

UFLEX/SEC/2021/

02 September, 2021

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor
Plot No.C/I, G-Block
Bandra-Kurla Complex
Bandra (E),
Mumbai – 400 051

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 32nd Annual General Meeting (AGM) and Annual Report 2020-2021 under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

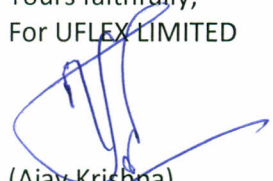
Dear Sir(s),

Please find attached the Notice of the 32nd Annual General Meeting (AGM) and Annual Report for the Financial Year 2020-2021. The same is also available in the Company's website at <https://www.uflexltd.com/pdf/financials/annual-reports/UFLEX-AR-2020-21.pdf>

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

Thanking you,

Yours faithfully,
For UFLEX LIMITED


(Ajay Krishna)
Sr. Vice President (Legal) &
Company Secretary

Encl : As above

THIRTY SECOND ANNUAL REPORT 2020-2021



'A part of your daily life'

UFLEX LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

ASHOK CHATURVEDI
Chairman & Managing Director
 ACHINTYA KARATI
 INDU LIBERHAN
 TARA SANKAR BHATTACHARYA
 ARVIND MAHAJAN (upto 2nd August, 2021)
 ALOK SABHARWAL
Nominee IFCI (w.e.f. 2nd December, 2020)
 V. ANISH BABU
Nominee IFCI (upto 2nd December, 2020)
 PRADEEP NARENDRA PODDAR
 JAGMOHAN MONGIA
Whole-time Director (w.e.f. 11th February, 2021)
 AMITAVA RAY
Whole-time Director (upto 1st February, 2021)

SR. VICE PRESIDENT (LEGAL) & COMPANY SECRETARY

AJAY KRISHNA

AUDITORS

Statutory Auditors

M/s KAAP & Associates
 89, Lower Ground Floor,
 Gujarat Vihar, Delhi - 110092

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

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 Felelossegu
 Tarsasag, Hungary
 USC Holograms Pvt. Ltd., India
 Digicyl Pte. Ltd, Singapore
 Digicyl Limited, Israel

BANKERS

UFLEX Ltd., India - Bankers

Canara Bank
 Punjab National Bank
 State Bank of India
 Bank of India
 Indian Bank
 The Jammu & Kashmir Bank Ltd.
 Union Bank of India
 UCO Bank
 The South Indian Bank Ltd.
 CTBC Bank Co. Ltd.
 Woori Bank
 Qatar National Bank (Q.P.S.C)

Flex Middle East FZE, Dubai - Bankers

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

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

BBVA Bancomer, Mexico

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

KFW IPEX Bank, Germany
 QNB Alahli, Egypt
 ADIB, Egypt
 Emirates NBD Egypt
 Banque Misr, Egypt

Flex Films Europa Sp.zo.o. Poland - Bankers

PKO Bank, Polski Poznan

Flex Films (USA) Inc., Kentucky USA - Bankers

JP Morgan Chase Bank N.A., USA

Flex Films Europa Korlátolt Felelősségű Társaság, Hungary - Bankers

PKO Bank Polski, Poznan, Poland

Flex Film Rus LLC Russia - Bankers

Unicredit Bank, Prechistenskaya EMB,
 Moscow

Flex Films Africa Private Limited, Nigeria - Bankers

OLB Bank, Germany
 First Bank of Nigeria, Lagos, Nigeria
 Union Bank, Lagos, 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

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 (UP)
 C-175, Sector - 10, NOIDA (U.P.)
 D-1-2, 15-16, Sector - 59, NOIDA
 Unit-I, Lane No. 3, Phase-I,
 SIDCO Industrial Complex,
 Bari Brahmna, Jammu
 Unit-II, Lane No. 2, Phase-I, SIDCO
 Industrial Complex, Bari Brahmna, Jammu
 Unit-III, Lane No. 3, Phase-I, SIDCO
 Industrial Complex, Bari Brahmna, Jammu
 SM8 + SM10, Sanand, Gujarat

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

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

DIRECTORS' REPORT

To the Members,

Your Directors have the pleasure of presenting 32nd Annual Report together with the Standalone & Consolidated Audited Financial Statements of the Company for the Financial Year ended 31st March, 2021.

FINANCIAL RESULTS

The summarized financial results for the year ended 31st March, 2021 and for the previous year ended 31st March, 2020 are as follows:

[Rs. in Crores]

	Consolidated Year Ended		Standalone Year Ended	
	2021	2020	2021	2020
Revenue from Operations	8890.76	7404.84	4635.07	4069.71
Other Income	22.80	28.46	20.34	82.65
Share in Profit of Associates for the Year	5.66	3.20	--	--
Share in (Loss) of Joint Venture for the Year	(4.35)	(4.88)	--	--
Total Income	8914.87	7431.62	4655.41	4152.36
Profit before Finance Cost, Depreciation & Tax	1826.99	1108.84	766.02	616.42
Finance Cost	229.07	224.79	152.28	172.89
Depreciation	455.73	403.19	259.65	261.36
Profit before Tax	1142.19	480.85	354.09	182.17
Less: Tax Expenses	298.51	109.98	123.65	38.90
Profit for the year before Minority Interest	843.68	370.87	230.44	143.27
Non Controlling Interest	(0.78)	(1.06)	--	--
Profit for the year	842.90	369.82	230.44	143.27
Total Other Comprehensive Income for the Year	30.28	38.53	0.76	(12.07)
Total Comprehensive Income for the Year	873.18	408.35	231.20	131.20

During the year under review, your Company has achieved consolidated total income and net profit of Rs. 8914.87 crore and Rs. 842.90 crore respectively as against total income and net profit of Rs. 7431.62 crore and Rs. 369.82 crore respectively during the previous financial year ended 31stMarch, 2020.

Further, your Company has achieved standalone total income of Rs. 4655.41 and net profit of Rs 230.44 crore as against total income of Rs. 4152.36 crore and net profit of Rs. 143.27 crore during the previous financial year ended 31stMarch, 2020.

The Details of financial performance of all subsidiaries and associates are contained in Note No.46 of the Notes to Accounts to the Consolidated Financial Statements.

The outbreak of coronavirus disease 2019 (COVID-19) has created an unprecedented global health crisis that has a deep impact on the businesses and economy. Uflex operates in multiple countries across the globe – both in terms of its manufacturing operations and the markets for its products and all these countries had imposed lockdowns of varying types aimed at containing the spread of the virus. Given that Uflex business is manufacturing of Flexible Packaging Films and Flexible Packaging, which is predominantly used in food and Pharma packaging, all out efforts were made by all countries to ensure the adequate supply of food and medicines to the public, which was made possible only due to seamless continued operations of packaging industry. While Uflex did face initial administrative and supply chain challenges in some countries during initial lockdown period, but there was no impact on its overall production and sales volumes during the period. Though the business is not likely to be impacted yet, uncertainties in the future due to underlying developments w.r.t COVID -19, are difficult to predict.

TRANSFER OF UNCLAIMED DIVIDEND TO AUTHORITY

An amount of Rs.15,85,605.60/- (Rupees Fifteen Lac Eighty Five Thousand Six Hundred Five and Paise Sixty 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 24,982 (Twenty Four Thousand Nine Hundred Eighty Two 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. 2.50 per share for the financial year ended 31st March 2021 after considering future needs of the company for growth.

The dividend, if approved at the forthcoming Annual General Meeting will be paid to Members whose names appear in the Register of Members as on 10th September, 2021. 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, 2021 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, 2021 none of the Directors of the Company held any Equity Shares except Shri Ashok Chaturvedi, Chairman & Managing Director, who held 5,02,533 Equity Shares of the Company.

FIXED DEPOSITS

The company neither had any fixed deposits outstanding as on 31st March 2021 nor fresh/renewal of deposits were accepted during the financial year 2020-2021. There were no unclaimed deposits as on 31st March 2021.

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, Shri Amitava Ray (DIN: 00184143), ceased to be the Whole-time Director of the Company w.e.f. close of business hours of 1st February, 2021 The Board of Directors placed on record their appreciations for the valuable contribution made by Shri Amitava Ray (DIN: 00184143) as the Whole-time-Director of the Company and Shri Jagmohan Mongia (DIN: 09051022) has been appointed as an Additional & Whole-time Director on the Board of the Company w.e.f. 11th February, 2021. Your Directors welcome Shri Jagmohan Mongia (DIN: 09051022) on the Board of the Company.

Further the IFCI Limited had withdrawn the nomination of Shri Anish Babu Venugopal (DIN: 02830575) as nominee of IFCI Limited and nominated Shri Alok Sabharwal (DIN:02144568) as new nominee Director w.e.f. 2nd December, 2020. The Board of Directors placed on record their appreciations for the valuable contribution made by Shri Anish Babu Venugopal (DIN: 02830575). Further, your Directors welcome Shri Alok Sabharwal (DIN:02144568) on the Board 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:

- that in the preparation of the annual accounts for the year ended 31st March, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- 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, 2021 and of the Profit of the Company for the year ended on that date;
- 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;
- that the annual accounts have been prepared on a going concern basis;
- that proper Internal Financial Controls were in place and that the financial controls were adequate and were operating effectively.
- 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

There is no change in Statutory Auditors. M/s. KAAP & Associates, Chartered Accountants (Firm Registration No. 019416N), will continue as the Statutory Auditors of the Company as appointed for a term of five consecutive years from the conclusion of 28th Annual General Meeting till the conclusion of 33rd Annual General Meeting of the Company pursuant to Section 139 of the Companies Act, 2013.

The Report given by M/s. KAAP & Associates, Chartered Accountants (Firm Registration No. 019416N), Statutory Auditors on the financial statement of the Company for the year 2020-21 is part of the Annual Report. There has been 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, 2021 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 2021-2022.

SECRETARIAL AUDITORS

The Board has re-appointed M/s Mahesh Gupta & Co., Practicing Company Secretaries, Delhi as Secretarial Auditor 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 and Flex Films Europa Korlatolt Feleossegu Tarsasag, Hungary are step-down subsidiaries of the Company. Digicyl Pte. Limited, Singapore and Digicyl Limited, Israel are JV of the Company.

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. 46 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, which comprises Smt. Indu Liberhan (DIN: 03341420), Chairperson; Shri Achintya Karati (DIN: 00024412), Member and Shri Jagmohan Mongia (DIN: 09051022) (w.e.f. 11th February, 2021), Member. Shri Amitava Ray (DIN: 00184143) ceased to be Member of the Committee w.e.f. close of business hours of 1st February, 2021. 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 <http://www.uflexltd.com/pdf/Policies/UFLEX-CSR-Policy.PDF>

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.

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 2020-2021, the Company was to undertake CSR Activities of an amount of Rs. 212.75 Lacs based on the average profits of the three preceding financial years. However, the Company spent Rs. 217.99 Lacs upto 31st March, 2021.

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 Annual Return of the Company as on 31st March, 2021 is available on the Company's website and can be accessed at <https://www.uflexltd.com/pdf/Extract-Annual-Return/UFLEX-Annual-Return-2020-2021.pdf>

(ii) Meetings

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

(iii) Composition of Audit Committee

The Board has constituted an Audit Committee, which comprises Smt. Indu Liberhan (DIN:03341420) as the Chairperson and Shri Achintya Karati (DIN: 00024412); Shri Tara Sankar Bhattacharya (DIN: 00157305), Shri Pradeep Narendra Poddar (DIN: 00025199) and Shri Jagmohan Mongia (DIN: 09051022) as the Members. Shri Amitava Ray (DIN :00184143) ceased to be Member of Audit Committee w.e.f. closing business hours of 1st February, 2021. 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](http://www.uflexltd.com/pdf/Policies/UFLEX-RELATED-PARTY-TRANSACTIONS-POLICY.pdf) at the web-link <http://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 at web-link <http://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 2020-2021 and hence no complaint is outstanding as on 31st March, 2021 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, 2021 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. Company's Risk Management Policy divides Risk into two broad categories; one Risk Associated at the Transactional Level and the other Risk Associated at the Decision Making Level.

In respect of the Risk Associated at Transactional Level, the company has appropriate control mechanism and

operating effectiveness of the Internal Financial Controls and Legal Compliance System. The company has created appropriate structures with proper delegation of duties and responsibilities of employees at each level on enterprise basis for compliances thereof.

In respect of Risk Associated at Decision Making level like political, social & economic, market, technology, capital structure, foreign exchange & interest rate, they are evaluated before taking any strategic & financial decisions.

Adequacy and operative effectiveness of the Internal Financial Control and Legal Compliance System are periodically reviewed by the management, Internal Auditors, Statutory Auditors and the Audit Committee.

However no risk has been identified which in the opinion of the Board may threaten the existence of the Company.

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 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 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.

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:

- UFlex won Packaging Gateway Excellence Awards 2020 in the category 'Environmental Impact' for driving the circular economy with its path-breaking technology to recycle MLP packaging homogeneously.
- AIMCAL 2020 Awards for 'Product Excellence' was presented to FLEXITUBES for *Clariss Organic Face Wash*.
- AIMCAL 2020 Awards for 'Technical Excellence' to UFlex 4D Bags with handle for *Royal Gold & Rice King*.
- ASEPTO, the Aseptic Liquid Packaging Business of UFlex was awarded with 'The Most Admired Brand of 2020' title by White Page International. Its President & CEO Ashwani Sharma was honoured as one of the 'Inspirational Leaders of India 2020' by them.

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
Dated : 29th June 2021

Chairman & Managing Director
(DIN 00023452)

**ANNEXURE-‘A’
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021**

[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
UFLEXLIMITED
(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, 2021** 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, 2021 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
 - 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) Regulations, 2014 -**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

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 & CEO 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
UDIN: F002870C000534159**

**Place : Delhi
Date : 29th June, 2021**

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

UDIN: F002870C000534159

Place : Delhi
Date : 29th June, 2021

ANNEXURE – ‘B’

CSR REPORT FOR THE FY 2020-21

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 helping needy people by providing foods, clothes, etc., 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	Chairperson / Independent Director	1
	2.	Shri Achintya Karati	Member / Independent Director	1
	3.	Shri Amitava Ray (upto 01.02.2021)	Member / Executive Director	1
	4.	Shri Jagmohan Mongia (w.e.f. 11.02.2021)	Member / Executive Director	Nil
3	Provide the web-link 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 details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).		NOT APPLICABLE	

5	Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any		
	Sl. No	Financial Year	Amount available for set-off from preceding financial years (in Rs)
	1	2019-20	NIL
	2	2018-19	NIL
	3	2017-18	NIL
	TOTAL		NIL
6	Average net profit of the company as per section 135(5).		Rs. 10,637.26 Lacs
7	(a)	Two percent of average net profit of the company as per section 135(5)	Rs. 212.75 Lacs
	(b)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.	N.A.
	(c)	Amount required to be set off for the financial year, if any	N.A.
	(d)	Total CSR obligation for the financial year (7a+7b- 7c)	Rs. 212.75 Lacs
8	(a)	CSR amount spent or unspent for the financial year:	

Total Amount Spent for the Financial Year (Rs. in Lacs)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer	Name of the Fund	Amount	Date of transfer
217.99	N.A.		N.A.		

(b) Details of CSR amount spent against ongoing projects for the financial year: NIL

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)		
Sl. No.	Name of the Project.	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project (Yes/No)	Project duration.	Amount allocated for the project (in Rs.).	Amount spent in the current financial year (in Rs.).	Amount transferred to Unspent CSR Account for the project as per Section 135 (6) (in Rs.).	Mode of Implementation - Direct (Yes / No).	Mode of Implementation - Through Implementing Agency		
			State	District						Name	CSR number.	Registration number.
NIL												

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/No)	Location of the project		Amount spent for the project (in Rs.).	Mode of implementation - Direct (Yes / No).	Mode of implementation - Through implementing agency.	
				State.	District.			Name	CSR registration number.
1.	Village Ecosystem Restoration through community action	Companies Act 2013; Section 135, Schedule VII, item iv Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources, and maintaining quality of soil, air and water [including contribution to the clean ganega Fund set-up by the Central Government for rejuvenation of river ganega];	Yes	Uttar Pradesh	Gautam Budha Nagar	2,06,500/-	Yes	--	--
2.	Promoting Education	Companies Act 2013; Section 135, Schedule VII, item ii promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects	Yes	Delhi	South Delhi	2,25,000/-	No	Bluebells Educational Trust	N.A.
3.	Promoting Education and health care	Companies Act 2013; Section 135, Schedule VII, item i: Eradicating hunger, poverty and malnutrition, "promoting health care including preventive health care" and sanitation 4][including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation] and making available safe drinking water. And item ii promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects	Yes	Delhi	South Delhi	30,00,000/-	No	Dental & Medical Education Trust	N.A.
4.	Village Ecosystem Restoration through community action	Companies Act 2013; Section 135, Schedule VII, item iv Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources, and maintaining quality of soil, air and water][including contribution to the clean ganega Fund set-up by the Central Government for rejuvenation of river ganega];	Yes	Uttar Pradesh	Gautam Budha Nagar	14,40,000/-	Yes	--	--

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	
5.	Promoting Education (Network Quality Education Foundation)	Companies Act 2013; Section 135, Schedule VII, item ii promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects	Yes	Uttar Pradesh	Gautam Budha Nagar	63,164.52	Yes	--
6.	Promoting Education	Companies Act 2013; Section 135, Schedule VII, item vii Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports	Yes	Delhi	North West Delhi	100,000/-	No	Noida College of Physical Education
7.	Promoting environmental sustainability at Gautam Budha Nagar	Companies Act 2013; Section 135, Schedule VII, item iv Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources, and maintaining quality of soil, air and water [including contribution to the clean ganga Fund set-up by the Central Government for rejuvenation of river ganga];	Yes	Uttar Pradesh	Gautam Budha Nagar	64,100/-	Yes	--
8.	Promoting environmental sustainability at Gautam Budha Nagar	Companies Act 2013; Section 135, Schedule VII, item iv Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources, and maintaining quality of soil, air and water [including contribution to the clean ganga Fund set-up by the Central Government for rejuvenation of river ganga];	Yes	Uttar Pradesh	Gautam Budha Nagar	90,00,000/-	No	Sanshanam Abhay Daanam
9.	Promoting Education	Companies Act 2013; Section 135, Schedule VII, item ii : Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.	Yes	Uttar Pradesh	Gautam Budha Nagar	77,00,000/-	No	Shri Jagabharti Education and Charitable Trust
						2,17,98,764.52		
(d)	Amount spent in Administrative Overheads					Nil		
(e)	Amount spent on Impact Assessment, if applicable					N.A.		
(f)	Total amount spent for the Financial Year (8b+8c+8d+8e)					2,17,98,764.52		

(g)	Excess amount for set off, if any :	Amount (Rs. in Lacs)
SI. Particular No.		
(i)	Two percent of average net profit of the company as per section 135(5)	212.75
(ii)	Total amount spent for the Financial Year	217.99
(iii)	Excess amount spent for the financial year [(ii)-(i)]	5.24
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	5.24

9.	(a) Details of Unspent CSR amount for the preceding three financial years: N.A.						
Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs).	Date of transfer	
-	-	-	-	--	-	-	-

(b)	Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): N.A.								
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs)	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project- Completed / Ongoing	
1.									
2.									
3.									
TOTAL									
10.	In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).						Not Applicable		
(a)	Date of creation or acquisition of the capital asset(s).								
(b)	Amount of CSR spent for creation or acquisition of capital asset.								
(c)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.								
(d)	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).								
11.	Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). Not Applicable								
(ASHOK CHATURVEDI) Chairman & Managing Director DIN : 00023452					(INDU LIBERHAN) Chairperson of CSR Committee DIN: 03341420				

Place : NOIDA

 Dated : 29th June, 2021

ANNEXURE –‘C’ 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, 2021)

The Board of Directors of the Company comprises of Eight Directors, consisting of two Executive Directors (including Executive Chairman), five Independent Non-Executive Directors (including one Woman Director) and one Nominee Director of IFCI being lender to the Company. 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.

The composition and category of Directors as on 31.03.2021 are as follows:

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 Achintya Karati DIN : 00024412	Director	Independent, Non-Executive
4.	Shri Alok Sabharwal(@) DIN : 02144568	Director	Non-Executive, Nominee Director - IFCI Limited (Lender)
5.	Shri Tara Sankar Bhattacharya DIN : 00157305	Director	Independent, Non-Executive
6.	Smt. Indu Liberhan DIN : 03341420	Director	Independent, Non-Executive
7.	Shri Arvind Mahajan DIN : 02410540	Director	Independent, Non-Executive
8.	Shri Pradeep Narendra Poddar DIN : 00025199	Director	Independent, Non-Executive

^) Shri Jagmohan Mongia (DIN : 09051022) is appointed as Whole-time Director of the Company w.e.f. 11th February, 2021.

(@) Shri Alok Sabharwal (DIN : 02144568) is appointed as Nominee Director of the Company by IFCI w.e.f. 2nd December, 2020.

Note:

(1) Shri Amitava Ray (DIN : 00184143) ceased to be Whole-time Director of the Company w.e.f. closing business hours of 1st February, 2021.

(2) The Nomination of Shri Anish Babu Venugopal (DIN : 02830575) as Nominee-Director of the Company was withdrawn by IFCI w.e.f. 2nd December, 2020.

b) Board Meetings and Attendance Record of each Director

Four Board Meetings were held during the financial year 2020-2021. The dates on which the meetings were held are 30.06.2020, 18.08.2020, 11.11.2020 and 11.02.2021.

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 2020-2021. 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	4	No
2.	Shri Jagmohan Mongia (^)	1	No
3.	Shri Amitava Ray (#)	3	Yes
4.	Shri Achintya Karati	4	Yes
5.	Shri Anish Babu Venugopal (\$)	1	Yes
6.	Shri Alok Sabharwal (@)	1	No
7.	Shri Tara Sankar Bhattacharya	4	No
8.	Smt. Indu Liberhan	4	Yes
9.	Shri Arvind Mahajan	4	No
10.	Shri Pradeep Narendra Poddar	4	No

(^) *Shri Jagmohan Mongia* (DIN : 09051022) is appointed as Whole-time Director of the Company w.e.f. 11th February, 2021.

(#) *Shri Amitava Ray* (DIN : 00184143) ceased to be Whole-time Director of the Company w.e.f. closing business hours of 1st February, 2021.

(@) *Shri Alok Sabharwal* (DIN : 02144568) is appointed as Nominee Director of the Company by IFCI w.e.f. 2nd December, 2020.

(\$) *The Nomination of Shri Anish Babu Venugopal* (DIN : 02830575) as Nominee-Director of the Company was withdrawn by IFCI w.e.f. 2nd December, 2020.

Note: Due to the exceptional circumstances caused by the COVID-19 pandemic and consequent 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 2020-21. 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, 2021

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 Member-ship(s) of Board Committees in other Companies (*)	No. of Chairmanship(s) of Board Committees in other Companies (*)	
Shri Ashok Chaturvedi	1	--	--	1) Flex Foods Limited, (Non-Executive Chairman)
Shri Jagmohan Mongia (^)	--	--	--	--
Shri Achintya Karati	5	6	0	1) J. K. Cement Limited, (Independent , Non-Executive) 2) Jay Bharat Maruti Limited, (Independent , Non-Executive) 3) Delton Cables Limited, (Independent , Non-Executive) 4) Sangam (India) Limited, (Independent , Non-Executive)

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 Member-ship(s) of Board Committees in other Companies (*)	No. of Chairmanship(s) of Board Committees in other Companies (*)	
Shri Alok Sabharwal (@)	--	--	--	--
Shri Tara Sankar Bhattacharya	3	3	--	1) Surya Roshni Limited, (Independent , Non-Executive) 2) Nandan Denim Limited, (Independent , Non-Executive)
Smt. Indu Liberhan	1	1	1	1) Flex Foods Limited (Independent , Non-Executive)
Shri Arvind Mahajan	--	--	--	--
Shri Pradeep Narendra Poddar	3	2	2	1) Welspun India Limited, (Independent , Non-Executive) 2) Polycab India 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 as on 1st April, 2021. Further, No. of Membership of Board Committees in other Companies is inclusive of Chairmanship(s) if any held by the respective Director(s).

(^*) Shri Jagmohan Mongia (DIN : 09051022) is appointed as Whole-time Director of the Company w.e.f. 11th February, 2021.

(@) Shri Alok Sabharwal (DIN : 02144568) is appointed as Nominee Director of the Company by IFCI w.e.f. 2nd December, 2020.

Note:

- (1) Shri Amitava Ray (DIN : 00184143) ceased be Whole-time Director of the Company w.e.f. closing business hours of 1st February, 2021.
- (2) The Nomination of Shri Anish Babu Venugopal (DIN : 02830575) as Nominee-Director of the Company was withdrawn by IFCI w.e.f. 2nd December, 2020.

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, 2021, none of the Non-Executive 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 is 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 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. Mr. Ashok Chaturvedi, conferred with Award of 'Father of Flexible Packaging' at 1st Global Conference on Plastic & Packaging 2019.

The Board of Directors of the Company comprises 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 Amitava Ray (#)	Business Strategy & Operations, Industry Experience, etc.
4	Shri Achintya Karati	Finance Management, Banking, Legal, Taxation and Capital Markets, Regulatory Affairs, etc.
5	Shri Anish Babu Venugopal (\$)	Finance Management, Credit Risk Management and NPA Resolution, Credit Appraisal & Monitoring, etc.
6	Shri Alok Sabharwal (@)	Finance Management, Credit, Merchant Banking, NPA Resolution, Corporate Advisory, etc.
7	Shri Tara Sankar Bhattacharya	Debt & Restructuring Advisory, Banking, etc.
8.	Smt. Indu Liberhan	Finance Management, Banking, Taxation and Capital Markets, Corporate Governance, etc.
9.	Shri Arvind Mahajan	Finance Management, Law, Sales, Marketing, Administration, Research, Corporate Governance, Technical operations, etc.
10.	Shri Pradeep Narendra Poddar	Strategic Planning, Business Operations, Industry Experience, Risk Management, Consumer insights & Supply Chain Management & Branding

(^) *Shri Jagmohan Mongia* (DIN : 09051022) is appointed as *Whole-time Director of the Company w.e.f. 11th February, 2021.*

(#) *Ceased to be Whole-time Director w.e.f. 1st February, 2021*

(@) *Shri Alok Sabharwal* (DIN : 02144568) is appointed as *Nominee Director of the Company by IFCI w.e.f. 2nd December, 2020.*

(\$) *Nomination was withdrawn by IFCI w.e.f. 2nd December, 2020*

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 plays 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>)

The Independent Directors have confirmed that they meet with the criteria of independence laid down under the provisions of Companies Act, 2013 and the Listing Regulations.

