of the net defined benefit liability / asset	(22.55)	(153.30)
Total	(22.55)	(153.30)

(Rs. in lacs)

	As At 31st March 2023	As At 31st March 2022
19: Current Borrowings		
Secured		
Working Capital Facilities From Banks	48,430.98	33,959.51
Unsecured		
From Banks	9,923.92	742.75
From Others	870.00	10,622.00
Current Maturities of Long Term Borrowings	47,211.40	21,918.84
Total	1,06,436.30	67,243.10

Working capital facilities from banks are secured a) on *first pari passu* basis, by way of hypothecation of stock of raw materials, semi-finished goods, finished goods and book debts of the Company, both present and future, b) by way of second *pari passu* charge on specific fixed assets of the Company, situated at Malanpur (M.P.), Jammu (J & K), NOIDA (U.P.) and Sanand (Gujarat), and c) by guarantee of Chairman & Managing Director of the Company.

The Company has filed the returns/ statements of current assets, as per the requirement of the banks, which are in agreement with the books of accounts.

	(Rs. in lacs)	
	As At 31.03.2023	As At 31.03.2022
20: Trade Payables[^]		
Suppliers:		
Total outstanding dues of creditors other than Micro & Small enterprises and Related Parties	92,832.29	80,132.60
Total outstanding dues of Micro & Small enterprises *	2,715.64	2,586.53
Due to Related Parties	15,608.25	27,083.60
TOTAL :	1,11,156.18	1,09,802.73

[^] Refer Note No 47 for Ageing Schedule

* The details of amounts outstanding to Micro & Small Enterprises, as identified by the management, under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) are as under :

		(Rs.in lacs)	
S. No.	Particulars	As at 31.03.2023	As at 31.03.2022
1.	Principal amount not due and remaining unpaid	2,712.22	2,581.30
2.	Principal amount due and remaining unpaid	3.42	5.23
3.	Interest due on (2) above and the unpaid interest	0.03	-
4.	Interest paid on all delayed payment under the MSMED Act	0.12	0.02
5.	Payment made beyond the appointed day during the year	1,131.73	312.29
6.	Interest due and payable for the period of delay other than (3) above	22.47	0.73
7.	Interest accrued and remaining unpaid	Nil	Nil
8.	Amount of further interest remaining due and payable in succeeding years	Nil	Nil



	As At 31.03.2023	(Rs. in lacs) As At 31.03.2022
21: Other Financial Liabilities		
Capital Creditors	6,037.79	3,488.88
Interest Accrued but not due on Loans		
- From Others	20.94	37.20
Interest Accrued but not due on Term Loans		
- From Banks	428.81	114.21
- From Financial Institutions	132.08	73.29
Unclaimed Dividend*	101.26	111.47
Due to Employees	5,395.10	3,574.42
Others Payable	4,333.29	1,578.61
Unspent CSR	228.00	356.39
Total :	16,677.27	9,334.47

*These figures do not include any amount, due and outstanding, required to be transferred to Investor Education and Protection Fund.

22: Other Current Liabilities		
Advances from Customers	5,603.65	5,180.40
Advances from Subsidiaries	5,216.13	886.41
Advances from a Related Party	0.20	302.05
Statutory Dues	2,111.88	1,963.39
Total :	12,931.86	8,332.25

23: Provisions		
Leave Encashment	856.09	814.92
Gratuity	276.75	545.09
Warranty	87.18	44.91
TOTAL :	1,220.02	1,404.92

24: Current Tax Liabilities (Net)		
Current Income Tax (Net)	3,293.06	4,334.18
Total :	3,293.06	4,334.18

	For the Year Ended 31st March 2023	(Rs. in lacs) For the Year Ended 31st March 2022
25: Revenue from Operations		
A. i) Revenue from sale of products		
Gross Sales	6,97,301.61	5,96,819.27
Less : Inter Unit Sales	37,344.50	43,845.80
	6,59,957.11	5,52,973.47
ii) Revenue from sale of services		
a. Gross Job work / Services Rendered	6,681.42	6,177.86
Less : Inter Unit Job Work	2,770.14	2,781.87
	3,911.28	3,395.99
b. Technical Fees	302.12	150.65
Total (A) :	6,64,170.51	5,56,520.11

	For the Year Ended 31st March 2023	(Rs. in lacs) For the Year Ended 31st March 2022
Scrap Sales	6,434.85	5,588.15
Packing, Forwarding and Insurance Recoveries	519.17	586.79
Exchange Rate Fluctuation (Net)	2,975.41	1,951.66
Export Incentive	2,074.96	1,437.41
GST Refund	878.80	361.64
Miscellaneous Operating Income	190.53	130.91
Support Fees	645.07	801.55
Total (B) :	13,718.79	10,858.11
Total (A+B):	6,77,889.30	5,67,378.22

26: Other Income

Rent Received	956.46	954.18
Gain on Disposal of Investments (Net)		
Gain on disposal- Right of Use Assets	7.88	5.21
Gain on sale- Investment Property	-	10.76
Gain on sale- Property, Plant & Equipment (Net)	234.38	-
Miscellaneous Income	290.41	118.20
Sundry Credit Balances Written Back	91.60	198.23
Interest :		
- from Banks	524.21	365.12
- from Others	553.38	218.39
Investment Income:		
- Dividend on 7.5% Preference Shares	1,094.56	2,752.44
- Dividend received on Investments carried at cost	58.70	58.70
Total :	3,811.58	4,681.23

27: Cost of Materials Consumed

Opening Stock	40,483.30	30,261.29
Add : Purchases	4,93,140.90	4,28,884.07
	5,33,624.20	4,59,145.36
Less : Inter Unit Purchases	35,545.36	42,985.87
	4,98,078.84	4,16,159.49
Less : Closing Stock	47,595.48	40,483.30
Total :	4,50,483.36	3,75,676.19

28: Change in Inventories of Finished Goods, Work -In-Progress and Stock-in-Trade

Opening Stock :		
Stock-in-Trade	247.66	89.35
Finished Goods	6,866.92	3,860.10
Work-in-Progress	16,722.98	11,668.18
	23,837.56	15,617.63
Less: Closing Stock :		
Stock-in-Trade	199.08	247.66
Finished Goods	9,031.16	6,866.92
Work-in-Progress	16,889.43	16,722.98
	26,119.67	23,837.56
Total :	(2,282.11)	(8,219.93)

	For the Year Ended 31st March 2023	(Rs. in lacs) For the Year Ended 31st March 2022
29: Employee Benefits Expense		
Salaries,Wages,Bonus,Benefits and Amenities	52,462.02	47,465.17
Contribution to Provident Fund and Other Funds	2,248.48	1,996.94
Employee Welfare Expenses	1,349.33	1,217.38
TOTAL :	56,059.83	50,679.49
30: Finance Costs		
Interest		
- On Loans for Fixed Period	11,300.76	9,376.74
- On Other Loans / Liabilities	3,766.48	3,102.67
- On Lease Liabilities	391.84	379.25
- On Shortfall in payment of Advance Tax	319.39	1,077.67
Discounting & Financial Charges	2,478.36	1,566.59
TOTAL :	18,256.83	15,502.92
31: Other Expenses		
A. OTHER MANUFACTURING EXPENSES		
Power & Fuel Consumed	25,116.07	23,565.63
Repair & Maintenance-Machinery	9,332.67	8,035.51
Stores Consumed	6,166.02	5,070.16
Tools, Jigs & Dies	269.24	256.26
Packing Material Consumed	11,563.37	10,817.83
Flexo Plates / Processing Charges for Cylinders	5,764.87	4,861.56
Less : Inter Unit Charges	4,569.28	3,641.80
	1,195.59	1,219.76
Design & Development Charges	7.86	2.65
Job Work Charges	1,654.97	879.75
Royalty Expenses	425.26	448.30
R & D Charges	144.98	147.36
TOTAL (A) :	55,876.03	50,443.21
B. ADMINISTRATIVE, SELLING & OTHER EXPENSES		
Short Term Leases	1,062.74	927.89
Leases of Low Value	19.61	22.37
Rates & Taxes	158.01	67.94
Insurance charges	1,520.80	1,226.29
Electricity & Water charges	425.34	434.98
Printing & Stationery	259.43	183.81
Postage & Telephone Expenses	363.67	382.58
Vehicle Running & Maintenance Expenses	456.60	386.50
Conveyance & Travelling Expenses	3,149.56	1,945.44
Repair & Maintenance :		
- Building	756.81	960.07
- Others	3,163.45	2,768.21

	For the Year Ended 31st March 2023	(Rs. in lacs) For the Year Ended 31st March 2022
Legal & Professional Charges (Refer note no.37)	2,967.14	2,428.65
Directors' sitting fees	30.50	31.00
General Expenses	3,052.52	3,246.31
Commission on Sales	769.84	610.69
Advertisement & Publicity	1,658.59	606.50
Entertainment Expenses	423.69	312.19
Charity & Donation	90.21	9.61
Corporate Social Responsibility Expenditure	562.41	391.52
Freight & Forwarding charges	15,144.57	13,725.75
Property, Plant & Equipment written Off	259.11	34.47
Loss on Sale of Property, Plant & Equipment (Net)	-	64.22
Allowance for bad and doubtful Trade Receivables	1,054.47	1,806.40
Amount utilized from allowance for bad and doubtful Trade Receivables	(863.10)	(1,042.99)
Sundry Debit Balances / Bad Debts written off	888.10	2,055.03
Quality Claims	1,132.55	706.76
TOTAL (B) :	38,506.62	34,292.19
TOTAL : (A+B)	94,382.65	84,735.40
Additional Disclosure in respect of Investment Properties, that generated rental income;		
Insurance	45.46	35.99
Repair & Maintenance :		
- Building	24.14	23.17
Finance Cost on Lease Liabilities	1.96	1.96
Amortization of Right to Use Assets	0.28	0.28
	71.84	61.40

32: Expenses allocated to Self Constructed Assets

Cost of Material Consumed	596.06	991.75
Employee Benefits Expense	288.00	368.71
Depreciation and amortisation expense	94.36	102.98
Other Expenses	249.00	275.98
TOTAL :	1,227.42	1,739.42



		Current Year	(Rs. in lacs) Previous Year
33: Contingent liabilities not provided for in respect of :			
A	i) Show cause notice / demands of Excise Authorities in respect of Excise Duty & Service Tax not acknowledged by the Company and are contested / appealed / replied.	4,810.46	4,837.24
	ii) Show cause notice / demands of Goods & Services Tax (GST) Authorities in respect of GST not acknowledged by the Company and are contested / appealed / replied.	769.43	64.15
	iii) Additional demands raised by the Income Tax Department, which are under rectification & appeal	5,252.34	4,520.17
	iv) Additional demands raised by the Sales Tax Department, which are under rectification & appeal	968.29	1,121.92
	v) Amount demanded by the erstwhile workers of the Company and are pending in labour Court	17.92	15.92
	vi) Claims against the Company/disputed liabilities not acknowledged as debt.	1,285.55	439.90
	vii) Demand for refund/ non admission of claim of export incentive/ GST by authorities which are protested or under appeal	133.36	-
	viii) Demand raised by the Concerned Development corporation on surrender of unutilised Industrial Leasehold Land.	62.69	62.69
	ix) Demands raised by the Electricity Departments, which are protested or under appeal	947.97	1,167.12
B	i) Guarantees issued by Banks	4,233.80	4,252.36
	ii) Corporate Guarantees issued for facilities taken by subsidiaries from Banks	34,499.90	32,594.10
	iii) Import duty obligations on outstanding export commitment under Advance Licence / EPCG Schemes	43,148.01	43,692.04
	iv) Letters of Credit (Unexpired) issued by Banks (Net of Margin)	20,891.11	10,639.55
C	Liability in respect of Bonus for the FY 2014-15 arising due to retrospective amendment in the Payment of Bonus (Amendment) Act, 2015; which is contested by the Company.	429.85	429.85

		Current Year	(Rs. in lacs) Previous Year
34: Capital Commitments :			
The estimated amount of contracts remaining to be executed on capital account (Net of advances) and not provided for		26,555.58	45,219.46

35: Disclosures for Leases as per Ind AS -116 on "Leases"

The following disclosures are made in respect of leases as required under Ind AS-116 on "Leases",

		Current Year	(Rs. in lacs) Previous Year
	Note No		
i)	Depreciation Charge on Right of Use Assets	932.28	898.16
ii)	Interest Expense on Lease Liabilities	391.84	379.25
iii)	Short Term Leases	1,062.74	927.89
iv)	Low Value Leases	19.61	22.37
v)	Variable Lease Payments	-	-
vi)	Total Cash Outflows on Right of Use Assets	1,175.37	2,175.78
vii)	Additions to Right to Use Assets	4,387.87	2,026.55
viii)	Carrying amount of Right of Use Assets	27,619.88	24,483.62

36: Information in respect of Corporate Social Responsibility Expenditure required to be spent by the Company:

	Current Year	(Rs. in lacs) Previous Year
a) Gross Amount required to be spent by the Company during the Year	525.37	396.75
b) Total of previous years Shortfall / (Excess) incurred	-	(5.24)
c) Balance to be spent	525.37	391.51
d) Expenditure incurred	334.41	35.12
e) Unspent at the end of the year	228.00	356.39
f) Shortfall/ (Excess) at the end of the year	(37.04)	-
g) Reason for Shortfall / Unspent amount		

In effect there is no shortfall, as the unspent amount is in respect of ongoing project identified by the Company.

In terms of section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has identified two ongoing projects namely (i) Eradicating Hunger and malnutrition by producing & distributing the Organic Agriculture produce and (ii) Improving Healthcare system of public by growing & distribution of Herbal medicines and had spent part of the CSR amount during the financial year 2022-23 and balance commitment for project amounting to Rs. 228 lacs (including excess of Rs 37.04 lacs), outstanding as at year end, will be spent in the coming financial year i.e. 2023-24, has been transferred to Unspent Corporate Social Responsibility Account with the Scheduled Bank within 30 days from the end of Current Financial Year as per provision of section 135(6) of Companies Act, 2013.

h) Nature of CSR Activities

As covered under Item No (i) & (iv) of Schedule VII of the Companies Act, 2013

37: Auditors Remuneration, as included in "Legal & Professional charges" under Note No."31(B)", is as under:

	Current Year	(Rs. in lacs) Previous Year
a) Audit Fees	148.00	140.75
b) Taxation Matters	45.00	42.00
c) Other Services (Limited review/ Certification Charges)	61.09	51.90
d) Out of Pocket Expenses	11.20	5.09

38: Defined Benefit Plan

a) **Gratuity**

The Employees' Group Gratuity Scheme is managed by ICICI Prudential Life Insurance Company Limited. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The additional disclosure in terms of Ind AS 19 on "Employee Benefits", is as under:

	Current Year	(Rs. In Lacs) Previous Year
a. Reconciliation of opening and closing balances of obligation		
Obligations at period beginning	6,818.41	5,989.93
Current Service cost	609.88	552.51
Interest cost	463.32	407.03
Actuarial (gain) / loss due to unexpected experience	(241.84)	619.45
Benefits paid	(541.55)	(750.51)
Obligations at period end	7,108.22	6,818.41



	<u>Current Year</u>	<u>Previous Year</u>
b. Reconciliation of opening and closing balances of fair value assets		
Plan assets at period beginning, at fair value	6,273.32	5,136.94
Interest Income	426.28	349.06
Return on Plan Assets excluding Interest Income	(331.43)	10.33
Contributions	1,004.85	1,527.50
Benefits paid	(541.55)	(750.51)
Plan assets at period end, at fair value	6,831.47	6,273.32
c. Amount Recognized in Balance Sheet		
Present value of the defined benefit obligations at the end of the period	7,108.22	6,818.41
Fair value of plan assets at the end of the period	(6,831.47)	(6,273.32)
Liability/ (Asset) recognized in the balance sheet	276.75	545.09
d. Gratuity cost for the period		
Current Service cost	609.88	552.51
Interest cost	463.32	407.03
Expected return on plan assets	(426.28)	(349.06)
Net Gratuity Cost recognised in Statement of Profit & Loss	646.92	610.48
e. Remeasurement (gains) and losses		
Actuarial (gain) / loss due to change in unexpected experience/ assumptions	(241.84)	619.45
Return on Plan assets, excluding interest income	331.43	(10.33)
Net Gratuity Cost recognised in Statement of Other Comprehensive Income	89.59	609.12
Assumptions		
Interest rate	7.48% P.A.	6.8% P.A.
Estimated rate of return on plan assets	7.48% P.A.	6.8% P.A.

The expected benefits increases are based on the same assumptions as are used to measure the Company's defined benefit plan obligations as at 31st March 2023. The Company is expected to contribute Rs.877.27 lacs to defined benefits plan obligations fund for the year ending 31st March 2024.

The significant accounting assumptions are the discount rate and expected salary increases. The sensitivity analysis below have been determined based on reasonable possible changes of the respective assumptions occurring at the end of the reporting period while other assumptions are constant.

If the discount rate increases /(decreases) by 0.5%, the defined benefit plan obligations would decrease by Rs.247.56 Lacs (increase by Rs.264.78 Lacs) as at 31st March 2023.

If the expected salary growth increases /(decreases) by 0.5%, the defined benefit plan obligations would increase by Rs.264.02 Lacs (decrease by Rs.248.18 Lacs) as at 31st March 2023.

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Further in presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the Projected Unit Credit Method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the Balance Sheet.

b) Leave Encashment

The Company has provided for its Liability towards Leave encashment, based on the actuarial valuation, disclosure whereof in terms of Indian Accounting Standard (Ind AS)- 19, "Employee Benefits" is as under:

	<u>Current Year</u>	<u>(Rs. in Lacs)</u> Previous Year
a. Reconciliation of opening and closing balances of obligation		
Obligations at period beginning	2,890.38	2,432.91
Service cost	354.30	343.58
Interest cost	196.41	165.32
Actuarial (gain) / loss	165.39	426.18
Benefits paid	(584.54)	(477.61)
Obligations at period end	3,021.94	2,890.38
b. Amount Recognized in Balance Sheet		
Present value of the defined benefit obligations at the end of the period	3,021.94	2,890.38
Liability recognized in the balance sheet	3,021.94	2,890.38
c. Leave Encashment cost for the period		
Service cost	354.30	343.58
Interest cost	196.41	165.32
Actuarial (gain) / loss	165.39	426.18
Net Leave Encashment cost for the period	716.10	935.08
Assumptions		
Interest rate	7.48% P.A.	6.8% P.A.

39: Previous Year figures have been recasted / regrouped/ reclassified, wherever considered necessary.

40: Due to Outbreak of fire, certain assets situated in factory premises at Jammu, were partially damaged during the year ended 31st March, 2021. These assets are covered under insurance on reinstatement basis for which Company has submitted the final claim of Rs. 784.19 Lacs upon reconstruction of damaged assets which become operational of 1st October 2022. So far the company has received Rs 200 lacs from the insurance company and balance sum of Rs 584.19 lacs is expected to be recovered in full.

41: The Income Tax Department ("the Department") conducted a Search activity ("the Search") under Section 132 of the Income Tax Act on the Company in February 2023. The Company has provided all support and cooperation and the necessary documents and data to the Department, as requested by the Department. The Company is examining and reviewing details of the matter and will take appropriate actions, including addressing regulatory actions, if and when they occur. While the uncertainty exists regarding the outcome of the proceedings by the department, the Company after considering all available information and facts as of date, is confident that no material tax liabilities will devolve on the Company.

42: Earnings Per Share

The following disclosure is made, as required by Indian Accounting Standard (Ind AS-33) on "Earnings Per Share" :-

	<u>Current Year</u>	<u>Previous Year</u>
(A) Profit for the year, after Adjustments, for computation of Basic Earning & Diluted Earning Per Share (Rs in Lacs); (viz. Numerator) (Rs.in lacs)	24,372.15	22,232.48
a Basic Earning	24,372.15	22,232.48
b Diluted Earning	24,372.15	22,232.48
(B) Weighted Average Number of Equity Shares (viz. denominator) for Basic		
(i) Earning Per Share	72211486	72211486
(ii) Weighted Average Number of Equity Shares (viz. denominator) for Diluted Earning Per Share	72211486	72211486
(C) Nominal Value Per Share	Rs. 10/-	Rs. 10/-
(D) Earnings Per Share		
(a) Basic (A/B(i)) (Rs.)	33.75	30.79
(b) Diluted (A/B(ii)) (Rs.)	33.75	30.79

43: Segment Disclosure

Segment disclosure in accordance with the Ind AS 108 on " Operating Segments" are as under:

Accounting Principles and policies, as reported in Significant Accounting polices, used in the preparation of financial statements are consistently applied to record revenue, expenditure, assets and liabilities, in each segment.

For the Year Ended 31st March 2023

Particulars				(Rs. in Lacs)
	Flexible Packaging Activities	Engineering Activities	Other (Un-allocable)	Total
Revenue from				
- External Customers	6,46,503.69	31,238.80	146.81	6,77,889.30
- Transaction with other operating segments	-	6,334.52	-	6,334.52
Total Revenue	6,46,503.69	37,573.32	146.81	6,84,223.82
Identifiable operating expenses	(5,62,039.64)	(30,116.19)	(13,370.63)	(6,05,526.46)
Less: Intersegment Revenue	(4,569.29)	-	(1,765.23)	(6,334.52)
Operating Profit	79,894.76	7,457.13	(14,989.05)	72,362.84
Other Income				3,811.58
EBIDTA				76,174.42
Depreciation & Amortization Expenses				(26,205.80)
EBITA				49,968.62
Finance Cost				(18,256.83)
Profit before Tax				31,711.79
Tax expenses				(7,339.64)
Net Profit				24,372.15
Segment Assets as at 31st March 2023	5,70,407.07	58,384.64	67,652.27	6,96,443.98
Segment Liabilities as at 31st March 2023	1,38,888.22	54,882.57	2,12,359.12	4,06,129.91

For the Year Ended 31st March 2022

Particulars				(Rs. in Lacs)
	Flexible Packaging Activities	Engineering Activities	Other (Un-allocable)	Total
Revenue from				
- External Customers	5,36,025.91	31,273.91	78.40	5,67,378.22
- Transaction with other operating segments	-	5,891.83	-	5,891.83
Total Revenue	5,36,025.91	37,165.74	78.40	5,73,270.05
Identifiable operating expenses	(4,63,478.40)	(29,977.65)	(10,637.97)	(5,04,094.02)
Less: Intersegment Revenue	(3,641.80)	-	(2,250.03)	(5,891.83)
Operating Profit	68,905.71	7,188.09	(12,809.60)	63,284.20
Other Income				4,681.23
EBIDTA				67,965.43
Depreciation & Amortization Expenses				(25,320.81)
EBITA				42,644.62
Finance Cost				(15,502.92)
Profit before Tax				27,141.70
Tax expenses				(4,909.22)
Net Profit				22,232.48
Segment Assets as at 31st March 2022	4,65,650.90	56,143.40	66,985.16	5,88,779.46
Segment Liabilities as at 31st March 2022	1,13,195.54	51,136.00	1,56,231.44	3,20,562.98

44: Related Party Disclosures

(a) List of Related Parties (as per IND AS-24):

- i) **Subsidiaries** : Flex Middle East FZE, Uflex Europe Ltd., Uflex Packaging Inc., UPET Holdings Ltd., USC Holograms (P) Ltd. and Flex Chemicals (P) Ltd.
- ii) **Step down Subsidiaries** : Flex Films Europa Sp. z.o.o, Flex P Films (Egypt) S.A.E., UPET (Singapore) PTE. Ltd., Flex Americas S.A. de C.V., Flex Films (USA) Inc., Flex Films Africa Pvt. Ltd., Flex Films Europa Korlatolt Felelossegu Tarsasag (Hungary), Flex Films Rus LLC (Russia), Flex Foils Bangladesh Pvt. Ltd., Flex Specialty Chemicals (Egypt) S.A.E., PlasticFix Europa Spolka Z Ograniczona Odpowiedzialnoscia (Poland) w.e.f. 17.10.2022 and Flex Pet (Egypt) S.A.E. w.e.f. 21.11.2022
- iii) **Associate** : Flex Foods Limited.
- iv) **Jointly Controlled Entities**: Digicyl Pte. Ltd. (Singapore) & Digicyl Ltd. (Israel) being Wholly owned subsidiary of Digicyl Pte. Ltd. (Singapore)
- v) **Key Management Personnel & their relatives/ HUF** : Mr. Ashok Chaturvedi, Chairman & Managing Director (relatives, Mrs. Rashmi Chaturvedi, Mr. Anant Shree Chaturvedi, Mr. Apoorva Shree Chaturvedi & Ms. Anshika Chaturvedi), Ashok Chaturvedi (HUF), Mr. Jagmohan Mongia, Whole time Director, Mr. Rajesh Bhatia, CFO, and Mr. Ajay Krishna, Company Secretary.
- vi) **Other Related Enterprises** : AKC Retailers Pvt. Ltd., Anshika Investments Pvt. Ltd., Anant Overseas Pvt. Ltd., Apoorva Extrusion Pvt. Ltd., Anshika Consultants Pvt. Ltd., A.R. Leasing Pvt. Ltd., A.R. Infrastructures & Projects Pvt. Ltd., AC Infrastructures Pvt. Ltd., Cinflex Infotech Pvt. Ltd., Flex International Pvt. Ltd., Ultimate Infratech Pvt. Ltd., Ultimate Flexipack Ltd., Ultimate Prepress LLP, Modern Info Technology Pvt. Ltd., Magic Consultants Pvt. Ltd. and A.L. Consultants Pvt. Ltd.