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 11th February, 2021 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_20-21.pdf)

3. AUDIT COMMITTEE

Presently, the Audit Committee comprises of Five Members from the Board of Directors viz., Smt. Indu Liberhan, Shri Jagmohan Mongia, Shri Achintya Karati, Shri Tara Sankar Bhattacharya & Shri Pradeep Narendra Poddar. All the Members of the Audit Committee are Non-Executive and Independent Directors except Shri Jagmohan Mongia (Executive, Whole-time Director). Shri Jagmohan Mongia is appointed as the Member of the Audit Committee w.e.f. 11th February, 2021 in place of Shri Amitava Ray. Smt. Indu Liberhan is the Chairperson of the Audit Committee. 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 17th September, 2020.

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 30.06.2020, 18.08.2020, 11.11.2020 & 11.02.2021. The attendance of each Committee members is as under:

Name of Member	Meetings Attended
Smt. Indu Liberhan	4
Shri Achintya Karati	4
Shri Jagmohan Mongia (^)	Nil
Shri Amitava Ray (#)	3
Shri Tara Sankar Bhattacharya	4
Shri Pradeep Narendra Poddar	4

Note :

(^) Shri Jagmohan Mongia (DIN:09051022) is appointed as Whole-time Director of the Company w.e.f. 11th February, 2021.
(#) Shri Amitava Ray (DIN:00184143) ceased be Whole-time Director of the Company w.e.f. closing business hours of 1st February, 2021.

Due to the exceptional circumstances caused by the COVID-19 pandemic and consequent 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 2020-21.

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

Terms of Reference

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

- 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;
- 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;
- Formulation of criteria for evaluation of Independent Directors and the Board of Directors;
- To evaluate and recommend terms of appointment of the Independent Director, on the basis of the report of performance evaluation of the Independent Director;
- Devising a Policy on Board Diversity; and
- Recommend to the Board, all remuneration, in whatever form, payable to senior management.

Composition and details of Meetings

Presently, the Nomination and Remuneration Committee consists of three Members viz. Smt. Indu Liberhan (Chairperson), Shri Achintya Karati and Shri Arvind Mahajan. All the members of the Nomination and Remuneration Committee are Non-Executive Directors and all are Independent. Smt. Indu Liberhan (Chairperson of Nomination and Remuneration Committee) was present in the last Annual General Meeting held on 17th September, 2020. The Company Secretary acts as the Secretary to the Committee.

During the year, the Nomination and Remuneration Committee had met on 11.02.2021. All the Members have attended the meeting.

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 are subject to evaluation had not participated.

5. REMUNERATION OF DIRECTORS

Details of Remuneration paid to Managing/Whole-time Directors for the year ended 31.03.2021 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)	--	833.94	26.33	1135.00	1995.27	1 st February, 2019	5 Years
Shri Amitava Ray (Whole-time Director) (#)	--	117.12	13.46	--	130.58	2 nd February, 2016	5 Years
Shri Jagmohan Mongia (Whole-time Director) (^)	--	22.45	0.01	--	22.46	11 th February, 2021	5 Years

Note:

(#) *Shri Amitava Ray (DIN : 00184143) ceased be Whole-time Director of the Company w.e.f. closing business hours of 1st February, 2021.*

(^) *Shri Jagmohan Mongia (DIN : 09051022) is appointed as Whole-time Director w.e.f. 11th February, 2021.*

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.	Shri Achintya Karati	2,00,000	8,00,000	10,00,000
2.	Shri Alok Sabharwal Nominee- IFCI Limited (@)	50,000	--	50,000
3.	Shri Anish Babu Venugopal Nominee – IFCI Limited (\$)	50,000	--	50,000
4.	Shri Tara Sankar Bhattacharya	2,00,000	2,50,000	4,50,000
5.	Smt. Indu Liberhan	2,00,000	5,00,000	7,00,000
6.	Shri Arvind Mahajan	2,00,000	1,00,000	3,00,000
7.	Shri Pradeep Narendra Poddar	2,00,000	2,50,000	4,50,000

Note:

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

(@) *Shri Alok Sabharwal (DIN : 02144568) appointed as Nominee Director of the Company by IFCI w.e.f. 2nd December, 2020.*

(\$) *The Nomination of Shri Anish Babu Venugopal (DIN : 02830575) as Nominee-Director of the Company was withdrawn by IFCI w.e.f. 2nd December, 2020.*

6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Presently, the Stakeholders' Relationship Committee consists of three Members viz. Shri Achintya Karati (Chairman), Shri Jagmohan Mongia and Smt. Indu Liberhan. Shri Jagmohan Mongia is appointed as the Member of the Stakeholders' Relationship Committee w.e.f. 11th February, 2021 in place of Shri Amitava Ray.

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 10.09.2020, 25.11.2020, and 23.02.2021. All the Members had attended the meetings. Shri Achintya Karati (Chairman of Stakeholders' Relationship Committee) was present in the last Annual General Meeting held on 17th September, 2020.

The total numbers of complaints received and resolved during the year under review were Nil Outstanding complaints as on 31.03.2021 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 acts 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

Presently, the CSR Committee has three Members consisting of Smt. Indu Liberhan (Chairperson), Shri Achintya Karati and Shri Jagmohan Mongia. Shri Jagmohan Mongia is appointed as the Member of the Corporate Social Responsibility (CSR) Committee w.e.f. 11th February, 2021 in place of Shri Amitava Ray.

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>).

One meeting of the Corporate Social Responsibility Committee was held on 28.01.2021 during the year and all the members had attended this Meeting. The Company was required to spend Rs. 212.75 Lacs during the year, and spent Rs. 217.99 Lacs on the CSR activities.

8. 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-subsidiaries.pdf>).

9. 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
29 th	Thursday, August 2, 2018, At 10:00 A.M.	Air Force Auditorium, Subroto Park New Delhi – 110010	<ol style="list-style-type: none"> 1. Re-appointment of Shri Arvind Mahajan (DIN: 02410540) as an Independent Director 2. Re-appointment of Shri Achintya Karati (DIN: 00024412) as an Independent Director 3. Amendment in Articles of Association of the Company 4. Increase in total shareholding limit of Foreign Portfolio Investors (FPI) and/or Foreign Institutional Investors (FII).
30 th	Thursday, August 1, 2019, At 10:00 A.M.	Air Force Auditorium, Subroto Park New Delhi – 110010	<ol style="list-style-type: none"> 1. Re-appointment of Shri Ashok Chaturvedi (DIN: 00023452), Chairman & Managing Director of the Company as Chairman & Managing Director of the Company 2. Re-appointment of Shri Tara Sankar Bhattacharya (DIN: 00157305) as an Independent Director 3. Re-appointment of Smt. Indu Liberhan (DIN: 03341420) as an Independent Director 4. Re-appointment of Shri Pradeep Narendra Poddar (DIN: 00025199), as an Independent Director.
31 st	Thursday, September 17, 2020 At 11:00 A.M.	Through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)	None

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

During the period under review, there was no postal ballot conducted by the Company.

- (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**

For conducting a Postal Ballot, notice specifying the resolutions proposed to be passed through Postal Ballot as also the relevant explanatory statement & the postal ballot forms are dispatched to all the shareholders alongwith self-addressed postage prepaid/business reply envelope. The shareholders are requested to send back the postal ballot forms duly filled up & signed in the postage prepaid/ business reply envelopes provided to them by the Company, so as to reach the scrutinizer (in whose name the envelopes are made) on or before the 30th day from the date of issue of notice by the Company.

The company has entered into e-voting registration agreement with CDSL / NSDL to provide e-voting facilities to its shareholders.

The scrutinizer compiles the postal ballot result out of the postal ballot forms found valid and hands over the results to the Chairman or in his absence to any Director authorized by the Board. The Chairman or any other Director thereupon declares the results of the postal ballot.

10. 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.

11. 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 29th June, 2021.

12. GENERAL SHAREHOLDERS INFORMATION

(a) Annual General Meeting to be held on:

Date : 27th September, 2021
 Day : Monday
 Time : 3:00 PM
 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 30.06.2021 : By mid of August, 2021
 - Results for quarter ending 30.09.2021 : By mid of November, 2021
 - Results for quarter ending 31.12.2021 : By mid of February, 2022
 - Results for year ending 31.03.2022 : By 30th May, 2022

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

11th September, 2021 to 27th September, 2021 (both days inclusive)

(d) Dividend payment date

Dividend for the financial year 2020-2021, if declared will be paid/credited to the account of the shareholders on or after 27th September, 2021

(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 2021-2022 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 2020-2021:

The Monthly High and Low Price of Shares Traded at "The National Stock Exchange Limited" and "The BSE Limited" for the Financial Year 2020-21 are as under:

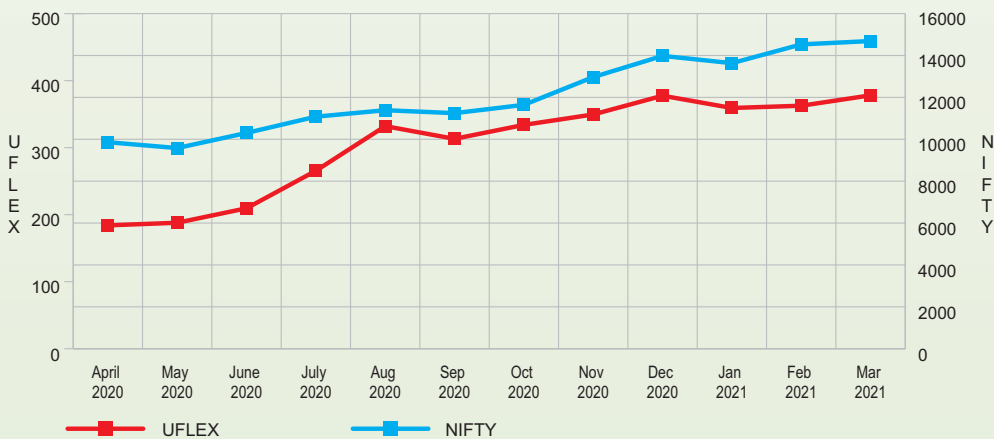
(Amount in Rs.)

Month	NSE		BSE	
	HIGH	LOW	HIGH	LOW
Apr-20	205.00	133.85	197.50	133.70
May-20	203.85	165.00	202.65	165.45
Jun-20	219.60	178.30	219.05	178.55
Jul-20	283.00	210.00	283.00	210.15
Aug-20	374.00	265.55	376.80	267.35
Sep-20	352.00	298.05	354.00	298.20
Oct-20	353.00	301.05	352.75	301.00
Nov-20	368.45	304.40	367.90	305.00
Dec-20	403.00	347.00	403.15	345.35
Jan-21	389.90	347.05	389.80	346.10
Feb-21	382.40	337.55	385.00	337.75
Mar-21	448.00	360.00	448.00	361.00

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

Performance in comparison to NIFTY

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



(j) Address for correspondence for Shares transfer and related matters

For shares held in physical form:

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

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

The Company is complying the terms of the Listing Regulations, effective from 1st April, 2019, securities of listed companies can only be transferred in dematerialised form except where the claim is lodged for transmission or transposition of shares or where the transfer deed(s) was lodged prior 1st April, 2019 and returned due to deficiency in the document. Shareholders are advised to dematerialise their shares held by them in physical form. Requests for dematerialisation of shares are processed and confirmation thereof is given to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL) within the statutory time limit from the date of receipt of share certificates provided the documents are complete in all respects.

(l) Distribution of Shareholding as on 31.03.2021

Category (Share)	Number of Shareholders	Total Number of Shares	% to Total Shares
Up to 500	39168	3370671	4.67
501 – 1000	1401	1105759	1.53
1001 – 2000	639	955289	1.32
2001 – 3000	238	597548	0.83
3001 – 4000	93	332308	0.46
4001 – 5000	89	420336	0.58
5001 – 10000	132	949215	1.32
10001 – 20000	67	969526	1.34
Above 20000	97	63510834	87.95
TOTAL	41924	72211486	100.00

(m) Categories of Shareholders as on 31.03.2021

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	31784239	44.02
(2)	Foreign	--	--	--
	Total Shareholding of Promoter and Promoter Group	11	31784239	44.02
(B)	Public Shareholding			
(1)	Institutions	82	4886637	6.76
(2)	Non-Institutions	41831	35540610	49.22
	Total Public Shareholding	41913	40427247	55.98
(C)	Non Promoter-Non Public			
(C1)	Shares underlying DRs	--	--	--
(C2)	Shares held by Employee Trusts	--	--	--
	Total (A+B+C)	41924	72211486	100.00

(n) Dematerialization of Shares and liquidity

Nearly 99.43% of total equity share capital is held in dematerialized form upto 31.03.2021 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, 2021.

(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

(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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(s) Credit Ratings

The Company has obtained the following Credit Ratings during the year ended 31st March, 2021:

Rating Agency	Rating	Outlook
CRISIL Limited	CRISIL A	Stable
Brickwork Ratings India Private Limited	BWR A+	Stable
India Ratings and Research (Ind-Ra)	IND A	Positive

13. 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>)

c) Weblink where policy for determining "Material" subsidiaries

<https://uflexltd.com/pdf/Policies/Uflex-policy-for-determining-material-subsidiaries.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 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, 2021 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.

m) 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’**.

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

o) Total fees for all services paid by the company and its subsidiaries, on a consolidated basis, to Statutory Auditor, M/s KAAP & Associates, Chartered Accountants, for the year ended 31st March, 2021 are as under:

Particulars	(Rs. in Lacs)
Audit Fees	136.45
Taxation Matters	40.25
Other Services	30.51
Out of Pocket Expenses	2.68
Total	209.89

p) 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.

q) 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

14. OTHER REQUIREMENT AS PER THE LISTING REGULATIONS

(i) The Board

The Chairman of the Company is the 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 Report ("BRR")

The Business Responsibility 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, 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	39	2022
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	20	1293
5.	Aggregate number of shareholders and the outstanding shares in the unclaimed suspense account lying at the end of the year	19	729

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 Statutory Auditors of the Company is annexed herewith.

The above report has been placed before the Board at its meeting held on 29th June, 2021 and the same was approved.

INDEPENDENT AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF THE CORPORATE GOVERNANCE

TO THE MEMBERS OF UFLEX LIMITED

1. This Certificate is issued in accordance with terms of our engagement, with Uflex Limited ("the Company").
2. We, KAAP & Associates, Chartered Accountants, the Statutory Auditors of the Company, have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March, 31, 2021, as stipulated in Regulations 1 to 27 and clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("the Listing Regulations").

Management's Responsibility

3. The preparation of the Corporate Governance Report & compliance with the conditions contained therein is the responsibility of the Management, along-with Directors of the Company. This responsibility includes the preparation and maintenance of all relevant supporting records & documents and also design, implementation and maintenance of internal controls and procedures to ensure the preparation, presentation & compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

Auditor's Responsibility

4. Our responsibility is to provide a reasonable assurance in the form of an opinion whether the Company has complied with the condition of Corporate Governance, as stipulated in the Listing Regulations.
5. We have carried out an examination of the relevant records of the Company, in accordance with the "Guidance Note on Certification of Corporate Governance", issued by the Institute of the Chartered Accountants of India ("the ICAI"), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the "Guidance Note on Reports or Certificates for Special Purposes", issued by the ICAI, which requires, inter-alia, that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) I, "Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements", issued by the ICAI.
7. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated in compliance of the 'Report on Corporate Governance', with the applicable criteria. The procedures includes but not limited to verification of secretarial records, books of accounts and other financial information of the Company and obtained necessary representations and declarations from the Directors, including Independent Directors of the Company, for the purposes of providing reasonable assurance on the compliance with the conditions of Corporate Governance, as stipulated in the Listing Regulations.
8. The procedures also include examining evidence supporting the particulars in the 'Report on Corporate Governance', on a test basis. Further, our scope of work under this Report did not involve us, performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company, taken as a whole.

Opinion

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations provided to us and the representations provided by the Management & the Directors of the Company and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India, warranted due to the spread of the COVID-19 pandemic, we are of the opinion that the Company has complied with the conditions of Corporate Governance, as stipulated in the Listing Regulations, as applicable for the year ended March, 31, 2021.
10. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management & the Directors of the Company have conducted the affairs of the Company.

Restriction on use

11. This Report is issued solely for the purpose of complying with the Listing Regulations and may not be suitable for any other purpose.

For KAAP & Associates
 Chartered Accountants
Firm's Registration No.: 019416N

CA. Deepak Sehgal
 Partner

Membership No.: 085391
UDIN: 21085391AAAAAF7193

Place : NOIDA
Date : 29th June, 2021

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, 2021 pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For **UFLEX LIMITED**

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

Place : NOIDA
Dated : 29th June, 2021

ANNEXURE – 'C-1'

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, 2021 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	Shri Ashok Chaturvedi	00023452	21-06-1988
2	Shri Achintya Karati	00024412	14-09-2000
3	Shri Jagmohan Mongia	09051022	11-02-2021
4	Shri Pradeep Narendra Poddar	00025199	30-05-2017
5	Shri Tara Sankar Bhattacharya	00157305	14-02-2015
6	Smt. Indu Liberhan	03341420	28-05-2015
7	Shri Arvind Mahajan	02410540	03-08-2016
8	Shri Alok Sabharwal, Nominee Director of IFCI	02144568	02-12-2020

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.

For Mahesh Gupta and Company
Company Secretaries

Mahesh Kumar Gupta
Proprietor
FCS No.: 2870
C P No.: 1999
UDIN: F002870C000534093

Place : Delhi
Date : 29th June, 2021

ANNEXURE – ‘D’ MANAGEMENT DISCUSSION AND 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

Crisis of the century - COVID-19 pandemic badly hit the world economy in 2020 and infected approximately 176 million, and killed close to 3.8 million people worldwide as per a latest report of BBC (**Source: <https://www.bbc.com/news/world-51235105>**). The pandemic led to a sharp decline in global trade and tighter liquidity conditions. GDP of many countries shrunk as people curtailed discretionary spending and focused on essentials and precautionary savings due to uncertainty. COVID – 19 pandemic inflicted humans and economy badly worldwide and necessary protection measures were necessitated. Governments around the world responded rapidly and rolled out the health and economic contagion of the crisis. The disruption caused by the pandemic has affected the human life and economic activity the world over during the financial year 2020-2021 and has resulted in recession. However, following the devastating health and economic crisis caused by the pandemic, the global economy appears to be emerging from one of its deepest recessions and beginning a subdued recovery in the last quarter of the Financial Year 2020-21. However, the world has entered into a new era of rapid global change driven by major shifts in demographics, wealth, technology, and climate. But economic growth has been uneven and the global outlook remains highly uncertain, with major risks around the path of the pandemic and the possibility of financial stress amid large debt loads. Controlling the pandemic at the global level will require more equitable vaccine distribution, especially for low-income countries. Global challenges — including fiscal strains on governments exacerbated by the COVID-19 pandemic, 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 (**Source : <https://unctad.org/>**).

1. GLOBAL ECONOMY

The COVID-19 pandemic pushed economies across the globe into a Lockdown, which helped contain the virus and save lives, but also triggered the worst recession since the Great Depression. Effective policies and measures are essential to forestall the possibility of worse outcomes, and the necessary measures to reduce contagion and protect lives are an important investment in long-term human and economic health. Because the economic fallout is acute in specific sectors, policymakers will need to implement substantial targeted fiscal, monetary, and financial market measures to support affected households and businesses domestically. Internationally, strong multilateral cooperation is essential to overcome the effects of the pandemic. Many governments stepped up their emergency lifelines to protect people, preserve jobs, and prevent bankruptcies. During the end of the 2nd quarter of the year 2020 several countries had started to recover but in absence of a medical solution recovery was highly uncertain and the impact on sectors and countries was uneven. In spite of unforeseen impacts of the pandemic, the global economy seems to coming out from the depths, to which it had receded to during the Great Lockdown in April, 2020. After an unprecedented contraction in the first half of 2020, economic growth rebounded in Quarter 3. However, growth in Q4 moderated with GDP slowing to 4% and ultimately for the full year of 2020 GDP contracted by 3.5%. (**Source: <https://www.imf.org/en/Publications/WEO>**)

Global growth is projected at 6% in 2021, moderating to 4.4% in 2022. According to World Economic Outlook (WEO), the projections for 2021 and 2022 are stronger than in the October 2020. The upward revision reflects additional fiscal support in a few large economies, the anticipated vaccine-powered recovery in the second half of 2021 and continued adaptation of economic activity to subdued mobility. High uncertainty surrounds this outlook, related to the path of the pandemic, the effectiveness of policy support to provide a bridge to vaccine-powered normalization, and the evolution of financial conditions. (**Source: <https://www.imf.org/en/Publications/WEO>**)

As per the World Economic Situation and Prospects report by the U.N. Department of Economic and Social Affairs, developed economies shrank by 5.6 percent in 2020 are projected to recover 4 percent, while developing countries contracted 2.5 percent and are estimated to grow 5.7 percent in 2021. The U.S. and China are shaping up to be the main drivers of global growth in 2021. Household consumption and business investment have surged in both economies. Industrial production has rebounded in most countries, contributing to firming commodity prices and robust international trade. However, the U.S., China, and India are likely to be the only major economies (along with Indonesia and South Korea) that exceed pre-COVID-19 GDP levels by the end of 2021. In most other regions, the effects of the 2020 recession on both GDP and employment are likely to be longer-lasting (**Source : <https://unctad.org/>**).

The global economy will accelerate in 2021, though with significant variation around the world. The world will benefit from vaccinations, both directly in fewer illnesses and indirectly as lockdowns and fears subside. It will take most of 2021 and into 2022 for the full benefits of vaccination to be felt, and maybe even longer in developing countries. (**Source : <https://www.forbes.com>**)

Although global economic output was recovering from the collapse triggered by COVID-19, it will remain below pre-pandemic trends for a prolonged period. The pandemic has exacerbated the risks associated with a decade long wave of global debt accumulation. It is also likely to steepen the long-expected slowdown in potential growth over the next decade. In his Foreword, *World Bank Group President, David Malpass* notes that "Making the right investments now is vital both to support the recovery when it is urgently needed and foster resilience. Response to the pandemic crisis today will shape our common future for years to come. We should seize the opportunity to lay the foundations for a durable, equitable, and sustainable global economy. To accelerate sustainable economic growth and inclusion, developing countries must tackle a variety of related underlying challenges.

2. INDIAN ECONOMY

India too witnessed unprecedented disruption to live and livelihood with COVID-19 hitting it badly. The lockdown measures, imposed to contain the spread of Covid-19 pandemic in India, to some extent, yet ubiquitously affected employment, business, trade, manufacturing, and services activities. The impact of the pandemic and lockdown was disproportionately felt across industries. While industries such as hospitality and manufacturing were impacted immediately, the impact on the financial sector was felt with a lag, as is evident from the quarterly GDP numbers. However, anxiety about health and sporadic regional lockdowns continued to weigh on the services sector, whose recovery has been relatively gradual. After experiencing one of the world's tightest lockdowns and recording the deepest GDP contraction among G20 economies in the second quarter of 2020, the Indian economy started recovering. While agriculture has benefited from favourable weather conditions, manufacturing and services suffered. To mitigate damage caused by COVID-19, the government has responded with their stimulus packages.

The growth in India's real GDP during 2020-21 is estimated at -7.30 per cent as compared to the growth rate of 4.0 per cent in 2019-20., as per the economic growth estimates released by the National Statistical Office (NSO)(**Source: <http://www.mospi.nic.in/>**). The government had projected a GDP contraction of 7.7 per cent in its first advance estimate. GDP growth, however, is expected to rebound strongly in 2021-22 owing to the reform measures undertaken by the Government. The stimulus measures and reforms initiated by the Government and liquidity measures by the RBI are expected to support industrial activity and demand. The launch of Covid-19 vaccination programme in the country will further add momentum to the economic recovery. In line with the projections for strengthening of India's growth by multi-lateral institutions, the nominal growth of the economy is expected to be 14.4 percent in the financial year 2021-22 (**Source: <https://www.indiabudget.gov.in/>**). According to India's Economic Survey 2020-2021, India remained a preferred investment destination in financial year 2020-21. However, the RBI has projected GDP growth at 10.5 per cent for the financial year 2021-22 (**Source: <https://m.rbi.org.in>**) while IMF and World Bank puts it at 12.5 percent & 10.1 percent respectively.

3. INDUSTRY STRUCTURE & DEVELOPMENTS

Flexible packages are used for consumer and in industrial applications, to protect, market, and distribute a vast array of products. Flexible products include rollstock, bags, pouches, labels, wraps, lidding, shrink sleeves and stretch film. From convenience and durability; ease in opening and resealing; overall cost saving; and high portability, flexible packaging has cemented itself in the packaging world, and has undoubtedly become a key

contributor to packaging industry growth. This popularity is largely based on frequent technology advancements in this field; good barrier properties of flexible films; light weight and portability which acquire much less space and make it cost effective.

Though, increased consumption of processed foods & beverages, innovation in flexible packaging are driving factors to boost in flexible packaging material consumption, yet fluctuating raw material prices and stringent regulation on packaging material waste hinder its growth to some extent.

Technological advancements in packaging plays a vital role in driving the growth of flexible packaging market. Advanced technology in packaging has allowed companies for innovation in products instead of sticking to traditional methods of packaging. Due to this, many companies are investing in R&D and are coming up with advanced flexible packaging products with barrier resistance properties that offer resistance against heat and moisture and eliminates oxidation of foods. Such properties prove effective in maintaining the quality and consistency of food products while extending their shelf life without the use preservatives. Recent advancements in materials and production processes have reduced the weight of some flexible packages by up to 50%, consequently lowering product shipping costs while maintaining or improving product protection. Flexible packaging offers various environmental advantages viz. low raw material consumption, low carbon footprint, and relatively low waste produced as compared to conventional packaging formats.

The Global Flexible Packaging Market was valued at around USD 230.00 billion in 2020, and it is projected to be worth around USD 290.00 billion by 2026, registering a CAGR of around 4% during the forecast period (2021 - 2026) (**Source: <https://www.mordorintelligence.com/>**). Technological innovation, sustainability trepidations, and attractive economics are among the reasons for the remarkable growth of flexible packaging in the last two decades, globally.

Owing to the rising focus on sustainability, traditional rigid packaging solutions are being substituted by innovative and more sustainable flexible packaging. The growing market demand for customer-friendly packages and high level of product protection is expected to boost flexible packaging as a viable and cost-effective substitute. E-commerce, digital printing, and sustainability are driving market development and growth. Customers are increasingly becoming willing to pay extra for certain products attributes boosted by flexible packaging. According to the Flexible Packaging Association, Flexible packaging is mainly used for food, cosmetics and pharma products. Beauty products manufacturers are also investing in eco-friendly packaging approaches to make more sustainable usage of plastics in the personal care industry.