(b) The Company has entered into transactions with certain parties listed above during the year under consideration. Details of these transactions are as follows :

(Rs.in lacs)

Transactions	Subsidiaries	Step down Subsidiaries	Associate	Jointly Controlled Entities	Key Management Personnel & their Relatives / HUF	Other Related Enterprises as referred to in 'a (vi)' above	Total
i) Trade Transactions							
Sale of Goods/Services (Net)	26,442.88	15,270.25	106.62	-	-	2,269.85	44,089.60
	31,871.94	914.37	44.34	-	-	2,545.08	35,375.73
Purchase of Goods/Services (Net)	456.46	322.68	-	-	-	37,236.43	38,015.57
	8,137.37	2,395.23	-	-	-	32,363.59	42,896.19
Royalty	-	-	-	-	130.86	-	130.86
	-	-	-	-	128.45	-	128.45
Purchase of Fixed Assets	-	529.57	3.82	-	-	-	533.39
	-	-	-	-	-	-	-
Sale of Fixed Assets	-	1,016.19	10.34	-	-	-	1,026.53
	-	-	-	-	-	20.30	20.30
Dividend Income	-	-	58.70	-	-	-	58.70
	-	-	58.70	-	-	-	58.70
Purchase of DEPB Licence	-	-	124.76	-	-	-	124.76
	-	-	-	-	-	-	-
Sale of DEPB Licence	-	-	-	-	-	76.45	76.45
	-	-	-	-	-	129.51	129.51
Technical Fees received	-	302.12	-	-	-	-	302.12
	-	150.65	-	-	-	-	150.65

(Rs.in lacs)

Transactions	Subsidiaries	Step down Subsidiaries	Associate	Jointly Controlled Entities	Key Management Personnel & their Relatives / HUF	Other Related Enterprises as referred to in 'a (vi)' above	Total
Licence & Support fees Received	98.84	546.23	-	-	-	-	645.07
	<i>291.93</i>	<i>509.62</i>	-	-	-	-	<i>801.55</i>
Rent Received	-	-	9.00	-	78.60	64.56	152.16
	-	-	<i>9.00</i>	-	<i>63.60</i>	<i>64.56</i>	<i>137.16</i>
Rent Paid	-	-	-	-	300.00	419.37	719.37
	-	-	-	-	<i>270.00</i>	<i>395.17</i>	<i>665.17</i>
Interest Received on Loans	383.32	-	158.70	4.01	-	-	546.03
	<i>114.91</i>	-	<i>73.56</i>	<i>3.70</i>	-	-	<i>192.17</i>
Remuneration *	-	-	-	-	2,149.46	-	2,149.46
	-	-	-	-	<i>1,972.93</i>	-	<i>1,972.93</i>
ii) Non Trade Transactions							
Repayment of Lease Liabilities	-	-	-	-	-	-	-
	-	-	-	-	-	<i>24.20</i>	<i>24.20</i>
Dividend Paid	-	-	-	-	69.65	896.08	965.73
	-	-	-	-	<i>58.04</i>	<i>736.56</i>	<i>794.60</i>
Loan Given	4,525.00	-	4,500.00	-	-	-	9,025.00
	<i>2,750.00</i>	-	<i>3,000.00</i>	-	-	-	<i>5,750.00</i>
Recovery of Loan Given	2,750.00	-	6,000.00	-	-	-	8,750.00
	<i>1,185.00</i>	-	<i>1,500.00</i>	-	-	-	<i>2,685.00</i>
Total	34,656.50	17,987.04	10,971.94	4.01	2,728.57	40,962.74	1,07,310.80
	<i>44,351.15</i>	<i>3,969.87</i>	<i>4,685.60</i>	<i>3.70</i>	<i>2,493.02</i>	<i>36,278.97</i>	<i>91,782.31</i>
Balance as at 31st March, 2023							
Debit	33,191.00	10,921.03	22.63	79.38	-	2,304.52	46,518.56
	<i>28,071.23</i>	<i>1,318.28</i>	<i>1,554.78</i>	<i>69.49</i>	-	<i>5,431.76</i>	<i>36,445.54</i>
Credit	0.31	5,805.04	0.20	-	534.18	15,562.16	21,901.89
	<i>6,105.57</i>	<i>472.33</i>	<i>0.03</i>	-	<i>534.73</i>	<i>21,159.41</i>	<i>28,272.07</i>

Previous year figures have been given in Italics.

* Includes

	Current Year	Previous Year
Salary	1,608.02	1,478.42
Perquisites	37.63	41.57
Short Term Employees Benefits	3.81	2.94
Commission	500.00	450.00
Total	2,149.46	1,972.93

The Company has extended Corporate Guarantee to the lenders of its Fellow Subsidiary. The outstanding amount of Corporate Guarantee extended by the Company as on the balance sheet date has been disclosed in Note No 33(B).

45: Information u/s 186(4) of the Companies Act, 2013 in respect of Loans given, Investments made or Guarantees given or Security provided during the year:

S. No.	Name of the Company	Amount Rs. in Lacs	Purpose of the Loan
A	Loans Given		
	Flex Foods Limited	4,500.00	General Corporate Purpose
	USC Holograms Pvt Ltd	4,525.00	General Corporate Purpose
B	Investments Made	NIL	
C	Guarantees Given	NIL	
D	Securities Provided	NIL	

46: Trade Receivable Ageing Schedule

		(Rs.in lacs)						
S. No.	Particulars	As at 31st March	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 month-1 year	1-2 years	2-3 years	more than 3 years	
(i)	Undisputed Considered Good	2023	1,65,836.79	26,677.49	7,757.52	1,618.78	3,405.06	2,05,295.64
		2022	1,44,663.22	14,502.38	4,764.21	2,264.81	3,250.18	1,69,444.80
Following considered as having significant increase in credit risk:								
(ii)	Undisputed - Considered doubtful	2023	205.17	301.86	234.32	360.18	5,788.80	6,890.33
		2022	888.35	94.85	1,362.83	12.29	2,444.54	4,802.86
(iii)	Disputed considered good	2023	-	-	-	-	-	-
		2022	1.48	7.46	63.00	23.25	629.57	724.76
(iv)	Disputed considered doubtful	2023	-	-	333.22	82.32	703.03	1,118.57
		2022	169.03	9.99	726.81	387.32	996.76	2,289.91
Total		2023	1,66,041.96	26,979.35	8,325.06	2,061.28	9,896.89	2,13,304.54
		2022	1,45,722.08	14,614.68	6,916.85	2,687.67	7,321.05	1,77,262.33

47: Trade Payable Ageing Schedule

		(Rs.in lacs)					
S. No.	Particulars	As at 31st March	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSME	2023	2,715.43	-	-	-	2,715.43
		2022	2,586.53	-	-	-	2,586.53
(ii)	Others	2023	1,05,472.95	1,490.31	1,335.55	141.73	1,08,440.54
		2022	1,05,105.94	1,968.20	23.55	118.51	1,07,216.20
(iii)	Disputed dues-MSME	2023	-	0.21	-	-	0.21
		2022	-	-	-	-	-
(iv)	Disputed dues- Others	2023	-	-	-	-	-
		2022	-	-	-	-	-
Total		2023	1,08,188.38	1,490.52	1,335.55	141.73	1,11,156.18
		2022	1,07,692.47	1,968.20	23.55	118.51	1,09,802.73

48: Capital-work-in-progress ageing schedule:

		(Rs.in lacs)					
S. No.	Particulars	As at 31st March	Amount in Capital Work in Progress for a period				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	Project in Progress	2023	26,198.25	644.82	30.24	-	26,873.31
		2022	48,469.15	224.66	-	-	48,693.81
(ii)	Projects Temporarily suspended	2023	-	-	-	-	-
		2022	-	-	-	-	-
Total		2023	26,198.25	644.82	30.24	-	26,873.31
		2022	48,469.15	224.66	-	-	48,693.81



49: Intangible assets under development ageing schedule:

(Rs.in lacs)

S. No.	Particulars	As at 31st March	Amount in Intangible assets under development for a period				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	Project in Progress	2023	-	-	735.40	-	735.40
		2022	4.73	835.40	-	-	840.13
(ii)	Projects Temporarily suspended	2023	-	-	-	-	-
		2022	-	-	-	-	-
Total		2023	-	-	735.40	-	735.40
		2022	4.73	835.40	-	-	840.13

50: Following disclosures are made in relation to the Ratios to be disclosed as per Schedule-III

			(Rs.in lacs except for Ratio)		% Change During the Year
			Current Year	Previous Year	
(i)	Current Ratio	[a/b]	1.34	1.38	-2.9%
	Current Assets	a	3,37,400.92	2,77,128.78	
	Current Liabilities	b	2,52,296.87	2,01,236.04	
(ii)	Debt-Equity Ratio	[a/b] Refer Note (i) below	0.85	0.65	30.8%
	Total Borrowings	a	2,48,206.86	1,75,170.37	
	Shareholder's Fund	b	2,90,314.07	2,68,216.48	
(iii)	Debt Service Coverage Ratio	[a/b]	2.08	1.92	8.3%
	Earnings available for Debt Services (EBITDA)	a	69,627.04	62,301.22	
	Debt Obligations :				
	Instalments		21,848.11	22,621.94	
	Interest Expense		11,692.60	9,755.99	
	Total Debt Service	b	33,540.71	32,377.93	
(iv)	Return on Equity	[a/b]	8.7%	8.6%	1.2%
	Profit after Tax	a	24,372.15	22,232.48	
	Opening Shareholders Fund	b(i)	2,68,216.48	2,47,635.38	
	Closing Shareholders Fund	b(ii)	2,90,314.07	2,68,216.48	
	Average Shareholders Fund	b ((i+ii)/2)	2,79,265.28	2,57,925.93	
(v)	Inventory Turnover Ratio	[a/b]	5.85	6.05	-3.3%
	Cost of Goods Sold	a	4,56,311.40	3,70,418.55	
	Opening Inventory	b(i)	71,210.64	51,243.10	
	Closing Inventory	b(ii)	84,770.19	71,210.64	
	Average Inventory	b ((i+ii)/2)	77,990.42	61,226.87	
(vi)	Trade Receivables Turnover Ratio	[a/b]	3.54	3.67	-3.5%
	Revenue from Sale of Goods & Services	a	6,64,170.51	5,56,520.11	
	Average Trade Receivable		1,87,370.22	1,51,647.30	

		(Rs.in lacs except for Ratio)		% Change
		Current Year	Previous Year	During the Year
(vii) Trade Payables Turnover Ratio	[a/b]	4.54	4.63	-1.9%
Purchases	a	5,01,251.05	4,31,846.36	
Average Trade Payables	b	1,10,479.46	93,315.54	
(viii) Net Capital Turnover Ratio	[a/b]	7.8	7.33	6.4%
Revenue from Sale of Goods & Services	a	6,64,170.51	5,56,520.11	
Working Capital	b	85,104.05	75,892.74	
(ix) Net Profit Ratio	[a/b]	3.67%	3.99%	-8.1%
Profit for the Year	a	24,372.15	22,232.48	
Revenue from Sale of Goods & Services	b	6,64,170.51	5,56,520.11	
(x) Return on Capital Employed	[a/b]	7.97%	8.22%	-3.1%
Earning before Interest & Tax	a	43,012.55	36,518.44	
Capital Employed	b	5,39,897.09	4,44,337.88	
(xi) Return on Investment				
(a) From Quoted Equity Instruments	[a/b]	1.09%	1.11%	-15.3%
Dividend Income	a	58.70	58.70	
Average Investment in Quoted Equity Instruments	b	5,378.80	5,277.76	
(b) From Unquoted Investments	[a/b]	2.45%	6.01%	-59.3%
Investment Income (including Capital Gain / (Loss))	a	1,094.56	2,741.67	
Average Unquoted Investments	b	44,695.88	45,611.97	

Note:

- (i) The company has completed its expansion project at Dharwad and also commenced working on its backward integration facility in Panipat, Haryana. This has led to additional borrowings during the year coupled by increase in utilisation of working capital facilities due to increase in the operational volumes of the Company during the year ended 31st March 2023.
- (ii) In previous year, investment income includes the cumulative dividend on Preference Shares from the date of their allotment whereas in the current year the amount pertains only for the financial year concerned.

51: Additional Disclosure required under Schedule-III of the Companies Act, 2013

- No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
- As per information available with the Management, the Company does not have any transaction with companies struck off under Section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956. Further the Company has no relationship with the struck off company.
- There was no charge or satisfaction, which is yet to be registered with concerned Registrar of Companies, beyond the period permitted under the Companies Act, 2013.
- The Company is in compliance with the regulation as to the number of layers of companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
- No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.



- vii) No funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other person(s) or entity(ies) identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- viii) There's no transaction which has not been recorded in the books of accounts and disclosed or surrendered as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

52: Financial Instruments

The carrying value of instruments by categories are as follows:

Particulars	As At 31st March	Amortised Cost			(Rs. in Lacs)
			Financial assets / liabilities at fair value through Profit or Loss	Financial assets / liabilities at fair value through OCI	Total Carrying Value
Assets					
Cash and cash equivalents (Including Other Bank Balances)	2023	24,094.87	-	-	24,094.87
	2022	16,435.39	-	-	16,435.39
Investments					
Equity and other securities	2023	44,515.38	-	546.47	45,061.85
	2022	46,040.38	-	587.27	46,627.65
Trade Receivables	2023	2,05,295.64	-	-	2,05,295.64
	2022	1,69,444.80	-	-	1,69,444.80
Loans	2023	4,621.27	-	-	4,621.27
	2022	4,329.51	-	-	4,329.51
Other financial assets	2023	4,563.91	-	-	4,563.91
	2022	2,810.68	-	-	2,810.68
Total	2023	2,83,091.07	-	546.47	2,83,637.54
	2022	2,39,060.76	-	587.27	2,39,648.03
Liabilities					
Trade payables	2023	1,11,156.18	-	-	1,11,156.18
	2022	1,09,802.73	-	-	1,09,802.73
Other financial liabilities	2023	19,080.07	-	-	19,080.07
	2022	11,381.76	-	-	11,381.76
Borrowings (less cumulative amortisation using effective interest method)	2023	2,43,352.76	-	-	2,43,352.76
	2022	1,70,747.61	-	-	1,70,747.61
Lease Liabilities	2023	4,854.10	-	-	4,854.10
	2022	4,422.76	-	-	4,422.76
Total	2023	3,78,443.11	-	-	3,78,443.11
	2022	2,96,354.86	-	-	2,96,354.86

Fair Value hierarchy disclosures:

Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: Input other than quoted price included within Level 1 that are observable for the assets or liability; either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

Particulars	As At 31st March	Total	Level 1	Level 2	Level 3
Investment in equity instruments	2023	546.47	546.47	-	-
	2022	587.27	587.27	-	-
Investment in Preference Shares	2023	13,725.00	-	-	13,725.00
	2022	15,250.00	-	-	15,250.00

53: Financial Risks Management

In the course of business, amongst others, the Company is exposed to several financial risks such as Credit Risk, Liquidity Risk, Interest Rate Risk, Exchange Risk and Commodity Price Risk. These risks may be caused by the internal and external factors resulting into impairment of the assets of the Company causing adverse influence on the achievement of Company's strategies, operational and financial objectives, earning capacity and financial position.

The Company has formulated an appropriate policy and established a risk management framework which encompass the following process.

- identify the major financial risks which may cause financial losses to the company
- assess the probability of occurrence and severity of financial losses
- mitigate and control them by formulation of appropriate policies, strategies, structures, systems and procedures
- Monitor and review periodically the adherence, adequacy and efficacy of the financial risk management system.

The Company enterprise risk management system is monitored and reviewed at all levels of management, Audit Committee and the Board of Directors from time to time.

Credit Risk

Credit Risk refers to the risks that arise on default by the counterparty on its contractual obligation resulting into financial loss to the company. The Company may carry this Risk on Trade and other receivables, liquid assets and some of the non current financial assets.

In case of Trade receivables, the Company has framed appropriate policy for extending credits period & limit to each customer based on their profile, financial position and their external rating etc. The collections of trade dues are strictly monitored. In case of Export customers, even credit guarantee insurance is also obtained wherever required.

Company's exposure to Credit Risk is also influenced by the concentration of risk from top five customers. The details in respect of the % of sales generated from the top customer and top five customers are given hereunder.

Particulars	Current Year	Previous Year
Revenue from Top Customer	11%	12%
Revenue from Top Five Customers	21%	22%

The credit risk on cash & cash equivalent, investment in fixed deposits, liquid funds and deposits are insignificant as counterparties are banks or mutual funds with high credit ratings assigned by the rating agencies of international repute.

Liquidity Risk

Liquidity Risk arises when the Company is unable to meet its short term financial obligations as and when they fall due.

The Company maintains adequate liquidity in the system so as to meet its all financial liabilities timely. In addition to this, the Company's overall financial position is strong so as to meet any eventuality of liquidity tightness.

Contractual maturities of financial liabilities are given as under:

Particulars	(Rs. in Lacs)		
	As at 31st March 2023	Due within 12 months from Balance sheet Date	Due beyond 12 months of Balance Sheet Date
Borrowings	2,43,352.76	1,06,436.30	1,36,916.46
Lease Liabilities	4,854.10	582.18	4,271.92
Trade payables			
Total outstanding dues of Micro & Small enterprises	2,715.64	2,715.64	-
Total outstanding dues of creditors other than Micro & Small enterprises	1,08,440.54	1,08,440.54	-
Other Financial Liabilities	19,080.07	16,677.27	2,402.80

Generally market linked financial instruments are subject to interest rate risk. The Company does not have any market linked financial instruments both on the asset side as well liability side. Hence there is no interest rate risk linked to market rates.

However the interest rate in respect major portion of borrowings by the Company from the banks and others are linked with the Benchmark / Base Prime lending rate of the respective lender and in case of foreign currency borrowings, the same is linked with the LIBOR. Any fluctuation in the same either on higher side or lower side will result into financial loss or gain to the company.

The amount which is subjected to the change in the interest rate is of Rs. 2,38,576.22 lacs out of the total debt of Rs. 2,43,352.76 Lacs.

Based on the Structure of the debt as at year end, one percentage point increase in the interest rate would cause an additional expense in the net financing cost of Rs. 2,385.76 Lacs.

The Company is exposed to the foreign currency risk from transactions & translation. Transactional exposures are arising from the transactions entered into foreign currency. Management keeps a close watch of the maturity of the financial assets in foreign currency and payment obligations of the financial liabilities.

The carrying amount of the Company's material foreign currency dominated monetary Assets and Liabilities at the end of the reporting period is as below:

Currency	Monetary Assets		Monetary Liabilities	
	Current Year	Previous Year	Current Year	Previous Year
USD	23,804.65	14,644.23	30,413.46	23,352.66
Euro	21,011.24	10,123.70	50,711.76	27,763.19
GBP	9,883.58	8,225.59	48.39	97.03

Following Table Summaries approximate gain /(loss) on Company's Profit before tax on account of appreciation and depreciation of underlying foreign currencies of the above table

Currency	Effect on Profit before tax	
	Current Year	Previous Year
Closing USD Rate (in Rs.P.)	82.22	75.81
Closing Euro Rate (in Rs.P.)	89.61	84.66
Closing GBP Rate (in Rs.P.)	101.87	99.55
5% appreciation (Rs.in lacs)	(1,323.71)	(910.97)
5% depreciation (Rs.in lacs)	1,323.71	910.97

Commodity Price Risk

The main raw materials which the Company procures are global commodities and their prices are to a great extent linked to the movement of crude prices directly or indirectly.

The pricing policy of the Company final product is structured in such a way that any change in price of raw materials is passed on to the customers in the final product however, with a time lag which mitigates the raw material price risk.

With regard to the finished products, the Company has been operating in a global competitive environment which continues to keep downward pressure on the prices and the volumes of the products.

In order to combat this situation, the Company formulated manifold plans and strategies to develop new customers & focus on new innovative products. In addition, it has also been focusing on improvement in product quality and productivity. With these measures, Company counters the competition and consequently commodity price risk.

- 54:** The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The primary objective of the Company's capital management is to maximize the shareholder value. The Company's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Company's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Company also proposes to maintain an optimal capital structure to reduce the cost of capital.

The management of the Company reviews the Capital structure of the Company on regular basis. As part of this review, the Board considers cost of capital and the risk associated with the movement in the working capital. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31,2023 and March 31,2022.

The following table summarizes the capital of the Company :-

Particulars	(Rs. in Lacs)	
	As at March 31,2023	As at March 31,2022
Borrowings	2,43,352.76	1,70,747.61
Total Equity	2,90,314.07	2,68,216.48
Gearing Ratio	84%	64%

Signatories to notes from S.No. 1 to 54.

For and on behalf of the Board of Directors

Rajesh Bhatia
Group President
(Finance & Accounts) & CFO

Jagmohan Mongia
Whole-time Director
DIN 09051022

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

Rakesh Malhotra **Ritesh Chaudhry**
Vice President Sr. Vice President-Secretarial &
(Corp. Accounts) Company Secretary

For **M S K A & Associates**
Chartered Accountants
Firm's Registration No.: 105047W

For **VIJAY SEHGAL & Co.**
Chartered Accountants
Firm's Registration No.: 000374N

Place : NOIDA
Dated : 30th May, 2023

Vinod Gupta
Partner
M.No.: 503690

S.V. SEHGAL
Partner
M.No.: 080329



Independent **Auditor's Report** to the Members of **UFlex Limited**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of UFlex Limited (hereinafter referred to as the "Holding Company") and its Subsidiaries (The Holding Company and its Subsidiaries together referred to as "the Group"), its Associate and Jointly Controlled Entities, which comprise the Consolidated Balance Sheet as at March 31, 2023, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of reports of other auditors on separate financial statements and on the other financial information of Subsidiaries, Associate and Jointly Controlled Entities, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group its Associate and Jointly Controlled Entities as at March 31, 2023, of their Consolidated Profit, Other Comprehensive Income, Consolidated Changes in Equity and its Consolidated Cash Flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group, its Associate and Jointly Controlled Entities in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Emphasis of Matter

We draw attention to the note 40 of the consolidated financial statement which states the Income Tax Department initiated search proceedings on the Holding Company under section 132 of the Income Tax Act, 1961, in the month of February 2023. Since the outcome of the proceedings is pending and uncertain, impact, if any, on the Consolidated Financial Statements is currently unascertainable.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended March 31, 2023 (current year). These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters	How our audit addressed the key audit matter
Revenue including receivables	
<p>The Group derives its revenues from multiple products and services including flexible packaging activities, engineering and related activities etc. Revenue from sale of goods is recognised at a point in time when the control has been transferred subject to the terms with the customers, which generally coincides with dispatch of goods to customers. Revenue, from the service contract is recognized when the related services are performed.</p> <p>Revenue including receivables is identified as a key audit area due to the significance as regards the time and efforts in assessing the appropriateness of revenue recognition covering the aspects of completeness, occurrence, cut off, rights and obligations, etc.</p>	<p>Our audit procedures in respect of this area included:</p> <ul style="list-style-type: none"> - Assessed the appropriateness of the Group’s revenue recognition accounting policies in compliance with Ind AS 115 “Revenue from Contracts with Customers”. - Verified the design, implementation and operating effectiveness of key internal controls over the revenue process as regard the timing, occurrence and value of the revenue recognised. - Verified sales transaction testing based on a representative sample to ensure that the related revenues are recorded appropriately taking into consideration the sales terms and conditions for the sale orders, including the shipping terms, etc. Also performed procedures regarding the sales returns, trade discounts, rate differences, volume rebates and other factors, having bearing on the revenue recognition. - Performed sales cut off procedures by matching dispatches/ deliveries occurring around the year end to support the documentation to establish that sales are properly recorded in the correct period. - Verified the customers with overdue receivables with marginal or no movement to determine the level of provisioning required in the receivable. - Verified the adequacy of disclosure relating to revenue in the financial statements in compliance with Ind AS 115.
Capitalisation of property, plant and equipment including capital work in progress (CWIP) (refer note 2A and 47)	
<p>The Group continues to invest in significant capital projects with capital expenditure during the current year.</p> <p>The significant level of capital expenditure requires consideration of the determination of the timing of when the asset is ready for its intended use by the management and the nature of costs incurred to ensure that capitalisation of property, plant and equipment meets the specific recognition criteria in Ind AS 16, ‘Property, Plant and Equipment’, specifically in relation to assets constructed/installed by the Group and the direct incidental cost capitalised.</p> <p>Further, capitalisation of property, plant and equipment including CWIP has a material impact, and also involves greater amount of subjectivity and estimation uncertainty as a result of the long-term nature and complexity of the specific capital projects and hence identified as Key Audit Matter.</p>	<p>Our audit procedures in respect of this area included:</p> <ul style="list-style-type: none"> - Assessed the appropriateness of the Group’s accounting policies with respect to ‘Property plant and equipment’ in compliance with Ind AS 16 "Property, Plant and Equipment". - Understood and verified the design, implementation and operating effectiveness of controls in respect of the timing and amounts capitalised; - Performed substantive procedures to verify the validity of amounts capitalised and evaluating whether assets capitalised meet the recognition criteria set out in Ind AS 16. - Verified on sample basis the costs capitalised during the year focusing on items significant due to their amount or nature, to check whether such costs had been appropriately capitalised under the correct asset category. - Verified the timing of the capitalisation in terms of criteria met by the Group for the intended use of the Property, Plant & Equipment. - Verified that capitalisation of assets ceased when the asset is in the location and condition necessary for it to be capable of operating in the manner intended by the Group. - Assessed the adequacy and appropriateness of the disclosures made in the consolidated financial statements in compliance with the requirements of Ind AS 16 "Property, Plant & Equipment”.

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Management and its Board of Directors are responsible for the other information. The other information comprises the information, included in the Holding Company's annual report but does not include the standalone and consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including Other Comprehensive Income and Consolidated Cash Flows of the Group including its Associate and Jointly Controlled Entities in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its Associate and Jointly Controlled Entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group, its Associate and Jointly Controlled Entities and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and the Board of Directors of the companies included in the Group and of its Associate and Jointly Controlled Entities are responsible for assessing the ability of the Group and of its Associate and Jointly Controlled Entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Group, Associate or Jointly Controlled Entities or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its Associate and Jointly Controlled Entities are responsible for overseeing the financial reporting process of the Group and of its Associate and Jointly Controlled Entities .

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing ("SAs") will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company, its Subsidiary and an Associate, which are companies incorporated in India, have internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its Associate and Jointly Controlled Entities to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its Associate and Jointly Controlled Entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its Associate and Jointly Controlled Entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- a. We did not audit the financial statements/ financial information of 16 Subsidiaries, whose financial statements / financial information reflect total assets of Rs. 1,344,375.22 lacs as at March 31, 2023, total revenues of Rs. 978,328.28 lacs and net cash inflows amounting to Rs. 31,318.61 lacs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of

net loss after tax of Rs. 499.68 lacs and Other Comprehensive loss of Rs. 0.08 lacs for the year ended March 31, 2023, as considered in the consolidated financial statements, in respect of one Associate, whose financial statement / financial information have not been audited by us. These financial statements / financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these Subsidiaries and Associate, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid Subsidiaries and Associate, is based solely on the reports of the other auditors.