The global flexible packaging market is estimated by size at 31.5 million tonnes in 2021, with the market having increased from 26.9 million tonnes in 2016 – an annual average growth rate of 3.3%. The global market is expected to grow by an annual average growth rate of 3.4% to 37.5 million tonnes in 2026 (**Source: <https://www.smithers.com>**) and by revenue it is expected to grow at a CAGR of around 4% during the period 2021-2026. The market is likely to experience growth due to the increased adoption of blister plastic films, aluminum foils, and pouches in the pharmaceutical industry. The wide adoption of blister material, replacing the glass and rigid plastics, has resulted in the high application of lidding films. Paper and plastic films are widely used in blister packs, followed by aluminum foil because of their cost-efficiency. The US pharmaceutical packaging market is the major revenue contributor. (**Source: <https://www.globenewswire.com/>**)

The growth in the flexible packaging industry in India is mainly driven by the food and the pharmaceutical packaging sectors. The large and growing Indian middle class, along with the growth in organised retailing in the country are fueling growth in the flexible packaging industry. Another factor, which has provided substantial stimulus to the packaging industry is the rapid growth of exports, which requires superior packaging standards for the international market. The Indian packaging industry is dominated by plastic flexible packaging. The traditional rigid packaging users have also been shifting to flexible packaging in recent times. According to industry sources, the main reason for this is that flexible packages are found aesthetically attractive, cost-effective and sturdy. Consumer preference for the use of convenient packaging and packaged products in affordable quantities in laminates is also one of the main reasons that have contributed to the growth of flexible packaging in India. The food-processing sector is the largest user of flexible packaging.

4. BUSINESS REVIEW

(i) Films Business

Main products are BOPP Films, CPP Films, Polyester (BOPET) Films, Metalized, AlOx coated, Specialty films and Asclepius™ PCR (Post-consumer Recycled PET Resin) 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, moisture resistant, high tensile strength and therefore have rapidly penetrated into high barrier sensitive packaging segment across the world. These films are primarily used for applications like packaging & conversion; industrial coatings; printing & lamination; encapsulation; overwraps (for CDs, cigarettes, cartons), confectionery packaging; anti-fog (for food products), textile bags; biscuit and sandwich overwrap amongst several others products. BOPP Film has high gloss and excellent clarity and therefore has good aesthetic appeal whereas controlled slop properties make it suitable to perform well on various Form Fill Seal (FFS). The company alongwith its overseas subsidiary manufactures BOPP films at its India and Egypt plant. In the fiscal 2020-21, the company's subsidiary Flex Films Egypt, undertook a brownfield expansion in Egypt with the commissioning of another 10.4 mt wide BOPP line. The company's foray into Hungary with a new BOPP Line through its subsidiary Company will give it the advantage of offering a portfolio mix of BOPP and BOPET films in the European Union region.

CPP film manufactured at Noida & Egypt is extremely dynamic and versatile with high gloss, better transparency, good heat seal-ability and twisting property, superior tear and puncture resistance. These factors pave way for its application in food wraps, packing bakery products, anti-wraps, anti-fog packaging, garment bags, retort packaging, deep freeze applications, etc. To meet the growing demand, the company has announced a CPP line each in South of India (Dharwad, Karnataka) and at existing facility of its Subsidiary in UAE.

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 & coatings and high resistance to abrasion. These films also have excellent dielectric properties, good flatness and coefficient of friction (COF), tear resistance and puncture resistance, excellent dimensional stability over a wide range of temperature, good resistance to common solvents, moistures, oil and grease and poses excellent barrier against a wide range of atmospheric gases among other benefits. BOPET is produced at the world-class film manufacturing plants at India, UAE, Egypt, Poland, Mexico, Russia and United States of America. The Company's subsidiary re-commissioned one of its BOPET lines from UAE to its new Russian plant, situated in Stupino district in Moscow region for catering to Russia & CIS markets. The Company has also added capacities of BOPET lines through its subsidiary in Poland, Nigeria and Hungary.

In India, the current cumulative capacity of Packaging films line with BOPET, BOPP, CPP is 92,000 TPA. It is after a gap of 16 years that the company is adding capacity domestically for packaging films by setting up a greenfield plant in Dharwad also have a BOPET and CPP line with cumulative production capacity of 63,000 TPA, enabling it to serve a large base of its clients located in South India. Consequent to the commissioning of all the Plant expansions, the total packaging film capacity (BOPET, BOPP & CPP) in India shall be 1,55,000 TPA and Overseas 4,36,000 TPA aggregating to a total capacity of 5,91,000 TPA.

Metallized films, manufactured at all film plants of the company and its subsidiaries, i.e. India, UAE, Poland, Egypt, Mexico, USA & Russia, are considered as ultimate solution for packaging a wide array of products requiring extended shelf life in various industries. AlOx coated transparent ultra-high barrier films manufactured by the company finds extensive use in stand-up pouches that offer 'see through' features to consumers at the point-of-sale (POS).

(ii) Flexible Packaging Business

The main products of this business are laminates made of various combinations of Polyester, BOPP, Poly, Metalized & Holographic films and others in roll form or various preformed pouches & bags of several sizes and profiles and laminated flexi-tubes. Also aligned with the core business of Flexible Packaging are allied

activities involving manufacturing of packaging and converting machines; rotogravure cylinders, flexo-printing press; flexo-polymer plates, elastomers & sleeves; inks & adhesives; and holographic materials and solutions.

The company has the technical ability, and innovative skills to engineer flexible packaging solutions with optimized barrier properties, superior aesthetics, enhanced functionalities; high eco-friendliness and infallible brand protection features. UFLEX is one of the global leaders producing bespoke world class flexible packaging solutions. The guiding factors of the company's business strategy are:

- Innovation to create value added differentiation;
- Proximity to customers;
- Speed to market reach for reaping the first mover advantage;
- Ability to offer end-to-end solutions across the entire flexible packaging spectrum;
- Ability to execute any quantum of order and ensuring just-in-time deliveries anywhere across the globe.

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

The past year was full of challenges, the pandemic brought in extraordinary circumstances although with its hands-on approach, the company stood strong to march ahead and take on markets' demand with zeal and vigor. Its plants operated at almost full capacity at all its locations worldwide. To meet the burgeoning demand for packaging materials from its patrons experienced due to a paradigm shift in consumer behavior, not only did the company continue non-stop production but also commissioned new projects in line with its plans to expand its business and manufacturing capabilities further, without de-prioritizing safety protocols and health of its personnel.

The fiscal witnessed **Flexible Packaging** Industry rise as the sunshine industry and coming to the rescue of essential industries of FMCG and Pharmaceuticals and other allied sectors, when the supply chain was severely impacted due to lockdown and logistical challenges. Because of the hazards attached to non-packaged products, the demand for pouching saw a surge led by personal hygiene, wellness, snacks, staples etc in the first half of the fiscal. Rising above all challenges, not only did the business ensure continuity of packaging products, it also launched several new formats of flexible packaging in laminates; resulting in sudden spike in company's packaging volumes. In the second half of the fiscal when demand for packaging became stable and conversations around sustainable packaging re-ignited, the business unveiled a host of new sustainable solutions such as - *Sustainable laminate structure with reduced plastic use, Packaging laminates using up to 20% Post-Consumer Recycled (PCR) PET Resin, High Barrier mono-polymer recyclable laminates both PE as well as PP categories and more. The business also customized water-resistance courier bags made of high-fibre brown kraft paper with special water-repellent coatings especially for e-commerce Industry, that are high seal and safe from counterfeiting.*

The Cylinder Business has been developing more and more eco-friendly solutions, added clients such as Reliance Retail and Nestle in the fiscal.

The Engineering Business has been manufacturing high-end machines in the segments of converting and packaging, like CI Flexo Printing, Rotogravure Printing, Form-Fill-Seal, Pick-Fill-Seal, Wrapping, Pouch-making, Slitters to complete the gamut of packaging (liquid, aseptic, solid, granular) and also recycling of flexible packaging waste. These machines are delivered in domestic as well as export markets. During the first half of fiscal, when spout packaging saw a sudden boom in demand during lockdown period, the Engineering Business made several modifications and innovations to the existing machine designs making it possible for UFLEX to supply both components as well as spout pouch variations, lending it an edge over competition. It also installed new machines to make all types of aluminum rollers for printing, laminating and slitting machines.

Chemicals Business of UFLEX manufactures liquid inks (solvent & water-based); laminating adhesives (water-based, solvent and solvent-less); ink binders, Polyols and specialty coatings (UV/UV-LED/EB) for flexible packaging, monocartons & graphic arts, labels and paper board segments of the Packaging Industry. In the fiscal that was marked by pandemic led disruptions and challenges, the business successfully advanced

its research on green chemistry and introduced interesting set of solutions for the packaging industry. The business entered newer geographies like Philippines, UAE, Russia and Nepal. Demand for its products were led by FMCG, Healthcare and E-commerce and Shoe/Foam segments. A landmark achievement for the business came in the form of its first ever patent it secured for a new process to derive Epoxy Ester Resin, another step in the direction of sustainability. UFLEX patented process for resin preparation ensures that no waste water treatment is required and also makes curing faster, unlike the conventional thermally cured Epoxy Ester resin. Furthermore, business also created several cost effective and innovative offerings that help customers reduce waste and energy costs. Few of these successful products introduced during the fiscal were- *High-quality UV LED curable Flexo inks for narrow web printing industry; Toluene and ketone-free single component coating lending an excellent paper/sand feel effect on PET, BOPP and PVC substrates; Water-based oxygen barrier coating for food packaging application; and Water-based adhesives for high-speed paper bag making machines.*

The Holography Business of UFLEX has always been ahead of the curve when it comes to offering cutting-edge anti-counterfeiting solutions with unique security features. Its five wins at SIES SOP Star Awards 2020 acknowledges the matchless brand protection technology and solutions it offers. It was once again chosen and certified by Indian Banks' Association (IBA) for printing of security products in the banking sector for another two years i.e, till March 2022.

(iii) Aseptic Liquid Packaging Business

Signifying a highly successful year, the Aseptic Liquid Packaging from UFLEX took a quantum leap to double its production capacity at Sanand facility from 3.5 bn packs to 7 bn packs to cater to the growing global orders and to diversify its regional presence in India.

Asepto™, as is the Aseptic Liquid Packaging of UFLEX named, bagged orders from marquee global brands in the fiscal helping it strengthen its market share further in the segment and have a healthy order book.

Some of the updates of product innovations and launches of the Company are listed below:

- I. **Innovative Solutions to Fight Pandemic:** As a response to COVID-19 and illustrating the power of its innovation capabilities, The Company developed a host of innovative solutions.
 - a. **Six-layered N95 mask to prevent COVID spread**
 - b. **FLEXITUBES in 30-200 ml size range to pack sanitizers**
 - c. **Flex Protect Coverall jointly developed with IIT Delhi & approved by DRDO**
 - d. **Easy tear structure for single-dose sanitizers**
 - e. **Alcohol-based dual purpose sanitizer**
- II. **Packing a Punch with Packaging for Big Brands:** The Flexible Packaging Business created interesting packaging formats for big brands and its product variants to suit brand requirements .
- III. **Bespoke Packaging Solutions to Boost Sustainability & Customer Experience:** The Company is revered in the industry for its customizable solutions for which its R&D collaborates with brands to identify their pain points and constantly creates new solutions. With its extensive market research, the company's Flexible Packaging business helped many brands give a new lease of life to their product packaging.
 - a. **Matt finish 3D pouches with value added features**
 - b. **Revamped structure for fast-food packaging**
 - c. **Spout packaging format for decoction coffee**
 - d. **New sustainable laminate structure with reduced plastic use**
 - e. **Water-resistance Courier Bags for Ecommerce Industry**
 - f. **Easy-to-peel strength pouches**
 - g. **Replaced PET in EVoH based BOPP film structure to make it a recyclable mono-polymer laminate**
 - h. **Special PET and PET based retort pouches** replaced previously used oriented nylon for packaging of pre-cooked rice. The replacement in structure has led to cost saving.

- IV. Pioneering Solutions by Cylinders Business:** The business bolstered its offerings to tap newer customers.
- a. **Rotogravure printing cylinder for watermark on steel sheets**
 - b. **Metal embossed sheets for home interior & out-of-home (OOH) platforms**
- V. Customized Solutions by Holography Business to Boost Aesthetics & Arrest Counterfeit:** The quest to constantly reinvent themselves to changing business landscape made the Holography business introduce a range of new solutions and products to serve across sectors.
- a. **Registered lens label for edible oil packs**
 - b. **Holographic film for ghee packaging**
 - c. **Holographic aluminium lidding foil for pharma industry**
 - d. **Holographic thermal film for books & publication**
 - e. **Token for paint industry**
 - f. **Patch embroidery with hot melt film for textile industry**
 - g. **CPP glitter film for décor**
 - h. **Digital foil for ink & varnish**
 - i. **Silver scratch film for packaging & labels industry**
- VI. Green Chemistry Advocating Sustainability:** From winning a patent to introducing green inks and adhesives, the Chemicals business took the lead in demonstrating use of sustainable practices and materials to make their products.
- a. **A new patent for process in the direction of sustainability**
 - b. **High quality UV LED Flexo ink series for narrow web printing**
 - c. **Water-based oxygen barrier coating for food packaging application**
 - d. **Solvent-based PU adhesive for velcro application**
 - e. **FLEXMATT paper effect OP ink**
 - f. **CI FLEXMATT, a two-component OPV**
 - g. **Single solvent-free adhesives with multiple hardeners (OH)**
 - h. **FLEXCOAT PC OPV 1009, a water-based playing card OPV**
 - i. **Toluene-free Inks for food packaging**
 - j. **A semi-film forming PU for surface & reverse inks**
 - k. **Side & bottom sealing adhesive for paper bags**
- VII. Simplifying Experience of Packing, Slitting, Filling & Sealing with Engineering Advancements:** The business engineered value-added machines that resulted in reduced downtime, enhanced efficiency and economies of scale.
- a. **Higher Speed Collar-type form fill seal machine for snacks packaging**
 - b. **A new variant of secondary slitter developed**
 - c. **Rotary machine foray into spice packaging**
 - d. **A machine that seals the bag and its counterfeiting challenges**
 - e. **Three new applications established in multi-track machines for sachet market**
 - f. **Solvent-less laminator with registered lamination**
 - g. **Non-stop turret based slitting machine for BOPP pancake**
- VIII. Strong on Barrier, Low on Carbon Footprint Films:** The Films business enriched the core of packaging with strong barrier properties and nourished the environment with green films.
- a. **Metal textured film for shelf-appeal**
 - b. **Ultra-low OTR PET film for food packaging**
 - c. **BOPET film for printing & lamination application**

- d. **Sealable & peel-able BOPET film with water-based coating for lidding**
- e. **High oxygen barrier BOPET film for dry & chilled food packaging**
- f. **Ultra-high barrier transparent Alox BOPP film B-ULX for dry food packaging**
- g. **Sustainable transparent high heat resistance BOPP film with exceptional oxygen blocking**
- h. **Outstanding barrier metallized BOPP film B-UHB-M suited for aluminum foil replacement**
- i. **Direct emboss-able polyester film F-EMB to boost aesthetics**
- j. **Transparent ultra-barrier BOPP film**
- k. **Metallised PET film for aluminum foil replacement**

5. MAKING A DIFFERENCE WITH ESG STRATEGEM

UFLEX is committed to converting good environmental, social and governance approach into practical and tangible actions. The company has been making considerable headway in its environmental blueprint. As part of its focus on reducing plastic pollution thus diminishing harmful impact on environment and doing well for the society, UFLEX has been aggressively building recycling infrastructures to give a new life to plastic, beyond its original use. Extending its efforts to keep plastic in the economy and out of the environment under its global sustainability campaign *Project Plastic Fix*, UFLEX in this fiscal proposed to set up a recycling plant each in Poland and Mexico.

At its Mexico facility, the company is setting up a rPET or PCR (Post Consumer Recyclate) line to upcycle post-consumer PET bottles waste into high recycled content polyester PCR films Asclepius™ for flexible packaging applications and also proposes to set up another PCPR (Post Consumer Plastic Recyclate) line to recycle post-consumer multi-layer mixed plastic waste to make molded, injection molded and extrusion molded components, both of which shall contribute to a circular plastic economy. In Poland, a plant to recycle post-consumer multi-layered mixed plastic waste has been proposed that will convert the waste into molded, injection molded and extrusion molded components.

Encouraged by the success in mitigating the piling plastic dumps in Delhi–NCR and giving them a second life with the installation of PCPR and PCR lines in Noida in 2020, UFLEX embarked on the plan to replicate these models at other locations, at an even larger scale. At Noida, the PCPR line for washing and recycling of multi-layered mix plastic waste has a capacity of 10,200 TPA whereas the PCR line can upcycle upto 9,600 TPA of PET bottles waste.

UFLEX, a key member of Multi-layer Plastic Films Sanitation Trust (MLPFST), is supporting Municipality of Bengaluru to install, operate and sustain Municipal Solid Waste (MSW) Sorting and Segregation Plant. The plant will separate and sort recoverable component such as plastic, glass, bottle, paper, carton from collected households waste using advanced technology including Artificial Intelligence (AI). The recovered plastic portion will be further recycled. The recyclate produced will be used to produce thousands of components both for the domestic as well industrial use.

UFLEX continued to accentuate its efforts towards incorporating ESG practices on all fronts. This was reflected in the progresses it made in this fiscal in expanding its green products and solutions range, to help customers accomplish their sustainability goals faster.

- In India, it started offering packaging laminates using up to 20% Post-Consumer Recycled (PCR) PET Resin. UFLEX is the only qualified company under Maharashtra's PCB notification on use of minimum 20% PCR in flexible packaging in non-food items.
- The company developed high barrier mono-polymer recyclable laminates in flexible packaging to enable easy and cost-effective recycling for brands.
- It developed a range of low on carbon footprint packaging films without sacrificing quality of film like F-MSH, F-TPS, B-THP & more. It also added chlorine-free films and films that replace aluminium foil with recyclable substrates, thus enhancing the sustainability percentage.
- For the e-commerce sector that saw a huge uptake in demand due to consumers' preference to buy goods from the confines of their home since the pandemic started, UFLEX developed highly durable and security-proofed water-resistance courier bags made of high-fibre brown kraft paper with water-repellent coatings.

- Chemicals form an indispensable part of any packaging. As a vertically integrated company with equal focus on sustainable offering across the line of businesses, UFLEX continues to develop a variety of green inks and water based inks that are permitted by the regulatory authorities and are safe to be used in packaging of consumables. Water based inks FLEXAQUA and UV LED sheet fed Ink series FLEXGREEN are some award winning green solutions it has been offering. In the fiscal, it developed 'Water based adhesive for paper bag making machines'; 'Two component solvent-free adhesives range with one resin compatible with three different hardeners for general to medium to high performance applications', 'Water-based overprint varnish for printing over paperboard', to name a few.
- Backed by strong R&D with an objective to create pioneering solutions, UFLEX made significant strides in developing tubes and laminate structures that use reduced plastic at source. In the case of eco-friendly paper based tube KRAFTIKA, it has been able to reduce the plastic component in the tubes' body by almost 60% of weight. Further developments are being done to reduce the plastic component in caps and shoulders.
- Their effort on enzyme based biodegradable packaging films has also made substantial progress and the new development is undergoing trials currently.

6. HALL OF FAME

The Company alongwith its Subsidiaries and Leadership have been honoured with several awards and recognition during the Year 2020-21, some of which are mentioned below:

- UFLEX was the *only packaging company* featured in top 250 of 'Fortune India 500 Largest Corporation 2020' list.
- FlexFilms USA won Packaging Gateway Excellence Awards 2020 in 'Best COVID-19 Response' category for successful continuity of business during the pandemic.
- Recyclable PE/ PE Laminate by UFLEX for *Primark Wet Wipes* was conferred with AIMCAL 2020 Awards highest honour of 'Sustainability of the Year' and for 'Technical Excellence'.

- UFLEX CMD Ashok Chaturvedi was honoured with 'Inspirational Leaders of India 2020' title by global consulting firm White Page International.
- UFLEX won Packaging Gateway Excellence Awards 2020 in the category 'Environmental Impact' for driving the circular economy with its path-breaking technology to recycle MLP packaging homogeneously.
- AIMCAL 2020 Awards for 'Product Excellence' was presented to FLEXITUBES for *Clariss Organic Face Wash*.
- AIMCAL 2020 Awards for 'Technical Excellence' to UFLEX 4D Bags with handle for *Royal Gold & Rice King*.
- Three inventions from FlexFilms USA were adjudged winners at WorldStar Packaging Awards 2021 hosted World Packaging Organisation (WPO) :-
 - Ultra-soft super durable BOPET film F-STF in the category *Luxury Products*,
 - Asclepius™ PCR based BOPET film in *Food Packaging*,
 - Metallized high barrier BOPET film F-HBP-M in *Food Packaging*.
- UFLEX products won the highest number of awards at the SIES SOP Star Awards 2020 across multiple categories :-
- In *Flexibles*
 - High hermetic seal ultra-low SIT white CPP film 'C-CWU' for mono-material sustainable packaging solutions
- In *Product Packaging*
 - Holographic PVC pharma blister pack for Sumo by Alkem Laboratories

- High barrier recycling laminate for Polly Peanotter
- ASEPTO tamper-proof packaging for Wave Distillers
- Transparent UV HRI holographic film for carton packaging
- In *Packaging for Non-Packaging Applications*
 - Dhoop Chhao textile printing foil
 - Cylinders for flower design by hand-embossing effect
- In *Ancillary Packaging Materials*
 - Flexseal blister coating for blister packaging
 - Solvent-free polyurethane adhesive with 3OH component for packaging
 - Water-based ink FLEXAQUAPAP for food wrap
- In *Labels*
 - Registered lens technology with holographic labels for edible oil brand *Sona Sikka*
- In *Academics / Students / Education*
 - Printing security documents for education sector
- Asepto from the house of UFLEX was awarded with 'The Most Admired Brand of 2020' title by White Page International. Its President & CEO Ashwani Sharma was honoured as one of the 'Inspirational Leaders of India 2020' by them.
- UFLEX was recognized by NOIDA Authority for its innovative and sustainable business practice to make NOIDA a clean, swachh & sustainable city.
- The Films Business in India was declared Platinum winner at 8th Exceed Occupational Health, Safety Award 2020 for 'Outstanding Achievement in Industrial Safety' category hosted by Sustainable Development Foundation in support with Ministry of Labour & Employment, Government of India.

7. FINANCIAL & OPERATIONAL PERFORMANCE- OVERVIEW

(Rs. in Crores)

	2020-21		2019-20	
	Consolidated	Standalone	Consolidated	Standalone
Total Income	8914.87	4655.41	7431.62	4152.36
Profit before Finance, Cost, Depreciation & Tax	1826.99	766.03	1108.84	616.42
Profit before Tax	1142.19	354.10	480.86	182.17
Profit for the Year	842.90	230.44	369.82	143.27

8. OPPORTUNITIES, KEY TRENDS & THREATS

Opportunities

As an industry, Flexible packaging is robust and growing rapidly, with innovation, sustainability, and market differentiation driving growth. It is a trend that continues to gain great popularity. Technological advancement in flexible packaging materials make them suitable to far more consumer products today.

Changing the lifestyle of consumers along with rising demand for products that offer ease of convenience are the key attributes prompting the demand for portable packaging solutions. The packaging sector in India is expected to increase from 307.8 billion units in 2019 to 422.3 billion units in 2024, at a compound annual growth rate (CAGR) of 6.5% during 2019-2024 as per GlobalData's report, "India Packaging Industry Trends and Opportunities" (**Source: www.globaldata.com**). The growth in the flexible packaging industry in India is mainly driven by the food and the pharmaceutical packaging sectors. The growing Indian middle class, along with the growth in organised retailing

in the country, alongwith the rapid growth of exports requiring superior packaging standards for the international market is giving stimulus to flexible packaging. Also flexible packages are aesthetically attractive, cost-effective and sturdy.

Introduction of new regulatory initiatives and growing concerns regarding the use of bio-degradable plastics for flexible packaging and its impact on the environment have also driven manufacturers to develop sustainable packaging options that are safe and secure. In order to reduce the cost pressure and maintain the integrity of product packages, manufacturers are considering sustainable packaging solutions that require fewer materials and energy to manufacture a package, reduce transportation expenses, and offer extended shelf-life to the product. The following key dynamics are also setting the growth of Flexible Packaging Industry:

- Owing to the rising focus on sustainability, traditional rigid packaging solutions are being substituted by innovative and more sustainable flexible packaging. The growing market demand for customer-friendly packages and product protection is expected to boost flexible packaging as a viable and cost-effective substitute.
- E-commerce, digital printing, and sustainability are driving market development and growth. Customers are increasingly becoming willing to pay extra for certain product attributes boosted by flexible packaging. For instance, according to the Flexible Packaging Association, a huge percentage of consumers in North America are keen to pay more for tangible and functional packaging benefits, such as product protection, shipping friendly, and supply chain efficacy, among others.
- According to Flexible Packaging Association, demand for flexible packaging products is continuously increasing in pharma & cosmetic products.
- Beauty products manufacturers, like L'Oréal and Unilever, are also investing in eco-friendly packaging approaches to make more sustainable usage of plastics in the personal care industry.

Flexible Packaging: Market Dynamics

Driver: Cost-effectiveness and Increased product shelf-life

Due to busy lifestyles, the demand for convenient products has increased, thus leading to a rise in demand for flexible packs. Flexible plastic packaging requires fewer resources and energy for packaging; hence, flexible packs are available at low costs and occupy 35% less retail shelf space, rendering them cost-effective as compared to other forms of packaging. Additionally, there has been a gradual shift in consumer choice from traditional methods of preparing food at home to buying packaged products (**Source: <http://packagingnewsletter.com/>**)

Significant increase in the packed food products during COVID-19 pandemic

During COVID-19 pandemic, people are resorting to panic-buying and bulk stocking daily staples, FMCG, and fresh food through e-commerce & online channels due to fear of lockdown, which leads to an increase in the demand for flexible plastic packaging solutions.

Pouches widely preferred for flexible plastic packaging

The pouches segment is projected to be the largest market for flexible plastic packaging. Primarily because of the increase in the demand for these type across various applications in food, beverage, pharmaceutical, and personal care & cosmetic industries. The increase in the demand for pouches can be attributed to the rise in the demand for lightweight and convenient packaging solutions.

APAC region to lead the global flexible plastic packaging market by 2025

The APAC region accounted for the largest market share in 2019. Factors such as improving global economy, expanding working population, rising domestic demand for ready-to-eat & convenience food products are expected to boost the market for flexible plastic packaging. The market for flexible plastic packaging in APAC is growing in the food, beverage, pharmaceutical, and personal care & cosmetics industries due to the functional properties offered by flexible plastic packaging, such as safety, cost-effectiveness, durability, strength, lightweight, environmental-friendliness, and handling convenience.