Most of these Subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such Subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion in so far as it relates to the balances and affairs of such Subsidiaries located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

- b. We did not audit the financial statements / financial information of two Subsidiaries, whose financial statements / financial information reflect total assets of Rs. 28,961.49 lacs as at March 31, 2023, total revenues of Rs. Nil and net cash inflows amounting to Rs. 11,331.50 lacs for the year ended on that date, as considered in the consolidated financial statements. Further, the consolidated financial statements also include the Group's share of net loss of Rs. 246.00 lacs and Other Comprehensive Income/(Loss) of Rs. Nil for the year ended March 31, 2023, as considered in the consolidated financial statements, in respect of two Jointly Controlled Entities, whose financial statements / financial information have not been audited by us. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these Subsidiaries and Jointly Controlled Entities, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid Subsidiaries and Jointly Controlled Entities, is based solely on such unaudited financial statements / financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements / financial information are not material to the Group.
- c. The consolidated financial statements of the Holding Company for the year ended March 31, 2022, were audited by another firm of chartered accountants along with one of the joint statutory auditors of the Holding Company i.e. MSKA & Associates, vide their unmodified audit report dated May 28, 2022.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards

specified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

- e. On the basis of the written representations received as on March 31, 2023, from the Directors of the Holding Company, its Subsidiary and Associate, incorporated in India and taken on record by the respective Board of Directors of the Holding Company, its Subsidiary and Associate, none of the directors of the Holding Company and such Subsidiary and Associate, are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of internal financial controls over financial reporting of the Holding Company, its Subsidiary and Associate, incorporated in India and the operating effectiveness of such controls, refer to our separate report in “Annexure A”.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditor’s) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations as at March 31, 2023, on the consolidated financial position of the Group, its Associate and Jointly Controlled Entities – Refer Note 33-I (A), 33-I (C) and 33-II (i) to the consolidated financial statements.
 - ii. The Group, its Associate and Joint controlled entities did not have any long-term contracts including derivative contracts for which they were any material foreseeable losses.
 - iii. (a) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its Associate, incorporated in India.
(b) There were no amount which were required to be transferred to the Investor Education and Protection Fund by the Subsidiary, incorporated in India.
 - iv. (a) The respective Managements of the Holding Company and its Subsidiary and Associate, incorporated in India whose financial statements have been audited under the Act have represented to us and the auditors of such Subsidiary and Associate respectively represent that, to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or such Subsidiary and Associate to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or such Subsidiary and Associate (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(b) The respective Managements of the Holding Company and its Subsidiary and Associate, incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such Subsidiary and Associate respectively that, to the best of their knowledge and belief, no funds have been received by the Holding Company or any of such Subsidiary and Associate from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Holding Company or any of such Subsidiary and Associate shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the Subsidiary and Associate, incorporated in India whose financial statements have been audited under the Act, and according to the information and explanations provided to us by the Management of the Holding company in this regard nothing has come to our or other auditors’ notice that has caused us or the other auditors to

believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under iv(a) and iv(b) above, contain any material mis-statement.

- v. On the basis of our verification and on consideration of the reports of the statutory auditors of Subsidiary and Associate, incorporated in India under the Act, we report that:
 - (a) The final dividend proposed in the previous year, declared and paid by the Holding Company and its Associate during the year, is in accordance with section 123 of the Companies Act 2013, as applicable.
 - (b) The Board of Directors of the Holding Company and its Associate have proposed final dividend for the year which is subject to the approval of the respective members at the their respective ensuing Annual General Meetings. The amount of dividend proposed by the respective Board of Directors, is in accordance with section 123 of the Act, as applicable.
 - (c) The Subsidiary incorporated in India, has neither declared nor paid any dividend during the year.
 - vi. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company, and its subsidiary and associate, incorporated in India only w.e.f. April 1, 2023, reporting under this clause is not applicable.
2. As required by The Companies (Amendment) Act, 2017, in our opinion, according to information, explanations given to us, the remuneration paid/provided by the Holding Company and Associate, incorporated in India, to their directors during the year, is within the limits laid prescribed under Section 197 of the Act, read with Schedule V of the Act.

Further, no managerial remuneration is provided by the Subsidiary, incorporated in India.

3. According to the information and explanations given to us and based on the Companies (Auditor's Report) Order, 2020 ("CARO") reports issued by us on the Standalone Financial statements of the Holding Company and on consideration of CARO reports issued by statutory auditors of a Subsidiary and Associate, incorporated in India, included in the consolidated financial statements, we report that there are no Qualifications/adverse remarks in the respective reports.

For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

Vinod Gupta
Partner
Membership No. 503690
UDIN : 23503690BGYIGY3205

Place: NOIDA
Date: May 30, 2023

For VIJAY SEHGAL & CO.
Chartered Accountants
Firm Registration No.: 000374N

S. V. Sehgal
Partner
Membership No. 080329
UDIN : 23080329BGZHYD4740

Place: NOIDA
Date: May 30, 2023

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF UFLEX LIMITED

Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of UFlex Limited on the Consolidated Financial Statements for the year ended March 31, 2023

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

In conjunction with our audit of the Consolidated Financial Statements of the UFlex Limited (hereinafter referred to as "the Holding Company") as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to the Consolidated Financial Statements of the Holding Company and its Subsidiary and Associate, incorporated in India, as of that date.

In our opinion, and to the best of our information and according to the explanations given to us and based on the considerations of reports issued by other auditors, as referred to in "Other Matter" Paragraph below, the Holding Company, its Subsidiary and Associate, incorporated in India, have, in all material respects, an adequate internal financial controls with reference to the Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2023, based on the internal control with reference to Consolidated Financial Statements criteria established by the respective companies considering the essential components of internal control stated in the "Guidance Note on Audit of Internal Financial Controls Over Financial Reporting" issued by the Institute of Chartered Accountants of India ("the ICAI") ("the Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective Management and Board of Directors of the Holding Company, its Subsidiary and Associate, incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to Consolidated Financial Statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated Financial Statements of the Holding Company, its Subsidiary and Associate, incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated Financial Statements of the Holding Company, its Subsidiary and Associate, incorporated in India.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A company's internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Consolidated Financial Statements.

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to Consolidated Financial Statements insofar as it relates to a Subsidiary and Associate, incorporated in India, is based on the corresponding reports of auditors of such Subsidiary and Associate.

For M S K A & Associates
Chartered Accountants
Firm Registration No.:105047W

Vinod Gupta
Partner
Membership No. 503690
UDIN : 23503690BGYIGY3205

Place: NOIDA
Date: May 30, 2023

For VIJAY SEHGAL & CO.
Chartered Accountants
Firm Registration No.: 000374N

S. V. Sehgal
Partner
Membership No. 080329
UDIN : 23080329BGZHYD4740

Place: NOIDA
Date: May 30, 2023

Consolidated Balance Sheet as at 31st March 2023

(Rs. in Lacs)

Particulars	Note No.	As At	
		31st March 2023	31st March 2022
I ASSETS			
Non-Current Assets			
a) Property, Plant and Equipment	2A	7,21,127.39	5,88,853.55
b) Capital Work-in-Progress	47	45,679.88	66,221.94
c) Investment Property	2B	1,215.34	1,102.89
d) Intangible assets	2C	1,446.79	2,171.38
e) Right of use assets	2D	54,860.92	49,591.19
f) Intangible assets under development	48	901.98	840.13
g) Financial Assets			
i) Investments	3	19,092.99	21,217.25
ii) Loans	4	5,131.49	5,623.47
iii) Other Non-Current Financial Assets	5	5,766.01	8,462.60
h) Other Non-Current Assets	6	31,628.20	31,314.04
Total Non-Current Assets		8,86,850.99	7,75,398.44
Current assets			
a) Inventories	7	2,31,085.02	1,83,140.05
b) Financial Assets			
i) Trade Receivables	8	3,23,212.72	3,51,074.30
ii) Cash and Cash equivalents	9A	1,00,836.96	53,978.69
iii) Bank Balances other than (ii) above	9B	8,300.06	4,848.74
iv) Loans	10	-	1,959.25
v) Other Financial Assets	11	13,040.43	5,024.87
c) Other Current Assets	12	80,441.63	68,686.71
Total Current Assets		7,56,916.82	6,68,712.61
TOTAL ASSETS		16,43,767.81	14,44,111.05
II EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	13	7,221.15	7,221.15
b) Other Equity	14	7,43,330.07	6,62,363.04
Total Equity		7,50,551.22	6,69,584.19
Liabilities			
Non-Current Liabilities			
a) Financial Liabilities			
i) Borrowings	15	3,46,335.90	3,07,184.32
ii) Lease Liabilities		19,595.65	20,973.72
iii) Other Financial Liabilities	16	8,727.70	6,885.79
b) Provisions	17	3,544.43	3,153.03
c) Deferred Tax Liabilities (Net)	18	30,273.12	28,555.39
Total Non-Current Liabilities		4,08,476.80	3,66,752.25
Current Liabilities			
a) Financial Liabilities			
i) Borrowings	19	2,03,149.96	1,49,066.35
ii) Lease Liabilities		1,270.86	1,438.31
iii) Trade Payables	20		
- Total outstanding dues of Micro & Small enterprises		2,715.64	2,586.53
- Total outstanding dues of creditors other than Micro & Small enterprises		2,13,015.39	1,92,154.07
iv) Other Financial Liabilities	21	37,816.22	27,911.63
b) Other Current Liabilities	22	14,509.79	17,094.96
c) Provisions	23	1,939.39	1,877.77
d) Current Tax Liabilities (Net)	24	10,322.54	15,644.99
Total Current Liabilities		4,84,739.79	4,07,774.61
TOTAL EQUITY AND LIABILITIES		16,43,767.81	14,44,111.05

The accompanying Notes from S.No. 1 to 53 form an Integral Part of the Consolidated Financial Statements.

For and on behalf of the Board of Directors

Rajesh Bhatia
Group President
(Finance & Accounts) & CFO

Jagmohan Mongia
Whole-time Director
DIN 09051022

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

Rakesh Malhotra **Ritesh Chaudhry**
Vice President Sr. Vice President-Secretarial &
(Corp. Accounts) Company Secretary

This is the Consolidated Balance Sheet referred to in our report of even date attached
For **M S K A & Associates**
Chartered Accountants
Firm's Registration No.: 105047W

For **VIJAY SEHGAL & Co.**
Chartered Accountants
Firm's Registration No.: 000374N

Place : NOIDA
Dated : 30th May, 2023

Vinod Gupta
Partner
M.No.: 503690

S.V. SEHGAL
Partner
M.No.: 080329

Consolidated Statement of Profit & Loss for the year ended 31st March 2023

Particulars	Note No.	(Rs. in Lacs)	
		For the Year Ended 31st March 2023	For the Year Ended 31st March 2022
INCOME:			
Revenue from Operations			
Gross Revenue from Sale of Products & Services	25 (A)	14,85,906.48	13,42,266.96
Less : Inter unit Revenue from Sales of Products & Services		<u>40,114.64</u>	<u>46,627.67</u>
Net Revenue from Sale of Products & Services		14,45,791.84	12,95,639.29
Other Operating Income	25 (B)	<u>20,459.21</u>	<u>17,073.88</u>
Revenue from Operations		14,66,251.05	13,12,713.17
Other Income	26	12,942.35	10,897.56
Share in Profit / (Loss) of the Associate for the Year		(499.68)	429.82
Share in (Loss) of Joint Ventures for the Year		(246.00)	(362.00)
Total Income		<u>14,78,447.72</u>	<u>13,23,678.55</u>
EXPENSES:			
Cost of materials consumed	27	9,30,495.30	8,02,215.28
Purchase of Stock-in-Trade		8,110.15	10,163.96
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	28	(16,531.07)	(36,430.84)
Employee benefits expense	29	1,07,921.55	92,494.73
Finance costs	30	47,342.94	32,246.18
Depreciation and amortization expense		59,902.89	53,712.02
Other expenses	31	2,63,027.02	2,29,315.20
Expenses Allocated to Self Constructed Assets	32	<u>(2,425.44)</u>	<u>(2,077.73)</u>
TOTAL EXPENSES		<u>13,97,843.34</u>	<u>11,81,638.80</u>
Profit before exceptional items and tax		80,604.38	1,42,039.75
Exceptional Items (Refer Note No. 37)		(14,999.80)	(3,809.93)
Profit before tax and after exceptional items		65,604.58	1,38,229.82
Less / (Add) : Tax expense:			
-Current tax		18,708.27	29,397.72
-Deferred tax		(822.07)	(1,814.36)
- Short / (Excess) Provision of Income Tax for earlier years		<u>(357.61)</u>	<u>704.23</u>
Profit for the year before Non Controlling Interest		48,075.99	1,09,942.23
Non Controlling Interest		(7.64)	(116.50)
Profit for the year		<u>48,068.35</u>	<u>1,09,825.73</u>
Other Comprehensive Income			
a. Items that will be reclassified subsequently to Profit or Loss			
Exchange Difference on translation of foreign operations		35,165.68	5,628.23
b. Items that will not be reclassified subsequently to Profit or Loss			
Remeasurement of the net defined benefit liability / asset		(89.59)	(609.12)
Fair Value Changes / Realised Value in Equity Instruments		(41.18)	609.73
Income tax relating to items that will not be reclassified Subsequently to Profit & Loss		22.55	153.30
Share in aggregate other comprehensive income of the Associate (Net of Tax)		<u>(0.08)</u>	<u>2.91</u>
Total (b)		<u>(108.30)</u>	<u>156.82</u>
Total Other Comprehensive Income for the year (a+b)		<u>35,057.38</u>	<u>5,785.05</u>
Total Comprehensive Income for the Year		<u>83,133.37</u>	<u>1,15,727.28</u>
Total Comprehensive Income for the Year attributable to:			
- Owners of the Holding Company		83,125.73	1,15,610.78
- Non-Controlling Interest		7.64	116.50
Earnings Per Equity Share (For the Year)			
a) Basic (Rs.)	41	66.57	152.09
b) Diluted (Rs.)	41	66.57	152.09

The accompanying Notes from S.No. 1 to 53 form an Integral Part of the Consolidated Financial Statements.

For and on behalf of the Board of Directors

Rajesh Bhatia
Group President
(Finance & Accounts) & CFO

Jagmohan Mongia
Whole-time Director
DIN 09051022

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

Rakesh Malhotra **Ritesh Chaudhry**
Vice President Sr. Vice President-Secretarial &
(Corp. Accounts) Company Secretary

This is the Consolidated Statement of Profit & Loss referred to in our report of even date attached

For **M S K A & Associates**
Chartered Accountants
Firm's Registration No.: 105047W

For **VIJAY SEHGAL & Co.**
Chartered Accountants
Firm's Registration No.: 000374N

Place : NOIDA
Dated : 30th May, 2023

Vinod Gupta
Partner
M.No.: 503690

S.V. SEHGAL
Partner
M.No.: 080329

Consolidated Statement Of Changes in Equity for the year ended 31st March 2023

Particulars	Other Equity										Total	Attributable to Owners of the Company	Attributable to Non Controlling Interest	
	Equity Share Capital	Reserve & Surplus			Items of Other Comprehensive Income				Share in aggregate Other Comprehensive Income of Associate					
		Capital Reserve	Securities Premium	General Reserve	Legal Reserve	Retained Earnings	Equity Instrument through Comprehensive Income	Exchange differences on translating financial statements of foreign operations		Exchange differences on devaluation of Currency				Remeasurement of Defined Benefit Plans
Balance as at 1st April 2021	7,221.15	10,377.76	57,110.63	22,716.31	5,500.81	4,21,591.75	(2,425.33)	44,631.82	(9,525.32)	(1,503.11)	(36.19)	5,55,660.28	5,54,850.41	809.87
Total Other Comprehensive Income for the Year (Net of Tax)							609.73	5,628.23	-	(455.82)	2.91	5,785.05	5,785.05	-
Dividend Paid						(1,805.29)						(1,805.29)	(1,805.29)	-
Profit for the Year						1,09,942.23	10.77					1,09,942.23	1,09,825.73	116.50
Amount transferred to Retained Earning on Disposal of Investment recognized through Other Comprehensive Income (Net of Tax)						(10.77)						-	-	-
Amount transferred to General Reserve & Legal Reserve						(3,386.23)						(3,386.23)	(3,386.23)	-
Amount Transferred from Retained Earnings					830.63							3,386.23	3,386.23	-
Balance as at 31st March 2022	7,221.15	10,377.76	57,110.63	23,546.94	8,056.41	5,26,331.69	(1,804.83)	50,260.05	(9,525.32)	(1,958.93)	(33.28)	6,69,582.27	6,68,655.90	926.37
Balance as at 1st April 2022	7,221.15	10,377.76	57,110.63	23,546.94	8,056.41	5,26,331.69	(1,804.83)	50,260.05	(9,525.32)	(1,958.93)	(33.28)	6,69,582.27	6,68,655.90	926.37
Total Other Comprehensive Income for the Year (Net of Tax)							(41.18)	35,165.68	-	(67.04)	(0.08)	35,057.38	35,057.38	-
Dividend Paid						(2,166.34)						(2,166.34)	(2,166.34)	-
Profit for the Year						48,075.99						48,075.99	48,068.35	7.64
Amount transferred to General Reserve & Legal Reserve						(1,596.33)						(1,596.33)	(1,596.33)	-
Amount Transferred from Retained Earnings					69.51							1,596.33	1,596.33	-
Balance as at 31st March 2023	7,221.15	10,377.76	57,110.63	23,616.45	9,583.23	5,70,645.01	(1,846.01)	85,425.73	(9,525.32)	(2,025.97)	(33.36)	7,50,549.30	7,49,615.29	934.01

The accompanying Notes from S.No. 1 to 53 form an Integral Part of the Consolidated Financial Statements.

For and on behalf of the Board of Directors

Rajesh Bhatia
Group President
(Finance & Accounts) & CFO

Rakesh Malhotra
Vice President
(Corp. Accounts)

Place : NOIDA
Dated : 30th May, 2023

Jagmohan Mongia
Whole-time Director
DIN 09051022

Ritesh Chaudhry
Sr. Vice President- Secretarial & Company Secretary

Vinod Gupta
Partner
M.No.: 503690

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

For VIJAY SEHGAL & Co.
Chartered Accountants
Firm's Registration No.: 000374N

S.V. SEHGAL
Partner
M.No.: 080329

Consolidated **Cash Flow** Statement for the year ended 31st March, 2023

(Rs. in lacs)

	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022	
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax after exceptional items	65,604.58		1,38,229.82
Adjustment for :			
Share in (Profit) / Loss of the Associate for the Year	499.68		(429.82)
Share in (Profit) / Loss of the Joint Ventures for the Year	246.00		362.00
Exchange differences on translation of foreign operations (net of adjustment to cost of Property, Plant & Equipment (PPE), Intangibles, Right of use Assets & Deferred Tax)	7,656.52		4,175.17
Depreciation & amortisation expense	59,902.89		53,712.02
(Gain) / Loss on Sale of Property, Plant & Equipment (Net)	(137.27)		84.31
Property, Plant & Equipments written Off	259.11		23.06
(Gain) / Loss on sale of Investment Property	-		(10.76)
(Gain)/ Loss on sale of Right to Use Assets	(7.88)		(5.21)
Finance Cost	47,342.94		32,246.18
Interest rate swaps Derivative designated as FVTPL	(6,369.34)		(3,807.73)
Interest received from Banks / others	(2,976.54)		(2,241.78)
Rent Received	(1,043.58)		(968.26)
Dividend on 7.5% Preference Shares	(1,094.56)		(2,752.44)
Remeasurement of the net defined benefit liability / asset	(89.59)	1,04,188.38	(609.12)
			79,777.62
Operating Profit before Working Capital changes	1,69,792.96		2,18,007.44
Adjustment for :			
Trade Receivables	27,861.58		(1,10,930.37)
Other financial assets and other assets	(10,309.83)		(17,408.69)
Inventories	(47,944.97)		(68,082.94)
Trade payables	20,990.43		60,029.56
Other financial liabilities, Other Liabilities and Provisions	6,400.12	(3,002.67)	12,012.32
			(1,24,380.12)
Cash generated from operations	1,66,790.29		93,627.32
Income Tax paid	(28,524.18)		(22,771.03)
Cash from operating activities	1,38,266.11		70,856.29
Net Cash generated from operating activities (A)	1,38,266.11		70,856.29
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant & Equipment, Investment Property, Intangibles Assets and Capital work in progress	(1,29,863.44)		(98,302.39)
Sale proceeds of PPE & Intangibles etc.	2,095.97		1,950.15

(Rs. in lacs)

	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
(Outflow) / Inflow on Purchase / Sale of Investments (Net)	(187.68)	(160.21)
Proceeds from redemption of 7.5% Preference shares	1,525.00	-
Movement in non current financial assets	565.60	(5,569.66)
Movement in Other Non-Current Financial Assets	2,696.59	(151.89)
Loan to Joint Venture	(4.81)	(1.73)
Loan to Associate	1,500.00	(1,500.00)
Loan to Body Corporate	402.39	2,561.24
Interest received from Banks / others	3,068.03	2,241.78
Rent Received	1,043.58	968.26
Dividend on 7.5% Preference Shares	-	2,752.44
Net Cash used in Investing Activities (B)	(1,17,158.77)	(95,212.01)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(2,176.55)	(1,809.72)
Lease Payments	(16,633.68)	(2,864.42)
Finance Cost	(45,222.71)	(31,460.35)
Borrowings (Net)	93,235.19	57,737.72
Net Cash used in Financing Activities (C)	29,202.25	21,603.23
Net (Decrease) /Increase (A+B+C)	50,309.59	(2,752.49)
Cash and Bank Balances		
Opening	58,827.43	61,579.92
Closing #	1,09,137.02	58,827.43

#Includes Rs. 8,300.06 lacs (Previous Year Rs. 4,848.74 lacs) in respect of amount lying in unclaimed dividend accounts / margin money accounts / fixed deposits pledged with banks as margin for letter of credits, guarantees & bills discounted.

The accompanying Notes from S.No. 1 to 53 form an Integral Part of the Consolidated Financial Statements.

For and on behalf of the Board of Directors

Rajesh Bhatia
Group President
(Finance & Accounts) & CFO

Jagmohan Mongia
Whole-time Director
DIN 09051022

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

Rakesh Malhotra
Vice President
(Corp. Accounts)

Ritesh Chaudhry
Sr. Vice President-Secretarial &
Company Secretary

This is the Consolidated Cash Flow Statement referred to in our report of even date attached

For **M S K A & Associates**
Chartered Accountants
Firm's Registration No.: 105047W

For **VIJAY SEHGAL & Co.**
Chartered Accountants
Firm's Registration No.: 000374N

Place : NOIDA
Dated : 30th May, 2023

Vinod Gupta
Partner
M.No.: 503690

S.V. SEHGAL
Partner
M.No.: 080329

Notes on the Financial Statements for the year ended 31st March 2023

1: SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation of Financial Statements

The financial statements of the group have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules 2015 as amended from time to time by the Ministry of Corporate Affairs (MCA), the provisions of Companies Act, 2013, and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued Indian Accounting Standard is initially adopted or a revision to an existing Indian Accounting Standard requires a change in the accounting policy hitherto in use. Financial statements of the group are prepared under the historical cost convention except for the certain financial assets and liabilities measured at fair value as mentioned in applicable accounting policies.

The financial statements are presented in Indian Rupees (INR). Amount has been rounded off to nearest lacs.

B. Basis and Principles of Consolidation

The consolidated financial statements comprise those of UFLEX Limited and its affiliated companies (the Group).

Companies which the group controls are fully consolidated from the date at which the Group obtains the control over the entity. The Group controls the entity when it is exposed to, or has right to, variable returns from its involvement with the company and has ability to affect those returns through its power over the company. The Group holds either full or majority of voting rights in the companies which are controlled.

The financial statements of the Group Companies are consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, subject to regrouping & netting of certain items, which present the consolidation in a fair manner without affecting the materiality, after eliminating the intra-group transactions and also unrealized profit or losses resulting from intra-group transactions included in the carrying amount of assets. The group financial statements are prepared by adopting uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as that of holding company's financial statements. Non-controlling interest which represent part of the net profit or loss and net assets of the subsidiaries that are not, directly or indirectly, owned or controlled by the Group, are excluded. The excess / short amount of investment of the Group over its share in the net assets of the respective affiliates is recognized as Goodwill or Capital Reserve in the financial statement.

Associates are entities over which the Group has significant influence, but not control. Investments in the associate companies have been accounted under the Equity Method of accounting. The investment is initially recognized at cost, and the carrying amount is increased or reduced by the amount of share in profit & loss of the investee after the date of acquisition. The Groups investment in associates includes goodwill identified on acquisition.

Joint Ventures are entities over which the Group has joint control. Investments in the joint venture have been accounted under the Equity Method of accounting. The investment is initially recognized at cost, and the carrying amount is increased or reduced by the amount of share in profit & loss of the investee after the date of acquisition.

The list of companies of the UFLEX Group, associates and joint ventures are given as under:

Sr. No.	Name of the Company	Country of Incorporation	Relation	Ownership Interest
1	Uflex Europe Limited	London-UK	Subsidiary	100%
2	Uflex Packaging Inc.	USA	Subsidiary	100%
3	Flex Middle East FZE	Dubai-UAE	Subsidiary	100%

Sr. No.	Name of the Company	Country of Incorporation	Relation	Ownership Interest
4	Flex P. Films (Egypt) S.A.E.	Egypt	Subsidiary	100%
5	Flex Films Europa Sp. Z.o.o.	Poland	Subsidiary	100%
6	UPET Holdings Limited	Mauritius	Subsidiary	100%
7	UPET (Singapore) PTE Ltd.	Singapore	Subsidiary	100%
8	Flex Americas S.A.de C.V.	Mexico	Subsidiary	100%
9	Flex Films (USA) Inc.	USA	Subsidiary	100%
10	USC Holograms (P) Ltd.	India	Subsidiary	68%
11	LLC Flex Chemicals Pvt. Ltd.	Russia	Subsidiary	100%
12	Flex Films Africa Pvt. Ltd.	Nigeria	Subsidiary	100%
13	Flex Films Europa Korlatolt Felelossegu Tarsasag	Hungary	Subsidiary	100%
14	Flex Films RUS LLC	Russia	Subsidiary	100%
15	Flex Foils Bangladesh Pvt. Ltd.	Bangladesh	Subsidiary	100%
16	Flex Specialty Chemicals (Egypt) S.A.E.	Egypt	Subsidiary	100%
17	PlasticFix Europa Sp. Z.o.o.	Poland	Subsidiary	100%
18	Flex Pet (Egypt) S.A.E.	Egypt	Subsidiary	100%
19	Digicyl Pte. Ltd.	Singapore	Joint Venture	50%
20	Digicyl Limited	Israel	Joint Venture	50%
21	Flex Foods Limited	India	Associate	47.15%

Business Combinations

Business combinations are accounted for using the acquisition method. Where not all of the equity of a Acquiree is acquired the non-controlling interests are recognized at the non-controlling interest share in net identifiable assets of the Acquiree. Upon obtaining control in a business combination achieved in stages, the Group remeasures its previously held equity interest at fair value and recognizes a gain or a loss to the other comprehensive income.