Threats

Poor Infrastructure facilities for recycling

Recycling of plastic packaging waste is a process that requires time consuming state-of-the-art infrastructure facilities. However, some parts of the world lack these facilities for recycling. Even in developed countries such as the US, the problem of sub-standard infrastructure for recycling persists. Every year, in the US itself, recyclable containers worth more than USD 11 billion are thrown away due to a lack of recycling facilities. According to the UN Environment Programme, the world produces around 330 million tons of plastic waste each year. To date, only 9% of the plastic waste ever generated has been recycled, and only 14% is collected for recycling now. The existing machinery infrastructure is ill-equipped to handle plastic waste. **(Source: <https://www.marketsandmarkets.com/>)**

Immense Competition from the domestic and international player

The Flexible Packaging Market is highly competitive owing to the presence of multiple vendors in the market. The market appears to be moderately concentrated with the major players adopting strategies such as product innovation, mergers, and acquisitions in order to stay competitive in the market.

Regulatory constraints

Due to stringent government regulations, changing consumer preferences, and environmental pressures, manufacturers are steering their strategies toward circularity and leveraged new plastic technologies to develop recyclable and sustainable solutions that include specific properties such as oxygen, moisture, light, puncture, and chemical resistance, and easy-tear propagation. Key focus areas for manufacturers include the development of alternative bioplastics solutions such as polybutylene succinate and biopolypropylene, along with the price and disposal of bioplastics.

Global Pandemic

With the recent outbreak of COVID 19, the flexible packaging manufacturers are facing supply chain disruption along with decreasing manufacturing at the site in many parts of the world. To ensure the smooth flow of supply chain, the global food safety initiative (GFSI) certification programs are providing six-month certificate extensions by conducting a remote audit and risk assessment pertaining to COVID-19 such that the company can approve a new supplier location without an on-site audit to meet the demand **(Source: <https://www.globenewswire.com/>)**. These are continually evolving and changing trends that can be very challenging for companies since they require change and innovation,

9. FUTURE OUTLOOK

The global flexible packaging market is likely to experience growth due to the increased adoption of blister plastic films, aluminum foils, and pouches in the pharmaceutical industry. The wide adoption of blister material, replacing the glass and rigid plastics, has resulted in the high application of lidding films. Paper and plastic films are widely used in blister packs, followed by aluminum foil because of their cost-efficiency. New and advanced blister machinery can pack anywhere between 900 and 1,300 blister packs per minute. The US pharmaceutical packaging market is the major revenue contributor with more than 40-45% approximately of the global pharmaceutical market in value and will contribute to approx. 45% to the global market growth during the period 2021-2026 **(Source: <https://www.globenewswire.com/>)**.

The following factors are likely to contribute to the growth of the flexible packaging market:

- Increased Focus on Sustainable Flexible Packaging
- Profit Volatility in APAC Region
- Usage of High-barrier Plastic Packaging Materials
- Increasing Adoption of Flexible Packaging over Rigid Packaging

The global flexible plastic packaging market size is projected to grow from around USD 230 billion in 2020 to USD 290.00 billion by 2026, at a CAGR of around 4% from 2020 to 2026. The flexible plastic packaging market is expected to witness significant growth in the future due to its increased demand in end-use industries, such as food, beverage, cosmetic & personal care, and pharmaceutical. Growth in modern retailing, high consumer income, and acceleration in e-commerce activities, especially in the emerging economies, are likely to support the growth of the flexible plastic packaging market during the forecast period.

Novel coronavirus (COVID-19) impact on global flexible plastic packaging market

The global flexible plastic packaging market witnessed a mixed impact in its growth rate in 2020-2021, as the packaging industry witnessed a significant disruption in its production due to lockdowns of varying types aimed at containing the spread of the virus globally. However, there is an increase in the demand for flexible plastic packaging for food, beverage, and pharmaceutical applications for product packaging during COVID-19 as people are resorting to panic-buying and bulk stocking daily staples, FMCG, and fresh food through e-commerce & online channels due to fear of lockdown, which leads to an increase in the demand for flexible plastic packaging solutions. Governments of many affected countries, for instance, India, have asked the food industry players to ramp up production to avoid supply-side shocks and shortages and maintain uninterrupted supply. FMCG companies are responding by demanding more of flexible plastic packaging products.

The demand for flexible plastic packaging in the pharmaceutical industry, is expected to remain robust as hospitals, drugs, and PPE manufacturers are responding to the crisis. The demand for household essentials, healthcare, and medical goods is not expected to decrease dramatically, and retail distribution for these types of products through online delivery is expected to increase.

10. INTERNAL CONTROL SYSTEM, THEIR ADEQUACY AND OPERATIVE EFFECTIVENESS

The Company has an adequate system of internal controls in place. It has documented policies and procedures covering all financial and operating functions. These controls have been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls for ensuring reliability of financial reporting, monitoring of operations, protecting assets from unauthorized use or losses, compliances with regulations. The Company has continued its efforts to align all its processes and controls with global best practices.

Some significant features of the internal control of systems are:

- The Audit Committee of the Board of Directors, comprising of independent directors and regularly reviews 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, independent, multi-disciplinary Internal Audit team operates in line with governance best 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.

The Company has also laid down an adequate system for legal compliances. It has created appropriate structures with proper delegation of duties and responsibilities for employees at each level on enterprise basis which ensures proper adherence and compliance of such systems.

Both the Internal Financial Control and Enterprise Legal Compliance Systems 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.

11. RISK MANAGEMENT

In order to remain competitive and ensure sustainable success, UFLEX continuously monitors the macroeconomic environment and developments in the flexible packaging industry as well as internal processes to identify risks. Risk management is an essential part of the internal control system of the Company and an active means to analyze and manage opportunities and threats related to the business strategy and operations. Risk may be caused by the Internal and External factors and the occurrence of certain catastrophic acts. These may impair the assets of the Company which may adversely influence the achievement of organization strategies, operational & financial objectives, earning capacity & financial position.

The Company recognizes that enterprise risk management is an integral part of good management practice. The effective risk management involves safeguarding the assets of the Company, achievement of organizational goals and protecting the earning capacity and financial position of the Company

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.

Similarly, the Company has also formalized & documented a detailed Manual on Legal Compliance System listing all applicable laws, defining of responsibility centers for necessary compliances thereof and the compliance tasks to be performed under each applicable laws.

As Management is primarily responsible for the designing, implementation, maintenance, adequacy, monitoring & control mechanism and the operating effectiveness of the Internal Financial Control & Legal Compliance Systems, the Company has created appropriate structures with proper delegation of duties and responsibilities of employees at each level on enterprise basis for the compliances thereof. They also review periodically the adequacy of the enterprise level Internal Financial Control and Legal Compliance System in view of changes in business environment, technological changes & regulatory & legal changes and also based on the suggestion by the Internal Auditor, Statutory Auditors & Audit Committee.

Both the Internal Financial Control and Legal Compliance System are subject to review by the Internal Auditor on quarterly basis. They review the adherence, adequacy and effectiveness of the Internal Financial Control operating in the Company and Legal Compliances by the Company of the applicable laws. Based on their review they submit detailed reports covering their suggestions, recommendations & observations to the management and the Audit Committee.

The detailed Audit Reports of the Internal Auditors are reviewed by the Audit Committee comprehensively with the Management and the Internal Auditors. Based on their review, they make necessary directions if any to the Management and / or to the Internal Auditors for the actions / steps to be taken by them. The brief of the report is also given to the Board by the Chairman of the Audit Committee.

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 & Corporate Financial matters of the Company.

- Political, Social and Economic Risks
- Market Risk
- Technology Selection Risk
- Capital Structuring Risk
- Exchange & Interest Rate Risk

The management of the Company evaluates the above risks before taking any decision on strategic & corporate financial matters. A detailed report is submitted by the management on these matters to the Audit Committee and the Board for their review.

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

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

12. COMPANY'S STANDALONE AND CONSOLIDATED FINANCIAL PERFORMANCE & ANALYSIS

Results of Operations

(Rs. in Crore)

Particulars	STANDALONE		CONSOLIDATED	
	Year ended 31-Mar-21	Year ended 31-Mar-20	Year ended 31-Mar-21	Year ended 31-Mar-20
INCOME				
Revenue from Operations	4635.06	4069.71	8890.76	7404.84
Other Income	20.34	82.65	22.80	28.47
Share in Profit of Associates for the Year	--	--	5.66	3.2
Share in (Loss) of Joint Venture for the Year	--	--	(4.35)	(4.89)
Total Income	4655.41	4152.36	8914.87	7431.62
EXPENDITURE				
Cost of Materials consumed	2632.28	2482.62	4680.67	4294.65
Purchase of Stock-in-Trade	17.16	9.67	58.83	9.67
Changes in Inventories of finished goods, work-in-progress and Stock-in-Trade	58.56	(81.39)	(32.50)	(47.93)
Employee benefits expense	459.17	461.93	798.98	725.59
Other expenses	747.92	674.55	1609.49	1356.09
Expenses Allocated to Self Constructed Assets	(25.71)	(11.44)	(27.59)	(15.29)
Total Operating Expenses	3889.38	3535.94	7087.87	6322.782
EBIDT	766.03	616.42	1826.99	1108.84

Segment-wise performance has been disclosed at Note No- 44 of the financial Statement

13. 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:

Consolidated Basis

Financial Ratio	FY 2020-21	FY 2019-20	Change (%)	Reason for change
Interest Service Coverage Ratio (Times)	7.98%	4.93%	62%	Improvement in operating profit by 65% on yoy basis led to an increase in ISCR
Operating Profit Margin	20.50%	14.90%	37%	Improvement in Operating Profit by 65% on yoy basis led to an increase in Operating Profit Margin
Net Profit Margin	9.50%	5.00%	90%	Improvement in Net Profit by 128% on yoy basis led to an increase in Net Profit Margin
Return on Net Worth	16.50%	8.20%	100%	Improvement in Net Profit by 127% on yoy basis led to an increase in Return on Net Worth

Standalone Basis

Financial Ratio	FY 2020-21	FY 2019-20	Change (%)	Reason for change
Interest Service Coverage Ratio (Times)	5.03%	3.57%	41%	Improvement in operating profit by 24% on yoy basis led to an increase in Interest Service Coverage Ratio
Net Profit Margin	5.00%	3.50%	43%	Improvement in Net Profit by 61% on yoy basis led to an increase in Net Profit Margin
Return on Networth	9.70%	6.50%	50%	Improvement in Net Profit by 61% on yoy basis led to an increase in Return on Networth

14. HUMAN RESOURCE DEVELOPMENT/INDUSTRIAL RELATIONS

The Company considers its Human Resources Development a critical factor to its success and continuously focuses on its development with various people initiatives. The learning and development framework focuses to enhance adherence to operating & business processes. The Company strives to encourage diversity in workforce and believe in building the career of its employees through focused interventions. It encompasses all aspects of people management, communication and is pivotal in building a positive culture. Learning opportunities contribute to better employee engagement, increased productivity, reduced employee turnover and add to a more positive culture. Operating processes for entire business operations are constantly reviewed for improvement keeping the customer delivery in mind. These processes are being kept at the center for training the workforce as the Company believes that multi-skilled workforce is the first and most critical element to the success.

The Company endeavors to ensure the well-being of all its employees. The safety, health and work life balance of employees are extremely important. As it is evident that the pandemic has spread every corner across the globe and affected the human life in every way, the Company has taken various measures to take care of the livelihoods of its employees, their safety and security. The steps include providing masks, hand sanitizers, disinfectants, conducting regular temperature checks and being very vigilant on workers and essential visitors at our operational facilities. The Company has also emphasized on providing medical facilities to workers inside the factory premises, and sanitization and disinfection across its work facilities.

The Human Resource Development continues to be focused on improving employee productivity, reducing employee cost and building necessary skillsets whilst building employee motivation through varied employee engagement initiatives. To augment technical strength in existing business areas, various technical trainings covering existing business are being conducted on a regular interval. The Company had 6436 permanent employees in Indian Operations as on 31st March, 2021. The Company maintains healthy, cordial and harmonious industrial relations at all level and in the Financial Year 2020-21, industrial relations across the Company were cordial & harmonious.

15. ENVIRONMENT, OCCUPATIONAL HEALTH & SAFETY

The protection of environment and the health and safety of its customers, its people and the communities in which we live and operate is an integral part of Company's mission to become the best among the global players in the flexible packaging industry. The Company is fully committed to providing a safe and healthy work environment in all its manufacturing units across the globe. It is Company's firm belief that safe and healthy workplace not only boosts people's morale but is also a precondition for greater productivity at workplace and keeping its business operations environmentally sound. The Company will seek to continuously improve its practices in light of advances in technology and new understandings in environmental science, health and safety. The collective endeavor of the Company's employees at all levels is directed towards sustaining and continuously improving standards of environment management, and occupational health & safety in an endeavor to meet and exceed international benchmarks. 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.

ANNEXURE – ‘E’ PARTICULARS 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
Shri Achintya Karati	2.67
Smt. Indu Liberhan	1.87
Shri Tara Sankar Bhattacharya	1.20
Shri Arvind Mahajan	0.80
Shri Pradeep Narendra Poddar	1.20
Shri Alok Sabharwal (@)	0.13
Shri Anish Babu Venugopal (\$)	0.13
Executive Director	
Shri Ashok Chaturvedi	532.59
Shri Jagmohan Mongia (^)	34.86
Shri Amitava Ray (#)	6.00

Note:

- (@) Shri Alok Sabharwal was appointed as Nominee Director of the Company by IFCl w.e.f. 2nd December, 2020.
 (\$) The Nomination of Shri Anish Babu Venugopal as Nominee-Director of the Company was withdrawn by IFCl w.e.f. 2nd December, 2020.
 (^) Shri Jagmohan Mongia was appointed as Whole-time Director of the Company w.e.f. 11th February, 2021.
 (#) Shri Amitava Ray was ceased to be Whole-time Director of the Company w.e.f. closing business hours of 1st February, 2021 .
- (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	
Shri Achintya Karati	--
Smt. Indu Liberhan	--
Shri Tara Sankar Bhattacharya	80.00
Shri Arvind Mahajan	--
Shri Pradeep Narendra Poddar	28.57
Shri Alok Sabharwal (@)*	N.A.
Shri Anish Babu Venugopal (\$)	--
Executive Director	
Shri Ashok Chaturvedi (Managing Director)	196.81
Shri Jagmohan Mongia (Whole-Time Director) (^)*	-46.34
Shri Amitava Ray (Whole-Time Director) (#)	N.A.
Key Managerial Personnel (KMP)	
Shri Rajesh Bhatia (CFO)	2.11
Shri Ajay Krishna (Company Secretary)	-45.34

Note:

- (@) Shri Alok Sabharwal was appointed as Nominee Director of the Company by IFCl w.e.f. 2nd December, 2020.
 (\$) The Nomination of Shri Anish Babu Venugopal as Nominee-Director of the Company was withdrawn by IFCl w.e.f. 2nd December, 2020.
 (^) Shri Jagmohan Mongia was appointed as Whole-time Director of the Company w.e.f. 11th February, 2021.
 (#) Shri Amitava Ray was ceased to be Whole-time Director of the Company w.e.f. closing business hours of 1st February, 2021..
 * Shri Alok Sabharwal & Shri Jagmohan Mongia were appointed as Director & Whole-Time-Director respectively during the financial year 2020-21, therefore, it is not possible to ascertain % increase in their remuneration.

- (c) **The percentage increase in the median remuneration of employees in the financial year:** -4.11%

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

As on 31.03.2021 employees are 6436, However, the data taken for calculation of median remuneration of the employee is 7304.

- (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 2020-21 was approximately 8%. Percentage increase in the managerial remuneration for the year was 57.38%

- (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 endeavors 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

ASHOK CHATURVEDI

Place : Noida Chairman & Managing Director

Dated : 29th June, 2021 DIN 00023452

ANNEXURE 'F'
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

Energy generation and consumption are considered as the key indicators for growth and development of any nation. Better living standards, modernization, industrialization or development of a nation in all aspects is closely related with energy consumption. According to the International Energy Agency projections, there will be an average increase of about 1.8 % in annual energy demand rate in the twenty first century. There has been significant increase in generation of electricity through development of hydro, thermal and renewable energy. Industries are the largest consumers of electricity but other sectors like domestic & agriculture have also witnessed exponential increase in electricity consumption.

As the demand for power is increasing, so is the increase in installed capacity. However, there are apprehensions that gap between supply and demand will rise with increased activities in energy consuming sectors. The developing countries like India are obliged to maintain a certain growth rate for which energy is the major ingredient. It has been estimated that nearly 25,000 MW power can be saved by implementing end-use energy efficiency measures throughout India. Efficient use of energy and its conservation assumes even greater importance in view of the fact that one unit of energy saved at the consumption side reduces the need for fresh capacity addition by about 1.4 times. In brief, Energy conservation is nothing but a strategic use of energy, in order to reduce the energy consumption.

Uflex always focus on reducing energy consumption as it opens up opportunities for innovation and improved efficiency, while reducing risks arising from price volatility and helping us manage natural resources. The Company has taken several steps across production units 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. The Company's Energy management system is now certified with ISO 50001: 2018.

(a) Energy conservation measures taken

Some of the efforts initiated by Uflex in 2020-21, in respect of Energy conservation measures are described below:

1. Energy Saving through conversion of Air Handling Unit (AHU) into Air washer

The Company has installed and commissioned 4 nos. of 30K CFM each Air Washers in place of Air handling units consuming about 100 TR chilled water load. This has resulted in energy

saving by about 65 KW electric load and the saving will be about INR 40 Lacs per annum.

2. Installation of HMI/PLC Based Control Panel in 1 Number Thermic fluid Heaters

One number Thermic fluid Heater control Panel, based on Sequence Controller, replaced with HMI / PLC control panel, resulting into easy operation & quick trouble shooting of Heaters. This has resulted in avoiding unwanted stoppages of Plant along with better heat control of Thermic fluid Heaters.

3. Waste Heat Recovery Units:

The Company has focused on maximizing the operations and usage of Vapor Absorption Machines, in order to tap maximum waste heat energy from the Gas Engines. This has resulted in effective use of VAM machines with annual savings of INR 50 Lacs.

4. Effective Utilization of Gas Gen sets in order to minimize operation of Oil based Gen sets:

The power generation on natural Gas fuel increased to 100 %, in order to minimize the power generation on liquid fuel based Gen sets.

5. Conversion of Two nos. Thermic fluid Heaters from liquid fuel to Gas fuel

The Company has converted 02 nos. HFO fired Thermic fluid Heaters into natural Gas fired Heaters, in order to reduce the carbon emissions to the atmosphere. Further, the Company has concentrated on running its all Thermic fluid Oil heaters on natural as which has resulted in increasing the uptime of the Plant and resulted into saving of about 1100 SCM /day equivalent of Gas.

6. Energy saving through plugging of Compressed air leakage:

By plugging air leaks resulted in 6 KW load reduction on air compressor which has cost reduction of approx. Rs 4.5 lacs per annum.

7. Installation of Side stream filters in Cooling water & Chilled water Systems :

To improve cooling water & chilled water quality and reduce TSS, Multi Grade Filter System (MGF) were installed in the Cooling Tower & Chilled water system. This modification has resulted in reducing the frequency of flushing and draining of water from the system. This

modification has resulted in conservation of water by about 5000 liters on daily basis. .

8. Installation of Sewage Treatment Plant :

30 KLD each STP plant installed for statutory compliance and treated water being used for gardening etc which resulted in water saving by about 20 KLD on daily basis.

9. Operation of Auto tube cleaning system in Chillers :

With the installation of Auto tube cleaning system in chillers, the Company is able to control the condenser approach Temperature within limits and this has resulted in saving of Rs 10 Lacs per annum on account of lesser power consumption by the chillers.

Apart from the above, the Company have also undertaken, the following measures during the year under review :

- i. Process optimization by installation of electrical heater in hot room replacing steam heater resulting energy consumption reduction up to 10400 scm/annum of PNG (Rs 1.13L).
- ii. Utility optimization by installation of Scroll type chillers resulting energy consumption reduction up to 35903 Kwh/annum (Rs 5.23L).
- iii. Installation of energy efficient Air conditioner results in saving of power consumption up to 17718 Kwh/annum (Rs 1.5L).
- iv. Installation of FRP Blade Fan in cooling tower result in saving of power consumption up to 2432 Kwh/annum (Rs 0.04L)
- v. Installation of energy efficient luminaire result in saving of power consumption up to 11414 Kwh/annum (Rs 1.00 L)

(b) Future Proposals for Energy Conservation

- 1. The Company is planning to replace one 6 MW HFO based gen set with 8.7 MW natural gas gen set, in order to stop complete usage of liquid fuel based Gen sets in Sector 60, Noida. This gas gen set will be a stand by gen set for the purpose of any maintenance to be carried out on three nos. operating gas gen sets.
- 2. The Company is planning to install one Close Loop Cooling Tower of 225 CMH to reduce the chiller load by 100 TR. This will result in saving electricity by about Rs. 40 Lacs annually.
- 3. The Company will continue its special drive to inspect & repair its existing Insulation on the pipes/ducts to minimize heat losses.

4. Installation of new 950 TR VAM :

The Company is in process of starting one 950 TR VAM, which will run on waste heat derived from Gas Gen set. With the start of this VAM, there will be saving of Rs 290 Lacs per annum.

(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 was using Diesel, as a Fuel for heat generation in lamination process. This was changed to Piped Natural Gas in the month of September, 2020.

(e) The Capital Investments on Energy Conservation Equipment

The Company have not made any major capital investments during the year 2020-21.

B. TECHNOLOGY ABSORPTION

I. The efforts made towards Technology Absorption

The Company have continued to develop through its creative edge, in a highly competitive industry by Investing in cutting-edge technology for research and development of products in accordance with global trends. The Company employ design thinking to connect with its consumers' evolving their requirement. During FY2020-21, the Company added a range of value-added features to its existing products and successfully created differentiation for its 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. The Company's futuristic, high-quality products are its brand value. FY2020-21 witnessed the launch of 7 new products and 3 modified in recipe new products in the FMCG sector. Seven new developed products are Transparent Ultra Barrier BOPP film, Soft Touch (Velvet Feel) MATTE BOPET Film, Soft Touch (Velvet Feel) MATTE BOPP Film, Transparent High Heat Resistance BOPP Film with exceptional Oxygen Barrier, Outstanding Barrier Metallized BOPP Film, Ultra High Barrier Transferring Alox BOPP Film, and Metallised PET film for Aluminum foil replacement.

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

Highlights are as follows:

Process Technology - R&D has developed inline / offline coated and Coextruded products.

Technology used - Barrier / water/Solvent based coating

Product Developed: -

- 1) B-ULB - 18 μ (Transparent Ultra Barrier BOPP film) Offline coated product
- 2) F-STF -12 μ (Soft Touch (Velvet Feel) MATTE BOPET Film) Offline coated product
- 3) B-STF -30 μ (Soft Touch (Velvet Feel) MATTE BOPP Film) Offline coated product
- 4) B-THB- 18 μ (Transparent High Heat Resistance BOPP Film with exceptional Oxygen Barrier) Coextruded layer modification
- 5) B-UHB-M- 18 μ (Outstanding Barrier Metallized BOPP Film) Coextruded layer modification
- 6) B-ULX- 18 μ (Ultra High Barrier Transferring Alox BOPP Film) Alox Coated product
- 7) F-MSH- 12/23 μ (Super Matt Resin and Polyester Film) Monolayer coextruded
- 8) F-EMB- 13 μ (Direct Embossable Resin and Polyester Film) Coextruded layer modification
- 9) F-PGS 12 μ (Transparent High Barrier Polyester Film) Offline coated product
- 10) F-SBM-M 12 μ (Metallised PET film for Aluminum foil replacement) Inline coated product

B-ULB - 18 μ (Transparent Ultra Barrier BOPP film) Offline coated product

- For Development of this product R&D has developed new formulation in-house and validated successfully by many customers.
- Cost has been reduced by new developed formulation from 4.64 USD to 3.37 USD.
- Transparent Ultra Barrier BOPP film has one side ultra-barrier surface coating and other side heat sealable untreated layer with excellent Oxygen barrier < 0.5 cc/m²/day and WVTR (38°C & 90 % RH): < 5.0 g/m²/day.
- The Film is suitable for packaging of food product sensitive to Oxygen i.e. Dry fruit or nuts.

F-STF -12 μ (Soft Touch (Velvet Feel) MATTE BOPET Film) Offline coated product

- Soft touch/velvet feel matte coated film. The film is specially designed to laminate high quality graphic media with a velvet feel similar to peach skin.
- Cost has been reduced by new developed formulation from 6.08 USD to 5.04 USD.

- Extra ordinary Soft Feel performance
- Excellent contact clarity with Low Gloss on matte side.
- Ultra matt Appearance and special coating effect.
- Improved Scratch resistance
- High Haze (<90%)
- Overprint varnishes for Luxury packaging applications (paper& board and plastic films)

B-STF -18 μ (Soft Touch (Velvet Feel) MATTE BOPP Film) Offline coated product

- The soft touch properties achieved by giving a special effect on the surface of the film having excellent application for thermal lamination, Label, Board laminations, Graphic and Advertising Banners.
- Ultra matt Appearance
- Improved Scuff resistance
- Exceptionally bright color transfers in Paper & Board Lamination
- Excellent contact clarity with Low Gloss <5
- High Haze >80%

B-THB- 18 μ (Transparent High Heat Resistance BOPP Film with exceptional Oxygen Barrier) Coextruded layer modification

- B-THB is a functionally modified with high heat resistance surface with exceptional Oxygen Barrier (< 120 cc/m²/day) and High Heat Resistance: >150°C
- Sustainable packaging solution for mono-material structure /recyclable.
- Replacement of conventional BOPET film.
- Good in Jaw release property
- Inside/Bottom gusseted film will not seal to itself
- Applications – Chips & snacks, Biscuits, cookies & crackers packaging and Confectionery & chocolate packaging.
- Good seal finishing in stand up pouch & 3D bags

B-UHB-M- 18 μ (Outstanding Barrier Metallized BOPP Film) Coextruded layer modification

- Exceptional barrier to Oxygen (0.10 cc/m²/day), Moisture (0.10 gm/m²/day), Aroma and Mineral oil.
- Excellent metal adhesion (> 350 gm/25mm) & Flex cracking Resistance
- Heat Seal initiation temperature: 95°C
- Good exhaustion lamination bond
- Replacement of AL foil
- Easy processing at high speed
- Sustainable, recyclable and chlorine free solution

CIN: L74899DL1988PLC032166

- **Application:** Dry fruits & beverage packaging, Chips & snacks packaging, Cookies & crackers packaging, Confectionery & chocolate packaging.

B-ULX- 18μ (Ultra High Barrier Transferring AloX BOPP Film) AloX Coated product

- Excellent High Barrier - Gas, Oxygen (< 1.0 cc/m²/day), Moisture (< 1.0 cc/m²/day) and Aroma
- Heat Seal Initiation Temp. : 95°C
- Good resistance to mineral Oil
- Excellent Optics and Clear Vacuum Coating
- Good seal functionality (Low SIT & High Hot Tack)
- Eco- Friendly - Chlorine Free Solution

F-MSH- 12/23μ (Super Matt Resin and Polyester Film) Monolayer coextruded

- Super matte Resin and Polyester Film has been developed with in-house advance modified formulation of resin and modification of process for film also for 12 and 23 μ.
- Approx. 8.5 MT film has been dispatched to more than 23 customers and Positive feedback received from 7 Customers and remaining response awaited. Modified resin and film recipe save the net margin 1.4 USD/Kg.
- F-MSH (Low Gloss - 28) film is a high grade translucent film with very high haze of > 70% (12μm) and > 90% (23 μm).
- Excellent matte effect and outstanding print quality
- Strong, dimensionally stable and tear resistant
- High level of flatness and Superior durability
- Excellent machinability & handling properties
- Printable using a variety of techniques with an excellent key to inks and adhesives
- Flexible packaging, Good stiffness, Label application Conversion application, Board lamination.

F-EMB- 13μ (Direct Embossable Resin and Polyester Film) Coextruded layer modification

- Direct Embossable Resin and Polyester Film have been developed with in-house advance modified formulation of resin and modification of process for film for smooth run ability of 13 μ.
- Approx. 350 MT film has been dispatched. Recipe approved its Jammu unit. Modified resin and film recipe save the net margin 0.7 USD/kg.
- F-EMB grade is a Biaxial Oriented Transparent Polyester Film with embossable layer by co-extruded with specialty polymer on one side.
- The film possesses high clarity which makes it suitable for holography through **soft embossing**

route and embossable layer provide deep & sharp impression.

- **The embossable layer eliminates need for any additional polymer coating before embossing.**
- Excellent Gloss & Clarity and chemical resistance
- The film possesses good mechanical, surface & thermal properties and ensures excellent processability.

F-PGS 12μ (Transparent High Barrier Polyester Film) Offline coated product

- F-PGS Transparent high barrier PET Film with excellent Oxygen barrier range 0.7 to 2.0 cc/m²/day Chlorine Free and water base eco-friendly coating.
- Approx. 6.7 MT film has been dispatched to 14 customers.
- Optically clear, thermally stable and excellent in process ability.
- Replacement of PVDC coated PET film and of non-retort-AIOx PET film.
- Excellent in Flex crack resistance unlike metal oxide coated film or Al-metallized film.
- Compatible with solvent base water base ink system, Specially with PU and Vinyl base ink
- Suitable for Dry, Chilled food and liquid packaging. Retain OTR at elevated humidity.

F-SBM-M 12μ (Metallised PET film for Aluminum foil replacement) Inline coated product

- F-SBM-M is metalized polyester film having excellent barrier (< 0.3 gm/m²/day) and metal bond properties (>500 gm/inch) and suitable for Hot fill applications upto 90°C.
- Metallization is done on the special coating which offers desired properties.
- **Application:** Food packaging laminates where high barrier is required such as Corns, Coffee, tea, crispy snacks etc. Suitable for packaging of hot Chocolates, Ketchups, soups, juice and dairy products etc.

Future Projects which are under process:

High Performance Low Temperature Heat Seal Coating for BOPP:

- Ultra Low Seal (SIT 65 - 70° C),
- High Hot Tack, Good seal through contamination,
- Exceptional wide sealing range Robust performance on HFFS m/c

The Trial was taken in the pilot coating lab and trial has been planned to Jammu Plant for high Volume in the month of July'21.

Anti-Microbial Film:

- Antimicrobial films have >99.9% activity (which denotes >3 log reduction) both against Gram positive and Gram negative bacterium.
The trial is to be taken in the IIT Delhi lab and Successfully Pilot trial done. Anti-microbial test validated from Intertek agency as per ISO 22196-2007.

F-TPA - 23µ (Sealable Peelable BOPET Film) Offline coated product

- For Development of this product R&D has developed new formulation in-house and validation is being process.
- Cost has been reduced by new developed formulation from 4.18 USD to 3.3 USD.
- Transparent polyester film with thickness 23µ, high clarity, high gloss and excellent Seal Peel with APET, CPET, GPET, PVC substrate/ trays.
- Low GSM coating (1.3-1.5)
- Optically clear (4-6 % Haze)
- Instant cold and hot anti-fog.

Inline Coating Dyne retention BOPP film- Inline coated product:

- It extended self-life by 09 months.

The trial was taken in pilot coating lab and trial has been planned to Egypt plant for high volume in the month of Aug'21.

Inline UV printable BOPP film- Inline coated product:

- Excellent compatibility with broad ink system, adhesive anchorage, In-out blocking resistance.
- Excellent stiffness for automatic label dispenser
- All types of print suitable and improved Barrier

The trial was taken in pilot coating lab and trial has been planned to Egypt plant for high volume in the month of Aug'21.

Both Side Acrylic Coating on BOPP - Offline coated product:

- Excellent Hot Tack, Superior optics, Stiffness, hot slip, Flavor & Aroma barrier,
- Excellent Printability & Resolution,
- No Impact on Organoleptic

The successfully trial was taken in the pilot coating lab and trial has been planned to Jammu Plant for high Volume in the month of July'21.

Future Project:

Scratch resistance film

Aim to improved Scratch/ Abrasion Resistance properties in films by master batch root.

High seal strength in polyester Film (>2.5 kgf/Inch):
Aim to to increase the seal strength more than 2.5 kgf/Inch in polyester film for lock seal application with seals to itself or mono material solution.

Seal and easy peel polyester Film by Master batch root:

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

High barrier Alox Film:

After Retort at 128°C for 50 Min

<0.1 cc/m2/day OTR after retort

<0.1 gm/m2/day WVTR after retort film to be developed.

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

IV. The expenditure incurred on Research and Development – 2020-2021- ₹ 165.03 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	752.00
ii)	Sales of Services	0.59
iii)	Technical Support Fees	19.32
iv)	Commission for extension of Corporate Guarantee for Subsidiaries	2.00
v)	Dividend	--
b) Expenditure		
i)	CIF Value of Imports	814.62
ii)	Expenditure in Foreign Currency	11.28

For & On behalf of the Board

Ashok Chaturvedi

Place : NOIDA Chairman & Managing Director

Dated : 29th June, 2021

DIN: 00023452

ANNEXURE – ‘G’

BUSINESS RESPONSIBILITY REPORT 2020-21

As per the provisions of Regulation 34(2)(f) of the Listing Regulations read with the SEBI’s Circular and Notification dated November 4, 2015, December 22, 2015 & December 26, 2019, The Securities and Exchange Board of India vide “The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015” as amended from time to time, has mandated the inclusion of a “Business Responsibility Report” (BRR) as part of Company’s Annual Report for top one thousand listed entities based on market capitalization at the BSE Limited (BSE) and the National Stock Exchange of India Ltd. (NSE) as on March 31 of every financial year in compliance of the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business, as notified by the Ministry of Corporate Affairs (MCA), Government of India.

The Business Responsibility 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, governance, and stakeholder relationships.

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1.	Corporate Identity Number (CIN) of the Company	L74899DL1988PLC032166
2.	Name of the Company	UFLEX LIMITED
3.	Registered address	305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash – I, New Delhi – 110 048
4.	Website	www.uflexltd.com
5.	E-mail id	secretarial@uflexltd.com
6.	Financial Year reported	01-04-2020 to 31-03-2021
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	22209 – Manufacture of other plastics products n.e.c.
8.	List three key products/services that the Company manufactures/provides (as in balance sheet)	<ul style="list-style-type: none"> • Flexible Packaging Material • Engineering Business
9.	Total number of locations where business activity is undertaken by the Company	
	(a) Number of International Locations (Provide details of major 5)	Five (5) <ul style="list-style-type: none"> • Dubai, UAE • Mexico • Egypt • Poland • USA
	(b) Number of National Locations	Three (3) <ul style="list-style-type: none"> • Noida, Uttar Pradesh • Bari Bruhmana, Jammu • Sanand, Gujarat
10.	Markets served by the Company – Local/State/ National/International	Asia, Europe, America & Africa

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1.	Paid up Capital (INR)	72,21,14,860/-
2.	Total Turnover (INR)	Rs 4635.07.Crore
3.	Total profit after taxes (INR)	Rs. 230.44Crore
4.	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	2.05% (Rs 217.99 Lacs) of average profit for previous three years in respect of standalone UFLEX (computation as prescribed by the Companies Act, 2013)

5.	List of activities in which expenditure in 4 above has been incurred:
	Promoting Education
	Environmental Sustainability
	Health care
	Promoting National Recognised Sports

SECTION C: OTHER DETAILS

1.	Does the Company have any Subsidiary Company/ Companies?	Yes, the details of which have been in the Annual Report for the financial year 2020-21.
2.	Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)	The Subsidiary Companies do not participate in the BR initiative of the Company
3.	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	No.

SECTION D: BR INFORMATION

1.	Details of Director/Directors responsible for BR	
(a)	Details of the Director/Director responsible for implementation of the BR policy/policies	
1.	DIN Number	0023452
2.	Name	Shri Ashok Chaturvedi
3.	Designation	Chairman & Managing Director
(b)	Details of the BR head	
	No.	Particulars
1.	DIN Number (if applicable)	0023452
2.	Name	Shri Ashok Chaturvedi
3.	Designation	Chairman & Managing Director
4.	Telephone Number	0120-4012345
5.	e-mail id	secretarial@uflexltd.com

List of Principles

Principle 1	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability
Principle 2	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle
Principle 3	Businesses should promote the wellbeing of all employees
Principle 4	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
Principle 5	Businesses should respect and promote human rights
Principle 6	Business should respect, protect, and make efforts to restore the environment
Principle 7	Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner
Principle 8	Businesses should support inclusive growth and equitable development
Principle 9	Businesses should engage with and provide value to their customers and consumers in a responsible manner

2. Principle-wise (as per NVGs) BR Policy/policies

(a) Details of compliance (Reply in Y/N)

No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/ policies for	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50 words)	Yes, Statutory policies are in conformity with the applicable provisions of the regulations of the Securities and Exchange Board of India and strictly aligned to various standards to achieve maximum stakeholders' interest.								
4	Has the policy being approved by the Board? if yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	N	N	N	Y	N	N	N	Y	N
6	Indicate the link for the policy to be viewed online?	https://www.uflexltd.com/policies.php Apart from the Statutory policies which are available on the website of the Company, other policies have been made available to the employees of the Company.								
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	The policies have been communicated to relevant internal stakeholders. To cover all stakeholders, communication is an on-going process.								
8	Does the company have in-house structure to implement the policy/ policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9	Does the Company have a grievance redressal mechanism related to the policy/ policies to address stakeholders' grievances related to the policy/ policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	The Company does not carry out independent audit/ evaluation of working of the Policy by an external agency as of now.								

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

No	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The company has not understood the Principles	--	--	--	--	--	--	--	--	--
2	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles	--	--	--	--	--	--	--	--	--
3	The company does not have financial or manpower resources available for the task	--	--	--	--	--	--	--	--	--
4	It is planned to be done within next 6 months	--	--	--	--	--	--	--	--	--
5	It is planned to be done within the next 1 year	--	--	--	--	--	--	--	--	--
6	Any other reason (please specify)*	--	--	--	--	--	--	--	--	--

*The Business Responsibility Report ("BRR") is applicable to those companies who are in top 1000 on the basis of Market Capitalisation as on 31st March, 2021.

3. Governance related to BR

- (a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year

The Company does not have a Committee of Board for dealing with this matter specifically. However, aspects of Business Responsibility are reviewed by the various other committees / CEO /Business Heads of the Company from time to time.

- (b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink or viewing this report? How frequently it is published?

The BR Report for the FY 2020-21 may be accessed through the Company's website link: www.uflexltd.com.

SECTION E: PRINCIPLE-WISE PERFORMANCE

PRINCIPLE 1: BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH ETHICS, TRANSPARENCY AND ACCOUNTABILITY

1. Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs /Others?

The Company believes in upholding the values of transparency, accountability and good governance. The Company has a Code of Conduct and Whistle Blower Policy which inter-alia cover Anti-Bribery and Corruption Directive and these Policies are only applicable to the Company. The Code of Conduct covers the Directors and Senior Management of the Company. The Company also encourages its Group/Joint Ventures/Suppliers/Contractors/NGOs/Others to practice the same in a fair manner.

The Company's Code of Conduct and Whistle Blower Policy are available on the website of the Company.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

No complaints were received during the year 2020-21 from various stakeholders / shareholders, which were promptly attended. There are no complaints un-attended /un-resolved at the end of financial year. The Company did not received any significant external complaint in the last financial year.

PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES THAT ARE SAFE AND CONTRIBUTE TO SUSTAINABILITY THROUGHOUT THEIR LIFE CYCLE

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

Flexible Packaging Material (NIC - 22209 - Manufacture of other plastics products n.e.c.), constitutes approximately 93.66% of the total turnover of the Company. The Company being India's largest flexible packaging company and an emerging global player has been innovating and launching new products/technologies meeting the Client specifications. The Company understands its obligations on social and environmental concerns, risk and opportunities. Accordingly three main products of the company are as hereunder:

1. Biodegradable Packaging material.
2. Flexible packaging material with PCR (Post consumer recycled) content.
3. Moulded components used for in-house consumption using internally recycled granulates.

2. The Company deploys best technology for optimum utilization of resources. The Company takes proactive steps to control, reduce, treatment and efficient disposal/treatment of toxic and hazardous wastes during the manufacturing process and focuses on developing eco-friendly products which meet the best international standards. Further, the Company ensures that all processes, plant, equipment's, machinery and materials deployed are safe to the people as well as the environment.

The Company has also taken various energy conversion initiatives like use of Pyrolysis Plant in order to recycle waste of laminates, Metalized PET and BOPP Films, Installation of VFD Chillers & Compressor, Waste Heat Recovery and Auto Tube Cleaning System on Chiller for reducing power consumption. Please refer the Conservation of Energy Section of the Annual Report for further details.

- 3. Does the company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.**

It is important for the Company to manage the impacts of its product life cycle for the success of its operations. The life cycle of the product covers the entire value chain from sourcing of raw materials to product manufacture, distribution and consumption/disposal.

The Company focuses on environmental impacts of sourcing and continually works with the vendors and suppliers to reduce the same. We are aware that most of the vendors/suppliers for key raw material are working on sustainable basis. Transportation and logistics optimization is an ongoing activity to reduce the relative environmental impacts.

- 4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?**

The Company encourages the sourcing of its raw materials from local economy and small vendors, as far as possible.

- 5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.**

Yes, <5% . As a responsible manufacturer of Flexible Packaging, UFlex, India's largest flexible packaging company recognized the need to recycle plastic waste more than two decades back and established recycling units in its plants that convert MLP Waste into Pellets. An added feature of the recycled material (pellets) is that it is re-used to manufacture industrial and household products like roads, outdoor furniture, paver tiles, ladders and many more such essential items. Thus, UFlex is helping create a circular plastic economy by keeping plastic 'In the Economy' and 'Out of the Environment'.

PRINCIPLE 3: BUSINESSES SHOULD PROMOTE THE WELLBEING OF ALL EMPLOYEES

- 1. Please indicate the Total number of employees.**

The total number of employees were 6436 as on March 31, 2021 in the Company

- 2. Please indicate the Total number of employees hired on temporary/contractual/casual basis.**

The total contractual/temporary manpower employed were 2098 as on March 31, 2021 in the Company.

- 3. Please indicate the Number of permanent women employees.**

There were 180 permanent female employees as on March 31, 2021 in the Company.

- 4. Please indicate the Number of permanent employees with disabilities**

There were no differently abled permanent employees as on March 31, 2021

- 5. Do you have an employee association that is recognized by management?**

Presently, the Company does not have any employee association.

- 6. What percentage of your permanent employees is members of this recognized employee association?**

Not Applicable.

- 7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.**

No.	Category	No of complaints filed during the financial year	No of complaints pending as on 31st March, 2021
1	Child labour / forced labour / involuntary labour	Nil	Nil
2	Sexual harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

(a) Permanent Employees	100%
(b) Permanent Women Employees	100%
(c) Casual/Temporary/Contractual Employees	100%
(d) Employees with Disabilities	--

PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF, AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE WHO ARE DISADVANTAGED, VULNERABLE AND MARGINALIZED

1. Has the company mapped its internal and external stakeholders?

Yes

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.

Yes

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

In accordance with the CSR policy of the Company, the Company takes various CSR initiatives in the fields of education, healthcare, ecosystem restoration, environmental sustainability, community welfare for development & upliftment of the underprivileged sections of the society and sports promotion.

PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

The Company respects Human Rights of all relevant stakeholders and groups within and beyond the workplace including that of communities, consumers and marginalized groups. All practices and policies of the Company including engagement with suppliers, contractors etc., ensures human rights are honored and protected.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

The Company did not receive any stakeholders' complaints in the financial year 2019-20 for violation of human rights.

PRINCIPLE 6: BUSINESS SHOULD RESPECT, PROTECT, AND MAKE EFFORTS TO RESTORE THE ENVIRONMENT

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.

The Company is committed to improve Health & Safety of the society and protection of the environment, and the policy applies to the entire Company and doesn't extend to other entities. Uflex Limited also encourages its subsidiaries, vendors and dealers to take health, safety and environment friendly measures for better future.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

Yes, In order to address the global environmental issues like climate change, global warming, the Company has embedded many facets related to respecting and protecting environment in its operations an processes.

UFlex, a pioneer in Multilayer Plastic Manufacturing and Waste recycling, is scaling up its recycling strength to help build a circular economy, by the way of setting up two lines that will wash and recycle post-consumer waste and subsequently give a second life to plastics. This pilot plant in its Noida facility commenced its operations and is aimed to mitigate the piling plastic dumps in Delhi-NCR by recycling collected post-consumer waste PET Bottles and Multi-layer Plastic packaging into chips and granules, put into further use to make products with economic value. In line with its global sustainability campaign 'Project Plastic Fix', UFlex will steer its efforts towards keeping plastic in the economy and out of the environment, converting waste into wealth. Initiatives taken by the Company

to address the global environmental issues are also available at weblink <https://www.uflexltd.com/environmental-sustainability.php>

3. Does the company identify and assess potential environmental risks?

Yes, the Company from time to time assess various Environmental risk associated with its activities and its likely impact. The purpose of this procedure is to establish and maintain procedures for identifying environmental/Hazard aspect activities.

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

The Company does not have any specific project related to clean development mechanism but it has facilities to process, recycle and reuse the waste generated from the operations.

5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

The company is committed to focus on reducing energy consumption as it opens up opportunities for innovation and improved efficiency, while reducing risks arising from price volatility and helping us manage natural resources. The Company have taken several steps across production units and utilities to boost its energy efficiency in order to achieve Company's commitment towards reducing absolute energy consumption and moreover specific energy consumption of various products. (Weblink: www.uflexltd.com)

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes, emission/waste generated by the Company are within the permissible limits given by CPCB/SPCB for the financial year 2020-21.

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

None

PRINCIPLE 7: BUSINESSES WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A RESPONSIBLE MANNER

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

- (a) Federation of Indian Chamber of Commerce and Industry(FICCI)
- (b) The Associated Chambers of Commerce and Industry of India (ASSOCHAM)
- (c) PHD Chamber of Commerce and Industry (PHDCCI)
- (d) Confederation of Indian Industry (CII)
- (e) PlastIndia
- (f) The Organisation of Pharmaceutical Producers of India (OPPI)
- (g) Indian Federation of Culinary Associations (IFCA)

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

Your Company is associated with above institutions with an intention of mutual learning and contribution in development of processes. As and when required, the Company put forth its views on the issues faced by the industry with respective business forums and chambers.

PRINCIPLE 8: BUSINESSES SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

1. Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

Yes, Uflex has a CSR Policy in line with Section 135/ Schedule VII of the Companies Act, 2013. On the basis of

needs of the community around the projects, either observed or on the basis of requests, the initiatives for the benefit of society are chosen and implemented.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/ government structures/any other organization?

The CSR programs/projects of the Company are more generally run by outside agencies/organizations.

3. Have you done any impact assessment of your initiative?

The CSR Programmes/projects are monitored and reviewed periodically by the Corporate Social Responsibility Committee.

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.

In 2020-21, the Company has spent Rs. 217.99 Lacs on community development projects under CSR initiatives.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

The Company undertakes CSR activities after assessing the needs of the community. Further, all CSR activities are rolled out directly to the society. The Company believes that they will benefit the society at large. This helps in increased reach as well as ensuring the adoption of initiative by communities.

PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.

No customer complaints/consumer cases were pending as on end of financial year 2020-21.

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./Remarks (additional information)

Yes, the Company adheres to all product labeling and product information requirements as per the local laws.

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

No court case has been filed against the Company regarding unfair trade practices and/or irresponsible advertising during the last five years or pending as on end of the financial year.

4. Did your company carry out any consumer survey/ consumer satisfaction trends?

The Company has not carried out any formal consumer survey/ consumer satisfaction trends. However, the Company keeps track of responses / comments through various media channels which helps the Company to raise customer satisfaction levels, provide consistent product delivery experience and provide timely redressal to customer queries and concerns. The Company received numerous customer awards for contribution to their business such as quality, excellence, design development, best performance etc. which represents customer satisfactions. The details of all Awards and Accolades conferred upon the Company are provided on the company's website at <http://www.uflexltd.com/awards.php> and also in "Awards" section in Directors' Report.

ANNEXURE – ‘H’

SECRETARIAL COMPLIANCE REPORT OF UFLEX LIMITED FOR THE YEAR ENDED 31ST MARCH, 2021

I, **Mahesh Kumar Gupta**, have examined:

- a) all the documents and records 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 clarification, for the year ended **31st March, 2021** (“**Review Period**”) in respect of compliance with the provisions of:
 - i. the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the Regulations, circulars, guidelines issued thereunder; and
 - ii. 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) Regulations, 2014 – **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 Debt Securities) Regulations, 2008 – **Not applicable as the Company has not issued any debt securities during the year under review**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **Not applicable as the Company has not issued any Non-Convertible and Redeemable Preference Shares during the year under review**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

And circulars/ guidelines issued thereunder;

And based on the above examination, I hereby report that, during the Review Period:

- 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:-

Sr. No.	Compliance Requirement (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
None			

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder is so far as it appears from my examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of Violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
None				

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2020	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
None				

- e) The Listed Entity has suitably modified the terms of appointment of its present statutory auditors to give effect to para 6(A) and 6(B) of SEBI Circular dated October 18, 2019 bearing no. CIR/CFD/CMD1/114/2019.

Place : Delhi
Date : 29th June, 2021

For Mahesh Gupta & Company
Company Secretaries

Mahesh Kumar Gupta
Proprietor
FCS 2870::CP 1999
UDIN:F002870C000534137

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF UFLEX LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying Standalone Financial Statements of Uflex Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, the Cash Flow Statement for the year then ended, notes to the financial statements including a summary of the 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, as amended ("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, 2021, the profit and Other Comprehensive Income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) as 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 we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

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 Financial Year ended March 31, 2021. 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. We have determined the matters described below to be the key audit matters to be communicated, vide this report:

Key Audit Matter	Auditor's Response
<p>Capitalisation and useful life of Property, Plant and Equipment (PPE)</p> <p>During the year ended March 31, 2021, the Company has incurred capital expenditure on various projects included in Capital Work-in-progress and intangible assets under development. Further, items of PPE that are ready for its intended use as determined by the management have been capitalised in the current year. Judgement is involved to determine that the aforesaid capitalisation meet the recognition requirement under Ind AS - 16 on 'Property, Plant and Equipment', specifically in relation to determination of whether the criteria for intended use as determined by the management has been met.</p> <p>Further, the Company has assessed the useful life of some of its plant and machinery different from useful life mentioned in Schedule-II of the Companies Act, 2013. Assessment of useful life of plant and machinery involves management judgement, technical assessment, consideration of historical experiences, anticipated technological changes, intended use and expected number of shifts PPE will be used etc..</p>	<p>Our audit procedures included and were not limited to the following:</p> <ul style="list-style-type: none"> Examined the management assessment of the assumptions considered in estimation of technical useful life based on technical evolution; Examined the useful economic lives with reference to the Company's historical experience, intended use and expected number of shifts PPE will be used and Assessed the nature of the additions made to PPE, intangible assets, Capital Work-in-progress and intangible asset under development on a test check basis to test whether they meet the recognition criteria as set out in Ind AS - 16 on 'Property, Plant and Equipment' and Ind - AS 38 on 'Intangible Assets'.

Key Audit Matter	Auditor's Response
<p>Revenue Recognition</p> <p>The Company's contracts with customers include contracts encompassing multiple products and services. The Company derives revenues from flexible packaging activities, Engineering activities and related activities. The Company assesses the activities promised in a contract and identifies distinct performance obligations in the contract, where applicable. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables involves significant judgement.</p>	<p>Our audit procedures included and were not limited to the following:</p> <ul style="list-style-type: none"> • Evaluated the detailed analysis performed by those charged with governance and those acting on their directions, on revenue streams; • Evaluated the appropriateness of the disclosures provided under the Ind AS - 115 on 'Revenue from Contracts with Customers' and assessed the completeness of the relevant disclosures; • Evaluation and testing of the design and operating effectiveness of the relevant business process controls, inter-alia controls over the capture, measurement, and authorisation of revenue transactions ; • Evaluated the agreements with the customers to identify the distinct performance obligations, where applicable, the transaction price, and its allocation to the performance obligations in the contract, and the classification of the contract for the basis of revenue recognition in accordance with Ind AS - 115 and • Evaluated the treatment accorded and disclosures by the company for sales returns, trade discounts, rate differences, volume rebates and other factors, having bearing on revenue recognition.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Management and its Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Company's Annual Report, but does not include the Standalone 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 during the course of our 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.

Responsibility of the Management for the Standalone Financial Statements

The Company's Board of Directors is 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 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 Statements 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, management is 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 management 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 system 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 of 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit 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 Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account;

- d. In our opinion, the aforesaid Standalone Financial Statements comply with the Ind AS specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e. On the basis of the written representations received from the directors as on March 31, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting;
- g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197, read with Schedule V of the Act.