All the figures of assets, liabilities, revenue & expenses of subsidiaries, which are stated in foreign currency in its separate financial statements, are converted into Indian Rupees in accordance with the Ind AS 21 on "The Effects of Changes in Foreign Exchange Rates".

C. (I) Use of Estimates and Judgements

The preparation of the financial statements is in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates.

The estimates and underlying assumptions are reviewed on going concern basis.

Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, in the period of the revision and future periods if the revision affects both current and future.



(II) Critical Accounting Judgements and Key Sources of Estimation

UNCERTAINTY

In the application of the Group accounting policies, which are described as below, the management of the Group are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements:-

Useful lives of depreciable assets

Management reviews the useful lives of depreciable assets at each reporting date. As at the current year end, management assessed that the useful lives represent the expected utility of the assets to the Group. Further, there is no significant change in the useful lives as compared to previous year.

Defined benefit plans

The cost of the defined benefit plan and other postemployment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Provision and contingent liability

On an ongoing basis, Group reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Contingent losses that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Contingent gain are not recognized until the contingency has been resolved and amounts are received or receivable.

Impairment of financial and non-financial assets

The impairment provisions for Financial Assets are based on assumptions about risk of default and expected cash loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based in Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

Impairment of Non – Financial Assets exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's-length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a DCF model.

D. Revenues

Revenues from sale of goods and processing

Revenue from the sale of goods and processing of material (Job Work) in the course of ordinary activities is measured at the value of the consideration received or receivable, net of returns, trade discounts, rate differences and volume rebates. Revenue is recognized at point of time, which generally coincides with the

dispatch of products, representing transfer of control to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over the goods and the amount of revenue can be measured reliably. The timing of transfer of control normally happens upon shipment. Export sales are recognized on the date when shipped on board as per terms of sale and are recorded at the relevant exchange rates prevailing on the date of the transaction. However, in case of consignment sales to agents revenues are recognized when the materials are sold to ultimate customers.

Further, revenues are recognized at gross value of consideration of goods & processing of goods excluding Goods and Service Tax (GST).

Revenue from Services

Revenue from the service contract is recognized when the related services are performed and revenue from the services at the end of the reporting period is recognized based on stage of completion method. When there is uncertainty as to the ultimate collection of the revenue, recognition is postponed until such uncertainty is resolved. Revenues from service contracts are measured based on the services performed to date as a percentage of total services to be performed. In case where the services are performed by an indeterminate number of acts over a specified period of time, revenue is recognized on a straight line basis over the specified period. After the initial recognition, in respect of uncollectible amount, provisions are made in the period in which amount is identified as uncollectible.

Interest Income

Interest income is recognized on time apportionment basis. Effective interest method is used to compute the interest income on long terms loans and advances.

Dividend Income

Dividend income is recognized when the right to receive is established, which is generally when shareholders approve the dividend.

E. Property, Plant and Equipment (PPE)

Recognition and measurement:

Property, plant and equipment are initially recognized at cost after deducting refundable purchase taxes and including the cost directly attributable to bring the asset to the location and conditions necessary for it to be capable of operating in the manner intended by the management, borrowing cost in accordance with the established accounting policy, cost of restoring and dismantling, if any, initially estimated by the management. After the initial recognition the property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any.

Cost of Self-constructed assets is determined using the same principles as for acquired assets after eliminating the component of internal profits.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in the statement of profit or loss.

In respect of Holding Company & a subsidiary company incorporated in India, depreciation on all property, plant & equipment are provided for, from the date of put to use for commercial production on straight line method at the useful lives prescribed in Schedule-II to the Companies Act, 2013 & in respect of Group Companies incorporated outside India, useful life of Property, Plant & Equipment, is estimated as per respective local GAAP, except for the followings, where the management of the Holding Company / Group believes that technical useful lives is different from those prescribed in Schedule II of the Companies Act, 2013 or respective local GAAP, based on technical evaluation, past experience, uses and nature:



Particulars	Description
Rotogravure Cylinders & Shims (useful life of 3 Years)	Over the useful life as technically specified by the management based on the past experience
Continuous process Plant for Packaging Film (useful life of 20 Years)	Over the useful life as technically specified by the management based on the past experience
Identifiable separate components of Plant & Equipment (useful life of 3 to 7 years)	Over the useful life as technically specified by the management based on the past experience
Office Equipment (useful life of 3 to 6 years)	Over the useful life as specified by the management based on the past experience, usage and nature.
Furniture & fixtures (useful life of 1 to 10 years)	Over the useful life as specified by the management based on the past experience, usage and nature.
Vehicles (useful life of 5 to 8 years)	Over the useful life as specified by the management based on the past experience, usage and nature.
Aircraft (useful life of 20 years)	Over the useful life as technically specified by the management based on the past experience

Cost of leasehold land are written-off over the primary lease period of the land expect of the leasehold land, held by the Group on the date of transition, which is amortised over the remaining useful lives of the assets. Freehold land is not depreciated.

The estimated useful lives, residual values and depreciation method are reviewed at each financial year end and the effect of any change is accounted for on prospective basis.

The carrying amount of all property, plant and equipment are derecognized on its disposal or when no future economic benefits are expected from its use or disposal and the gain or loss on de-recognition is recognized in the statement of profit & loss.

Reclassification to investment property:

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

F. Intangible Assets

Acquired Intangible assets are initially recognized at cost after deducting refundable purchase taxes and including the transaction cost, if any. After initial recognition intangibles are carried at cost less accumulated amortization and impairment losses, if any.

Intangible assets in respect of Product development is created when the technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Group has an intention and ability to complete and use or sell the product / technology and the cost is reliably measurable. Revenue expenditures pertaining to Research is charged to the statement of profit & loss. Development costs of products are charged to the statement of profit & loss unless a products technological and commercial feasibility has been established in which case such expenditure is capitalized. Subsequent to initial recognition, internally generated intangible assets are reported at cost less accumulated amortization and accumulated impairment loss, if any.

Intangibles assets are amortised over their respective individual estimated useful lives on a straight line basis, from the date they are available for use, as per period prescribed in respective license/ agreement or five years.

Intangible asset is derecognized on disposal or when no future economic benefits are expected from continuing use or disposal.

The estimated useful lives, residual values and amortization method are reviewed at each financial year end and the effect of any change is accounted for on prospective basis.

G. Investment Properties

Investment properties are initially recognized at cost after deducting refundable purchase taxes and including the transaction cost, if any. After initial recognition the investment properties are carried at cost less accumulated depreciation and impairment losses, if any.

Transfer to and from the investment properties are made when and only when, there is change in the use of the investment property as evidenced by the conditions laid down under the Indian accounting standard. The carrying amount of the property as on the date of classification is considered as carrying value of the investment property and vice-versa.

Depreciation on investment properties are provided for, from the date of put to use on straight line method at the useful lives prescribed in Schedule-II to the Companies Act, 2013.

The carrying amount of the investment properties are derecognized on its disposal or when no future economic benefits are expected from its use or disposal and the gain or loss on de-recognition is recognized in the statement of profit & loss.

The estimated useful lives, residual values and depreciation method are reviewed at each financial year end and the effect of any change is accounted for on prospective basis.

The fair value of the investment properties are disclosed in the notes.

H. Inventories

Inventories of finished goods and work in progress are valued at lower of cost, based on weighted average method, (except in case of machine manufacturing where specific identification method is used) arrived after including depreciation on plant & machinery, electrical installation, right to use assets and factory building, repair & maintenance on factory building, specific manufacturing expenses including specific payments & benefits to employees or net realizable value.

Raw Materials and other materials including packaging, stores and fuels are valued at lower of cost, based on first-in-first-out method arrived at after including freight inward and other expenditure directly attributable to acquisition or net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and sales.

I. Financial Instruments

Initial Recognition:

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables/payables and where cost of generation of fair value exceeds benefits, which are initially measured at transaction price. Transaction costs directly related to the acquisition or issue of the financial assets and financial liabilities (other than financial assets and financial liabilities through statement of profit & loss) are added to or deducted from the cost of financial assets or financial liabilities. Transaction cost directly attributed to the acquisition of financial assets or financial liabilities at fair value through statement of profit & loss are recognized immediately in the statement of profit & loss.

Subsequent Recognition:

Non-derivative financial instruments

- (i) **Financial assets carried at amortized cost:** A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.



- (ii) **Financial assets at fair value through other comprehensive income:** A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Group has made an irrevocable election for its investments which are classified as equity instruments (all being not held for trading), to present the subsequent changes in fair value in other comprehensive income based on its business model.

Fair value of the listed equity instruments are measured using the rate quoted in the stock exchange wherein the securities are actively traded as on the last working day of the period of reporting. In respect of unlisted equity instruments, fair value is determined based on the latest audited financial statements and considering the open market information available, failing which it shall be measured at cost.

- (iii) **Financial assets at fair value through profit or loss:** A financial asset which is not classified in any of the above categories (including investment in units of mutual funds) is subsequently measured at fair value through profit or loss.
- (iv) **Financial liabilities:** Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.
- (v) **Derivative financial instruments:** The Group holds derivative financial instruments to hedge its interest rate risk exposures. Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are recognised through profit or loss.

J. Financial Liabilities

Financial liabilities are initially recognized at the fair value of the consideration received less directly attributable transaction cost.

Subsequent to initial measurement, financial liabilities viz borrowings are measured at amortised cost. The difference in the initial carrying amount of the financial liabilities and their redemption value is recognised in the statement of profit & loss over the contractual term using the effective interest rate method.

Financial liabilities are further classified as current and non-current depending whether they are payable within 12 months from the balance sheet date or beyond.

Financial liabilities are derecognized when the Group is discharged from its obligation; they expire, are cancelled or replaced by a new liability with substantial modified terms.

K. Earnings Per Share

Basic Earnings Per Share is computed by dividing the net profit attributable to the Equity Share Holders of the Group to the weighted average number of Shares outstanding during the period & Diluted earnings per share is computed by dividing the net profit attributable to the Equity Share Holders of the Group after adjusting the effect of all dilutive potential equity shares that were outstanding during the period. The weighted average number of shares outstanding during the period includes the weighted average number of equity shares that could have issued upon conversion of all dilutive potential.

L. Taxation

Current Tax

Current tax is expected tax payable on the taxable income for the year, using the tax rate enacted at the reporting date.

Current tax assets and liabilities are offset where the Group has legal enforceable right to offset and intends either to settle on net basis, or to realise the assets and settle the liability simultaneously.

Deferred Tax Assets and Liabilities

Deferred tax is recognized for all taxable temporary differences and is calculated based on the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted at the reporting date.

Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which the assets can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset and when the deferred tax balances relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but the Group intends to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Deferred tax is not recognized for temporary differences relating to:

- initial recognition of goodwill;
- initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit; and
- Investments in subsidiaries, associates and jointly controlled entities where the Group is able to control the timing of the reversal of the temporary difference and it is probable that they will not reverse in the foreseeable future.

Current and Deferred Tax for the Year

Current and deferred tax are recognized in the statement of profit & loss, except when they relates to items that are recognized in other comprehensive income or directly in equity, in which case, the current tax and deferred tax is recognized directly in other comprehensive income or equity as the case may be.

M. Employee Benefits

The Group provides for the various benefits plans to the employees. These are categorized into Defined Benefits Plans and Defined Contributions Plans. Defined contribution plans includes the amount paid by the Group towards the liability for employees benefits plans notified / enacted by the competent authority and defined benefits plans includes the retirement benefits, such as gratuity and paid absences (leave benefits) both accumulated and non-accumulated.

- a. In respect Defined Contribution Plans, contribution made to the specified fund based on the services rendered by the employees are charged to Statement of Profit & Loss in the year in which services are rendered by the employee.
- b. Liability in respect of Defined Long Term benefit plan is determined at the present value of the amounts payable determined using actuarial valuation techniques performed by an independent actuarial at each balance sheet date using the projected unit credit methods. Remeasurement, comprising actuarial gain and losses, the effects of assets ceiling (if applicable) and the return on plan assets (excluding interest), are reflected immediately in the statement of Financial Position with a charge or credit recognized in other comprehensive income in the period in which they occur. Past Service cost is recognized in the statement of profit & loss in the period of plan amendment.
- c. Liabilities for accumulating paid absences is determined at the present value of the amounts payable determined using the actuarial valuation techniques performed by an independent actuarial at each balance sheet date using the projected unit credit method. Actuarial gain or losses in respect of accumulating paid absences are charged to statement of profit & loss account.
- d. Liabilities for short term employee benefits are measured at undiscounted amount of the benefits expected to be paid and charged to Statement of Profit & Loss in the year in which the related service is rendered.



N. Government Grants

Government grants are recognized when there is reasonable assurance that the entity will comply with the conditions attaching to them and the grants will be received.

Grants received as part of package of financial aids to which the number of condition are attached, the grant is initially recognized as liability and proportionately transferred to the Reserves on fulfillment of the conditions attached to it.

Grants received as part of investment in the specific fixed asset is reduced from the Cost of that asset at the time of receipt of the Grant.

Revenue Grants are recognized in the statement of Profit & Loss.

O. Impairment

Financial assets

The Group recognizes the impairment on financial assets based on the expected credit loss model for the financial assets which are not fair value through statement of profit and loss. Loss allowance on trade receivables, with no significant financing component is measured at an amount equal to lifetime expected credit loss. The amount of expected credit losses or reversal that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the statement of profit and loss for the period.

Intangible assets, investment property and property, plant and equipment

Intangible assets, investment property and property plant & equipment are evaluated for recoverability wherever events or changes in circumstances indicate that their carrying amount may not be recoverable.

For impairment testing, assets that do not generate independent cash flows are grouped together into cash generating units (CGUs).

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to disposal and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such asset is considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit & loss if there have been changes in the estimates used to determine the recoverable amount. The carrying amount is increased to its revised recoverable amount, provided that this amount does not exceeds the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss has been recognized for the asset in prior years.

P. Provisions, Contingent Liabilities And Contingent Assets

A provision is recognized, if as a result of past event the Group has present legal or constructive obligations that is reasonably estimable and it is probable that an outflow of economic benefits will be required to settle the obligation.

Contingent liabilities are disclosed for possible obligations arising out of uncertain events not wholly in control of the Group.

Contingent assets are not recognized in the financial statements. However due disclosures are made in the financial statements for the contingent assets, where economic benefits is probable and amount can be estimated reliably.

Q. Foreign Currency Transactions

Functional Currency

The Holding Company functional currency is Indian Rupees. The consolidated financial statement of the Group is presented in Indian rupees rounded off to nearest lacs.

Transaction and Translations

Transactions in currency other than respective functional currencies are recorded at the rate, as declared by the authorities / inter-bank rates, ruling on the date of transaction.

Unsettled Foreign currency denominated monetary assets and liabilities, as at the balance sheet date, are translated using the exchange rates as at the balance sheet date. The gain or loss resulting from the translation is recognized in the statement of profit & loss. Non-monetary assets and non-monetary liabilities denominated in foreign currency and measured at cost are translated at the exchange rate at the date of the transaction. Non-monetary assets and non-monetary liabilities denominated in foreign currency and measured carried at fair value are translated at the date when the fair value is determined.

Transaction gain or losses realized upon settlement of foreign currency transaction are included in determining the net profit for the period in which transaction is settled.

Exchanges difference arises on settlement / translation of foreign currency monetary items relating to acquisition of property, plant & equipment till the period they are put to use for commercial production, are capitalized to the cost of assets acquired and provided for over the useful life of the property, plant & equipment.

R. Leases

The Group as a lessee

The Group's lease asset classes primarily consist of leases for land, rental properties, equipment's and vehicles. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates of the Group. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Group changes its assessment of whether it will exercise an



extension or a termination option. Lease liability and ROU assets have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

For Short Term Leases and leases for which underlying asset is of low value, Lease payments are recognize as an expenses on a straight line basis over a lease term.

The Group as a lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease

S. Borrowing Cost

Borrowings cost are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing cost directly attributable to the acquisition or construction of qualifying / eligible assets, intended for commercial production are capitalised as part of the cost of such assets. All other borrowing costs are recognized as an expense in the year in which they are incurred

T. Operating Segments

Operating segments are defined as components of the Group: (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the Group), (b) whose operating results are regularly reviewed by the Holding Company's designated individual chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and (c) for which discrete financial information is available. Management has chosen to organise the Group, around differences in business activities/ customer base/ products belonging to different industry, having different economic characteristics and not on the basis of geographical areas, looking to the practical impediments. Accordingly the Group has identified the following reportable segments, viz. Flexible packaging activities, Engineering activities and others (Unallocable). All directly attributable revenue and expenses and expenses which can be allocated to segments, are reported under each reportable segment. All other expenses which are not attributable or allocable to segments, are shown under Other (Unallocable). Group has identified assets and liabilities to each reportable segment.

U. Standards (Including Amendments) Issued But Not Yet Affective

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements-

This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and the impact of the amendment is insignificant in the consolidated financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

This amendment has introduced a definition of 'accounting estimates' and included amendments to IndAS8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.

Ind AS 12 – Income Taxes-This amendment has narrowed the scope of the initial recognition exemptions so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statement.

2A Property, Plant & Equipment

(Rs.in lacs)

	Freehold Land	Building	Plant & Equipment	Electrical Installations	Office Equipments	Furniture & Fixtures	Vehicles	Aircraft	Total
GROSS CARRYING VALUE									
As at 1st April 2021	10,669.59	1,49,726.21	5,92,526.66	23,615.50	10,044.55	9,879.66	6,003.91	781.38	8,03,247.46
Additions During the Year	2,268.64	42,177.27	1,11,036.80	12,846.40	2,085.85	475.33	1,791.29	-	1,72,681.58
Transfer to Investment Property	-	(5.30)	-	-	-	-	-	-	(5.30)
Adjustments for Exchange Difference on translation	(117.93)	169.04	5,198.85	411.32	74.61	(23.68)	11.27	24.56	5,748.04
Deductions During the Year	-	-	(4,482.63)	(0.80)	(1,856.81)	(5.22)	(545.61)	-	(6,891.07)
As at 31st March 2022	12,820.30	1,92,067.22	7,04,279.68	36,872.42	10,348.20	10,326.09	7,260.86	805.94	9,74,780.71
Additions During the Year	21,588.01	19,930.25	1,09,387.75	3,315.75	1,456.04	718.54	1,643.24	-	1,58,039.58
Transfer to Investment Property	-	-	-	-	-	-	-	-	-
Adjustments for Exchange Difference on translation	1,302.02	10,588.77	33,368.85	1,464.78	327.45	197.86	235.34	68.14	47,553.21
Deductions During the Year	-	(380.70)	(11,513.69)	(7.22)	(108.16)	(36.02)	(675.78)	-	(12,721.57)
As at 31st March 2023	35,710.33	2,22,205.54	8,35,522.59	41,645.73	12,023.53	11,206.47	8,463.66	874.08	11,67,651.93
DEPRECIATION									
As at 1st April 2021	-	31,540.76	2,78,328.04	9,398.02	7,664.69	6,689.20	3,201.42	156.27	3,36,978.40
Provided for the Year	-	5,995.35	39,859.14	1,756.73	1,203.63	560.39	879.78	39.51	50,294.53
Transfer to Investment Property	-	(2.66)	-	-	-	-	-	-	(2.66)
Adjustments for Exchange Difference on translation	-	339.12	2,998.27	151.62	41.35	(4.46)	19.55	5.70	3,551.15
Deductions During the Year	-	-	(2,898.59)	(0.15)	(1,748.76)	(2.91)	(243.85)	-	(4,894.26)
As at 31st March 2022	-	37,872.57	3,18,286.86	11,306.22	7,160.91	7,242.22	3,856.90	201.48	3,85,927.16
Provided for the Year	-	6,840.15	43,207.49	2,035.19	1,282.24	565.58	1,026.20	42.70	54,999.55
Transfer to Investment Property	-	-	-	-	-	-	-	-	-
Adjustments for Exchange Difference on translation	-	2,131.77	12,929.57	558.08	218.92	129.98	115.68	18.04	16,102.04
Deductions During the Year	-	(333.67)	(9,663.18)	(6.36)	(100.40)	(33.01)	(367.59)	-	(10,504.21)
As at 31st March 2023	-	46,510.82	3,64,760.74	13,893.13	8,561.67	7,904.77	4,631.19	262.22	4,46,524.54
NET CARRYING VALUE									
As at 31st March 2022	12,820.30	1,54,194.65	3,85,992.82	25,566.20	3,187.29	3,083.87	3,403.96	604.46	5,88,853.55
As at 31st March 2023	35,710.33	1,75,694.72	4,70,761.85	27,752.60	3,461.86	3,301.70	3,832.47	611.86	7,21,127.39

2B Investment Property

(Rs. in Lacs)

	Freehold Land	Leasehold Land	Building	Total
GROSS CARRYING VALUE				
As at 1st April 2021	8.57	273.95	4,054.02	4,336.54
Additions During the Year	-	-	-	-
Transfer from Property, Plant & Equipment	-	-	5.30	5.30
Deductions During the Year	-	(1.89)	-	(1.89)
As at 31st March 2022	8.57	272.06	4,059.32	4,339.95
Additions During the Year	-	-	232.48	232.48
Transfer from Property, Plant & Equipment	-	-	-	-
Deductions During the Year	-	-	-	-
As at 31st March 2023	8.57	272.06	4,291.80	4,572.43
DEPRECIATION / AMORTISATION				
As at 1st April 2021	-	17.69	3,096.98	3,114.67
Provided for the Year	-	3.53	116.35	119.88
Transfer from Property, Plant & Equipment	-	-	2.66	2.66
Deductions During the Year	-	(0.15)	-	(0.15)
As at 31st March 2022	-	21.07	3,215.99	3,237.06
Provided for the Year	-	3.51	116.52	120.03
Transfer from Property, Plant & Equipment	-	-	-	-
Deductions During the Year	-	-	-	-
As at 31st March 2023	-	24.58	3,332.51	3,357.09
NET CARRYING VALUE				
As at 31st March 2022	8.57	250.99	843.33	1,102.89
As at 31st March 2023	8.57	247.48	959.29	1,215.34

Note: Fair value of the Investment Properties is Rs 15,290.88 Lacs (Previous Year Rs.12,589.67 Lacs), as valued by Independent architect and approved valuer.

2C Intangible Assets

(Rs.in lacs)

	Software	Patent	Technical Know How		Total
			Internally Generated	Other Than Internally Generated	
GROSS CARRYING VALUE					
As at 1st April 2021	3,543.00	639.56	5,222.49	2,866.90	12,271.95
Additions During the Year	323.14	-	-	-	323.14
Adjustments for Exchange Difference on translation	(3.32)	-	75.22	-	71.90
Deductions During the Year	(0.51)	-	(2,468.43)	-	(2,468.94)
As at 31st March 2022	3,862.31	639.56	2,829.28	2,866.90	10,198.05
Additions During the Year	128.54	-	-	195.00	323.54
Adjustments for Exchange Difference on translation	70.45	-	-	-	70.45
Deductions During the Year	(253.23)	-	-	-	(253.23)
As at 31st March 2023	3,808.07	639.56	2,829.28	3,061.90	10,338.81
DEPRECIATION / AMORTISATION					
As at 1st April 2021	2,447.91	639.53	3,941.95	1,920.74	8,950.13
Provided for the Year	342.84	0.03	780.82	350.90	1,474.59
Adjustments for Exchange Difference on translation	(2.02)	-	24.70	-	22.68
Deductions During the Year	(0.49)	-	(2,420.24)	-	(2,420.73)
As at 31st March 2022	2,788.24	639.56	2,327.23	2,271.64	8,026.67
Provided for the Year	343.14	-	301.74	413.68	1,058.56
Adjustments for Exchange Difference on translation	59.57	-	-	-	59.57
Deductions During the Year	(252.78)	-	-	-	(252.78)
As at 31st March 2023	2,938.17	639.56	2,628.97	2,685.32	8,892.02
NET CARRYING VALUE					
As at 31st March 2022	1,074.07	-	502.05	595.26	2,171.38
As at 31st March 2023	869.90	-	200.31	376.58	1,446.79

2d Right of Use Assets

(Rs.in Lacs)

	Leasehold Land	Leasehold Land Premium	Rental Properties	Plant & equipment	Vehicles	Total
GROSS CARRYING VALUE						
As at 1st April 2021	28,632.84	3,622.41	2,120.28	810.85	931.80	36,118.18
Additions During the Year	1,579.28	627.39	360.55	16,245.47	77.73	18,890.42
Adjustments for Exchange Difference on translation	153.20	25.04	(8.59)	-	-	169.65
Deductions During the Year	-	-	(630.31)	-	(58.06)	(688.37)
As at 31st March 2022	30,365.32	4,274.84	1,841.93	17,056.32	951.47	54,489.88
Additions During the Year	2,845.79	644.66	371.44	6,558.96	283.50	10,704.35
Adjustments for Exchange Difference on translation	599.75	122.80	40.81	(2,203.79)	-	(1,440.43)
Deductions During the Year	-	(74.14)	(498.96)	(123.49)	(98.19)	(794.78)
As at 31st March 2023	33,810.86	4,968.16	1,755.22	21,288.00	1,136.78	62,959.02
DEPRECIATION / AMORTISATION						
As at 1st April 2021	1,730.61	373.19	917.70	242.11	452.96	3,716.57
Provided for the Year	420.69	164.62	446.68	559.37	231.66	1,823.02
Adjustments for Exchange Difference on translation	27.52	12.96	(0.93)	7.31	-	46.86
Deductions During the Year	-	-	(630.31)	-	(57.45)	(687.76)
As at 31st March 2022	2,178.82	550.77	733.14	808.79	627.17	4,898.69
Provided for the Year	454.82	213.56	466.53	2,412.07	177.77	3,724.75
Adjustments for Exchange Difference on translation	90.93	43.35	23.68	(207.85)	-	(49.89)
Deductions During the Year	-	-	(297.78)	(123.49)	(54.18)	(475.45)
As at 31st March 2023	2,724.57	807.68	925.57	2,889.52	750.76	8,098.10
NET CARRYING VALUE						
As at 31st March 2022	28,186.50	3,724.07	1,108.79	16,247.53	324.30	49,591.19
As at 31st March 2023	31,086.29	4,160.48	829.65	18,398.48	386.02	54,860.92

Breakup of Depreciation and Amortisation charge for the Year:

	For the Year Ended 31.03.2023	(Rs. in lacs) For the Year Ended 31.03.2022
Depreciation and Amortisation on:		
Property, Plant & Equipment	54,999.55	50,294.53
Investment Property	120.03	119.88
Intangible Assets	1,058.56	1,474.59
Right of use assets	3,724.75	1,823.02
Total #	59,902.89	53,712.02

3: Investments

Particulars	Description	Face Value	As At 31.03.2023		As At 31.03.2022	
			Number	Amount (Rs.in Lacs)	Number	Amount (Rs.in Lacs)
I Measured at Cost / Carrying Value (Less Impairment, if any)						
Equity Instruments in the Associate (Flex Foods Limited)						
Quoted						
Fully Paid Up						
Carrying Value of Investment				443.73		443.73
Add: Share in Post acquisition Profits / OCI				5,859.98		6,359.74
				6,303.71		6,803.47
Less: Dividend received upto the year end				(1,482.19)		(1,423.49)
Carrying Amount of Investment	Equity	Rs.10/-	58,70,000	4,821.52	58,70,000	5,379.98
Total -3(I)				4,821.52		5,379.98
II Measured at Cost / Carrying Value (Less Impairment, if any)						
Equity Instruments in Joint Venture (Digicyl Pte. Ltd, Singapore)						
Unquoted						
Fully Paid Up						
Carrying Value of Investment				337.50		337.50
Add: Share in Post acquisition (Loss) / OCI				(337.50)		(337.50)
Carrying Amount of Investment @	Equity	US\$1	5,00,000	-	5,00,000	-
Total -3(II)				-		-
III Designated and carried at Fair value through Other Comprehensive Income						
Equity Instruments						
i) Quoted						
Fully Paid Up						
Ansal Properties & Infrastructure Ltd.	Equity	Rs.5/-	5,89,910	66.37	5,89,910	78.75
Kothari Products Ltd.	Equity	Rs.10/-	3,42,900	391.25	3,42,900	438.40
B.A.G.Films Ltd.	Equity	Rs.2/-	49,300	1.82	49,300	2.74
Reliance Infrastructure Ltd.	Equity	Rs.10/-	60,000	86.55	60,000	67.38
Bilcare Ltd.	Equity	Rs.10/-	1,100	0.48	-	-
ii) Unquoted						
Fully Paid Up						
Vijaya Home Loans Ltd.	Equity	Rs.10/-	50,000	-	50,000	-
Total -3(III)				546.47		587.27



Particulars	Description	Face Value	As At 31.03.2023		As At 31.03.2022	
			Number	Amount (Rs.in Lacs)	Number	Amount (Rs.in Lacs)
IV Designated & Carried at Amortised Cost (Less Impairment, if any)						
Preference Shares						
Unquoted						
Fully Paid Up						
Montage Enterprises Private Limited	\$ Preference	Rs.100/-	1,37,25,000	13,725.00	1,52,50,000	15,250.00
7.5% Cumulative, Non-Participative Redeemable Preference Shares						
Total -3(IV)				13,725.00		15,250.00
TOTAL 3 (I+II+III+IV)				19,092.99		21,217.25

(Rs. in lacs)

As at 31.03.2023 As at 31.03.2022

Notes:

- i) Aggregate amount of Quoted Investments **7,209.01** 7,767.07
 - ii) Aggregate Market Value of Quoted Investments **5,028.21** 5,729.39
 - iii) Aggregate amount of unquoted Investments **13,730.00** 15,255.00
 - iv) Aggregate amount of impairment in value of Investments
 - Quoted **1,841.01** 1,799.83
 - Unquoted **5.00** 5.00
 - v) Investment Carried at Cost **4,821.52** 5,379.98
 - vi) Investment Carried at Fair Value through Other Comprehensive Income **546.47** 587.27
 - vii) Investment Carried at Amortised Cost **13,725.00** 15,250.00
- \$ These Preference Shares are redeemable at par in ten equal annual instalments commencing from 3rd October 2022 in respect of 1,25,05,000 Preference Shares amounting to Rs. 12,505 Lacs allotted on 3rd October 2019 and from 30th March 2023 in respect of 27,45,000 Preference Shares amounting to Rs. 2,745 Lacs allotted on 30th March 2020.
- @ Share in Post Acquisition Loss of Rs. 2,027.64 Lacs (Previous Year Rs.1,781.64 Lacs) which is in excess of the amount of Capital Contribution is included in "Others Payable"- in Note No.21 on "Other Financial Liabilities".

(Rs. in lacs)

As At 31.03.2023 As At 31.03.2022

4: Loans

(Unsecured, Considered Good)

Loans to :

- Employees	66.56	49.81
- Loan to a Joint Venture	61.67	-
- Others	5,035.22	5,600.82
	5,163.45	5,650.63
Less: Current Portion	31.96	27.16
TOTAL :	5,131.49	5,623.47

Additional Information on Loan to a Joint Venture:

Name of the Company	Rate of Interest	Rate of Interest
Digicyl Pte. Ltd.(Singapore) -Joint Venture	6.5%	61.67

	As At 31.03.2023	As At 31.03.2022
5: Other Non-Current Financial Assets		
Security Deposits	4,373.39	4,199.18
Balance with bank in Fixed deposit Accounts for a period more than 12 months *	1,392.62	4,263.42
TOTAL :	5,766.01	8,462.60
* Pledged with Banks as margin for Letters of Credits, Guarantees and Bills Discounted.		
6: Other Non-Current Assets		
Capital Advances	26,470.25	28,906.97
Deposit with Excise/ GST / Sales Tax Authorities	647.50	599.96
Deposits / Advances with Income Tax Authorities	1,612.89	1,678.68
Other Receivable	2,897.56	128.43
TOTAL :	31,628.20	31,314.04
7: Inventories		
Raw Materials	1,09,328.71	82,429.94
Work-in-Progress	47,421.70	32,578.57
Finished Goods	46,212.71	41,949.08
Traded Goods	199.08	247.66
Material-in-Transit :		
- Raw Materials	10,672.20	8,000.65
- Raw Materials (Intra Group)	2,835.99	2,666.87
- Finished Goods (Intra Group)	6,414.34	8,941.45
Stores, Packing Material & Fuel	8,000.29	6,325.83
TOTAL :	2,31,085.02	1,83,140.05
8: Trade Receivables ^		
Current- Unsecured		
Considered Good	3,23,212.72	3,51,074.30
Having Significant increase in Credit Risk	11,012.89	13,096.54
Trade Receivables #	3,34,225.61	3,64,170.84
Less : Allowance for bad and doubtful Trade Receivables	11,012.89	13,096.54
TOTAL :	3,23,212.72	3,51,074.30
# Includes due from :		
- Related Parties	2,327.15	5,443.76
Movements in allowance for bad and doubtful Trade Receivables:		
Opening Balance	13,096.54	9,956.58
(+) Provision made during the year	1,054.47	4,385.85
(+)/(-)Adjustment for Exchange Difference on Translation	388.66	55.62
(-) Amount utilised from provision	(3,526.78)	(1,301.51)
Closing Balance	11,012.89	13,096.54
^ Refer Note No 45 for Ageing Schedule		

	As At 31.03.2023	As At 31.03.2022
9: Cash & Bank Balances		
A) Cash & Cash Equivalents		
i) Cash on hand	64.97	65.72
ii) Balances with Banks:		
- In Current Accounts	40,426.56	33,402.11
- In Cash Credits Accounts	8,825.29	4,589.13
- In Fixed Deposit Accounts	50,668.67	15,681.15
iii) Remittance in Transit	838.81	133.39
iv) Cheques on hand	12.66	107.19
Sub-Total (A)	1,00,836.96	53,978.69
B) Other Bank Balances		
- In Fixed Deposits Accounts*	3,843.16	1,745.80
- In Unclaimed Dividend Accounts	101.26	111.47
- In Margin Money Accounts	4,355.64	2,991.47
Sub-Total (B)	8,300.06	4,848.74
TOTAL (A+B):	1,09,137.02	58,827.43

*Pledged with Banks as margin for Letters of Credits, Guarantees and Bills Discounted.

10: Loans

(Unsecured, Considered Good)

Loan to a Joint Venture	-	56.86
Loans to Other Body Corporates	-	402.39
Loans to Associate	-	1,500.00
TOTAL :	-	1,959.25

Additional Information on Loan to a Joint Venture:

Name of the Company	Rate of Interest	Rate of Interest	
Digicyl Pte. Ltd.(Singapore) -Joint Venture	-	6.5%	56.86
Flex Foods Ltd.-Associate	-	10%	1,500.00

The above loans are for a fixed period as specified in respective loan agreement with an option to prepay by the borrower.

11: Other Financial Assets

Current Portion of Long Terms Loans given	31.96	27.16
Interest accrued on :		
- 7.5% Cumulative Redeemable Preference Shares	1,376.58	282.02
- Loan to Others	13.42	26.86
- Loan to a Joint Venture	17.71	12.64
- Loan to Related Party	-	42.78
- Deposits with Banks	203.15	243.49
Interest Rate Swaps	10,745.77	3,732.69
Other Receivables	651.84	657.23
TOTAL :	13,040.43	5,024.87

12: Other Current Assets

Other Advances	9,030.60	8,250.17
Advance given to Suppliers	45,040.16	37,836.16
Export Incentive Receivable	945.20	1,394.18
Current Advance Tax	9,221.04	4,369.97
Advances recoverable from Related Parties	905.69	76.80
Balances with Excise / GST/ VAT Authorities	15,298.94	16,759.43
TOTAL :	80,441.63	68,686.71

13: Share Capital

A AUTHORISED

The Holding Company authorised Capital is of Rs. 34,000.00 Lacs (Previous Year Same) distributed into 1,90,00,000 (Previous Year Same) Preference Shares of Rs.100/- each and 15,00,00,000 (Previous Year Same) Equity Shares of Rs. 10/- Each.

B ISSUED, SUBSCRIBED & PAID-UP

The Issued and Subscribed Capital of the Holding Company as at 31st March 2023 is of Rs. 7,228.42 Lacs, represented by 7,22,84,187 Equity Shares (Including 72,701 Equity Shares forfeited) of Rs. 10/- each and the paid-up Capital as at 31st March 2023 is of Rs.7,221.15 Lacs, represented by 7,22,11,486 Equity Shares of Rs. 10/- each . The reconciliation of the Equity Share Capital of the Holding Company is given as under:

	Issued & Subscribed		Fully Paid-Up		Partly Paid-Up	
	Number	Amount (Rs. In Lacs)	Number	Amount (Rs. In Lacs)	Number	Amount (Rs. In Lacs)
Balance as at 1st April 2021	7,22,84,187	7,228.42	7,22,11,486	7,221.15	-	-
Balance as at 31st March 2022	7,22,84,187	7,228.42	7,22,11,486	7,221.15	-	-
Balance as at 31st March 2023	7,22,84,187	7,228.42	7,22,11,486	7,221.15	-	-

Amount Originally paid up on the forfeited shares was of Rs. 3.89 Lacs (Previous Year Same).

The Holding Company's Paid-up Capital of 7,22,11,486 (previous Year Same) Equity Shares of Rs. 10/- each, is distributed as under:

	% Change During the Year	As At 31st March 2023		As At 31st March 2022	
		Number	%	Number	%
a) Promoter & Promoter Group	-	3,21,90,949	44.58	3,17,84,239	44.02
Flex International Pvt. Ltd.	0.56	96,04,287	13.30	91,97,577	12.74
Anshika Investments Pvt. Ltd.	-	57,71,092	7.99	57,71,092	7.99
A.R. Leasing Pvt. Ltd.	-	49,94,891	6.92	49,94,891	6.92
Anshika Consultants Pvt. Ltd.	-	37,78,524	5.23	37,78,524	5.23
Apoorva Extrusion Pvt. Ltd.	-	43,23,162	5.99	43,23,162	5.99
Anant Overseas Pvt. Ltd.	-	10,00,000	1.38	10,00,000	1.38
Ashok Kumar Chaturvedi (Karta)	-	16,94,051	2.35	16,94,051	2.35
Ashok Chaturvedi	-	5,02,533	0.70	5,02,533	0.70
A.L.Consultants Pvt. Ltd.	-	3,55,486	0.49	3,55,486	0.49
Rashmi Chaturvedi	-	1,25,145	0.17	1,25,145	0.17
Magic Consultants Pvt Ltd.	-	41,778	0.06	41,778	0.06
b) Public Shareholding *	-	4,00,20,537	55.42	4,04,27,247	55.98
i) Institution	-	57,11,135	7.91	50,44,507	6.98
ii) Non- Institution	-	3,43,09,402	47.51	3,53,82,740	49.00
* Of which Shareholder holding More than 5 % of the Paid-up Capital					
Kebale Trading Ltd.		54,65,840	7.57	54,65,840	7.57
Vistra ITCL (India) Ltd.		89,54,089	12.40	90,75,980	12.57

C RESTRICTION ON VOTING RIGHTS

The Holding Company has only one class of issued equity share capital as on the date of the balance sheet and each holder of equity share is entitled for one vote per share and right to receive the dividend, if any, declared on the equity shares.

D DIVIDEND

The Board of Directors of the Holding Company has recommended a final dividend of Rs.3.00 (Previous Year Rs.3.00) per share aggregating to Rs.2,166.34 lacs (Previous Year Rs. 2,166.34 Lacs) for the financial year ended 31st March 2023 subject to the approval of the Shareholders in their ensuing Annual General Meeting.

14: Other Equity

Particulars	Reserve and Surplus					Other Comprehensive Income					Non Controlling Interest	Total		
	Capital Reserve	Securities Premium	General Reserve	Legal Reserve	Retained Earnings	Equity Instrument through Other Comprehensive Income	Exchange differences on translating financial statements of foreign operations	Exchange differences on devaluation of Currency	Remeasurement of Defined Benefit Plans	Share in aggregate Other Comprehensive Income of associate			Non Controlling Interest - Equity Instrument	Non Controlling Interest - Other Equity
Balance as at 01st April 2021	10,377.76	57,110.63	22,716.31	5,500.81	4,20,781.88	(2,425.33)	44,631.82	(9,525.32)	(1,503.11)	(36.19)	1.92	809.87	811.79	5,48,441.05
Total Other Comprehensive Income for the Year (Net of Tax)						609.73	5,628.23	-	(455.82)	2.91	-	-	-	5,785.05
Dividend Paid Including Dividend Distribution Tax					(1,805.29)									(1,805.29)
Profit for the Year					1,09,825.73	10.77						116.50	116.50	1,09,942.23
Amount transferred to Retained Earning on Sale of Investment recognized through Other Comprehensive Income (Net of Tax)					(10.77)									-
Amount transferred to General Reserve & Legal Reserve					(3,386.23)									(3,386.23)
Amount Transferred from Statement of Profit & Loss			830.63	2,555.60										3,386.23
Balance as at 31st March 2022	10,377.76	57,110.63	23,546.94	8,056.41	5,25,405.32	(1,804.83)	50,260.05	(9,525.32)	(1,958.93)	(33.28)	1.92	926.37	928.29	6,62,363.04
Total Other Comprehensive Income for the Year (Net of Tax)						(41.18)	35,165.68	-	(67.04)	(0.08)	-	-	-	35,057.38
Dividend Paid					(2,166.34)									(2,166.34)
Profit for the Year					48,068.35							7.64	7.64	48,075.99
Amount transferred to General Reserve & Legal Reserve					(1,596.33)									(1,596.33)
Amount Transferred from Statement of Profit & Loss			69.51	1,526.82										1,596.33
Balance as at 31st March 2023	10,377.76	57,110.63	23,616.45	9,583.23	5,69,711.00	(1,846.01)	85,425.73	(9,525.32)	(2,025.97)	(33.36)	1.92	934.01	935.93	7,43,330.07

Description of Reserves

1 Capital Reserve

This includes Rs. 10,288.18 Lacs towards amount of warrant application money forfeited by the Holding Company in the past on non exercise of option by the warrant holders to convert the warrants into Equity Shares and Rs. 89.58 Lacs towards amount received by Holding Company on Equity Shares Forfeited in the past.

2 Securities Premium

Securities Premium was created by the Holding Company consequent to issuance of shares at Premium. These reserves can be utilized in accordance with the provisions of Section 52 of the Companies Act, 2013.

3 General Reserve

General Reserve amount is net of Rs.143.27 lacs in respect of Goodwill written off in the past on the acquisition of the Associate Company and includes :

- Rs. 20,164.05 Lacs created by the Holding Company in accordance with erstwhile Companies Act, 1956 & Rules thereunder by transferring the Surplus in the Statement of Profit & Loss to the General Reserve, as per the limits laid down thereunder on distribution of Profits to Shareholders, as dividend. This is a part of free reserve and can be used for the purpose of distribution to Shareholders.
- Rs. 3,595.67 Lacs created in respect of Flex Americas SA de CV its wholly owned subsidiary in terms of the legal requirement for the compulsory transfer 5% of the annual available surplus in the Statement of Profit & Loss to the General Reserve.

4 Legal Reserve

Legal Reserve represents :

- Rs. 3,595.67 Lacs created in respect of Flex Americas SA de CV its wholly owned subsidiary in terms of the legal requirement for the compulsory transfer 5% of the annual available surplus in the Statement of Profit & Loss to the Legal Reserve. The Statutory Reserve cannot be distributed except in cases stated in the Law. The Company may resolve to discontinue such annual transfer when the accumulated balance becomes 20% of its issued share capital.
- Rs. 5,987.56 Lacs created in respect of Flex P Films (Egypt) S.A.E. its wholly owned subsidiary in terms of the legal requirement for the compulsory transfer of the 5% of the annual available surplus in the Statement of Profit & Loss to the Legal Reserve. The Statutory Reserve cannot be distributed except in cases stated in the Law. The Company may resolve to discontinue such annual transfer when the accumulated balance becomes 50% of its issued share capital.

	As At 31st March 2023	As At 31st March 2022
(Rs. in lacs)		
15: Non-Current Borrowings		
A. Secured		
Term Loans :		
From Banks	4,03,415.87	3,42,837.29
From a Financial Institution	6,864.24	8,859.10
From Others	13,771.81	-
	4,24,051.92	3,51,696.39
B. Vehicle Loans :		
From Banks	120.91	188.68
From Others	1,022.40	560.37
	1,143.31	749.05
C. Unsecured		
From a Financial Institution ~	2,989.65	4,235.75
	2,989.65	4,235.75
Sub- Total (A+B+C)	4,28,184.88	3,56,681.19
Less: Current portion	81,848.98	49,496.87
TOTAL :	3,46,335.90	3,07,184.32

The Company is availing the Secured Term Loan Facilities from banks & others. Their repayment terms and other details are given as under:

(Rs. in Lacs, except where otherwise stated)						
Name of the Institution / Banks / Others	Note No	Sanctioned Amount	O/s As At 31/03/2023	Current Portion	Long Term	Repayment Terms
PART A: TERM LOANS						
IFCI Limited	a (i)	15,000.00	6,873.00 8,873.00	2,000.00 2,000.00	4,873.00 6,873.00	Repayable in 32 Quarterly Installments commencing from June 2018, first four installments of Rs. 250.00 Lacs each and balance 28 installments of Rs. 500.00 Lacs each.
UCO Bank	a (i)	20,000.00	7,642.00 11,153.03	3,512.39 3,512.39	4,129.61 7,640.64	Repayable in 24 Equal Quarterly Installments of Rs. 833.33 lacs each commencing from February 2019. Post Covid Relaxation, repayment schedule has been revised effective Nov 20 and balance amount is payable in 18 Equal Quarterly installments of Rs. 878.10 lacs each and final installment of Rs. 669.00 Lacs
Jammu & Kashmir Bank Ltd.	a (i)	14,930.00	10,327.70 12,294.27	1,967.20 1,967.20	8,360.50 10,327.07	Repayable in 32 Equal Quarterly Installments of Rs. 466.56 lacs each commencing from February 2020. Post Covid Relaxation, repayment schedule has been revised effective Nov 20 and balance amount is payable in 30 Equal Quarterly installments of Rs. 491.80 lacs each & Last installment of Rs. 491.70 Lacs.
State Bank of India	a (i)	25,000.00	- 2,143.26	- 2,143.26	-	- Repayable in 60 Equal Monthly Installments of Rs. 416.67 Lacs each commencing from Oct 2017. However installments are restricted to the extent of loan availed
State Bank of India	a (i)	15,000.00	1,100.45 3,254.01	1,100.45 2,144.00	1,110.01	- Repayable in 82 installments, First installment is of Rs 535.71 lacs in Mar 2019 and rest in 81 Equal Monthly Installments of Rs 178.67 lacs each from Apr 2019. However installments are restricted to the extent of loan availed.
South Indian Bank	a (i)	5,000.00	1,884.76 2,640.97	754.79 754.79	1,129.97 1,886.18	Repayable in 28 Quarterly Installments commencing from June 2018. First 27 Equal Quarterly Installments of Rs 178.60 Lacs and last installment of Rs. 177.80 Lacs. Post Covid Relaxation, repayment schedule has been revised effective Sept 20 and balance amount is payable in 20 Equal Quarterly installments of Rs. 188.70 lacs each and last installment of Rs. 187.90 Lacs.

(Rs. in Lacs, except where otherwise stated)

Name of the Institution / Banks / Others	Note No	Sanctioned Amount	O/s As At 31/03/2023	Current Portion	Long Term	Repayment Terms
Punjab National Bank (erstwhile Oriental Bank of Commerce)	a (i)	5,000.00	2,539.53 3,256.28	714.29 714.29	1,825.24 2,541.99	Repayable in 28 Equal Quarterly Installments of Rs. 178.57 Lacs each commencing from Apr 2019.
Woori Bank	a (i)	6,000.00	2,000.00 4,000.00	2,000.00 2,000.00	2,000.00	- Repayable in 12 Equal Quarterly Installments of Rs. 500 Lacs each commencing from April 2021.
Indian Bank	a (i)	10,000.00	7,920.63 8,420.63	875.00 500.00	7,045.63 7,920.63	Repayable in 34 Quarterly Installments (First 10 Installments of Rs. 125 Lacs each, next 4 installments of Rs. 250 Lacs each, next 12 installments of Rs. 375 lacs each, next 4 installments of Rs. 437.50 lacs each and last 4 installments of Rs. 375 Lacs each) commencing from March 2021.
Bank of Maharashtra	a (i)	2,500.00	1,794.89 2,012.08	400.00 240.00	1,394.89 1,772.08	Repayable in 26 Quarterly Installments (first 9 installments of Rs. 60 lacs Each, next 8 installments of Rs. 100 Lacs, next 8 installments of Rs. 125 Lacs each and final instalment of Rs. 160 Lacs) each commencing from March 2021.
Qatar National Bank	a (i)	4,000.00	3,000.00 4,000.00	1,000.00 1,000.00	2,000.00 3,000.00	Repayable in 16 Equal Quarterly Installments of Rs. 250 Lacs each commencing from June 2022.
KB Kookmin Bank	a (i)	7,000.00	4,375.00 7,000.00	3,500.00 2,737.94	875.00 4,262.06	Repayable in 8 Equal Quarterly Installments Rs. 875 Lacs commencing commencing from Aug 2022 .
Punjab & Sindh Bank	a (i)	10,000.00	6,691.88 7,092.75	875.00 500.00	5,816.88 6,592.75	Repayable in 34 Quarterly Installments (first 6 installments of Rs. 125 lacs each, next 4 installments of Rs. 250 Lacs each, next 4 installments of Rs. 312.50 Lacs each, next 16 installments of Rs. 375 Lacs each and balance in 4 installments of Rs. 250 lacs each) commencing from February 2022.
Indian Overseas Bank	a (i)	10,000.00	2,430.05 288.80	875.00 288.80	1,555.05 -	Repayable in 34 Quarterly Installments (first 6 installments of Rs. 125 lacs each, next 4 installments of Rs. 250 Lacs each, next 8 installments of Rs. 313 Lacs each, next 15 installments of Rs. 375 Lacs each and balance in 1 installment of Rs. 121 lacs) commencing from March 2022.
Punjab National Bank	a (i)	29,000.00	22,104.99 14,468.39	2,900.00 -	19,204.99 14,468.39	Repayable in 28 Quarterly Installments (first 12 installments of Rs. 725 lacs each, next 8 installments of Rs. 1087.50 Lacs each and next 8 installments of Rs. 1450 Lacs each) commencing from June 2023.
Bank of Behrain & Kuwait	a (i)	5,000.00	4,979.24 5,000.00	1,250.00 20.76	3,729.24 4,979.24	Repayable in 17 Quarterly Installments (first installments of Rs. 20.76 lacs each, next 15 installments of Rs. 312.50 Lacs each and balance in 1 installments of Rs. 291.74 lacs) commencing from March 2023.
Oldenburgische Landes Bank-Commercial Loan	a(ii)	Euro 7.50 Million	6,720.75 3,174.75	1,680.19 -	5,040.56 3,174.75	8 Semi annual installments of Euro 0.94 Mn. (Equivalent to Rs.840.09 Lacs) from Sep 2023.
Oldenburgische Landes Bank-Bopet Film	a(ii)	Euro 28.50 Million	25,064.59 15,763.18	2,506.46 -	22,558.13 15,763.18	20 Semi annual installments of Euro 1.42 Mn (Equivalent to Rs. 1253.23 Lacs) from Sep 2023.
Oldenburgische Landes Bank-CPP Film	a(ii)	Euro 8.30 Million	7,053.18 6,362.07	742.44 -	6,310.74 6,362.07	20 Semi annual installments of Euro 0.42 Mn (Equivalent to Rs 371.22 Lacs) from Mar 2023.
Punjab National Bank	a (i)	260.00	- 30.20	- 30.20	-	- Repayable in 18 Equal Monthly Installments of Rs. 14.44 Lacs each commencing from December 2020.
Punjab National Bank (erstwhile Oriental Bank of Commerce)	a (i)	190.00	- 10.98	- 10.98	-	- Repayable in 18 Equal Monthly Installments of Rs. 10.56 Lacs each commencing from January 2021.
State Bank of India	a (i)	598.91	- 31.27	- 31.27	-	- Repayable in 18 Equal Monthly Installments of Rs. 33.33 Lacs each commencing from November 2020.
Union Bank of India	a (i)	270.00	- 45.00	- 45.00	-	- Repayable in 18 Equal Monthly Installments of Rs. 15.00 Lacs each commencing from January 2021.