- h. 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 on its financial position in its Standalone Financial Statements- Refer Note No. 33(A) & 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 and;
 - iii. According to the information and explanations given to us, there was no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For KAAP & Associates,
Chartered Accountants
ICAI Firm's Regn. No.: 019416N

CA. Deepak Sehgal
Partner

Membership No. 085391
UDIN: 21085391AAAAAG8113

Place : NOIDA,
Dated : June 29, 2021

ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" Section of our report to the members of Uflex Ltd. ("the Company"), of even date)

1. In respect of Fixed Assets (Property, Plant and Equipment, Capital Work in Progress, Investment Property and Other Intangible Assets, including those under development) of the Company:
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b) The Fixed Assets have been physically verified by the management at reasonable intervals 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 are held in the name of the Company.
2. The inventory has been physically verified during the year by the management, at reasonable intervals and the discrepancies noticed on such physical verification of inventory, as compared to book records were not significant and were properly dealt with in the books of account.
3. In respect of interest-bearing unsecured loans granted, during the year, by the Company to its Indian Subsidiary, covered in the register maintained under Section 189 of the Companies Act, 2013 ("the Act") :
 - a) In our opinion and according to the information given to us, the terms and conditions of the loans given by the Company are prima-facie, not prejudicial to the interest of the Company;

- b) The terms for repayment of principal and payment of interest have been stipulated; however, repayment of principal amount and interest has not started till the date of the Balance Sheet, as per the stipulated terms;
- c) There is no overdue amount, in respect of both principal and interest.

Further, in respect of interest-bearing unsecured loans granted to: (i) The Indian Subsidiary, as referred above, outstanding at the beginning of the year, principal, along with interest, has been recovered during the year, as per modified terms, which were, prima-facie, not prejudicial to the interest of the Company and (ii) A Joint venture entity, outstanding at the beginning of the year, terms of repayments have been modified, which are, prima-facie, not prejudicial to the interest of the Company.

4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made, guarantees given and securities provided.
5. The Company has not accepted any deposits, under the provisions of Sections 73 to 76 or any other relevant provisions of the Act, and the rules framed there under during the year under report.
6. We have broadly reviewed the cost records maintained by the Company under Section 148(1) of the Act and are of the opinion that prima- facie the prescribed records have been made and maintained
7. In respect of Statutory dues:
- a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Custom Duty, Goods and Services Tax (GST), Cess and other applicable statutory dues have been generally deposited regularly with the appropriate authorities.
- b) According to the information and explanations given to us, there are no dues of custom duty, which have not been deposited on account of any dispute. However, following amount are involved (Gross of amount deposited under protest, if any) with under-mentioned forums, in respect of the disputed statutory dues:

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	AY 2008-09 and AY2010-11	High Courts
		215.97	AY 2009-10 to AY 2015-16	Tribunal
		56.44	AY 2015-16 and AY 2016-17	Appellate Authority
		318.73	AY 2015-16 and AY 2017-18	DC (Appeal)
Total		1366.34		
The Income-tax Act, 1961	Income-tax	80.31	AY 2002-03 and AY 2003-04	High Court
		873.32	AY 2004-05 to AY 2013-14	ITAT
		68.91	AY 2016-17	CIT(A)
		116.94	AY 2017-18	Assessing Authorities
Total		1139.48		
The Central Excise Act, 1944	Excise Duty	2003.51	2012-13 to 2015-16	Tribunal
		2425.16	1997-98 to 2016-17	Commissioner (Appeals)
		339.93	1997-98 to 2017-18	AC/DC/JC
		50.76	1998-99 to 2006-07	High Court
		7.73	1996-97	Supreme Court
Total		4827.09		
The Finance Act, 1994	Service Tax	54.86	2006-07	Commissioner (Appeals)
		6.34	2006-07	AC/DC
Total		61.20		
Laws on Goods and Services Tax	Goods and Services Tax	29.69	2017-18 to 2019-20,	JC/ADC(A)
Total		29.69		

8. Based on the audit procedure and according to the information and explanation given to us, we are of the opinion that the Company has not defaulted in repayment of loans or borrowings to banks and financial institution and has

availed the relaxation provided by the Reserve Bank of India, on deferment of installments (including interest) of all loans outstanding as of March 01, 2020, for a period of six months from March 01, 2020, to August 31, 2020. Also, the Company, does not have any loans and borrowings from government and has not issued any debentures.

9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). The term loans raised during the year have been applied for the same purpose for which the loans were obtained.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197, read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. 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 Act, where applicable and details of such transactions have been disclosed in the Standalone Financial Statements, as required by the applicable Ind AS.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them as referred to in Section 192 of the Act. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For KAAP & Associates,
Chartered Accountants
ICAI Firm's Regn. No.: 019416N

CA. Deepak Sehgal
Partner

Membership No. 085391
UDIN: 21085391AAAAAG8113

Place : NOIDA,
Dated : June 29, 2021

ANNEXURE-B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" section of our report to the members of Uflex Ltd. ("the Company") of even date)

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of sub-Section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Uflex Limited ('the Company') as of March 31, 2021, in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting 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" (the 'Guidance Note'), issued by the Institute of Chartered Accountants of India ('ICAI'). 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 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 Company's internal financial controls over financial reporting 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 over financial reporting were 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, 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 system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting 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 the Ind AS and other accounting principles generally accepted in India. A company's internal financial control over financial reporting 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 the Ind AS and other accounting principles generally accepted in India and that receipts and expenditures of the Company are being made only in accordance with authorizations of the 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 over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For KAAP & Associates,
Chartered Accountants
ICAI Firm's Regn. No.: 019416N

CA. Deepak Sehgal
Partner

Place : NOIDA,
Dated : June 29, 2021

Membership No. 085391
UDIN: 21085391AAAAAG8113

BALANCE SHEET AS AT 31ST MARCH 2021

Particulars	Note No.	(Rs. in Lacs)	
		As At 31st March 2021	As At 31st March 2020
I ASSETS			
Non-Current Assets			
a) Property, Plant and Equipment	2A	189592.32	195185.18
b) Capital Work-in-Progress		6249.22	2496.36
c) Investment Property	2B	1221.87	1341.67
d) Other Intangible assets	2C	2958.75	3067.46
e) Right of Use Assets	2D	4000.46	2311.79
f) Intangible assets under development		835.40	367.70
g) Financial Assets			
i) Investments	3	46314.31	46185.94
ii) Loans	4	1874.80	1578.55
iii) Other Non-Current Financial Assets	5	28.29	82.90
h) Other Non-Current Assets	6	11263.14	5831.38
Total Non-Current Assets		264338.56	258448.93
Current Assets			
a) Inventories	7	51243.10	48146.33
b) Financial Assets			
i) Trade receivables	8	133849.79	111443.37
ii) Cash and cash equivalents	9A	18075.89	3955.37
iii) Bank Balances other than (ii) above	9B	1985.83	2756.37
iv) Loans	10	1240.13	1947.54
v) Other Financial Assets	11	2905.94	238.17
c) Other Current Assets	12	18334.96	15090.64
Total Current Assets		227635.64	183577.79
TOTAL ASSETS		491974.20	442026.72
II EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	13	7221.15	7221.15
b) Other Equity	14	240414.23	218738.57
Total Equity		247635.38	225959.72
Liabilities			
Non-Current Liabilities			
a) Financial Liabilities			
i) Borrowings	15	63946.01	63671.43
ii) Lease Liabilities		3621.02	1629.19
iii) Other Financial Liabilities	16	1365.09	1256.58
b) Provisions	17	1780.70	1838.39
c) Deferred Tax Liabilities (Net)	18	11868.62	5914.38
Total Non-Current Liabilities		82581.44	74309.97
Current Liabilities			
a) Financial Liabilities			
i) Borrowings	19	39109.76	46819.78
ii) Lease Liabilities		577.54	795.12
iii) Trade payables	20		
- Total outstanding dues of Micro, Small & Medium enterprises		1497.21	989.55
- Total outstanding dues of creditors other than Micro, Small & Medium enterprises		75331.14	62697.62
iv) Other Financial Liabilities	21	30956.98	18273.36
b) Other current Liabilities	22	7908.45	7403.50
c) Provisions	23	2110.18	2225.93
d) Current Tax Liabilities (Net)	24	4266.12	2552.17
Total Current Liabilities		161757.38	141757.03
TOTAL EQUITY AND LIABILITIES		491974.20	442026.72

The accompanying Notes from S.No. 1 to 48 form an Integral Part of the Standalone Financial Statements.

For and on behalf of the Board of Directors

This is the Balance Sheet referred to in our report of even date attached

Rajesh Bhatia
Group President
(Finance & Accounts) & CFO

Jagmohan Mongia
Whole-time Director
DIN 09051022

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

For **KAAP & Associates**
Chartered Accountants
Firm's Registration No.: 019416N

Rakesh Malhotra
Asst. Vice President
(Corp. Accounts)

Ajay Krishna
Sr.Vice President (Legal) &
Company Secretary

Deepak Sehgal
Partner
M.No.: 085391

Place : NOIDA
Dated : 29th June, 2021

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2021

Particulars	Note No.	(Rs. in Lacs)	
		For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
INCOME:			
Revenue from Operations			
Gross Revenue from Sale of Products & Services	25 (A)	491853.19	436934.68
Less : Inter unit Revenue from Sale of Products & Services		44590.91	41547.69
Net Revenue from Sale of Products & Services		447262.28	395386.99
Other Operating Income	25 (B)	16244.27	11584.11
Revenue from Operations		463506.55	406971.10
Other Income	26	2034.20	8264.81
Total Income		465540.75	415235.91
EXPENSES:			
Cost of materials consumed	27	263227.81	248261.52
Purchase of Stock-in-Trade		1716.19	988.17
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	28	5856.47	(8160.53)
Employee benefits expense	29	45917.10	46193.32
Finance costs	30	15228.18	17289.14
Depreciation and amortization expense		25964.72	26136.24
Other expenses	31	74792.28	67455.18
Expenses Allocated to Self Constructed Assets	32	(2571.48)	(1143.69)
Total Expenses		430131.27	397019.35
Profit Before Tax		35409.48	18216.56
Less / (Add) : Tax expense:			
- Current tax		7140.00	3902.00
- Deferred tax		5954.24	(21.95)
- Short / (Excess) Provision of Income Tax for earlier years		(729.03)	9.94
Profit for the year		23044.27	14326.57
Other Comprehensive Income			
<i>Items that will not be reclassified subsequently to Profit or Loss</i>			
Remeasurement of the net defined benefit liability / asset		(52.75)	(918.34)
Fair Value Changes/ Realised of / on Equity Instruments		128.37	(288.50)
Total (Net of Tax)		75.62	(1206.84)
Total Comprehensive Income for the Year		23119.89	13119.73
Earnings Per Equity Share			
a) Basic (Rs.)		31.91	19.84
b) Diluted (Rs.)		31.91	19.84

The accompanying Notes from S.No. 1 to 48 form an Integral Part of the Standalone Financial Statements.

For and on behalf of the Board of Directors

This is the Statement of Profit & Loss referred to in our report of even date attached

Rajesh Bhatia
Group President
(Finance & Accounts) & CFO

Jagmohan Mongia
Whole-time Director
DIN 09051022

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

For **KAAP & Associates**
Chartered Accountants
Firm's Registration No.: 019416N

Rakesh Malhotra
Asst. Vice President
(Corp. Accounts)

Ajay Krishna
Sr.Vice President (Legal) &
Company Secretary

Deepak Sehgal
Partner
M.No.: 085391

Place : NOIDA
Dated : 29th June, 2021

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2021

(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 2019	7221.15	10377.76	57110.63	20164.05	122426.79	(2265.20)	(532.02)	214503.16
Total Other Comprehensive Income for the Year (Net of Tax)						(288.50)	(918.34)	(1206.84)
Dividend Paid (Including Dividend Distribution Tax)					(1663.17)			(1663.17)
Profit for the Year					14326.57			14326.57
Balance as at 31st March 2020	7221.15	10377.76	57110.63	20164.05	135090.19	(2553.70)	(1450.36)	225959.72
Total Other Comprehensive Income for the Year (Net of Tax)						128.37	(52.75)	75.62
Dividend Paid					(1444.23)			(1444.23)
Profit for the Year					23044.27			23044.27
Balance as at 31st March 2021	7221.15	10377.76	57110.63	20164.05	156690.23	(2425.33)	(1503.11)	247635.38

The accompanying Notes from S.No. 1 to 48 form an Integral Part of the Standalone Financial Statements.

For and on behalf of the Board of Directors

This is the Statements of Changes in Equity referred to in our report of even date attached

Rajesh Bhatia
Group President
(Finance & Accounts) & CFO

Jagmohan Mongia
Whole-time Director
DIN 09051022

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

For **KAAP & Associates**
Chartered Accountants
Firm's Registration No.: 019416N

Rakesh Malhotra
Asst. Vice President
(Corp. Accounts)

Ajay Krishna
Sr. Vice President (Legal) &
Company Secretary

Deepak Sehgal
Partner
M.No.: 085391

Place : NOIDA
Dated : 29th June, 2021

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021

	(Rs. in Lacs)			
	For the Year Ended		For the Year Ended	
	31.03.2021		31.03.2020	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before tax		35409.48		18216.56
Adjustment for :				
Depreciation & amortisation expense	25964.72		26136.24	
Exchange rate fluctuations (Net)	(2125.03)		(1020.97)	
Loss on Sale of Property, Plant & Equipment (Net)	242.74		22.77	
Property, Plant & Equipment written Off	69.64		1.57	
Gain on sale of Investment Property	-		(10.19)	
(Gain) / Loss on sale of Right to Use Assets	(9.54)		1.19	
Finance Cost	15228.18		17289.14	
Interest received from Banks / others	(744.81)		(357.99)	
Rent Received	(944.45)		(895.65)	
Dividend received on Investments carried at cost	(44.03)		(58.70)	
Dividend received on Investments carried at Fair value through other comprehensive income	-		(3.43)	
Gain on sale of units of Mutual Funds (Net)	(0.26)		-	
Sundry Credit Balances written Back	(171.20)		(104.62)	
Allowance for Doubtful Trade Receivables Written Back	(250.54)		(61.36)	
Gain on Sale of Investment in Subsidiaries	-		(6716.55)	
Remeasurement of the net defined benefit liability / asset	(52.75)		(918.34)	
Allowance for doubtful Trade Receivables	3208.99		960.11	
Sundry Debit Balances / Bad Debts written off	4824.61	45196.27	2731.72	36994.94
Operating Profit before Working Capital changes		80605.75		55211.50
Adjustment for :				
Trade Receivables	(30018.28)		(637.73)	
Loans and Other financial assets and other assets	(11618.98)		(1286.92)	
Inventories	(3096.77)		(9395.80)	
Trade payables	13141.18		(81.42)	
Other financial liabilities, other liabilities and provisions	14837.59	(16755.26)	(9242.57)	(20644.44)
Cash generated from operations		63850.49		34567.06
Income Tax	(6410.97)		(3911.94)	
Exchange rate fluctuations	2125.03	(4285.94)	1020.97	(2890.97)
Cash from operating activities before exceptional items		59564.55		31676.09
Exceptional Items (Net of Current Taxes)		-		-
Net Cash generated from operating activities (A)		59564.55		31676.09
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Property, Plant & Equipment, Investment Property & Intangibles	(24433.81)		(13897.09)	
Sale proceeds of PPE & Intangible etc.	538.03		130.87	
Investment in Subsidiaries (Net)	-		2152.80	
Inflow on Sale of Units of Mutual Funds (Net)	0.26		-	
Loans to Employees & Others	33.49		41.77	
Loans to subsidiaries (Net)	706.00		(640.00)	
Loan to Joint Venture (Net)	1.41		(4.66)	
Interest received from Banks / others	744.81		357.99	
Rent Received	944.45		895.65	
Dividend received on Investments carried at cost	44.03		58.70	
Dividend received on Investments carried at Fair value through other comprehensive income	-		3.43	
Net Cash used in Investing Activities (B)		(21421.33)		(10900.54)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021 Contd.

	(Rs. in Lacs)	
	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(1444.23)	(1444.23)
Dividend Distribution Tax	-	(218.94)
Lease Payments	(934.32)	(1023.12)
Finance Cost	(14979.25)	(17027.22)
Borrowings (Net)	(7435.44)	(2876.95)
Net Cash used in Financing Activities (C)	(24793.24)	(22590.46)
Net Increase /(Decrease) in Cash and Cash equivalents (A+B+C)	13349.98	(1814.91)
Cash and Cash equivalents (As per Note No 9)		
Opening Cash and Cash equivalents	6711.74	8526.65
Closing Cash and Cash equivalents #	20061.72	6711.74

Includes Rs. 1985.83 lacs (Previous Year Rs.2756.37 lacs) in respect of amount lying in unclaimed dividend accounts / margin money accounts / fixed deposits pledged with as margin for letter of credits, guarantees & bills discounted.

The accompanying Notes from S.No. 1 to 48 form an Integral Part of the Standalone Financial Statements.

For and on behalf of the Board of Directors

This is the Cash Flow Statements referred to in our report of even date attached

Rajesh Bhatia
Group President
(Finance & Accounts) & CFO

Jagmohan Mongia
Whole-time Director
DIN 09051022

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

For **KAAP & Associates**
Chartered Accountants
Firm's Registration No.: 019416N

Rakesh Malhotra
Asst. Vice President
(Corp. Accounts)

Ajay Krishna
Sr.Vice President (Legal) &
Company Secretary

Deepak Sehgal
Partner
M.No.: 085391

Place : NOIDA
Dated : 29th June, 2021

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

1. COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

I. COMPANY OVERVIEW

The Company 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 PREPERATION 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. 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.

C. CLASSIFICATION OF EXPENDITURE / INCOME

Except otherwise indicated:

- i) All expenditure and income are accounted for under the natural heads of account.
- ii) All expenditure and income are accounted for on accrual basis.

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 represents 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. 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).

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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.

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.

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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 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.

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 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.

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/ 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.

I. 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

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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 or 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 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) **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.

J. TRADE RECEIVABLES

Trade receivables represents amount billed to customers as credit sales and are net off; a) any amount billed but for which revenues are reversed under the relevant Indian accounting standard and b) impairment for trade receivables, which is estimated for amounts not expected to be collected in full.

K. LOANS AND ADVANCES

Loans and advances are non-derivative financial assets with fixed and determinable payments. This category includes the loans, other financial assets and other current assets.

Subsequent to initial measurement, loans and receivables are carried at amortized cost based on effective interest rate method less appropriate allowance for doubtful receivables, if any.

Loans and advances are further classified as current and non-current depending whether they will realize within 12 months from the balance sheet date or beyond.

L. FINANCIAL LIABILITIES

Financial liabilities are initially recognized at the fair value of the consideration received less directly attributable transaction cost.

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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.

M. EARNING 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.

N. 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.

O. 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.

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

- 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.

P. 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 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 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.

Q. 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.

R. 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

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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.

S. 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

T. 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.

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

2A: PROPERTY, PLANT & EQUIPMENT

(Rs. in Lacs)

	Freehold Land	Lease Hold Land	Building	Plant & Equipment	Electrical Installations	Office Equipment	Furniture & Fixtures	Vehicles	Total
GROSS CARRYING VALUE									
As at 1st April 2019	10.87	14803.69	48870.19	276246.21	8926.83	6303.47	6768.90	3983.35	365913.51
Additions During the Year	-	-	5276.94	21749.43	537.41	298.26	328.19	109.63	28299.86
Deductions During the Year	-	-	-	(2333.40)	(2.09)	(37.99)	(0.33)	(453.28)	(2827.09)
As at 31st March 2020	10.87	14803.69	54147.13	295662.24	9462.15	6563.74	7096.76	3639.70	391386.28
Additions During the Year	-	5398.56	233.18	12592.47	65.54	404.89	152.41	229.93	19076.98
Deductions During the Year	-	-	(6.03)	(6316.62)	(37.26)	(78.49)	(37.99)	(567.15)	(7043.54)
As at 31st March 2021	10.87	20202.25	54374.28	301938.09	9490.43	6890.14	7211.18	3302.48	403419.72
DEPRECIATION / AMORTISATION									
As at 1st April 2019	-	499.93	11784.49	146817.81	4690.75	4665.30	4657.81	1944.04	175060.13
Provided for the Year	-	170.46	1669.82	20208.72	587.44	513.93	279.76	382.72	23812.85
Deductions During the Year	-	-	-	(2270.05)	(1.93)	(35.16)	(0.18)	(364.56)	(2671.88)
As at 31st March 2020	-	670.39	13454.31	164756.48	5276.26	5144.07	4937.39	1962.20	196201.10
Provided for the Year	-	176.48	1684.22	20237.47	600.05	478.74	285.68	357.89	23820.53
Deductions During the Year	-	-	(5.35)	(5683.81)	(35.24)	(74.60)	(34.67)	(360.56)	(6194.23)
As at 31st March 2021	-	846.87	15133.18	179310.14	5841.07	5548.21	5188.40	1959.53	213827.40
NET CARRYING VALUE									
As at 31st March 2020	10.87	14133.30	40692.82	130905.76	4185.89	1419.67	2159.37	1677.50	195185.18
As at 31st March 2021	10.87	19355.38	39241.10	122627.95	3649.36	1341.93	2022.78	1342.95	189592.32

Note: Borrowing cost capitalised during the year is Rs. 158.80 Lacs (Previous year Rs. 6.04 lacs).

2B INVESTMENT PROPERTY

(Rs. in Lacs)

	Freehold Land	Leasehold Land	Building	Total
GROSS CARRYING VALUE				
As at 1st April 2019	8.57	275.83	4054.02	4338.42
Additions During the Year	-	-	-	-
Deductions During the Year	-	(1.88)	-	(1.88)
As at 31st March 2020	8.57	273.95	4054.02	4336.54
Additions During the Year	-	-	-	-
Deductions During the Year	-	-	-	-
As at 31st March 2021	8.57	273.95	4054.02	4336.54
DEPRECIATION / AMORTISATION				
As at 1st April 2019	-	10.69	2862.78	2873.47
Provided for the Year	-	3.46	118.02	121.48
Deductions During the Year	-	(0.08)	-	(0.08)
As at 31st March 2020	-	14.07	2980.80	2994.87
Provided for the Year	-	3.62	116.18	119.80
Deductions During the Year	-	-	-	-
As at 31st March 2021	-	17.69	3096.98	3114.67
NET CARRYING VALUE				
As at 31st March 2020	8.57	259.88	1073.22	1341.67
As at 31st March 2021	8.57	256.26	957.04	1221.87

Note: Fair value of the Investment Properties is Rs 12743.37 Lacs (Previous Year Rs.12843.88 Lacs), as valued by Independent architect and approved valuer.

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021
2C OTHER INTANGIBLE ASSETS

(Rs. in Lacs)

	Software	Patent	Technical Know How		Total
			Internally Generated	Other Than Internally Generated	
GROSS CARRYING VALUE					
As at 1st April 2019	2315.22	639.56	2829.28	2646.61	8430.67
Additions During the Year	29.04	-	-	20.29	49.33
Deductions During the Year	-	-	-	-	-
As at 31st March 2020	2344.26	639.56	2829.28	2666.90	8480.00
Additions During the Year	937.09	-	-	200.00	1137.09
Deductions During the Year	(7.57)	-	-	-	(7.57)
As at 31st March 2021	3273.78	639.56	2829.28	2866.90	9609.52
DEPRECIATION / AMORTISATION					
As at 1st April 2019	1786.99	593.49	622.61	1080.07	4083.16
Provided for the Year	252.84	29.22	565.86	481.46	1329.38
Deductions During the Year	-	-	-	-	-
As at 31st March 2020	2039.83	622.71	1188.47	1561.53	5412.54
Provided for the Year	302.81	16.82	565.86	359.21	1244.70
Deductions During the Year	(6.47)	-	-	-	(6.47)
As at 31st March 2021	2336.17	639.53	1754.33	1920.74	6650.77
NET CARRYING VALUE					
As at 31st March 2020	304.43	16.85	1640.81	1105.37	3067.46
As at 31st March 2021	937.61	0.03	1074.95	946.16	2958.75

2D RIGHT OF USE ASSETS

(Rs. in Lacs)

	Leasehold Land Premium	Rental Properties	Plant & Equipment	Vehicles	Total
GROSS CARRYING VALUE					
As at 1st April 2019	-	-	-	-	-
Transition Period Recognition on 1st April 2019.	881.78	716.35	307.33	680.97	2586.43
Additions During the Year	-	252.80	-	362.71	615.51
Deductions During the Year	-	-	-	(24.25)	(24.25)
As at 31st March 2020	881.78	969.15	307.33	1019.43	3177.69
Additions During the Year	1,835.23	109.05	503.52	102.13	2549.93
Deductions During the Year	-	(69.12)	-	(189.76)	(258.88)
As at 31st March 2021	2717.01	1009.08	810.85	931.80	5468.74
DEPRECIATION / AMORTISATION					
As at 1st April 2019	-	-	-	-	-
Provided for the Year	13.70	440.12	124.76	293.95	872.53
Deductions During the Year	-	-	-	(6.63)	(6.63)
As at 31st March 2020	13.70	440.12	124.76	287.32	865.90
Provided for the Year	17.55	365.56	117.35	280.05	780.51
Deductions During the Year	-	(63.72)	-	(114.41)	(178.13)
As at 31st March 2021	31.25	741.96	242.11	452.96	1468.28
NET CARRYING VALUE					
As at 31st March 2020	868.08	529.03	182.57	732.11	2311.79
As at 31st March 2021	2685.76	267.12	568.74	478.84	4000.46

Breakup of Depreciation and Amortisation charge for the Year:

	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
Depreciation and Amortisation on:		
Property, Plant & Equipment	23820.53	23812.85
Investment Property	119.80	121.48
Other Intangible Assets	1244.70	1329.38
Right to use assets	780.51	872.53
	25965.54	26136.24

@Includes Rs. 0.82 Lacs (Previous Year NIL) Charged to Pre-operative Expenses.