(Rs. in Lacs, except where otherwise stated)

Name of the Institution / Banks / Others	Note No	Sanctioned Amount	O/s As At 31/03/2023	Current Portion	Long Term	Repayment Terms
RBL Bank	a(iii)	5,000.00	3,586.66	683.17	2,903.49	Repayable in 22 Equal Quarterly Installments of Rs. 170.79 Lacs each commencing from February 2023. However installments are restricted to the extent of loan availed.
Indian Bank	a(iii)	10,000.00	9,319.25	500.00	8,819.25	Repayable in 34 Quarterly Installments (First 10 Installments of Rs. 125 Lacs each, next 4 installments of Rs. 250 Lacs each, next 12 installments of Rs. 375 lacs each, next 4 installments of Rs. 437.50 lacs each and last 4 installments of Rs. 375 Lacs each) commencing from March 2023. However installments are restricted to the extent of loan availed.
Karnataka Bank	a(iii)	5,000.00	4,089.88	1,820.00	2,269.88	Repayable in 11 Quaterly Installments (First 10 of Rs. 455 Lacs each commencing from October 2022 and last of Rs. 450 Lacs)
South Indian Bank	a(iii)	2,000.00	1,657.14	685.71	971.43	Repayable in 35 Equal Monthly Installments of Rs. 57.14 Lacs each commencing from October 2022.
Bajaj Finance Ltd	a(iii)	4,500.00	4,500.00	663.65	3,836.35	Repayable in 66 Equal Monthly Installments of Rs. 86.38 Lacs commencing from April 2023 including interest amount.
Canara Bank	a(iii)	10,000.00	8,333.33	6,666.67	1,666.66	Repayable in 6 Equal Quaterly Installments of Rs 1666.67 Lacs commencing from February 2023.
Bank of Maharashtra	a(iii)	12,500.00	3,990.18	1,923.08	2,067.10	Repayable in 26 Equal Quaterly Installments of Rs 480.77 Lacs commencing from June 2023. However installments are restricted to the extent of loan availed.
Mahindra & Mahindra Financial Services Ltd	a(iii)	5,000.00	3,903.66	657.93	3,245.73	Repayable in 60 Equal Monthly Installments of Rs. 85.63 Lacs commencing from February 2023 including interest amount.
Indian Overseas Bank	a(iii)	5,000.00	5,000.00	1,000.00	4,000.00	Repayable in 20 Quaterly Installments Rs 250 Lach each commencing from April 2023.
State Bank of India	a(iii)	10,000.00	2,280.15	1,428.00	852.15	Repayable in 28 Quaterly Installments(first 27 installments of Rs 357 Lacs each and last being of Rs 361 Lacs) commencing from June 2023. However installments are restricted to the extent of loan availed.
State Bank of India	a(iii)	44,420.00	4,921.29	-	4,921.29	Repayable in 30 Quarterly Installments commencing from September 2024. However installments are restricted to the extent of loan availed.
Tata Capital Financial Services Ltd	a(iii)	2,500.00	2,458.33	541.67	1,916.66	Repayable in 36 Monthly Installments (first 12 installments of Rs 41.67 Lacs and next 24 installments of 83.33 Lacs)commencing from March 2023.
OXYZO Financial Services Pvt Ltd	a(iii)	3,000.00	3,000.00	748.30	2,251.70	Repayable in 42 equal monthly Installments of Rs 85.66 Lacs commencing from April 2023 including interest amount.
QNB Alahi Bank - Egypt Location	c	Euro 40 Million	26,756.62	5,096.50	21,660.12	Repayable in 28 equal quarterly installments of Euro 1.43 Million each commencing from September 2021.
QNB Alahi Bank - Egypt Location	c	US \$ 15 Million	8,078.00	1,538.67	6,539.33	Repayable in 28 equal quarterly installments of US\$ 0.54 Million each commencing from September 2021.
BBVA Bancomer SA, Mexico Location	d	US \$ 75 Million	20,555.00	-	20,555.00	Repayable in 19 step up quarterly installments commencing from June 2025
BBVA Bancomer SA, Mexico Location	d	US \$ 15 Million	-	-	-	Repayable in 30 equal quarterly installments of US\$0.50 Million each commencing from Nov 2018.
PKO Bank Loan- Poland Location	e	Euro 60 Million	51,632.87	4,465.53	47,167.34	Repayable in 18 half yearly installments commencing on June 2022 and ending on December 2030.
CBD- Dubai Location	f (i)	US\$ 30 Million	13,977.40	3,288.80	10,688.60	Repayable in 30 equal quarterly installments of US \$ 1.00 Million each commencing from February 2020.

(Rs. in Lacs, except where otherwise stated)

Name of the Institution / Banks / Others	Note No	Sanctioned Amount	O/s As At 31/03/2023	Current Portion	Long Term	Repayment Terms
CBD- Dubai Location	f(ii)	US\$ 7 Million	3,105.51 3,924.74	1,151.08 1,061.34	1,954.43 2,863.40	Repayable in 20 equal quarterly installments of US \$ 0.35 Million each commencing from Dec 2021.
CBD- Dubai Location	f(iii)	US\$ 3.12 Million	2,503.48 -	192.58 -	2,310.90 -	Repayable in 24 quarterly installments (First 16 installments US \$ 0.08 Million, next 4 installments of US \$ 0.20 Million and last 4 installments of US \$ 0.27 million) commencing from March 2023.
CBD- Dubai Location	f(iii)	US\$ 10 Million	7,125.74 7,581.00	822.20 1,010.80	6,303.54 6,570.20	Repayable in 30 equal quarterly installments of US \$ 0.33 Million each commencing from June 2022.
Oldenburgische Landes Bank Aktiengesellschaft- Dubai Location	f(iv)	Euro 8.47 Million	7,610.13 6,753.02	732.40 675.30	6,877.73 6,077.72	Repayable in 20 equal semi annual installments of Euro 0.42 Million each commencing from March 2023.
Oldenburgische Landes Bank Aktiengesellschaft- Nigeria Location	g(i)	Euro 22.89 Million	15,332.54 16,405.30	2,044.34 1,930.04	13,288.20 14,475.26	Repayable in 20 equal half yearly installments of Euro 1.14 Million each commencing from March 21.
Oldenburgische Landes Bank Aktiengesellschaft- Nigeria Location	g(ii)	Euro 8.50 Million	3,257.46 5,125.54	2,171.64 2,050.22	1,085.82 3,075.32	Repayable in 7 equal half yearly installments of Euro 1.21 Million each commencing from September 21.
First Bank of Nigeria- Nigeria Location	g(ii)	N 9 Billion	10,948.86 12,446.47	3,045.76 1,523.49	7,903.10 10,922.98	Repayable in 20 quarterly installments Commencing from December 2021.
Union Bank- Nigeria Location	g(ii)	N 5 Billion	5,334.34 7,170.15	1,417.62 1,450.71	3,916.72 5,719.44	Repayable in 20 quarterly installments Commencing from December 2021.
PKO Bank Loan- Hungary Location	h	Euro 45.85 Million	36,977.66 36,873.95	4,108.63 1,940.74	32,869.03 34,933.21	Repayable in 16 half yearly installments commencing from September 2021.
Unicredit Bank- Russia Location	i	US\$ 40 Million	23,734.94 23,710.78	4,315.44 3,647.81	19,419.50 20,062.97	Repayable in 26 equal Quarterly Installments commencing from February 2022.
Alfa Bank- Russia Location	i	Ru1570 Million	4,662.54 -	- -	4,662.54 -	Loan is to be repaid in 120 months from the date of sanction in equal monthly instalments of the loan amount utilised as at the end of the previous month, commencing from July 2024.
Chase Bank, Kentucky(USA) Location	j	US \$ 6.50 Million	2,463.93 -	246.39 -	2,217.54 -	Repayable in 20 equal quarterly installments of US\$ 0.32 Million each commencing from October 2023.
Less: Adjustment for Transaction Cost (Pending Amortisation)			1,547.61 876.37	434.12 212.26	1,113.49 664.11	
Sub Total (A)			4,24,051.92	80,174.85	3,43,877.07	
Previous Year			3,51,696.39	48,006.65	3,03,689.74	
PART B: VEHICLE LOANS						
Jammu & Kashmir Bank Ltd.	b	76.36	47.22 74.14	29.82 27.78	17.40 46.36	Repayable in 60 Equal Monthly Installments of Rs. 2.68 Lacs each commencing from March 2022 including interest amount.
Jammu & Kashmir Bank Ltd.	b	26.40	10.09 15.09	6.07 5.46	4.02 9.63	Repayable in 60 Equal Monthly Installments of Rs. 0.55 Lacs each commencing from January 2020 including interest amount.
Jammu & Kashmir Bank Ltd.	b	13.00	10.44 11.99	1.64 1.51	8.80 10.48	Repayable in 84 Equal Monthly Installments of Rs. 0.21 Lacs each commencing from September 2021 including interest amount.
Jammu & Kashmir Bank Ltd.	b	13.40	11.17 12.69	1.65 1.51	9.52 11.18	Repayable in 84 Equal Monthly Installments of Rs. 0.21 Lacs each commencing from September 2021 including interest amount.
HDFC Bank Limited	b	17.00	9.35 12.60	3.52 3.25	5.83 9.35	Repayable in 60 Equal Monthly Installments of Rs. 0.35 Lacs each commencing from October 2020 including interest amount.

(Rs. in Lacs, except where otherwise stated)

Name of the Institution / Banks / Others	Note No	Sanctioned Amount	O/s As At 31/03/2023	Current Portion	Long Term	Repayment Terms
Yes Bank Ltd	b	128.00	- 21.55	- 21.55	-	Repayable in 48 Equal Monthly Installments of Rs. 3.17 Lacs each commencing from November 2018 including interest amount.
Axis Bank Ltd	b	19.75	14.26 17.79	3.81 3.53	10.45 14.26	Repayable in 60 Equal Monthly Installments of Rs.0.40 Lacs each commencing from September 2021 including interest amount.
Axis Bank Ltd	b	25.00	18.38 22.83	4.79 4.45	13.59 18.38	Repayable in 60 Equal Monthly Installments of Rs.0.50 Lacs each commencing from October 2021 including interest amount.
Kotak Mahindra Prime Ltd	b	22.17	11.73 18.80	7.63 7.08	4.10 11.72	Repayable in 36 Equal Monthly Installments of Rs.0.69 Lacs each commencing from October 2021 including interest amount.
Kotak Mahindra Prime Ltd	b	20.06	10.57 16.99	6.92 6.42	3.65 10.57	Repayable in 36 Equal Monthly Installments of Rs.0.62 Lacs each commencing from October 2021 including interest amount.
Kotak Mahindra Prime Ltd	b	20.06	10.57 16.99	6.92 6.42	3.65 10.57	Repayable in 36 Equal Monthly Installments of Rs.0.62 Lacs each commencing from October 2021 including interest amount.
Kotak Mahindra Prime Ltd	b	20.54	11.92 18.40	6.98 6.48	4.94 11.92	Repayable in 36 Equal Monthly Installments of Rs.0.64 Lacs each commencing from December 2021 including interest amount.
Kotak Mahindra Prime Ltd	b	42.37	32.33 39.79	8.01 7.46	24.32 32.33	Repayable in 60 Equal Monthly Installments of Rs.0.84 Lacs each commencing from November 2021 including interest amount.
Kotak Mahindra Prime Ltd	b	22.57	12.51 19.67	7.72 7.16	4.79 12.51	Repayable in 36 Equal Monthly Installments of Rs.0.70 Lacs each commencing from November 2021 including interest amount.
Kotak Mahindra Prime Ltd	b	45.42	37.43 45.42	8.39 7.99	29.04 37.43	Repayable in 60 Equal Monthly Installments of Rs.0.90 Lacs each commencing from April 2022 including interest amount.
Kotak Mahindra Prime Ltd	b	271.81	186.81 271.81	90.13 84.99	96.68 186.82	Repayable in 36 Equal Monthly Installments of Rs. 8.37 Lacs each commencing from April 2022 including interest amount.
Kotak Mahindra Prime Ltd	b	126.59	103.82 -	40.51 -	63.31 -	Repayable in 36 Equal Monthly Installments of Rs. 3.96 Lacs each commencing from September 2022 including interest amount.
Kotak Mahindra Prime Ltd	b	21.93	18.54 -	6.96 -	11.58 -	Repayable in 36 Equal Monthly Installments of Rs. 0.69 Lacs each commencing from October 2022 including interest amount.
Kotak Mahindra Prime Ltd	b	45.40	44.17 -	7.72 -	36.45 -	Repayable in 60 Equal Monthly Installments of Rs. 0.93 Lacs each commencing from February 2023 including interest amount.
Kotak Mahindra Prime Ltd	b	100.13	92.30 -	31.05 -	61.25 -	Repayable in 36 Equal Monthly Installments of Rs. 3.15 Lacs each commencing from Jan 2023 including interest amount.
Kotak Mahindra Prime Ltd	b	100.13	92.30 -	31.05 -	61.25 -	Repayable in 36 Equal Monthly Installments of Rs. 3.15 Lacs each commencing from Jan 2023 including interest amount.
Kotak Mahindra Prime Ltd	b	110.20	107.04 -	18.65 -	88.39 -	Repayable in 60 Equal Monthly Installments of Rs. 2.26 Lacs each commencing from February 2023 including interest amount.
Kotak Mahindra Prime Ltd	b	178.94	178.94 -	55.27 -	123.67 -	Repayable in 36 Equal Monthly Installments of Rs. 5.64 Lacs each commencing from April 2023 including interest amount.
Toyota Financial Services India Limited	b	17.00	3.10 8.98	3.10 5.88	- 3.10	Repayable in 36 Equal Monthly Installments of Rs. 0.53 Lacs each commencing from October 2020 including interest amount.

(Rs. in Lacs, except where otherwise stated)

Name of the Institution / Banks / Others	Note No	Sanctioned Amount	O/s As At 31/03/2023	Current Portion	Long Term	Repayment Terms
Daimler Financial Services India Pvt. Ltd	b	72.00	34.16 51.76	18.97 17.60	15.19 34.16	Repayable in 48 Equal Monthly Installments of Rs. 1.74 Lacs each commencing from January 2021 including interest amount.
Daimler Financial Services India Pvt. Ltd	b	72.00	34.16 51.76	18.97 17.60	15.19 34.16	Repayable in 48 Equal Monthly Installments of Rs. 1.74 Lacs each commencing from January 2021 including interest amount.
Sub Total (B)			1,143.31	426.25	717.06	
Previous Year			749.05	244.12	504.93	
Total (A+B)			4,25,195.23	80,601.10	3,44,594.13	
Previous Year			3,52,445.44	48,250.77	3,04,194.67	

Previous Year figures have been given in italics

- a (i) These are secured a) on *pari passu* basis by way of hypothecation of specific movable properties of the Holding Company (save and except book debts), both present & future, subject to prior charges created and / or to be created in favour of Holding Company's bankers for working capital facilities, b) by first *pari passu* equitable mortgage of specific immovable properties of the Holding Company situated at Malanpur (M.P.), Jammu (J & K), NOIDA (U.P.) and Sanand (Gujarat) and c) by guarantee of Chairman & Managing Director of the Holding Company. These are further secured by way of second *pari passu* charge on the current assets of the Holding Company.
- a(ii) Secured by way of first ranking & exclusive charge on the Machineries and Equipments at Dharwad (Karnataka).
- a(iii) In respect of these loans, first *pari-passu* equitable mortgage of specific immovable properties of the Holding Company is pending and equitable mortgage can be created only after obtaining NOC's from all the Lenders and execution of equitable mortgage documents.
- b Vehicle Loans are secured by way of hypothecation of Specific Vehicles of the Holding Company.
- c These are secured by way of first charge on specific tangible and intangible assets of the Flex P. Films (Egypt) S.A.E.
- d These are secured by way of hypothecation of Plant & Equipment and *pari passu* mortgage of Land & Building of the Flex Americas S.A. de C.V..
- e This is secured by way of first charge on fixed assets, account receivable and inventories of Flex Films Europa Sp. Z.o.o.
- f(i) This is secured by way of first charge on Building and Plant & Equipment of the Flex Middle East FZE and are further secured by way of *pari passu* charge on account receivables and Inventories of the Company. These are further secured by way of Pledge of 17 Equity Shares of AED Million each held by the Holding Company.
- f(ii) This is secured by way of first charge on Specific Building and Plant & Equipment of the Flex Middle East FZE and are further secured by way of *pari passu* charge on account receivables and Inventories of the Company.
- f(iii) These are secured by way of first charge on Specific Building and Plant & Equipment of the Flex Middle East FZE and are further secured by way of *pari passu* charge on account receivables and Inventories of the Company and also by way of assignments of Dividends from Flex Foils Bangladesh Pvt Ltd.
- f(iv) These are secured by way of *pari passu* charge on specific equipments of the Flex Middle East FZE.
- g(i) These are secured by way of first charge on the specific assets of Flex Films Africa Pvt. Ltd. financed by the Bank and are further guaranteed by the Holding Company.
- g(ii) These are secured by way of *pari passu* charge on the Flex Films Africa Pvt. Ltd. fixed assets (other than equipment covered under loan as per g(i) above) and are further guaranteed by the Flex Middle East FZE.
- h These are secured by way of first charge on specific tangible and intangible assets of the Flex Films Europa kft.
- i These are secured by way of first charge on specific tangible and intangible assets of the Flex Films RUS LLC.
- j This is secured by way of first charge on fixed assets, account receivable and inventories of Flex Films (USA) Inc.
- ~ These are secured by a) exclusive first charge by way of hypothecation of Specific aircrafts owned by M/s A.R. Airways Pvt. Ltd., b) corporate guarantee of A.R. Airways Pvt. Ltd. and c) guarantee of Chairman & Managing Director of the Holding Company.

(Rs. in lacs)

	As At 31.03.2023	As At 31.03.2022
16: Other Financial Liabilities		
Securities Received	1,368.86	1,293.85
Deferred Income	6,029.45	4,838.50
Retention Money	1,329.39	753.44
TOTAL :	8,727.70	6,885.79

	As At 31.03.2023	(Rs. in lacs) As At 31.03.2022
17: Provisions		
Leave Encashment	2,165.85	2,075.46
Gratuity	1,378.58	1,077.57
TOTAL :	3,544.43	3,153.03
18: Deferred Tax Liabilities (NET)		
Opening Balance	28,555.39	29,607.21
Add / (Less):		
Adjustment for Exchange Difference on Translation	2,562.35	915.84
Provision of Deferred Tax charge / (Credit) for the year	(844.62)	(1,967.66)
TOTAL :	30,273.12	28,555.39

The Cumulative Tax effects of significant temporary differences, that resulted in Deferred Tax Assets & Liabilities and description of item thereof that creates these differences are as follows :

	(Rs.in lacs)			
	Deferred Tax Assets / (Liabilities) As At 01.04.2022	Current Year (Charge) / Credit	Adjustment For Exchange Difference on Translation	Deferred Tax Assets / (Liabilities) As At 31.03.2023
Deferred Tax Assets				
Unabsorbed depreciation & tax losses	380.39	0.91	31.84	413.14
Right to use assets	-	118.13	-	118.13
Other than unabsorbed depreciation & carry forward of losses.	4,182.80	138.22	9.10	4,330.12
Total (A)	4,563.19	257.26	40.94	4,861.39
Deferred Tax Liabilities				
Excess of Book WDV of Property, Plant & Equipment over Tax WDV of Fixed Assets	(33,118.58)	587.36	(2,603.29)	(35,134.51)
Total (B)	(33,118.58)	587.36	(2,603.29)	(35,134.51)
Net Deferred Tax (Liability) (A-B)	(28,555.39)	844.62	(2,562.35)	(30,273.12)

Income Tax Expense in the Total Comprehensive Income represents;

	For the Year Ended 31.03.2023	(Rs. in lacs) For the Year Ended 31.03.2022
In Statement of Profit & Loss		
-Current tax	18,708.27	29,397.72
-Deferred tax	(822.07)	(1,814.36)
- Short / (Excess) Provision of Income Tax for earlier years	(357.61)	704.23
	17,528.59	28,287.59
In Statement of Other Comprehensive Income		
Items that will not be reclassified subsequently to Profit or Loss		
Remeasurement of the net defined benefit liability / asset	(22.55)	(153.30)
	(22.55)	(153.30)

(Rs. in lacs)

19: Borrowings

Secured

	As At 31.03.2023	As At 31.03.2022
Working Capital Facilities From Banks	1,10,507.06	88,204.73
Unsecured		
From Banks	9,923.92	742.75
From Others	870.00	10,622.00
Current Maturities of Long Term Borrowings	81,848.98	49,496.87
TOTAL :	2,03,149.96	1,49,066.35

Unsecured

- 1 Working Capital Facilities availed by the Holding Company from banks are secured a) on first pari passu basis, by way of hypothecation of stock of raw materials, semi-finished goods, finished goods and book debts of the Holding Company, both present and future, b) by way of second *pari passu* charge on specific fixed assets of the Holding Company, situated at Malanpur (M.P.), Jammu (J & K), NOIDA (U.P.) and Sanand (Gujarat), and c) by guarantee of Chairman & Managing Director of the Holding Company.
- 2 Working Capital Facilities availed by Flex P. Films (Egypt) S.A.E. are secured by way of *pari passu* charge over the current assets of the Company.
- 3 Working Capital Facilities availed by Flex Americas SA de C.V. from the BBVA Bancomer S.A. is secured by way of charge over fixed assets and current assets of the Company.
- 4 Working Capital facilities availed by Flex Films USA Inc. from Chase Bank is secured by way of first charge on the Company's specific fixed assets, account receivables and inventory.
- 5 Working Capital facilities availed by Flex Films Europa Sp Z.o.o. from PKO Bank is secured by way of first charge on the Company's fixed assets, account receivables and inventory.
- 6 Working Capital Facilities availed by the Flex Middle East FZE, Dubai are secured by way of hypothecation of all current assets of the Company. Further working capital facilities from CBD are secured by way of mortgage over the Plant & Machinery and Building of the Company.
- 7 Working Capital Facilities availed by Flex Films Europa kft, Hungary from PKO Bank are secured by way of first charge on specific tangible and intangible assets of the Company.
- 8 Working Capital Facilities availed by Flex Films Rus LLC from UNICREDIT Bank are secured by way of charge over all current assets of the Company.
- 9 Working Capital Facilities availed by Flex Films Africa Pvt Ltd from Banks are secured by way of *pari passu* charge over all current assets of the Company.
- 10 Book Overdraft facilities availed by Flex Speciality Chemicals (Egypt) S.A.E. is secured by way of charge of specific fixed assets of the Company.

(Rs. in lacs)

20: Trade Payables [^]

Suppliers

	As At 31.03.2023	As At 31.03.2022
Total outstanding dues of creditors other than Micro & Small enterprises and Related Parties	1,97,425.48	1,68,320.76
Total outstanding dues of Micro & Small enterprises	2,715.64	2,586.53
Due to Related Parties	15,589.91	23,833.31
TOTAL :	2,15,731.03	1,94,740.60

[^] Refer Note No 48 for Ageing Schedule

	As At 31.03.2023	(Rs. in lacs) As At 31.03.2022
21: Other Financial Liabilities		
Capital Creditors	8,234.82	5,265.38
Interest Accrued but not due on Loans		
- From Others	46.37	60.65
Interest Accrued but not due on Term Loans		
- From Banks	662.86	452.37
- From Financial Institutions	132.08	73.29
Unclaimed Dividend*	101.26	111.47
Due to Employees	8,291.44	5,936.56
Others Payable	19,160.72	11,888.62
Book Overdraft	637.92	2,557.27
Unspent CSR	228.00	356.39
Deferred Income	320.75	1,209.63
Total :	37,816.22	27,911.63

* These figures do not include any amount, due and outstanding, required to be transferred to Investor Education and Protection Fund.

22: Other Current Liabilities

Advances from Customers	10,248.92	10,648.15
Advances from a Related Party	0.20	302.05
Statutory Dues	4,260.67	6,144.76
Total :	14,509.79	17,094.96

23: Provisions

Leave Encashment	1,575.46	1,287.77
Gratuity	276.75	545.09
Warranty	87.18	44.91
Total :	1,939.39	1,877.77

24: Current Tax Liabilities (NET)

Current Income Tax (Net)	10,322.54	15,644.99
Total :	10,322.54	15,644.99

25: Revenue From Operations

	For the Year Ended 31.03.2023	(Rs. in Lacs) For the Year Ended 31.03.2022
A. i) REVENUE FROM SALE OF PRODUCTS		
Gross Sales	14,79,206.82	13,36,086.16
Less : Inter Unit Sales	37,344.50	43,845.80
	14,41,862.32	12,92,240.36
ii) REVENUE FROM SALE OF SERVICES		
Gross Job work / Services Rendered	6,699.66	6,180.80
Less : Inter Unit Job Work	2,770.14	2,781.87
	3,929.52	3,398.93
TOTAL (A) :	14,45,791.84	12,95,639.29
B. OTHER OPERATING INCOME		
Scrap Sales	10,610.05	8,802.19
Packing, Forwarding and Insurance Recoveries	1,123.08	586.79
Exchange Rate Fluctuation (Net) (excluding exceptional items)	-	1,204.44
Export Incentive	7,558.91	5,936.45
GST Refund	878.80	361.64
Miscellaneous Operating Income	288.37	182.37
Total (B) :	20,459.21	17,073.88
Total (A+B):	14,66,251.05	13,12,713.17

(Rs. in Lacs)

26: Other Income

	For the Year Ended 31.03.2023	For the Year Ended 31.03.2022
Rent Received	1,043.58	968.26
Gain on Sale of Investment Property	-	10.76
Gain on Disposal of Right of use Assets	7.88	5.21
Gain on Sale of Property, Plant & Equipment (Net)	137.27	-
Miscellaneous Income	1,070.22	790.25
Interest rate swaps Derivative designated as FVTPL	6,369.34	3,807.73
Sundry Credit Balances Written Back	242.96	321.13
Interest :		
- from Banks	2,342.95	1,915.18
- from Others	633.59	326.60
Investment Income:		
- Dividend on 7.5% Preference Shares	1,094.56	2,752.44
Total :	<u>12,942.35</u>	<u>10,897.56</u>

27: Cost of Materials Consumed

Opening Stock	85,096.81	57,980.31
Add : Purchases	9,93,108.55	8,72,317.65
	<u>10,78,205.36</u>	<u>9,30,297.96</u>
Less : Inter Unit Purchases	35,545.36	42,985.87
	<u>10,42,660.00</u>	<u>8,87,312.09</u>
Less : Closing Stock	1,12,164.70	85,096.81
Total :	<u>9,30,495.30</u>	<u>8,02,215.28</u>

28: Change in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

Opening Stock :		
Stock-in-Trade	247.66	89.35
Finished Goods	50,890.53	26,921.41
Work-in-Progress	32,578.57	20,275.16
	<u>83,716.76</u>	<u>47,285.92</u>
Less: Closing Stock :		
Stock-in-Trade	199.08	247.66
Finished Goods	52,627.05	50,890.53
Work-in-Progress	47,421.70	32,578.57
	<u>1,00,247.83</u>	<u>83,716.76</u>
TOTAL :	<u>(16,531.07)</u>	<u>(36,430.84)</u>

29: Employee Benefits Expense

Salaries, Wages, Bonus, Benefits and Amenities	96,817.73	83,986.54
Contribution to Provident Fund and Other Funds	6,697.57	5,170.11
Employee Welfare Expenses	4,406.25	3,338.08
TOTAL :	<u>1,07,921.55</u>	<u>92,494.73</u>

30: Finance Costs

Interest		
- On Loans for Fixed Period	24,405.94	19,671.36
- On Other Loans / Liabilities	15,243.87	6,438.75
- On Lease Liabilities	1,865.23	829.47
- On Shortfall in payment of Advance Tax	324.77	1,077.67
	<u>41,839.81</u>	<u>28,017.25</u>
Discounting & Financial Charges	5,503.13	4,228.93
TOTAL :	<u>47,342.94</u>	<u>32,246.18</u>

	For the Year Ended 31.03.2023	(Rs. in Lacs) For the Year Ended 31.03.2022
31: Other Expenses		
A. OTHER MANUFACTURING EXPENSES		
Power & Fuel Consumed	61,611.81	54,024.37
Repair & Maintenance-Machinery	18,382.72	16,746.34
Stores Consumed	11,640.31	9,644.97
Tools, Jigs & Dies	295.67	309.25
Packing Material Consumed	45,001.73	41,282.50
Flexo Plates / Processing Charges for Cylinders	5,764.87	4,861.56
Less : Inter Unit Charges	4,569.28	3,641.80
	1,195.59	1,219.76
Design & Development Charges	7.86	2.65
Job Work Charges	3,059.69	1,645.18
Royalty Expenses	425.26	448.30
Other Direct Charges	253.90	191.22
R & D Charges	157.97	173.32
Total (A) :	1,42,032.51	1,25,687.86
B. ADMINISTRATIVE, SELLING & OTHER EXPENSES		
Short Term Leases	2,168.69	1,985.26
Leases of Low value	19.61	22.37
Rates & Taxes	1,478.89	1,597.27
Insurance charges	4,328.31	3,263.33
Electricity & Water charges	535.71	618.38
Printing & Stationery	339.90	280.95
Postage & Telephone Expenses	1,066.62	1,095.95
Vehicle Running & Maintenance Expenses	944.37	868.50
Conveyance & Travelling Expenses	8,183.33	5,742.71
Repair & Maintenance :		
- Building	1,384.33	1,600.73
- Others	11,601.25	9,265.92
Legal & Professional Charges	6,990.94	6,433.91
Directors' sitting fees	30.50	31.00
General Expenses	6,944.30	6,420.36
Commission on Sales	1,670.06	1,781.18
Advertisement & Publicity	2,084.55	1,004.43
Entertainment Expenses	839.62	626.75
Charity & Donation	114.16	25.00
Corporate Social Responsibility Expenditure	562.41	391.52
Freight & Forwarding charges	49,526.50	52,222.09
Property, Plant & Equipment written Off	259.11	23.06
Loss on Sale of Property, Plant & Equipment (Net)	-	84.31
Exchange Rate Fluctuation (Net) (excluding exceptional items)	18,947.47	-
Amount utilised from allowance for bad and doubtful Trade receivables	(3,526.78)	(1,301.51)
Allowance for bad and doubtful Trade receivables	1,054.47	4,385.85
Sundry Debit Balances / Bad Debts written-off	2,100.67	4,249.99
Quality Claims	1,345.52	908.03
Total (B) :	1,20,994.51	1,03,627.34
Total :(A+B)	2,63,027.02	2,29,315.20

	For the Year Ended 31.03.2023	(Rs. in Lacs) For the Year Ended 31.03.2022
Additional Disclosure in respect of Investment Properties, that generated rental income;		
Insurance	45.46	35.99
Repair & Maintenance :		
- Building	24.14	23.17
Finance Cost on Lease Liabilities	1.96	1.96
Amortisation of Right of Use Assets	0.28	0.28
	71.84	61.40

32: Expenses Allocated to Self Constructed Assets

Cost of Material Consumed	1,334.24	1,221.98
Employee Benefits Expense	568.58	431.52
Depreciation and amortisation expense	140.79	115.33
Other Expenses	381.83	308.90
TOTAL :	2,425.44	2,077.73

(Rs.in lacs)

33: I Contingent liabilities not provided for in respect of :

	As At 31.03.2023	As At 31.03.2022
A i) Show cause notice / demands of Excise Authorities in respect of Excise Duty & Service Tax not acknowledged by the Company and are contested / appealed / replied.	4,810.46	4,837.24
ii) Show cause notice / demands of Goods & Service Tax (GST) Authorities in respect of GST not acknowledged by the Company and are contested / appealed / replied.	769.43	64.15
iii) Additional demands raised by the Income Tax Department, which are under rectification & appeal.	5,252.34	4,520.17
iv) Additional demands raised by the Sales Tax Department, which are under rectification & appeal.	968.29	1,121.92
v) Amount demanded by the erstwhile workers of the Company and are pending in labour Court.	17.92	15.92
vi) Claims against the Company/disputed liabilities not acknowledged as debt.	1,285.55	439.90
vii) Demand for refund/ non admission of claim of export incentive/ GST by authorities which are protested or under appeal	133.36	-
viii) Demand raised by the Concerned Development corporation on surrender of unutilised Industrial Leasehold Land.	62.69	62.69
ix) Demands raised by the Electricity Departments, which are protested or under appeal	947.97	1,167.12
B i) Guarantees issued by Banks	4,678.79	4,799.42
ii) Import duty obligations on outstanding export commitment under Advance Licence / EPCG Schemes.	43,148.01	43,692.04
iii) Letters of Credit (Unexpired) issued by Banks (Net of Margin)	74,185.94	30,535.14
C Liability in respect of Bonus for the FY 2014-15 arising due to retrospective amendment in the Payment of Bonus (Amendment) Act, 2015; which is contested by the Company.	429.85	429.85
II The share in aggregate contingent liability of the Associate	1,223.87	1,070.06
i) In respect of Litigations	280.19	266.98
ii) In respect of Other Matters	943.68	803.08

(Rs.in lacs)

As At 31.03.2023	As At 31.03.2022
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34: Capital Commitments :

a. The estimated amount of contracts remaining to be executed on capital account (Net of advances) and not provided for :	85,127.61	52,820.88
b. The share in the aggregate capital commitments of the Associate	104.57	1,281.15

35: Disclosures for Leases as per Ind As- 116 on "Leases"

The following disclosures are made in respect of leases as required under Ind AS-116 on "Leases",

	Note No	Current Year	(Rs.in lacs) Previous Year
i) Depreciation Charge on Right to Use Assets	2D	3,724.75	1,823.02
ii) Interest Expense on Lease Liabilities	30	1,865.23	829.47
iii) Short Term Leases	31B	2,168.69	1,985.26
iv) Low Value Leases	31B	19.61	22.37
v) Variable Lease Payments		-	-
vi) Total Cash Outflows on Right to Use Assets		16,633.68	2,864.42
vii) Additions to Right to Use Assets	2D	10,704.35	18,890.42
viii) Carrying amount of Right to Use Assets	2D	54,860.92	49,591.19

36: Defined Benefit Plan

a) Gratuity

The present value of obligation is determined based on actuarial valuation using the Projected Unit credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The additional disclosure in terms of Indian Accounting Standard-(Ind AS)-19, "Employee Benefits", is as under:

	Current Year	(Rs. In Lacs) Previous Year
a. Reconciliation of opening and closing balances of obligation		
Obligations at period beginning	6,818.41	5,989.93
Current Service cost	609.88	552.51
Interest cost	463.32	407.03
Actuarial (gain) / loss due to unexpected experience	(241.84)	619.45
Benefits paid	(541.55)	(750.51)
Obligations at period end	7,108.22	6,818.41
b. Reconciliation of opening and closing balances of fair value assets		
Plan assets at period beginning, at fair value	6,273.32	5,136.94
Interest Income	426.28	349.06
Return on Plan Assets excluding Interest Income	(331.43)	10.33
Contributions	1,004.85	1,527.50
Benefits paid	(541.55)	(750.51)
Plan assets at period end, at fair value	6,831.47	6,273.32
c. Amount Recognized in Balance Sheet		
Present value of the defined benefit obligations at the end of the period	7,108.22	6,818.41
Fair value of plan assets at the end of the period	(6,831.47)	(6,273.32)
Liability/ (Asset) recognized in the balance sheet	276.75	545.09
d. Gratuity cost for the period		
Current Service cost	609.88	552.51
Interest cost	463.32	407.03
Expected return on plan assets	(426.28)	(349.06)
Net Gratuity Cost recognised in Statement of Profit & Loss	646.92	610.48
e. Remeasurement (gains) and losses		
Actuarial (gain) / loss due to change in unexpected experience / assumptions	(241.84)	619.45
Return on Plan assets, excluding interest income	331.43	(10.33)
Net Gratuity Cost recognised in Statement of Other Comprehensive Income	89.59	609.12
Assumptions		
Interest rate	7.48% P.A.	6.8% P.A.
Estimated rate of return on plan assets	7.48% P.A.	6.8% P.A.

The expected benefits increases are based on the same assumptions as are used to measure the Company's defined



benefit plan obligations as at 31st March 2023. The Company is expected to contribute Rs. 877.27 lacs to defined benefits plan obligations fund for the year ending 31st March 2024.

The significant accounting assumptions are the discount rate and expected salary increases. The sensitivity analysis below have been determined based on reasonable possible changes of the respective assumptions occurring at the end of the reporting period while other assumptions are constant.

If the discount rate increases /(decreases) by 0.5%, the defined benefit plan obligations would decrease by Rs.247.56 Lacs (increase by Rs.264.78 Lacs) as at 31st March 2023.

If the expected salary growth increases /(decreases) by 0.5%, the defined benefit plan obligations would increase by Rs.264.02 Lacs (decrease by Rs.248.18 Lacs) as at 31st March 2023.

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Further in presenting the above sensitivity analysis, the present value of the defined benefit obligations has been calculated using the Projected Unit Credit Method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the Balance Sheet.

b) Leave Encashment

The Group has provided for its Liability towards Leave encashment, based on the actuarial valuation, disclosure whereof in terms of Indian Accounting Standard (Ind AS)- 19, "Employee Benefits" is as under:

	Current Year	(Rs. In Lacs) Previous Year
a. Reconciliation of opening and closing balances of obligation		
Obligations at period beginning	2,890.38	2,432.91
Service cost	354.30	343.58
Interest cost	196.41	165.32
Actuarial (gain) / loss	165.39	426.18
Benefits paid	(584.54)	(477.61)
Obligations at period end	3,021.94	2,890.38
b. Amount Recognized in Balance Sheet		
Present value of the defined benefit obligations at the end of the period	3,021.94	2,890.38
Liability recognized in the balance sheet	3,021.94	2,890.38
c. Leave Encashment cost for the period		
Service cost	354.30	343.58
Interest cost	196.41	165.32
Actuarial (gain) / loss	165.39	426.18
Net Leave Encashment cost for the period	716.10	935.08

Assumptions

Interest rate	7.48% P.A.	6.8% P.A.
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37: Egypt has devalued its currency during the year and also in the previous year . This has led to recognition of an expense of Rs. 14,999.80 Lacs (Previous Year Rs. 3,809.93 Lacs) towards exchange loss arising on foreign currency obligations of Flex P. Films (Egypt) S.A.E. This expense has been disclosed as an exceptional item .

38: Previous Year figures have been recasted / regrouped/ reclassified, wherever considered necessary.

39: Due to Outbreak of fire, certain assets situated in factory premises at Jammu, were partially damaged during the year ended 31st March, 2021. These assets are covered under insurance on reinstatement basis for which Holding Company has submitted the final claim of Rs. 784.19 Lacs upon reconstruction of damaged assets which become operational of 1st October 2022. So far the Holding Company has received Rs 200 lacs from the insurance Company and balance sum of Rs 584.19 lacs is expected to be recovered in full.

40: The Income Tax Department ("the Department") conducted a Search activity ("the Search") under Section 132 of the Income Tax Act on the Holding Company in February 2023. The Holding Company has provided all support and cooperation and the necessary documents and data to the Department, as requested by the Department. The Holding Company is examining and reviewing details of the matter and will take appropriate actions, including addressing regulatory actions, if and when they occur. While the uncertainty exists regarding the outcome of the proceedings by the department, the Holding Company after considering all available information and facts as of date, is confident that no material tax liabilities will devolve on the Holding Company.

41: Earnings per Share

The following disclosure is made, as required by Indian Accounting Standard (Ind AS-33) on "Earnings Per Share" :-

	Current Year	Previous Year
(A) Profit for the year, after Adjustments, for computation of Basic Earnings & Diluted Earnings Per Share (Rs in Lacs); (viz. Numerator) (Rs. in lacs)	48,068.35	1,09,825.73
(B) (i) Weighted Average Number of Equity Shares (viz. denominator) for Basic Earnings Per Share	72211486	72211486
(ii) Weighted Average Number of Equity Shares (viz. denominator) for Diluted Earnings Per Share	72211486	72211486
(C) Nominal Value Per Share	Rs. 10/-	Rs. 10/-
(D) Earnings Per Share		
(a) Basic [A/B(i) (Rs.)]	66.57	152.09
(b) Diluted [A/B(ii) (Rs.)]	66.57	152.09

42: Segment Disclosure :

Segment disclosure in accordance with the Ind AS 108 on " Operating Segments" are as under:

Accounting Principles and policies, as reported in Significant Accounting policies, used in the preparation of financial statements are consistently applied to record revenue, expenditure, assets and liabilities, in each segment.

For the Year Ended 31st March 2023

Particulars	(Rs. in Lacs)			
	Flexible Packaging Activities	Engineering Activities	Other (Unallocable)	Total
Revenue from				
- External Customers	14,36,458.34	29,645.90	146.81	14,66,251.05
- Transaction with other operating segments	-	7,927.42	-	7,927.42
Total Revenue	14,36,458.34	37,573.32	146.81	14,74,178.47
Identifiable operating expenses	(12,47,110.69)	(30,116.19)	(13,370.63)	(12,90,597.51)
Less: Intersegment Revenue	(4,654.49)	-	(3,272.93)	(7,927.42)
Operating Profit	1,84,693.16	7,457.13	(16,496.75)	1,75,653.54
Other Income				12,942.35
Share in Profit / (Loss) of Associate for the Year				(499.68)
Share in (Loss)/ Profit of Joint Ventures for the Year				(246.00)
EBIDTA				1,87,850.21
Depreciation & Amortization Expenses				(59,902.89)
EBITA				1,27,947.32
Finance Cost				(47,342.94)
Profit before exceptional items and tax				80,604.38
Exceptional Items				(14,999.80)
Tax expenses				(17,528.59)
Net Profit				48,075.99
Segment Assets	15,13,833.88	58,384.64	71,549.29	16,43,767.81
Segment Liabilities	6,23,947.26	54,882.57	2,14,386.76	8,93,216.59



For the Year Ended 31st March 2022

Particulars				(Rs. in Lacs)
	Flexible Packaging Activities	Engineering Activities	Other (Un-allocable)	Total
Revenue from				
- External Customers	12,81,794.03	30,840.74	78.40	13,12,713.17
- Transaction with other operating segments	-	6,325.00	-	6,325.00
Total Revenue	12,81,794.03	37,165.74	78.40	13,19,038.17
Identifiable operating expenses	(10,55,064.98)	(29,977.65)	(10,637.97)	(10,95,680.60)
Less: Intersegment Revenue	(3,641.80)	-	(2,683.20)	(6,325.00)
Operating Profit	2,23,087.25	7,188.09	(13,242.77)	2,17,032.57
Other Income				10,897.56
Share in Profit of Associate for the Year				429.82
Share in (Loss)/ Profit of Joint Ventures for the Year				(362.00)
EBIDTA				2,27,997.95
Depreciation & Amortization Expenses				(53,712.02)
EBITA				1,74,285.93
Finance Cost				(32,246.18)
Profit before Tax				1,42,039.75
Exceptional Items				(3,809.93)
Tax expenses				(28,287.59)
Net Profit				1,09,942.23
Segment Assets	13,16,527.01	56,143.40	71,440.64	14,44,111.05
Segment Liabilities	5,65,456.38	51,136.00	1,57,934.48	7,74,526.86

43: Related Party Disclosures

(a) List of Related Parties (as per IND AS-24) :

- i) **Associate** : Flex Foods Limited
- ii) **Joint Venture** : Digicyl Pte. Ltd. (Singapore) & Digicyl Ltd. (Israel) being Wholly owned subsidiary of Digicyl Pte. Ltd. (Singapore)
- iii) **Key Management Personnel & their relatives / HUF** : Mr. Ashok Chaturvedi, Chairman & Managing Director (relatives Mrs. Rashmi Chaturvedi, Mr. Anantshree Chaturvedi , Mr. Apoorva Shree Chaturvedi and Ms. Anshika Chaturvedi), Ashok Chaturvedi (HUF), Mr. Jagmohan Mongia, Whole time Director, Mr. Rajesh Bhatia, CFO and Mr. Ajay Krishna, Company Secretary.
- iv) **Other Related Enterprises** : AKC Retailers Pvt. Ltd., Anshika Investments Pvt. Ltd., Anant Overseas Pvt. Ltd., Apoorva Extrusion Pvt. Ltd., Anshika Consultants Pvt. Ltd., A.R. Leasing Pvt. Ltd., A.R. Infrastructures & Projects Pvt. Ltd., AC Infrastructures Pvt. Ltd., Cinflex Infotech Pvt. Ltd., Flex International Pvt. Ltd., Ultimate Infratech Pvt. Ltd., Ultimate Flexipack Ltd., Ultimate Prepress LLP, Modern Info Technology Pvt. Ltd., Magic Consultants Pvt. Ltd. and A.L.Consultants Pvt. Ltd.

- (b) The Group has entered into transactions with certain parties listed above during the year under consideration. Details of these transactions are as follows :

		(Rs.in lacs)				
	Transactions	Associate	Joint Venture	Key Management Personnel & their Relatives / HUF	Other Related Enterprises as referred to in 'a (iv)' above	Total
i)	Trade Transactions					
	Sale of Goods/Services (Net)	106.62	-	-	2,269.85	2,376.47
		44.34	-	-	2,545.08	2,589.42
	Purchase of Goods/Services (Net)	-	-	-	37,236.43	37,236.43
		-	-	-	32,363.59	32,363.59
	Purchase of Property, Plant & Equipment	3.82	-	-	-	3.82
		-	-	-	-	-
	Sale of Property, Plant & Equipment	10.34	-	-	-	10.34
		-	-	-	20.30	20.30
	Sale of DEPB Licence	-	-	-	76.45	76.45
		-	-	-	129.51	129.51
	Purchase of DEPB	124.76	-	-	-	124.76
		-	-	-	-	-
	Rent Received	9.00	-	78.60	64.56	152.16
		9.00	-	63.60	64.56	137.16
	Rent Paid	-	-	300.00	419.37	719.37
		-	-	270.00	395.17	665.17
	Royalty Expenses	-	-	130.86	-	130.86
		-	-	128.45	-	128.45
	Interest Paid on Loans	-	-	-	-	-
		-	-	-	-	-
	Interest Received	158.70	4.01	-	-	162.71
		73.56	3.70	-	-	77.26
	Dividend Received	58.70	-	-	-	58.70
		58.70	-	-	-	58.70
	Remuneration *	-	-	3,189.45	-	3,189.45
		-	-	2,571.11	-	2,571.11
ii)	Non Trade Transactions					
	Repayment of Loan Taken	-	-	-	-	-
		-	-	-	-	-
	Dividend Paid	-	-	69.65	896.08	965.73
		-	-	58.04	736.56	794.60
	Loan Given	4,500.00	-	-	-	4,500.00
		3,000.00	-	-	-	3,000.00
	Recovery of Loan Given	6,000.00	-	-	-	6,000.00
		1,500.00	-	-	-	1,500.00
	Payment of Lease Liabilities	-	-	-	-	-
		-	-	-	24.20	24.20
	Total	10,971.94	4.01	3,768.56	40,962.74	55,707.25
		4,685.60	3.70	3,091.20	36,278.97	44,059.47
	Balance as on 31.03.2023					
	Debit	22.63	162.67	-	3,126.72	3,312.02
		1,554.78	146.29	-	6,189.86	7,890.93
	Credit	0.20	-	586.12	15,562.16	16,148.48
		0.03	-	534.73	23,600.61	24,135.37

Previous Year figures have been given in Italic.

*Includes

	Current Year	Rs in Lacs Previous Year
Salary	2,648.01	2,076.60
Perquisites	37.63	41.57
Short Term Employees Benefits	3.81	2.94
Commission	500.00	450.00
Total	3,189.45	2,571.11

44: Financial Instruments

The carrying value of instruments by categories are as follows:

Particulars		(Rs. in Lacs)		
	Amortised Cost	Financial assets / liabilities at fair value through Profit or Loss	Financial assets / liabilities at fair value through OCI	Total Carrying Value
Assets				
Cash and cash equivalents (Including Other Bank Balances)	CY 1,09,137.02	-	-	1,09,137.02
	PY 58,827.43	-	-	58,827.43
Investments				
Equity and other securities	CY 18,546.52	-	546.47	19,092.99
	PY 20,629.98	-	587.27	21,217.25
Trade Receivables	CY 3,23,212.72	-	-	3,23,212.72
	PY 3,51,074.30	-	-	3,51,074.30
Loans	CY 5,131.49	-	-	5,131.49
	PY 7,582.72	-	-	7,582.72
Other financial assets	CY 18,806.44	-	-	18,806.44
	PY 13,487.47	-	-	13,487.47
Total	CY 4,74,834.19	-	546.47	4,75,380.66
	PY 4,51,601.90	-	587.27	4,52,189.17
Liabilities				
Trade payables	CY 2,15,731.03	-	-	2,15,731.03
	PY 1,94,740.60	-	-	1,94,740.60
Other financial liabilities	CY 46,543.92	-	-	46,543.92
	PY 34,797.42	-	-	34,797.42
Borrowings	CY 5,49,485.86	-	-	5,49,485.86
	PY 4,56,250.67	-	-	4,56,250.67
Lease Liabilities	CY 20,866.51	-	-	20,866.51
	PY 22,412.03	-	-	22,412.03
Total	CY 8,32,627.32	-	-	8,32,627.32
	PY 7,08,200.72	-	-	7,08,200.72

Fair Value hierarchy disclosures:

Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: Input other than quoted price included within Level 1 that are observable for the assets or liability; either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

Particulars		Total	Level 1	Level 2	Level 3
Investment in equity instruments	CY	546.47	546.47	-	-
	PY	587.27	587.27	-	-
Investment in Preference Shares	CY	13,725.00	-	-	13,725.00
	PY	15,250.00	-	-	15,250.00

45: Trade Receivable Ageing Schedule

(Rs.in lacs)

S. No.	Particulars	As at 31st March	Outstanding for following periods from due date of payment					Total
			Less than 6 months	6 month- 1 year	1-2 years	2-3 years	more than 3 years	
(i)	Undisputed- Considered Good	2023	2,82,447.96	23,212.71	6,774.87	4,138.98	6,638.20	3,23,212.72
		2022	3,09,362.07	16,258.30	8,406.62	6,233.49	10,813.82	3,51,074.30
(ii)	Undisputed - Considered doubtful	2023	205.18	304.01	891.90	360.18	7,377.35	9,138.62
		2022	1,972.57	271.96	2,442.19	12.29	5,382.86	10,081.87
(iii)	Disputed considered good	2023	-	-	-	-	-	-
		2022	1.48	7.46	63.00	23.25	629.57	724.76
(iv)	Disputed considered doubtful	2023	-	-	333.22	82.32	1,458.73	1,874.27
		2022	169.03	9.99	726.81	387.32	996.76	2,289.91
Total		2023	2,82,653.14	23,516.72	7,999.99	4,581.48	15,474.28	3,34,225.61
		2022	3,11,505.15	16,547.71	11,638.62	6,656.35	17,823.01	3,64,170.84

46: Trade Payable Ageing Schedule

(Rs.in lacs)

S. No.	Particulars	As at 31st March	Outstanding for following periods from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	MSME	2023	2,715.43	-	-	-	2,715.43
		2022	2,586.53	-	-	-	2,586.53
(ii)	Others	2023	1,65,469.65	42,399.11	5,004.90	141.73	2,13,015.39
		2022	1,84,744.61	7,063.93	180.37	128.72	1,92,117.63
(iii)	Disputed dues-MSME	2023	-	0.21	-	-	0.21
		2022	-	-	-	-	-
(iv)	Disputed dues- Others	2023	-	-	-	-	-
		2022	-	36.44	-	-	36.44
Total		2023	1,68,185.08	42,399.32	5,004.90	141.73	2,15,731.03
		2022	1,87,331.14	7,100.37	180.37	128.72	1,94,740.60

47: Capital-work-in-progress ageing schedule:

(Rs.in lacs)

S. No.	Particulars	As at 31st March	Amount in Capital Work in Progress for a period				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	Project in Progress	2023	41,455.00	4,194.64	30.24	-	45,679.88
		2022	65,997.28	224.66	-	-	66,221.94
(ii)	Projects Temporarily suspended	2023	-	-	-	-	-
		2022	-	-	-	-	-
Total		2023	41,455.00	4,194.64	30.24	-	45,679.88
		2022	65,997.28	224.66	-	-	66,221.94



48: Intangible assets under development ageing schedule:

		(Rs.in lacs)					
S. No.	Particulars	As at 31st March	Amount in Intangible assets under development for a period				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i)	Project in Progress	2023	6.07	160.51	735.40	-	901.98
		2022	4.73	835.40	-	-	840.13
(ii)	Projects Temporarily suspended	2023	-	-	-	-	-
		2022	-	-	-	-	-
	Total	2023	6.07	160.51	735.40	-	901.98
		2022	4.73	835.40	-	-	840.13

49: Additional Disclosure required under Schedule-III of the Companies Act, 2013

- i) No proceeding has been initiated or pending against any Company in the Group for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.
- ii) No Company in the Group has been declared as wilful defaulter by any bank or financial institution or other lender.
- iii) As per information available with the Management, the Group does not have any transaction with companies struck off under Section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956. Further the Group has no relationship with the struck off Company.
- iv) The Group is in compliance with the regulation as to the number of layers of Companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
- v) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi) No funds have been received by the Group from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, that the Group shall, directly or indirectly, lend or invest in other person(s) or entity(ies) identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vii) There's no transaction which has not been recorded in any Company in the Group in their respective books of accounts and disclosed or surrendered as income during the year in the tax assessments under the Income Tax Act, 1961.
- viii) The Group has not traded or invested in Crypto Currency or Virtual Currency during the financial year.