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

3. INVESTMENTS

PARTICULARS	DESCRIP- TION	FACE VALUE	AS AT 31.03.2021		AS AT 31.03.2020	
			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	12672.08	107	12672.08
Uflex Europe Ltd., UK	Equity	GBP 1	6087529	5191.02	6087529	5191.02
Uflex Packaging Inc, USA	Equity	US\$ 10	367500	1690.92	367500	1690.92
Flex Chemicals Pvt. Ltd., Russia	Equity	RUB 1/-	50000	0.58	50000	0.58
ii) IN OTHER SUBSIDIARIES						
UPET Holdings Ltd.	Equity	US\$ 1	22720001	10307.20	22720001	10307.20
USC Holograms Pvt. Ltd.	Equity	Rs.10/-	40800#	4.08	40800#	4.08
b. Equity Instruments in Associate						
Quoted						
Fully Paid Up						
Flex Foods Ltd.	Equity	Rs.10/-	5870000	587.00	5870000	587.00
c. Equity Instruments in Joint Venture						
UnQuoted						
Fully Paid Up						
Digicyl Pte. Ltd., Singapore	Equity	US\$ 1	500000	337.50	500000	337.50
Total -3(I)				30790.38		30790.38
II Designated & Carried at Fair value through Other Comprehensive Income						
Equity Instruments						
i) Quoted						
Fully Paid Up						
Ansal Properties & Infrastructure Ltd.	Equity	Rs.5/-	589910	34.80	589910	20.94
Kothari Products Ltd.	Equity	Rs.10/-	342900	217.06	342900	117.61
B.A.G.Films Ltd.	Equity	Rs.2/-	49300	1.01	49300	0.89
Reliance Infrastructure Ltd.	Equity	Rs.10/-	60000	21.06	60000	6.12
ii) Unquoted						
Fully Paid Up						
Malanpur Captive Power Ltd.	Equity	Rs.10/-	635650	-	635650	-
Fair Growth Financial Services Ltd.	Equity	Rs.10/-	100000	-	100000	-
Vijaya Home Loans Ltd.	Equity	Rs.10/-	50000	-	50000	-
Total -3(II)				273.93		145.56
III Designated & Carried at Amortised Cost (Less Impairment, if any)						
Preference Shares						
Unquoted						
Fully Paid Up						
Montage Enterprises Private Limited \$ 7.5% Cumulative, Non-Participative Redeemable Preference Shares	Preference	Rs. 100/-	15250000	15250.00	15250000	15250.00
TOTAL 3 (I+II+III)				46314.31		46185.94

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	As at 31.03.2021	(Rs. in Lacs) As at 31.03.2020
Notes:		
i) Aggregate amount of Quoted Investments	2974.10	2974.10
ii) Aggregate Market Value of Quoted Investments	4826.12	1906.56
iii) Aggregate amount of unquoted Investments	45765.55	45765.55
iv) Aggregate amount of impairment in value of Investments :		
- Quoted	2113.16	2241.53
- Unquoted	312.17	312.17
	<u>2425.33</u>	<u>2553.70</u>
v) Investment Carried at Cost	30790.38	30790.38
vi) Investment Carried at Fair Value through Other Comprehensive Income	273.93	145.56
vii) Investment Carried at Amortised Cost	15250.00	15250.00

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 the expiry of two years from the date of allotment, viz. 3rd October 2019 for 12505000 Preference Shares amounting to Rs. 12505 Lacs and 30th March 2020 for 2745000 Preference Shares amounting to Rs. 2745 Lacs.

	As At 31.03.2021	(Rs. in Lacs) As At 31.03.2020
4: LOANS		
(Unsecured, Considered Good)		
Security Deposits	1828.43	1519.45
Loans to :		
- Employees	76.08	109.57
Less: Current Portion	<u>29.71</u>	<u>46.37</u>
TOTAL :	<u>1874.80</u>	<u>1578.55</u>

5: OTHER NON-CURRENT FINANCIAL ASSETS

Balance with Banks in Fixed Deposits Accounts for a period more than 12 Months*	28.29	82.90
TOTAL :	<u>28.29</u>	<u>82.90</u>

*Pledged with Banks as margin for Letters of Credits, Guarantees and Bills Discounted.

6: OTHER NON-CURRENT ASSETS

Capital Advances	9422.05	4016.75
Deposit with Excise/ GST / Sales Tax Authorities	291.67	326.83
Deposits / Advances with Income Tax Authorities	<u>1549.42</u>	<u>1487.80</u>
TOTAL :	<u>11263.14</u>	<u>5831.38</u>

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	As At 31.03.2021	(Rs. in Lacs) As At 31.03.2020
7: INVENTORIES		
Raw Materials	29848.54	22037.25
Work-in-Progress	11668.18	16676.09
Finished Goods	3860.10	4765.02
Traded Goods	77.76	21.40
Material-in-Transit :		
- Raw Materials	3939.66	2980.39
- Raw Materials (Intra Group)	424.34	556.13
Stores, Packing Material & Fuel	1424.52	1110.05
TOTAL :	51243.10	48146.33
8: TRADE RECEIVABLES		
Current- Unsecured		
Considered Good	133849.79	111443.37
Having Significant increase in Credit Risk	5970.84	2807.50
Credit Impaired	1083.28	1288.17
Trade Receivables #	140903.91	115539.04
Less : Allowance for bad and doubtful Trade receivables	7054.12	4095.67
TOTAL :	133849.79	111443.37
# Includes due from :		
- Subsidiaries	15210.81	5288.28
- Related Parties	5032.20	5332.71
Movements in allowance for bad and doubtful Trade receivable:		
Opening Balance	4095.67	3196.92
(+) Provision made during the year	3208.99	960.11
(-) Amount utilised from provision	(250.54)	(61.36)
Closing Balance	7054.12	4095.67
9: CASH & BANK BALANCES		
A) Cash & Cash Equivalents		
Balances with Banks:		
- In Current Accounts	10182.69	3550.36
- In Cash Credits Accounts	2271.66	125.48
- In Fixed Deposits Accounts	5521.37	-
Remittance in transit	33.99	66.83
Cash on hand	15.33	18.30
Cheques on hand	50.85	194.40
Sub-Total (A)	18075.89	3955.37

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	As At 31.03.2021	(Rs. in Lacs) As At 31.03.2020
B) Other Bank Balances		
- In Fixed Deposits Accounts*	1414.19	2409.95
- In Unclaimed Dividend Accounts	115.90	120.80
- In Margin Money Accounts	455.74	225.62
Sub-Total (B)	1985.83	2756.37
TOTAL (A+B) :	20061.72	6711.74

* Pledged with Banks as margin for Letters of Credits, Guarantees and Bills Discounted.

10: LOANS

(Unsecured, Considered Good)

Loan to Subsidiary	1185.00	1891.00
Loan to Joint Venture	55.13	56.54
TOTAL :	1240.13	1947.54

Additional Information on Loan to Subsidiary & Joint Venture:

Name of the Company	Rate of Interest		Rate of Interest	
USC Holograms Pvt. Ltd.-Subsidiary	10%	1130.00		-
USC Holograms Pvt. Ltd.-Subsidiary	11%	55.00	11%	1891.00
Digicyl Pte. Ltd.(Singapore) -Joint Venture	6.5%	55.13	6.5%	56.54
TOTAL		1240.13		1947.54

11: OTHER FINANCIAL ASSETS

Current Portion of Long Terms Loans given	29.71	50.47
Interest accrued on :		
- Loan to Subsidiary	4.52	37.83
- Loan to Joint Venture	8.67	5.22
- Deposits with Banks	80.27	91.18
- Others	19.87	14.42
Other Receivables	2762.90	39.05
TOTAL :	2905.94	238.17

12: OTHER CURRENT ASSETS

Advances recoverable	7502.72	6054.29
Amount recoverable from Subsidiaries	576.40	-
Amount recoverable from Related Parties	22.87	471.96
Balances with Excise /GST / VAT Authorities	10232.97	8564.39
TOTAL :	18334.96	15090.64

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

13: SHARE CAPITAL

A AUTHORISED

The Company's authorised Capital is of Rs. 34000.00 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 2021 is of Rs. 7228.42 Lacs, represented by 72284187 Equity Shares (Including 72701 Equity Shares forfeited) of Rs. 10/- each and the paid-up Capital as at 31st March 2021 is of Rs.7221.15 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 2019	72284187	7228.42	72211486	7221.15	-	-
Balance as at 31st March 2020	72284187	7228.42	72211486	7221.15	-	-
Balance as at 31st March 2021	72284187	7228.42	72211486	7221.15	-	-

Amount Originally paid up on the forfeited shares was of Rs. 3.89 Lacs (Previous Year Same).

The Company's Paid-up Capital of 72211486 (Previous Year Same) Equity Shares of Rs. 10/- each, is distributed as under:

	AS AT 31ST MARCH 2021		AS AT 31ST MARCH 2020	
	NUMBER	%	NUMBER	%
a) Promoter & Promoter Group	31784239	44.02	31784239	44.02
Of which Shareholders holding More than 5 % of the Paid-up Capital				
Flex International Pvt. Ltd.	9197577	12.74	9197577	12.74
Anshika Investments Pvt. Ltd.	5771092	7.99	5771092	7.99
A.R. Leasing Pvt. Ltd.	4994891	6.92	4994891	6.92
Anshika Consultants Pvt. Ltd.	3778524	5.23	3778524	5.23
Apoorva Extrusion Pvt. Ltd.	4323162	5.99	4323162	5.99
b) Public Shareholding *	40427247	55.98	40427247	55.98
i) Institution	4886637	6.77	5183539	7.18
ii) Non- Institution	35540610	49.21	35243708	48.80
*Of which Shareholder holding More than 5 % of the Paid-up Capital				
Kebale Trading Ltd.	5465840	7.57	5465840	7.57
Vistra ITCL (India) Ltd.	8548072	11.84	6915878	9.58

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. 2.50 (Previous Year Rs.2.00) per share, aggregating to Rs.1805.29 Lacs (Previous Year Rs. 1444.23 Lacs) for the financial year ended 31st March 2021 subject to the approval of the Shareholders in their ensuing Annual General Meeting.

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

14: OTHER EQUITY

(Rs. in Lacs)

	Reserve & Surplus				Other Comprehensive Income		Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Equity Instru-ment through other com-prehensive Income	Remeasure-ment of De-fined Benefit Plans	
Balance as at 1st April 2019	10377.76	57110.63	20164.05	122426.79	(2265.20)	(532.02)	207282.01
Total Other Comprehensive Income for the year (Net of Tax)					(288.50)	(918.34)	(1206.84)
Dividend Paid (Including Dividend Distribution Tax)				(1663.17)			(1663.17)
Profit for the Year				14326.57			14326.57
Balance as at 31st March 2020	10377.76	57110.63	20164.05	135090.19	(2553.70)	(1450.36)	218738.57
Total Other Comprehensive Income for the Year (Net of Tax)					128.37	(52.75)	75.62
Dividend Paid				(1444.23)			(1444.23)
Profit for the Year				23044.27			23044.27
Balance as at 31st March 2021	10377.76	57110.63	20164.05	156690.23	(2425.33)	(1503.11)	240414.23

Description of Reserves

Capital Reserve

This includes Rs. 10288.18 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.

15: BORROWINGS

(Rs. in Lacs)

	As At 31.03.2021	As At 31.03.2020
A. Secured		
Term Loans :		
From Banks	68999.81	54599.05
From a Financial Institution	10855.52	11848.80
	79855.33	66447.85
B. Vehicle Loans :		
From Banks	137.80	259.53
From Others	162.12	58.11
	299.92	317.64
C. Unsecured		
From a Financial Institution ~	5481.82	6100.07
From Related Parties	-	250.00
From Bodies Corporate	-	1500.00
	5481.82	7850.07
Sub- Total (A+B+C)	85637.07	74615.56
Less: Current portion	21691.06	10944.13
TOTAL :	63946.01	63671.43

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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 31/03/2021	Current Portion	Long Term	Original Repayment Terms
PART A: TERM LOANS					
IFCI Limited	* 15000.00	10873.00 (11873.00)	2000.00 (1500.00)	8873.00 (10373.00)	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	* 20000.00	14703.89 (15633.85)	3512.39 (1666.67)	11191.50 (13967.18)	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.	* 14930.00	14005.49 (14463.44)	1,967.20 (933.12)	12038.29 (13530.32)	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	* 25000.00	7153.09 (9460.81)	5000.00 (2916.67)	2153.09 (6544.14)	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	* 15000.00	5404.55 (6249.81)	2144.00 (1250.67)	3260.55 (4999.14)	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	* 5000.00	3395.76 (3664.10)	754.79 (535.80)	2640.97 (3128.30)	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.
Woori Bank	* 3200.00	- (1066.67)	- (1066.67)	- (-)	Repayable in 12 Equal Quarterly Installments of Rs. 266.67 Lacs each commencing from May 2018.
Punjab National Bank (erstwhile Oriental Bank of Commerce)	* 5000.00	3972.70 (4285.25)	714.29 (357.14)	3258.41 (3928.11)	Repayable in 28 Equal Quarterly Installments of Rs. 178.57 Lacs each commencing from Apr 2019.
Woori Bank	* \$ 6000.00	6000.00 (-)	2000.00 (-)	4000.00 (-)	Repayable in 12 Equal Quarterly Installments of Rs. 500 Lacs each commencing from April 2021.
Indian Bank	* \$ 10000.00	8208.53 (-)	500.00 (-)	7708.53 (-)	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	* \$ 2500.00	498.69 (-)	240.00 (-)	258.69 (-)	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	* \$ 4000.00	4000.00 (-)	- (-)	4000.00 (-)	Repayable in 16 Equal Quarterly Installments of Rs. 250 Lacs each commencing from June 2022.
Canara Bank	* 875.00	777.78 (-)	583.33 (-)	194.45 (-)	Repayable in 18 Equal Monthly Installments of Rs. 48.61 Lacs each commencing from February 2021.
Punjab National Bank	* 260.00	216.68 (-)	173.28 (-)	43.40 (-)	Repayable in 18 Equal Monthly Installments of Rs. 14.44 Lacs each commencing from January 2021.
Punjab National Bank (erstwhile Oriental Bank of Commerce)	* 190.00	147.78 (-)	126.67 (-)	21.11 (-)	Repayable in 18 Equal Monthly Installments of Rs. 10.56 Lacs each commencing from December 2020.
State Bank of India	* 598.91	432.24 (-)	400.00 (-)	32.24 (-)	Repayable in 18 Equal Monthly Installments of Rs. 33.33 Lacs each commencing from November 2020.

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021
(Rs. in Lacs)

Name of the Institution / Banks / Others	Sanctioned Amount	O/s As At 31/03/2021	Current Portion	Long Term	Original Repayment Terms
Union Bank of India	* 270.00	225.00	180.00	45.00	Repayable in 18 Equal Monthly Installments of Rs. 15.00 Lacs each commencing from January 2021.
	@	(-)	(-)	(-)	
Bank of India	* 183.00	164.70	138.71	25.99	Repayable in 18 Equal Monthly Installments First 6 installments of Rs. 4.58 Lacs and rest 12 installments of Rs. 12.96 Lacs each commencing from December 2020.
	@	(-)	(-)	(-)	
Less: Adjustment for Transaction Cost (Pending Amortisation)		324.55	126.35	198.20	
		(249.08)	(84.54)	(164.54)	
Sub Total: A		79855.33	20308.31	59547.02	
Previous Year		(66447.85)	(10142.20)	(56305.65)	
PART B: VEHICLE LOANS					
Jammu & Kashmir Bank Ltd.	# 239.00	-	-	-	Repayable in 60 Equal Monthly Installments of Rs. 5.23 Lacs each commencing from January 2016 including interest amount.
		(49.71)	(49.71)	(-)	
Jammu & Kashmir Bank Ltd.	# 26.40	20.44	5.01	15.43	Repayable in 60 Equal Monthly Installments of Rs. 0.55 Lacs each commencing from January 2020 including interest amount.
		(25.30)	(4.60)	(20.70)	
HDFC Bank Limited	# 66.00	9.42	9.42	-	Repayable in 48 Equal Monthly Installments of Rs. 1.61 Lacs each commencing from October 2017 including interest amount.
		(27.18)	(17.77)	(9.41)	
HDFC Bank Limited	# 17.00	15.59	3.00	12.59	Repayable in 60 Equal Monthly Installments of Rs. 0.35 Lacs each commencing from October 2020 including interest amount.
		(-)	(-)	(-)	
YES BANK LIMITED	# 130.00	36.35	36.35	-	Repayable in 48 Equal Monthly Installments of Rs. 3.17 Lacs each commencing from April 2018 including interest amount.
		(69.81)	(33.46)	(36.35)	
YES BANK LIMITED	# 128.00	56.00	34.45	21.55	Repayable in 48 Equal Monthly Installments of Rs. 3.17 Lacs each commencing from November 2018 including interest amount.
		(87.53)	(31.53)	(56.00)	
Toyota Financial Services India Limited	# 100.95	-	-	-	Repayable in 47 Equal Monthly Installments of Rs. 2.49 Lacs each commencing from November 2016 including interest amount.
		(14.42)	(14.42)	(-)	
Toyota Financial Services India Limited	# 58.55	-	-	-	Repayable in 36 Equal Monthly Installments of Rs. 1.83 Lacs each commencing from October 2017 including interest amount.
		(13.68)	(13.68)	(-)	
Toyota Financial Services India Limited	# 17.00	14.41	5.44	8.97	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	# 69.00	11.50	11.50	-	Repayable in 48 Equal Monthly Installments of Rs. 1.69 Lacs each commencing from November 2017 including interest amount.
		(30.01)	(18.50)	(11.51)	
Daimler Financial Services India Pvt. Ltd	# 72.00	68.10	16.34	51.76	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	68.11	16.34	51.77	Repayable in 48 Equal Monthly Installments of Rs. 1.74 Lacs each commencing from January 2021 including interest amount.
		(-)	(-)	(-)	
Sub Total: B		299.92	137.85	162.07	
Previous Year		(317.64)	(183.67)	(133.97)	
Total (A+B)		80155.25	20446.16	59709.09	
Previous Year		(66765.49)	(10325.87)	(56439.62)	

Previous Year figures 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) 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.

\$ In respect of these loans charge by way of first pari passu equitable mortgage of specific immovable properties is yet to be created.

@ In respect of these Loans, charge by way of Second pari passu equitable mortgage of specific immovable properties is yet to be created.

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.

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	As At 31.03.2021	(Rs. in Lacs) As At 31.03.2020
16: OTHER FINANCIAL LIABILITIES		
Securities Received	1174.09	807.29
Retention Money	191.00	449.29
TOTAL :	1365.09	1256.58
17: PROVISIONS		
Leave Encashment	1780.70	1838.39
TOTAL :	1780.70	1838.39
18: DEFERRED TAX LIABILITIES (NET)		
Opening Balance	5914.38	5936.33
Add / (Less) : Provision of Deferred Tax charge / (Credit) for the year	5954.24	(21.95)
TOTAL :	11868.62	5914.38

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 :

	Deferred Tax Assets / (Liabilities) As At 01.04.2020	Current Year (Charge) / Credit	(Rs. in Lacs) Deferred Tax Assets / (Liabilities) As At 31.03.2021
Deferred Tax Assets			
Other than unabsorbed depreciation & carry forward of losses.	2629.04	1244.10	3873.14
Unutilised Tax Credit	7354.70	(7354.70)	-
Total (A)	9983.74	(6110.60)	3873.14
Deferred Tax Liabilities			
Excess of Book WDV of Fixed Assets over Tax WDV of Fixed Assets	(15898.12)	156.36	(15741.76)
Total (B)	(15898.12)	156.36	(15741.76)
Net Deferred Tax (Liability) (A-B)	(5914.38)	(5954.24)	(11868.62)

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 31.03.2021	For the Year Ended 31.03.2020
Profit before income taxes (Rs in Lacs)	35409.48	18216.56
Average Tax Rate Applicable	34.94%	34.94%
Computed Tax Rate	36.98%	21.30%
Capital Gain	0.0%	4.3%
Effect of unused tax credit	-2.28%	-0.21%
Others	0.00%	8.71%
Effects of non-deductible expenses	-0.56%	-0.74%
Additional deduction	0.80%	1.58%
	34.94%	34.94%

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

Income Tax Expense in the Total Comprehensive Income represents:		(Rs. in Lacs)
Particulars	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
In Statement of Profit & Loss		
- Current tax	7140.00	3902.00
- Deferred tax	5954.24	(21.95)
- Short / (Excess) Provision of Income Tax for earlier years	(729.03)	9.94
Total	12365.21	3889.99

19: BORROWINGS

Secured		
Working Capital Facilities From Banks	29194.91	34003.97
Unsecured		
From Banks	1652.85	913.81
From Others	8262.00	10727.00
From Related Parties	-	1175.00
TOTAL :	39109.76	46819.78

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.

		(Rs. in Lacs)
	As At 31.03.2021	As At 31.03.2020

20: TRADE PAYABLES

Suppliers:		
Total outstanding dues of creditors other than Micro, Small & Medium enterprises and Related Parties	59532.13	48247.51
Total outstanding dues of Micro, Small & Medium enterprises *	1497.21	989.55
Due to Related Parties	15799.01	14450.11
TOTAL :	76828.35	63687.17

* The details of amounts outstanding to Micro, Small and Medium 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 31.03.2021	As at 31.03.2020
1	Principal amount due and remaining unpaid	7.25	84.40
2	Interest due on (1) above and the unpaid interest	-	7.79
3	Interest paid on all delayed payment under the MSMED Act	0.19	6.99
4	Payment made beyond the appointed day during the year	399.01	627.46
5	Interest due and payable for the period of delay other than (3) above	3.46	7.03
6	Interest accrued and remaining unpaid	Nil	Nil
7	Amount of further interest remaining due and payable in succeeding years	Nil	Nil

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	As At 31.03.2021	(Rs. in Lacs) As At 31.03.2020
21: OTHER FINANCIAL LIABILITIES		
Current Maturities of Long Term Borrowings	21691.06	10944.13
Capital Creditors	4014.59	1598.41
Interest Accrued but not due on Loans		
- From a Related Party	-	60.47
- From Others	98.23	494.28
Interest Accrued but not due on Term Loans		
- From Banks	125.05	487.11
- From Financial Institutions	91.48	100.58
Unclaimed Dividend*	115.90	120.80
Due to Employees	3254.96	2110.36
Others Payable	1565.71	2330.46
Book Overdraft	-	26.76
TOTAL :	30956.98	18273.36
* 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	5486.67	4953.46
Advances from Subsidiaries	735.10	1411.28
Advances from a Related Party	371.14	-
Statutory Dues	1315.54	1038.76
TOTAL :	7908.45	7403.50
23: PROVISIONS		
Leave Encashment	652.21	642.56
Staff Benefits	1388.12	1554.40
Warranty	69.85	28.97
TOTAL :	2110.18	2225.93
24: CURRENT TAX LIABILITIES (NET)		
Current Income Tax (Net)	4266.12	2552.17
TOTAL :	4266.12	2552.17
		(Rs. in Lacs)
	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
25: REVENUE FROM OPERATIONS		
A. i) REVENUE FROM SALE OF PRODUCTS		
Gross Sales	485998.67	429277.45
Less : Inter Unit Sales	42006.91	39137.02
	443991.76	390140.43
ii) REVENUE FROM SALE OF SERVICES		
a. Gross Job work / Services Rendered	5485.52	5497.85
Less : Inter Unit Job Work	2584.00	2410.67
	2901.52	3087.18
b. Technical Fees	369.00	2159.38
TOTAL (A) :	447262.28	395386.99

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	For the Year Ended 31.03.2021	(Rs. in Lacs) For the Year Ended 31.03.2020
B. OTHER OPERATING INCOME		
Scrap Sales	4914.91	3200.81
Packing, Forwarding and Insurance Recoveries	710.10	455.73
Exchange Rate Fluctuation (Net)	2125.03	1020.97
Export Incentive	2931.59	2540.68
GST Refund	3923.80	3705.53
Miscellaneous Operating Income	93.04	136.82
Sundry Credit Balances Written Back	171.20	104.62
Support Fees	1374.60	418.95
TOTAL (B) :	16244.27	11584.11
TOTAL (A+B):	463506.55	406971.10
26: OTHER INCOME		
Rent Received	944.45	895.65
Gain on Disposal of Investments (Net)		
- In Subsidiaries Carried at Cost	-	6716.55
Gain on disposal of Right to Use Assets	9.54	-
Gain on Sale of Investments		
- On Units of Mutual Funds	0.26	
Gain on sale of Investment Property	-	10.19
Miscellaneous Income	291.11	222.30
Interest :		
- from Banks	404.13	176.22
- from Others	340.68	181.77
Investment Income:		
- Dividend received on Investments carried at cost	44.03	58.70
- Dividend received on Investments carried at Fair value through other comprehensive income	-	3.43
TOTAL :	2034.20	8264.81
27: COST OF MATERIALS CONSUMED		
Opening Stock	22593.38	20840.46
Add : Purchases	312392.14	288771.37
	334985.52	309611.83
Less : Inter Unit Purchases	41484.83	38756.93
	293500.69	270854.90
Less : Closing Stock	30272.88	22593.38
TOTAL :	263227.81	248261.52

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	For the Year Ended 31.03.2021	(Rs. in Lacs) For the Year Ended 31.03.2020
28: CHANGE IN INVENTORIES OF FINISHED GOODS, WORK -IN-PROGRESS AND STOCK-IN-TRADE		
Opening Stock :		
Stock-in-Trade	21.40	5.54
Finished Goods	4765.02	1812.03
Work-in-Progress	16676.09	11484.41
	21462.51	13301.98
Less: Closing Stock :		
Stock-in-Trade	77.76	21.40
Finished Goods	3860.10	4765.02
Work-in-Progress	11668.18	16676.09
	15606.04	21462.51
TOTAL :	5856.47	(8160.53)
29: EMPLOYEE BENEFITS EXPENSE		
Salaries,Wages,Bonus,Benefits and Amenities	43069.58	43372.10
Contribution to Provident Fund and Other Funds	1761.59	1803.09
Employee Welfare Expenses	1085.93	1018.13
TOTAL :	45917.10	46193.32
30: FINANCE COSTS		
Interest		
- On Loans for Fixed Period	9800.58	11339.07
- On Other Loans / Liabilities	3391.11	3940.48
- On Lease Liabilities	248.93	261.92
- On Shortfall in payment of Advance Tax	253.00	132.00
Discounting & Financial Charges	1534.56	1615.67
TOTAL :	15228.18	17289.14
31: OTHER EXPENSES		
A. OTHER MANUFACTURING EXPENSES		
Power & Fuel Consumed	18385.10	19227.39
Repair & Maintenance-Machinery	7275.61	6255.81
Stores Consumed	3935.70	3551.66
Tools, Jigs & Dies	234.13	234.55
Packing Material Consumed	8539.04	7923.85
Flexo Plates / Processing Charges for Cylinders	4200.77	3930.06
Less : Inter Unit Charges	3106.07	2790.76
	1094.70	1139.30
Design & Development Charges	6.99	27.79
Job Work Charges	1120.67	1214.42
Royalty Expenses	457.56	318.26
R & D Charges	165.03	136.98
TOTAL (A) :	41214.53	40030.01

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	For the Year Ended 31.03.2021	(Rs. in Lacs) For the Year Ended 31.03.2020
B. ADMINISTRATIVE, SELLING & OTHER EXPENSES		
Short Term Leases	602.52	597.78
Leases of Low Value	15.44	10.90
Rates & Taxes	118.05	98.46
Insurance charges	998.41	673.03
Electricity & Water charges	415.06	421.21
Printing & Stationery	213.36	218.06
Postage & Telephone Expenses	335.31	390.42
Vehicle Running & Maintenance Expenses	320.60	381.03
Conveyance & Travelling Expenses	1079.51	3595.43
Repair & Maintenance :		
- Building	1159.42	843.43
- Others	2722.82	1895.84
Legal & Professional Charges	1622.94	1460.42
Directors' sitting fees	30.00	26.50
General Expenses	2615.95	3180.62
Commission on Sales	420.86	332.35
Advertisement & Publicity	406.93	659.75
Entertainment Expenses	174.03	453.54
Charity & Donation	94.70	19.27
Corporate Social Responsibility Expenditure	217.99	68.90
Freight & Forwarding charges	10953.78	7953.59
Property, Plant & Equipment written Off	69.64	1.57
Loss on Sale of Property, Plant & Equipment (Net)	242.74	22.77
Loss on Sale of Right to Use Assets	-	1.19
Allowance for bad and doubtful Trade Receivables	3208.99	960.11
Amount utilized from allowance for bad and doubtful Trade Receivables	(250.54)	(61.36)
Sundry Debit Balances / Bad Debts written off	4824.61	2,731.72
Quality Claims	964.63	488.64
TOTAL (B) :	33577.75	27425.17
TOTAL : (A+B)	74792.28	67455.18
Additional Disclosure in respect of Investment Properties, that generated rental income;		
Insurance	24.47	3.16
Repair & Maintenance :		
- Building	22.86	17.64
Finance Cost on Lease Liabilities	1.96	1.96
Amortization of Right to Use Assets	0.28	0.28
	49.57	23.04