50: Financial Risks Management

In the course of business, amongst others, the Group is exposed to several financial risks such as Credit Risk, Liquidity Risk, Interest Rate Risk, Exchange Risk and Commodity Price Risk. These risks may be caused by the internal and external factors resulting into impairment of the assets of the Group causing adverse influence on the achievement of Group's strategies, operational and financial objectives, earning capacity and financial position.

The Group has formulated an appropriate policy and established a risk management framework which encompass the following process.

- Identify the major financial risks which may cause financial losses to the Group
- Assess the probability of occurrence and severity of financial losses
- Mitigate and control them by formulation of appropriate policies, strategies, structures, systems and procedures
- Monitor and review periodically the adherence, adequacy and efficacy of the financial risk management system.

The Group enterprise risk management system is monitored and reviewed at all levels of management, Audit Committee and the Board of Directors from time to time.

Credit Risk

Credit Risk refers to the risks that arise on default by the counterparty on its contractual obligation resulting into financial loss to the Group. The Group may carry this Risk on Trade and other receivables, liquid assets and some of the non current financial assets.

In case of Trade receivables, the Group has framed appropriate policy for extending credits period & limit to each customer based on their profile, financial position and their external rating etc. The collections of trade dues are strictly monitored. In case of Export customers, even credit guarantee insurance is also obtained wherever required.

Group's exposure to Credit Risk is also influenced by the concentration of risk from top five customers. The details in respect of the % of sales generated from the top customer and top five customers are given hereunder.

Particulars	Current Year	Previous Year
Revenue from Top Customer	5%	5%
Revenue from Top Five Customers	12%	12%

The credit risk on cash & cash equivalent, investment in fixed deposits, liquid funds and deposits are insignificant as counterparties are banks or mutual funds with high credit ratings assigned by the rating agencies of international repute.

Liquidity Risk

Liquidity Risk arises when the Group is unable to meet its short term financial obligations as and when they fall due.

The Group maintains adequate liquidity in the system so as to meet its all financial liabilities timely. In addition to this, the Group's overall financial position is very strong so as to meet any eventuality of liquidity tightness.

Contractual maturities of financial liabilities are given as under:

Particulars	(Rs. in Lacs)		
	As at 31st March 2023	Due within 12 months from Balance sheet Date	Due beyond 12 months of Balance Sheet Date
Borrowings	5,49,485.86	2,03,149.96	3,46,335.90
Lease Liabilities	20,866.51	1,270.86	19,595.65
Trade payables			
Total outstanding dues of Micro & Small enterprises	2,715.64	2,715.64	-
Total outstanding dues of creditors other than Micro & Small enterprises	2,13,015.39	2,13,015.39	-
Other Financial Liabilities	46,543.92	37,816.22	8,727.70

Interest Rate Risk

Generally market linked financial instruments are subject to interest rate risk. The Group does not have any marked linked financial instrument both on the asset or liability side. Hence no interest rate risk.

In case of the borrowings by the Group, the Group is subject to interest rate risk on account of any fluctuation in the base prime lending rate (BPLR) fixed by the banks. Every fluctuation in the BPLR of the bank either on the higher or lower side will result into financial loss or gain to the Group.

The debt of the Company is linked with the BPLR for loans from Indian Banks and for overseas entities major portion of the debt is linked with the LIBOR. The total proportions of borrowings based on variable rate of interest is Rs. 4,45,563.58 Lacs out of the total Borrowings of Rs.5,49,485.86 Lacs.

Based on the structure of net debt as at year end, a one percentage point increase in the debt would cause an additional expense in the net financing cost of Rs. 4,455.64 Lacs.

Foreign Currency Risk

The Group is exposed to the foreign currency risk from transactions & translation. Transactional exposures are arising from the transactions entered into foreign currency. Management keeps a close watch of the maturity of the financial assets in foreign currency and payment obligations of the financial liabilities.

The carrying amount of the Group's material foreign currency dominated monetary Assets and Liabilities at the end of the reporting period is as below:



(Rs. in Lacs)

Currency	Monetary Assets		Monetary Liabilities	
	Current Year	Previous Year	Current Year	Previous Year
USD	1,12,672.65	71,456.30	1,83,311.23	61,677.12
Euro	60,734.78	33,639.22	2,23,859.11	1,03,507.00
GBP	11,012.21	10,027.83	33,789.91	122.06

Following Table Summaries approximate gain /(loss) on Company's Profit before tax on account of appreciation and depreciation of underlying foreign currencies of the above table

(Rs. in Lacs)

Currency	Effect on Profit before tax	
	Current Year	Previous Year
Closing USD Rate (in Rs.P.)	82.22	75.81
Closing Euro Rate (in Rs.P.)	89.61	84.66
Closing GBP Rate (in Rs.P.)	101.87	99.55
5% appreciation (Rs. in lacs)	(12,827.03)	(2,509.14)
5% depreciation (Rs. in lacs)	12,827.03	2,509.14

Commodity Price Risk

The main raw materials which Group procures are global commodities and their prices are to a great extent linked to the movement of crude prices directly or indirectly.

The pricing policy of the Group final product is structured in such a way that any change in price of raw materials is passed on to the customers in the final product however, with a time lag which mitigates the raw material price risk.

With regard to the finished products, the Group has been operating in a global competitive environment which continues to keep downward pressure on the prices and the volumes of the products.

In order to combat this situation, the Group formulated manifold plans and strategies to develop new customers & focus on new innovative products. In addition, it has also been focusing on improvement in product quality and productivity. With these measures, Group counters the competition and consequently commodity price risk.

- 51:** The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The primary objective of the Group's capital management is to maximize the shareholder value. The Group's primary objective when managing capital is to ensure that it maintains an efficient capital structure and healthy capital ratios and safeguard the Group's ability to continue as a going concern in order to support its business and provide maximum returns for shareholders. The Group also proposes to maintain an optimal capital structure to reduce the cost of capital.

The management of the Group reviews the Capital structure of the Group on regular basis. As part of this review, the Group considers cost of capital and the risk associated with the movement in the working capital. No changes were made in the objectives, policies or processes for managing capital during the year ended March 31,2023 and March 31,2022.

The following table summarizes the capital of the Group :-

(Rs. in Lacs)

Particulars	As at March 31,2023	As at March 31,2022
Borrowings	5,49,485.86	4,56,250.67
Total Equity	7,50,551.22	6,69,584.19
Gearing Ratio	73%	68%

52: Additional Information as required under Schedule III of the Companies Act, 2013 of enterprises consolidated as Subsidiaries/ Associate / Joint Ventures

S. No.	Name of the Enterprises	Net Assets i.e. Total Assets minus Total Liabilities		Share in profit or loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As % of consolidated net assets	Amount (Rs. in Lacs)	As % of consolidated profit or loss	Amount (Rs. in Lacs)	As % of consolidated profit or loss	Amount (Rs. in Lacs)	As % of consolidated profit or loss	Amount (Rs. in Lacs)
Parent									
	Uflex Limited	38.68%	2,90,314.07	50.70%	24,372.15	-0.31%	(108.22)	29.19%	24,263.93
		40.06%	2,68,216.48	20.24%	22,232.48	2.71%	153.91	19.36%	22,386.39
Subsidiary									
Indian									
1	USC Holograms Pvt. Ltd.	0.39%	2,924.74	0.03%	16.23	0.00%	-	0.02%	16.23
		0.43%	2,900.86	0.50%	247.56	0.00%	-	0.21%	247.56
Foreign									
1	Flex Middle East FZE	26.46%	1,98,610.63	3.15%	1,512.85	0.00%	-	1.82%	1,512.85
		27.14%	1,81,708.99	2.57%	2,820.13	0.00%	-	2.44%	2,820.13
2	Flex Americas S.A. de C.V.	13.14%	98,618.23	2.89%	1,390.53	0.00%	-	1.67%	1,390.53
		12.20%	81,660.36	15.13%	16,612.51	0.00%	-	14.37%	16,612.51
3	Flex P. Films Egypt S.A.E.	16.15%	1,21,200.50	60.64%	29,146.99	0.00%	-	35.06%	29,146.99
		15.23%	1,01,979.61	31.41%	34,501.13	0.00%	-	29.84%	34,501.13
4	Flex Films Europa Sp. Z.o.o.	17.55%	1,31,743.20	30.63%	14,725.58	0.00%	-	17.71%	14,725.58
		16.82%	1,12,653.06	22.52%	24,731.74	0.00%	-	21.39%	24,731.74
5	Flex Films (USA) Inc.	8.63%	64,772.92	9.77%	4,694.76	0.00%	-	5.65%	4,694.76
		8.27%	55,394.37	10.35%	11,363.92	0.00%	-	9.83%	11,363.92
6	UFlex Europe Limited	-0.13%	(957.58)	-1.00%	(478.79)	0.00%	-	-0.58%	(478.79)
		-0.07%	(477.84)	-1.73%	(1,901.41)	0.00%	-	-1.64%	(1,901.41)
7	UFLEX Packaging Inc.	0.71%	5,327.86	2.99%	1,438.85	0.00%	-	1.73%	1,438.85
		0.54%	3,585.81	0.30%	333.56	0.00%	-	0.29%	333.56
8	UPET Holdings Limited	4.18%	31,399.82	-0.03%	(16.44)	0.00%	-	-0.02%	(16.44)
		4.33%	28,967.00	-0.01%	(7.58)	0.00%	-	-0.01%	(7.58)
9	UPET Singapore Pte. Ltd.	4.18%	31,342.26	-0.02%	(8.22)	0.00%	-	-0.01%	(8.22)
		4.32%	28,913.93	0.00%	-	0.00%	-	0.00%	-
10	Flex Films RUS LLC	4.69%	35,229.48	14.69%	7,061.11	0.00%	-	8.49%	7,061.11
		3.56%	23,855.89	5.09%	5,585.95	0.00%	-	4.83%	5,585.95
11	Flex Films Africa Pvt Ltd.	-0.03%	(219.92)	-31.00%	(14,899.17)	0.00%	-	-17.92%	(14,899.17)
		2.24%	14,982.84	-2.98%	(3,277.10)	0.00%	-	-2.83%	(3,277.10)
12	Flex Chemicals (P) Ltd.	0.00%	11.52	0.22%	104.63	0.00%	-	0.13%	104.63
		0.00%	5.23	0.02%	20.56	0.00%	-	0.02%	20.56
13	Flex Films Europa Korlatolt Felelossegu Tarsasag	2.65%	19,920.30	-4.59%	(2,204.41)	0.00%	-	-2.65%	(2,204.41)
		3.12%	20,894.09	7.39%	8,118.89	0.00%	-	7.02%	8,118.89
14	Flex Foils Bangladesh Private Limited	1.67%	12,566.41	-5.62%	(2,701.26)	0.00%	-	0.00%	-
		0.99%	6,607.84	-0.88%	(971.27)	0.00%	-	0.00%	-
15	Flex Specialty Chemicals (Egypt) S.A.E.	0.21%	1,603.29	0.00%	16.44	0.00%	-	0.00%	-
		0.02%	144.04	0.00%	(7.58)	0.00%	-	0.00%	-
16	Flex Pet (Egypt) S.A.E.	1.66%	12,489.22	0.00%	-	0.00%	-	0.00%	-
		0.00%	-	0.00%	-	0.00%	-	0.00%	-
17	Plastic Fix Europa Spolka Z Ograniczona Odpowiedzialnoscia (Poland)	0.00%	19.10	0.00%	-	0.00%	-	0.00%	-
		0.00%	-	0.00%	-	0.00%	-	0.00%	-
Non-Controlling Interest in Subsidiary		-0.12%	(935.93)	-0.02%	(7.64)	0.00%	-	-0.01%	(7.64)
		-0.14%	(928.29)	-0.11%	(116.50)	0.00%	-	-0.10%	(116.50)
Exchange Difference on translating foreign operations						100.31%	35,165.68	42.30%	35,165.68
						97.29%	5,628.23	4.87%	5,628.23
Associate & Joint Venture (Investment as per Equity Method)									
Associate									
1	Flex Foods Limited	0.64%	4,810.28	-1.04%	(499.68)	0.00%	(0.08)	-0.60%	(499.76)
		0.80%	5,368.73	0.39%	429.82	0.05%	2.91	0.37%	432.73
Joint Ventures									
2	Digicyl Pte. Ltd.	0.05%	380.83	-0.01%	(5.38)	0.00%	-	-0.01%	(5.38)
		0.05%	(356.10)	-0.01%	(6.78)	0.00%	-	-0.01%	(6.78)
3	Digicyl Limited, Israel (Wholly Owned Subsidiary of Digicyl Pte. Ltd.)	-0.33%	(2,452.05)	-0.49%	(236.33)	0.00%	-	-0.28%	(236.33)
		-0.35%	(2,312.44)	-0.33%	(365.07)	0.00%	-	-0.32%	(365.07)

Notes:

- Figures of Net Assets & Share in Profit or Loss / Other Comprehensive Income / Total Comprehensive Income of the Foreign subsidiaries are reported as per respective Balance Sheets and are converted into INR based on the Closing Exchange Rates stated in the Note No.50.
- Previous Year figures have been given in italics.

53: Statement containing salient features of financial Statements of Subsidiaries / Associate / Joint Ventures, as per first proviso to Section 129(3) of Companies Act, 2013 read with rule 5 of Companies (Accounts) Rules, 2014
Part "A" : Subsidiaries

Sl. No.	Name of the Subsidiary	Reporting period for the subsidiary concerned, if different from holding Company's reporting period	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Share Capital	Reserve & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit / (Loss) before taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed dividend	INR in Lacs	
														FC in Million	% of Shareholding
Indian															
1	USC Holograms Pvt. Ltd.	Not Applicable	CY INR	6.00	2,918.74	11,569.27	8,644.53		3,617.28	33.71	9.84	23.87	-	68%	
			PY INR	6.00	2,894.86	10,062.79	7,161.93		5,275.08	486.51	122.45	364.06	-	68%	
Foreign															
1	Flex Middle East FZE	Not Applicable	CY INR	23,975.35	1,74,635.28	2,56,181.08	57,570.44	1,62,047.40	53,073.01	1,512.85	-	1,512.85	-	100%	
			PY US \$	29.16	212.40	311.58	70.02	197.09	64.55	1.84	-	1.84	-	100%	
			PY INR	22,106.20	1,59,617.96	2,30,242.55	48,518.40	1,49,413.93	50,625.92	2,820.13	-	2,820.13	-	100%	
			PY US \$	29.16	210.55	303.71	64.00	197.09	66.78	3.72	-	3.72	-	100%	
2	Flex Americas S.A. de C.V.	Not Applicable	CY INR	19,050.20	79,568.03	1,49,789.10	51,170.87	-	1,54,688.66	1,992.18	601.65	1,390.53	-	100%	
			PY MXP	419.22	1,750.98	3,296.27	1,126.07	-	3,404.09	43.84	13.24	30.60	-	100%	
			PY INR	15,999.95	65,660.40	1,29,525.86	47,865.51	-	1,55,060.82	23,988.09	7,375.58	16,612.51	-	100%	
			PY MXP	419.22	1,720.39	3,393.75	1,254.14	-	4,062.80	628.52	193.25	455.27	-	100%	
3	Flex P. Films Egypt S.A.E.	Not Applicable	CY INR	39,391.60	81,808.90	2,45,278.70	1,24,078.20	14,133.62	2,08,238.59	38,552.96	9,405.97	29,146.99	6,700.93	100%	
			PY US \$	47.91	99.50	298.32	150.91	17.19	253.27	46.89	11.44	35.45	8.15	100%	
			PY INR	36,320.57	65,659.04	2,09,698.04	1,07,718.43	151.62	2,15,520.25	44,477.73	9,976.60	34,501.13	4,472.79	100%	
			PY US \$	47.91	86.61	276.61	142.09	0.20	284.29	58.67	13.16	45.51	5.90	100%	
4	Flex Films Europa Sp. Z.o.o.	Not Applicable	CY INR	19,382.60	1,12,360.61	1,98,861.20	67,117.99	12,267.18	1,34,574.09	15,143.91	418.33	14,725.58	-	100%	
			PY PLN	101.47	588.22	1,041.06	351.37	64.22	704.51	79.28	2.19	77.09	-	100%	
			PY INR	18,452.42	94,200.64	1,90,167.05	77,513.99	11,678.47	1,29,459.73	24,706.28	(25.46)	24,731.74	1,251.13	100%	
			PY PLN	101.47	518.01	1,045.73	426.25	64.22	711.90	135.86	(0.14)	136.00	6.88	100%	
5	Flex Films (USA) Inc.	Not Applicable	CY INR	29,599.20	35,173.72	84,851.04	20,078.12	-	1,91,901.48	7,128.47	2,433.71	4,694.76	-	100%	
			PY US \$	36.00	42.78	103.20	24.42	-	233.40	8.67	2.96	5.71	-	100%	
			PY INR	27,291.60	28,102.77	90,342.78	34,948.41	-	1,75,174.17	140,714.14	3,343.22	11,363.92	682.29	100%	
			PY US \$	36.00	37.07	119.17	46.10	-	231.07	19.40	4.41	14.99	0.90	100%	
6	UFlex Europe Limited	Not Applicable	CY INR	6,203.88	(7,161.46)	23,847.77	24,805.35	-	18,611.65	(478.79)	-	(478.79)	-	100%	
			PY GBP	6.09	(7.03)	23.41	24.35	-	18.27	(0.47)	-	(0.47)	-	100%	
			PY INR	6,062.60	(6,540.44)	20,895.55	21,373.39	-	15,728.90	(1,901.41)	-	(1,901.41)	-	100%	
			PY GBP	6.09	(6.57)	20.99	21.47	-	15.80	(1.91)	-	(1.91)	-	100%	

Sl. No.	Name of the Subsidiary	Reporting period for the subsidiary concerned, if different from holding Company's reporting period	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Share Capital	Reserve & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit / (Loss) before taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed dividend	INR in Lacs	
														FC in Million	% of Shareholding
			Currency	Exch. Rate											
7	UFLEX Packaging Inc.	Not Applicable	CY	INR	2,302.16	8,402.88	3,075.03	-	20,694.77	1,981.50	542.65	1,438.85	-	100%	
			PY	US \$	82.22	3.68	10.22	3.74	-	25.17	2.41	0.66	1.75	-	100%
8	UPET Holdings Limited	Not Applicable	CY	INR	(172.66)	31,399.82	31,391.60	-	31,391.60	(16.44)	-	(16.44)	-	100%	
			PY	US \$	82.22	38.40	38.19	-	38.18	(0.02)	-	(0.02)	-	(0.02)	-
9	UPET (Singapore) Pte. Ltd.	Not Applicable	CY	INR	(65.78)	31,366.93	24.67	31,284.71	-	(8.22)	-	(8.22)	-	100%	
			PY	US \$	82.22	38.20	38.15	0.03	38.05	(0.01)	-	(0.01)	-	(0.01)	-
10	Flex Films RUS LLC #	31-Dec-22	CY	INR	18,022.87	81,302.01	46,072.53	-	76,646.73	7,245.63	184.52	7,061.11	-	100%	
			PY	RUB	1.0666	1,613.22	7,622.54	4,319.57	-	7,186.08	679.32	17.30	662.02	-	100%
11	Flex Films Africa Pvt.Ltd.	Not Applicable	CY	INR	(18,109.87)	1,00,692.70	1,00,912.62	-	51,659.65	(14,899.17)	-	(14,899.17)	-	100%	
			PY	N	0.1789	(10,122.90)	56,284.35	56,407.28	-	28,876.27	(8,328.21)	-	(8,328.21)	-	100%
12	Flex Chemicals (P) Ltd.#	31-Dec-22	CY	INR	10.99	210.33	198.81	-	1,179.13	138.12	33.49	104.63	-	100%	
			PY	RUB	1.0666	0.05	19.72	18.64	-	110.55	12.95	3.14	9.81	-	100%
13	Flex Films Europa Korlatolt Felelossegu Tarsasag	Not Applicable	CY	INR	6,675.95	95,121.02	75,200.71	-	74,851.23	(2,204.41)	-	(2,204.41)	-	100%	
			PY	Euro	89.61	14.78	106.15	83.92	-	83.53	(2.46)	-	(2.46)	-	100%
					9.90	121.91	97.23	-	94.28	9.68	0.09	9.59	-	100%	

Sl. No.	Name of the Subsidiary	Reporting period for the subsidiary concerned, if different from holding Company's reporting period	Reporting currency and exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Share Capital	Reserve & surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit / (Loss) before taxation	Provision for Taxation	Profit / (Loss) after taxation	Proposed dividend	% of Shareholding	INR in Lacs	
															FC in Million	
14	Flex Foils Bangladesh Private Limited	Not Applicable	INR	15,944.01	(3,377.60)	26,933.14	14,366.73	-	-	(2,701.26)	-	(2,701.26)	-	100%		
			BKT	2,055.17	(435.37)	3,471.66	1,851.86	-	-	(348.19)	-	(348.19)	-			
			INR	7,579.11	(971.27)	26,831.76	20,223.92	-	-	(971.27)	-	(971.27)	-	100%		
			BKT	680.29	(87.18)	2,408.38	1,815.27	-	-	(87.18)	-	(87.18)	-			
15	Flex Specialty Chemicals (Egypt) S.A.E.	Not Applicable	INR	1,644.40	(41.11)	2,441.93	838.64	-	-	24.67	8.22	16.44	-	100%		
			US \$	2.00	(0.05)	2.97	1.02	-	-	0.03	0.01	0.02	-			
			INR	151.62	(7.58)	879.40	735.36	-	-	(7.58)	-	(7.58)	-	100%		
			US \$	0.20	(0.01)	1.16	0.97	-	-	(0.01)	-	(0.01)	-			
16	- Unaudited Accounts previous year	Not Applicable	INR	12,489.22	-	28,941.44	16,452.22	-	-	-	-	-	-	100%		
	Flex Pet (Egypt) S.A.E.	Not Applicable	US \$	15.19	-	35.20	20.01	-	-	-	-	-	-			
			INR	-	-	-	-	-	-	-	-	-	-	100%		
			US \$	-	-	-	-	-	-	-	-	-	-			
17	Plastic Fix Europa Spolka Z Ograniczona Odpowiedzialnoscia (Poland)	Not Applicable	INR	19.10	-	19.10	-	-	-	-	-	-	-	100%		
			PLN	0.10	-	0.10	-	-	-	-	-	-	-			
			INR	-	-	-	-	-	-	-	-	-	-	100%		
			PLN	18.1851	-	-	-	-	-	-	-	-	-			

Notes :

- Name of subsidiaries which are yet to commence operations**
 - Flex Films Bangladesh Pvt. Ltd
 - Flex Specialty Chemicals (Egypt) S.A.E.
 - Flex Pet (Egypt) S.A.E.
 - Plastic Fix Europa Spolka Z Ograniczona Odpowiedzialnoscia (Poland)
- Names of Subsidiaries which have been liquidated or sold during the year**

NIL
- Name of Subsidiary not considered for Consolidation**

N.A
- #** These Companies adopts Calendar Year as Financial Year and accordingly the above figures are reported based on their audited accounts. However for consolidation purpose the figures are considered for the period from 1st April 2022 to 31st March 2023.

Part "B": Associate and Joint Ventures**Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Company and joint Ventures**

Sl No.	Name of the Associate / Joint Ventures	Latest Audited Balance Sheet Date	Share of Associate / Joint Ventures held by the Company on the year end			Description of how there is significant influence	Reason why the associate / joint venture is not consolidated	Net worth attributable to Shareholding as per latest Audited Balance Sheet	Profit or Loss for the Year		Other Comprehensive Income	
			No.	Amount of Investment in Associates / Joint Venture	Extent of Holding %				Considered in Consolidation	Not Considered in Consolidation	Considered in Consolidation	Not Considered in Consolidation
			(Rs. in Lacs)				(Rs. in Lacs)	(Rs. in Lacs)	(Rs. in Lacs)	(Rs. in Lacs)	(Rs. in Lacs)	
Associate												
1	Flex Foods Limited	31-Mar-23	58,70,000	587.00	47.15%	By Virtue of Shareholding	NA	4,810.28	(499.68)	-	(0.08)	-
		31-Mar-22	58,70,000	587.00	47.15%	By Virtue of Shareholding	NA	5,368.73	429.82	-	2.91	-
Joint Venture # @												
2	Digicyl Pte. Ltd., Singapore (Unaudited)	31-Dec-22	5,00,000	337.50	50%	By Virtue of Shareholding	NA	380.83	(5.38)	-	-	-
		31-Dec-21	5,00,000	337.50	50%		NA	356.10	(6.78)	-	-	-
3	Digicyl Limited, Israel (Unaudited) (Wholly Owned Subsidiary of Digicyl Pte. Ltd.)	31-Dec-22	-	-	-	By Virtue of Shareholding in Digicyl Pte. Ltd.	NA	(2,452.05)	(236.33)	-	-	-
		31-Dec-21	-	-	-		NA	(2,312.44)	(365.07)	-	-	-

Exchange Rate: USD/INR Rs. 82.22 (Previous Year Rs. 75.81) taken for JV in Singapore & **NS (ISL)/INR=Rs. 22.8649** (Previous Year Rs. 23.8629) taken for JV in Israel.

Networth is reported after making necessary adjustment for impairment provided in the Standalone Financials for investment in Subsidiary Digicyl Limited, Israel.

@ Joint Venture Companies have adopted Calendar Year as Financial Year. However for Consolidation and reporting purpose the figures of Profit & Loss are considered for the period from 1st April 2022 to 31st March 2023.

Notes:

- Name of Associates / Joint Ventures which are yet to commence operations **NIL**
- Names of Associates / Joint Ventures which have been liquidated or sold during the year **NIL**
- Name of Associates / Joint Ventures which are not considered for consolidation **NIL**

Signatories to notes from S.No. 1 to 53.

For and on behalf of the Board of Directors

Rajesh Bhatia
Group President
(Finance & Accounts) & CFO

Jagmohan Mongia
Whole-time Director
DIN 09051022

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

Rakesh Malhotra
Vice President
(Corp. Accounts)

Ritesh Chaudhry
Sr. Vice President-Secretarial &
Company Secretary

For **M S K A & Associates**
Chartered Accountants
Firm's Registration No.: 105047W

For **VIJAY SEHGAL & Co.**
Chartered Accountants
Firm's Registration No.: 000374N

Place : NOIDA
Dated : 30th May, 2023

Vinod Gupta
Partner
M.No.: 503690

S.V. SEHGAL
Partner
M.No.: 080329

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