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	For the Year Ended 31.03.2021	(Rs. in Lacs) For the Year Ended 31.03.2020
32: EXPENSES ALLOCATED TO SELF CONSTRUCTED ASSETS		
Cost of Material Consumed	1585.38	353.59
Employee Benefits Expense	499.31	449.82
Depreciation and amortisation expense	134.03	92.89
Other Expenses	352.76	247.39
TOTAL :	2571.48	1143.69
	As At 31.03.2021	(Rs. in Lacs) As At 31.03.2020
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.	4888.29	5435.79
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.	29.69	17.93
iii) Additional demands raised by the Income Tax Department, which are under rectification & appeal	1139.48	1129.48
iv) Additional demands raised by the Sales Tax Department, which are under rectification & appeal	1366.34	1397.96
v) Amount demanded by the erstwhile workers of the Company and are pending in labour Court	15.92	15.92
vi) Claims against the Company/disputed liabilities not acknowledged as debt.	439.90	439.90
vii) Demand raised by the Concerned Development corporation on surrender of unutilised Industrial Leasehold Land.	62.69	62.69
viii) Demands raised by the Electricity Departments, which are paid and protested or under appeal	364.29	509.52
B i) Guarantees issued by Banks	3317.97	2763.62
ii) Corporate Guarantees issued for facilities taken by subsidiaries from Banks	33148.50	77498.90
iii) Import duty obligations on outstanding export commitment under Advance Licence / EPCG Schemes	43555.20	28907.50
iv) Letters of Credit (Unexpired) issued by Banks (Net of Margin)	4713.48	8233.30
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
34: CAPITAL COMMITMENTS		
The estimated amount of contracts remaining to be executed on capital account (Net of advances) and not provided for :	56060.47	13337.81

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021
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	Previous Year
		(Rs. in Lacs)	
i) Depreciation Charge on Right to Use Assets	2D	780.51	872.53
ii) Interest Expense on Lease Liabilities	30	248.93	261.92
iii) Short Term Leases	31B	602.52	597.78
iv) Low Value Leases	31B	15.44	10.90
v) Variable Lease Payments		-	-
vi) Total Cash Outflows on Right to Use Assets		934.32	1023.12
vii) Additions to Right to Use Assets	2D	2549.93	3201.94
viii) Carryig amount of Right to Use Assets	2D	4000.46	2311.79

36: INFORMATION IN RESPECT OF CORPORATE SOCIAL RESPONSIBILITY EXPENDITURE REQUIRED TO BE SPENT BY THE COMPANY:

	Current Year	Previous Year
	(Rs. in Lacs)	
a Gross Amount required to be spent by the Company during the Year	212.58	279.91
b Amount spent during the year on:		
(i) Construction / acquisition of any asset	-	-
(ii) On purpose other than (i) above	217.99	68.90

37: AUDITORS REMUNERATION, AS INCLUDED IN "LEGAL & PROFESSIONAL CHARGES" UNDER NOTE NO."31(B)", IS AS UNDER:-

	Current Year	Previous Year
	(Rs. in Lacs)	
a) Audit Fees	136.00	132.00
b) Taxation Matters	40.00	37.00
c) Other Services	30.01	35.02
d) Out of Pocket Expenses	2.68	7.71

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	Previous Year
	(Rs. in Lacs)	
a. Reconciliation of opening and closing balances of obligation		
Obligations at period beginning	5304.56	4268.72
Current Service cost	473.11	428.68
Interest cost	360.46	329.39
Actuarial (gain) / loss due to unexpected experience	364.56	776.88
Benefits paid	(512.76)	(499.11)
Obligations at period end	5989.93	5304.56

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	(Rs. in Lacs)	
	Current Year	Previous Year
b. Reconciliation of opening and closing balances of fair value assets		
Plan assets at period beginning, at fair value	4314.70	3643.39
Interest Income	293.19	281.14
Return on Plan Assets excluding Interest Income	311.81	(141.46)
Contributions	730.00	1030.74
Benefits paid	(512.76)	(499.11)
Plan assets at period end, at fair value	5136.94	4314.70
c. Amount Recognized in Balance Sheet		
Present value of the defined benefit obligations at the end of the period	5989.93	5304.56
Fair value of plan assets at the end of the period	(5136.94)	(4314.70)
Liability/ (Asset) recognized in the balance sheet	852.99	989.86
d. Gratuity cost for the period		
Current Service cost	473.11	428.68
Interest cost	360.46	329.39
Expected return on plan assets	(293.19)	(281.14)
Net Gratuity Cost recognised in Statement of Profit & Loss	540.38	476.93
e. Remeasurement (gains) and losses		
Actuarial (gain) / loss due to unexpected experience	364.56	776.88
Return on Plan assets, excluding interest income	(311.81)	141.46
Net Gratuity Cost recognised in Statement of Other Comprehensive Income	52.75	918.34
Assumptions		
Interest rate	6.8% P.A.	6.8% P.A.
Estimated rate of return on plan assets	6.8% 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 2021. The company is expected to contribute Rs. 1365.32 lacs to defined benefits plan obligations fund for the year ending 31st March 2022.

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.223.11 Lacs (increase by Rs.239.46 Lacs) as at 31st March 2021.

If the expected salary growth increases /(decreases) by 0.5%, the defined benefit plan obligations would increase by Rs.237.98 Lacs (decrease by Rs.223.46 Lacs) as at 31st March 2021.

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.

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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:

	(Rs. in Lacs)	
	Current Year	Previous Year
a. Reconciliation of opening and closing balances of obligation		
Obligations at period beginning	2480.95	1869.64
Service cost	126.32	176.77
Interest cost	168.59	144.27
Actuarial (gain) / loss	318.80	810.92
Benefits paid	(661.75)	(520.65)
Obligations at period end	2432.91	2480.95
b. Amount Recognized in Balance Sheet		
Present value of the defined benefit obligations at the end of the period	2432.91	2480.95
Liability recognized in the balance sheet	2432.91	2480.95
c. Leave Encashment cost for the period		
Service cost	126.32	176.77
Interest cost	168.59	144.27
Actuarial (gain) / loss	318.80	810.92
Net Leave Encashment cost for the period	613.71	1131.96
Assumptions		
Interest rate	6.8% P.A.	6.8% P.A.

39: BALANCES OF SOME OF THE PARTIES ARE SUBJECT TO RECONCILIATION & CONFIRMATIONS.

40: PREVIOUS YEAR FIGURES HAVE BEEN RECASTED / REGROUPED/ RECLASSIFIED, WHEREVER CONSIDERED NECESSARY.

41: The outbreak of coronavirus disease 2019 (COVID-19) has created an unprecedented global health crisis that has a deep impact on the businesses and economy. Uflex operates in multiple countries across the globe – both in terms of its manufacturing operations and the markets for its products and all these countries had imposed lockdowns of varying types aimed at containing the spread of the virus. Given that Uflex business is manufacturing of Flexible Packaging Films and Flexible Packaging, which is predominantly used in food and Pharma packaging, all out efforts were being made by all countries to ensure the adequate supply of food and medicines to the public, which was made possible only due to seamless continued operations of packaging industry. While Uflex did face initial administrative and supply chain challenges in some countries during initial lockdown period, but there was no impact on its overall production and sales volumes during the period. While Uflex believes that its business will continue to remain unscathed by the pandemic; however there could be uncertainties in the future due to underlying developments w.r.t COVID 19, which are difficult to predict.

42 : Due to Outbreak of fire certain assets situated in factory premises at Jammu Unit 2 and at Sector-60 Noida were damaged during the year ended 31st March 2020. These assets are covered under insurance on reinstatement basis for which intimation has already been given to the insurance company and the company will submit final claims upon reconstruction of damaged assets. The company is in the process of reconstructing these assets and has incurred Rs. 2728.61 lacs till 31st March 2021 (Net of adhoc claims received), towards assets destroyed during outbreak of fires, which is expected to be recovered in full.

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

43: 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)	23044.27	14326.57
(B) (i) Weighted Average Number of Equity Shares (viz. denominator) for Basic 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.)	31.91	19.84
(b) Diluted (A/B(ii)) (Rs.)	31.91	19.84

44: 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 2021

Particulars	(Rs. in Lacs)			Total
	Flexible Packaging Activities	Engineering Activities	Other (Un-allocable)	
Revenue from				
- External Customers	434114.11	28922.63	469.81	463506.55
- Transaction with other operating segments	-	6342.83	-	6342.83
Total Revenue	434114.11	35265.46	469.81	469849.38
Identifiable operating expenses	(344636.65)	(27760.72)	(16541.00)	(388938.37)
Less: Cost of Intersegment Revenue	(3106.08)	-	(3236.75)	(6342.83)
Operating Profit	86371.38	7504.74	(19307.94)	74568.18
Other Income				2034.20
EBIDTA				76602.38
Depreciation & Amortization Expenses				(25964.72)
EBITA				50637.66
Finance Cost				(15228.18)
Profit before Tax				35409.48
Tax expenses				(12365.21)
Net Profit				23044.27
Segment Assets	376698.10	52904.55	62371.55	491974.20
Segment Liabilities	82452.20	47559.80	114326.82	244338.82

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	(Rs. in Lacs)			
Particulars	Flexible Packaging Activities	Engineering Activities	Other (Un-allocable)	Total
For the Year Ended 31st March 2020				
Revenue from				
- External Customers	384914.69	22170.70	(114.29)	406971.10
- Transaction with other operating segments	-	4088.48	-	4088.48
Total Revenue	384914.69	26259.18	(114.29)	411059.58
Identifiable operating expenses	(320609.46)	(21336.80)	(11647.71)	(353593.97)
Less: Cost of Intersegment Revenue	(2790.77)	-	(1297.71)	(4088.48)
Operating Profit	61514.46	4922.38	(13059.71)	53377.13
Other Income				8264.81
EBIDTA				61641.94
Depreciation & Amortization Expenses				(26136.24)
EBITA				35505.70
Finance Cost				(17289.14)
Profit before Tax				18216.56
Tax expenses				(3889.99)
Net Profit				14326.57
Segment Assets	334209.83	46815.00	61001.89	442026.72
Segment Liabilities	69889.98	44318.92	101858.10	216067.00

45: 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) **Fellow 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) and Flex Films Rus LLC (Russia.)
- iii) **Associate** : Flex Foods Limited.
- iv) **Joint Venture** : 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. Amitava Ray, Wholetime Director (upto 01/02/2021), Mr. Jagmohan Mongia, Whole time Director w.e.f. 11/02/2021, 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, Naveli Collections Pvt. Ltd., 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 :

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

(Rs. in Lacs)

Transactions	Subsidiaries	Fellow Subsidiaries	Associate	Joint Venture	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)	24258.94 14318.30	448.12 501.98	44.14 33.97	- -	- -	4020.70 7905.22	28771.90 22759.47
Purchase of Goods/Services (Net)	- -	3,222.28 737.54	- -	- -	- -	27838.72 26033.64	31061.00 26771.18
Royalty	- -	- -	- -	- -	210.00 85.00	- -	210.00 85.00
Purchase of Fixed Assets	- 0.87	- -	- -	- -	- -	- 365.31	- 366.18
Sale of Fixed Assets	- -	- 1.17	- 7.13	- -	- -	2.40 3.34	2.40 11.64
Dividend Income	- -	- -	44.03 58.70	- -	- -	- -	44.03 58.70
Purchase of DEPB Licence	- -	- -	71.91 55.09	- -	- -	- -	71.91 55.09
Technical Fees received	- 1436.00	369.00 723.38	- -	- -	- -	- -	369.00 2159.38
Licence & Support fees Received	189.13 74.03	1185.48 344.92	- -	- -	- -	- -	1374.61 418.95
Rent Received	- -	- -	9.00 9.00	- -	61.20 48.05	55.56 24.08	125.76 81.13
Rent Paid	- -	- -	- -	- -	264.00 240.00	190.58 71.64	454.58 311.64
Security Deposit Paid	- -	- -	- -	- -	- 100.00	- -	- 100.00
Refund of Security Deposit Given	- -	- -	- -	- -	- 100.00	- -	- 100.00
Interest Paid on Loans	- -	- -	6.53 5.47	- -	- -	19.70 171.33	26.23 176.80
Interest Received on Loans	212.90 137.80	- -	- -	3.58 3.68	- -	- -	216.48 141.48
Commission Received on extension of Corporate Guarantee	- -	199.77 159.71	- -	- -	- -	- -	199.77 159.71
Remuneration *	- -	- -	- -	- -	2441.99 1243.18	- -	2441.99 1243.18
Commission Paid	- 14.36	- -	- -	- -	- -	- -	- 14.36
ii) Non Trade Transactions							

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

(Rs. in Lacs)

Transactions	Subsidiaries	Fellow Subsidiaries	Associate	Joint Venture	Key Management Personnel & their Relatives / HUF	Other Related Enterprises as referred to in 'a (vi)' above	Total
Investment in Shares	-	-	-	-	-	-	-
	<i>4464.10</i>	-	-	-	-	-	<i>4464.10</i>
Repayment of Lease Liabilities	-	-	-	-	-	228.79	228.79
	-	-	-	-	-	<i>345.81</i>	<i>345.81</i>
Sale of Investments	-	-	-	-	-	-	-
	<i>2152.80</i>	-	-	-	-	-	<i>2152.80</i>
Dividend Paid	-	-	-	-	46.43	589.25	635.68
	-	-	-	-	<i>46.43</i>	<i>589.25</i>	<i>635.68</i>
Loan Taken	-	-	-	-	-	-	-
	-	-	<i>100.00</i>	-	-	<i>100.00</i>	<i>200.00</i>
Repayment of Loan Taken	-	-	100.00	-	-	675.00	775.00
	-	-	-	-	-	<i>125.00</i>	<i>125.00</i>
Loan Given	1185.00	-	-	-	-	-	1185.00
	<i>640.00</i>	-	-	-	-	-	<i>640.00</i>
Recovery of Loan Given	1,891.00	-	-	-	-	-	1,891.00
	-	-	-	-	-	-	-
Total	27736.97	5424.65	275.61	3.58	3023.62	33620.70	70085.13
	<i>23238.26</i>	<i>2468.70</i>	<i>269.36</i>	<i>3.68</i>	<i>1862.66</i>	<i>35734.62</i>	<i>63577.28</i>
Balance as on 31.03.2021							
Debit	15575.49	1401.24	0.01	63.79	-	5055.64	22096.17
	<i>6553.39</i>	<i>663.72</i>	<i>8.41</i>	<i>61.76</i>	-	<i>5796.26</i>	<i>13083.54</i>
Credit	756.25	1906.41	-	-	1150.68	14226.92	18040.26
	<i>1417.98</i>	<i>672.40</i>	<i>104.93</i>	-	<i>45.29</i>	<i>15151.54</i>	<i>17392.14</i>

Previous Year figures have been given in Italic.

*Includes

	Current Year	Previous Year
Salary	1229.81	1200.63
Perquisites	57.38	35.82
Short Term Employees Benefits	19.80	6.73
Commission	1135.00	-
Total	2441.99	1243.18

The company has extended corporate guarantees to the lenders of its subsidiary(ies) / Fellow Subsidiary(ies). The outstanding amount of corporate guarantees extended by the company as on the balance sheet date has been disclosed in Note No 33(B).

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

46: INFORMATION U/S 186(4) OF THE COMPANIES ACT, 2013 IN RESPECT OF LOANS GIVEN, INVESTMENTS MADE OR GUARANTEES GIVEN OR SECURITY PROVIDED :

S. No.	Name of the Company	Amount Rs. in Lacs	Purpose of the Loan
A Loans Given			
	USC Holograms Pvt Ltd	1185.00	General Corporate Purpose
	Digicyl Pte. Ltd., Singapore	55.13	Renewal of General Corporate Purpose Loan Provided to the Company.
B Guarantees Given		NIL	
C Securities Provided		NIL	

47: FINANCIAL INSTRUMENTS

The carrying value of instruments by categories are as follows:

Particulars		Amortised Cost	Financial assets / liabilities at fair value through Profit or Loss	Financial assets / liabilities at fair value through OCI	Total Carrying Value
(Rs. in Lacs)					
Assets					
Cash and cash equivalents (Including Other Bank Balances)	CY	20061.72	-	-	20061.72
	PY	6711.74	-	-	6711.74
Investments					
Equity and other securities	CY	46040.38	-	273.93	46314.31
	PY	46040.38	-	145.56	46185.94
Trade Receivables	CY	133849.79	-	-	133849.79
	PY	111443.37	-	-	111443.37
Loans	CY	3114.93	-	-	3114.93
	PY	3526.09	-	-	3526.09
Other financial assets	CY	2934.23	-	-	2934.23
	PY	321.07	-	-	321.07
Total	CY	206001.05	-	273.93	206274.98
	PY	168042.65	-	145.56	168188.21
Liabilities					
Trade payables	CY	76828.35	-	-	76828.35
	PY	63687.17	-	-	63687.17
Other financial liabilities	CY	32322.07	-	-	32322.07
	PY	19529.94	-	-	19529.94
Borrowings (less cumulative amortisation using effective interest method)	CY	103055.77	-	-	103055.77
	PY	110491.21	-	-	110491.21
Lease Liabilities	CY	4198.56	-	-	4198.56
	PY	2424.31	-	-	2,424.31
Total	CY	216404.75	-	-	216404.75
	PY	196132.63	-	-	196132.63

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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	273.93	273.93	-	-
	PY	145.56	145.56	-	-
Investment in Preference Shares	CY	15250.00	-	-	15250.00
	PY	15250.00	-	-	15250.00

48: 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	14%	18%
Revenue from Top Five Customers	25%	29%

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.

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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 2021	Due within 12 months from Balance sheet Date	Due beyond 12 months of Balance Sheet Date
Borrowings	124746.83	60800.82	63946.01
Lease Liabilities	4198.56	577.54	3621.02
Trade payables			
Total outstanding dues of Micro, Small & Medium enterprises	1497.21	1497.21	-
Total outstanding dues of creditors other than Micro, Small & Medium enterprises	75331.14	75331.14	-
Other Financial Liabilities	10631.01	9265.92	1365.09

Interest Rate Risk

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. 116205.35 lacs out of the total debt of Rs. 124746.83 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. 1162.05 Lacs.

Foreign Currency Risk

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	(Rs. in Lacs)			
	Monetary Assets		Monetary Liabilities	
	Current Year	Previous Year	Current Year	Previous Year
USD	10728.14	7849.07	10478.1	8597.8
Euro	6292.41	1997.38	3558.69	926.09
GBP	3901.96	907.83	133.33	162.15

Following Table Summarises approximate gain /(loss) on Company's Profit before tax on account of appreciation and depreciation of underlying foreign currencies of the above table

NOTES ON THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

Currency	(Rs. in Lacs)	
	Effect on Profit before tax	
	Current Year	Previous Year
Closing USD Rate (in Rs.P.)	73.50	75.39
Closing Euro Rate (in Rs.P.)	86.10	83.05
Closing GBP Rate (in Rs.P.)	100.95	93.08
5% appreciation (Rs.in lacs)	337.62	53.41
5% depreciation (Rs.in lacs)	(337.62)	(53.41)

Commodity Price Risk

The main raw materials which 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.

Signatories to Notes 1 to 48

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

For **KAAP & Associates**
Chartered Accountants
Firm's Registration No.: 019416N

Rakesh Malhotra
Asst. Vice President
(Corp. Accounts)

Ajay Krishna
Sr.Vice President (Legal) &
Company Secretary

Deepak Sehgal
Partner
M.No.: 085391

Place : NOIDA
Dated : 29th June, 2021

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 companies, viz. USC Holograms Pvt. Ltd, Flex Middle East FZE, Flex P Films (Egypt) S.A.E., Flex Films Europa Sp. z.o.o, Flex Americas S.A. de C.V., Uflex Europe Ltd., Uflex Packaging Inc., UPET Holdings Ltd., UPET (Singapore) PTE. Ltd., Flex Films (USA) Inc., Flex Chemicals Pvt. Ltd., Flex Films Africa Pvt. Ltd., Flex Films Europa Korlatolt Felelossegu Tarsasag (Hungary) & Flex Films Rus LLC (Russia) (the Holding Company and its subsidiaries together referred to as "the Group"), its Associate, Flex Foods Limited and Jointly Controlled Entities, viz. Digicyl Pte. Ltd. (Singapore) & Digicyl Ltd. (Israel), being Wholly owned Subsidiary of Digicyl Pte. Ltd. (Singapore), comprising of the Consolidated Balance Sheet as at March 31, 2021, 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, and 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, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013, as amended ('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 their Consolidated state of affairs of the Group, its Associate and Jointly Controlled Entities, as at March 31, 2021, of their Consolidated profit and Other Comprehensive Income, Consolidated Changes in Equity and Consolidated Cash Flows for the year then ended.

Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs 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'), and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Act. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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 of the 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. We have determined the matters described below to be the key audit matters to be communicated vide this report.

Key Audit Matter	Auditor's Response
<p>Revenue Recognition:</p> <p>The Holding Company and an Indian Subsidiary audited by us, enters contracts with customers, encompassing multiple products and services. They derive revenues from flexible packaging activities, Engineering activities, trading, and related activities. They assess the activities promised in a contract and identifies distinct performance obligations in the contract, where applicable. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables involves significant judgment.</p>	<p>Our audit procedures included and were not limited to the following:</p> <ul style="list-style-type: none"> • Evaluated the detailed analysis performed by those charged with governance of the Holding Company & the Indian Subsidiary and those acting on their directions, on revenue streams; • Evaluated the appropriateness of the disclosures provided under the Ind AS-115 on 'Revenue from Contracts with Customers' and assessed the completeness of the relevant disclosures; • Evaluation and testing of the design and operating effectiveness of the relevant business process controls, inter-alia controls over the capture, measurement, and authorisation of revenue transactions; • Evaluated the agreements with the customers to identify the distinct performance obligations, where applicable, the transaction price, and its allocation to the performance obligations in the contract, and the classification of the contract for the basis of revenue recognition in accordance with Ind AS -115 and • Evaluated the treatment accorded and disclosures by the Holding Company & the Indian Subsidiary Company for sales returns, trade discounts, rate differences, volume rebates and other factors, having bearing on revenue recognition.

Key Audit Matter	Auditor's Response
Consolidation of Subsidiaries, Jointly Controlled Entities and Associate	<p>Our audit procedures included and were not limited to the following:</p> <ul style="list-style-type: none"> • Evaluated the design and implementation of internal controls laid down by the Group for identification of Subsidiaries, Jointly Controlled Entities and Associate; • Evaluated the design and implementation of internal controls laid down by the Group for consolidation of group companies on line by line basis by adding together the book values of like items of assets, liabilities, income and expenses after eliminating the intra-group transactions and also unrealized profit and losses resulting from intra-group transactions included in the carrying amount of assets; • Evaluated the design and implementation of internal controls laid down by the Holding Company, for Consolidation of Jointly Controlled Entities and the Associate, by equity method; • Evaluated the design and implementation of internal controls laid down by the Holding Company for alignment of accounting policy of foreign subsidiaries with Holding company and • Evaluated the design and implementation of internal controls laid down by the Holding Company for translating the financial statements of the Group companies which are incorporated outside India, as per Indian Accounting Standards.

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 the Consolidated Financial Statements and our auditor's reports 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 during the course of 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 Board of Directors are 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, Consolidated Changes in Equity 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, 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, Associate and Jointly Controlled Entities 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 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 Board of Directors of the companies included in the Group, its Associate and Jointly Controlled Entities are responsible for assessing the ability of the Group, 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 respective management either intends to liquidate the Group, Associate and 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 also 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 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, an Indian Subsidiary and an Indian Associate, has adequate internal financial controls system 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, its Associate and or 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, its Associate and or 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, 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 the entity 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 and such other entity included in the Consolidated Financial Statements of which we are the independent auditors 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 of 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

We have audited one Indian Subsidiary, viz. USC Holograms Pvt. Ltd.. We did not audit the financial statements of balance 13 subsidiaries as at March 31, 2021, whose financial statements reflect total assets of Rs. 777,637.74 Lacs

as at March 31, 2021, total revenues of Rs.530,835.25 Lacs and net cash inflows amounting to Rs. 7709.27 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 profit of Rs. 135.81 lacs and Other Comprehensive Income of Rs. 9.26 lacs, for the year ended March 31, 2021, as considered in the Consolidated Financial Statements, in respect of the Associate and a Jointly Controlled Entity, whose financial statements have not been audited by us. In respect of above financial statements, which 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, above Associate and above Jointly Controlled Entity and our report in terms of sub-Sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid Subsidiaries, above Associate and above Jointly Controlled Entity, is based solely on the reports of the other auditors.

We did not audit the financial statements of another Jointly Controlled Entity, which reflect Group's share of net Loss of Rs. 5.25 lacs and Other Comprehensive Income of Rs. NIL, for the year ended March 31, 2021, as considered in the Consolidated Financial Statements. These financial statements are unaudited and have been certified & 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 this Jointly Controlled Entity, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to this Jointly Controlled Entity, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Auditors of one of the material Components, viz. Flex P Films (Egypt) S.A.E., Fellow Subsidiary Company, have mentioned, inter-alia, in their Auditor's Report in paragraph "Emphasis of Matters"; that 'Most of the world countries, including Egypt, were exposed to the new Covid-19 pandemic starting from the first quarter of 2020, causing disruption to most of commercial and economic activities in general. Thus, it is possible that this will have a significant impact on the pre-defined operational and marketing plans, future cash flows associated with it, the associated elements of assets, liabilities, and business results in the financial statements of the company during the following periods. The company's management is currently taking several measures to mitigate such risk and reduce its impact on its financial position and support its ability to continue. However, in light of the instability and the state of uncertainty as a result of the current events, the magnitude of the impact of such event depends mainly on the continuation of those effects and the company's ability to achieve its plans to confront this danger, which is difficult to be determined at the present time.' Their Auditor's opinion is not modified in respect of this matter.

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 statement certified by the Management.

Report on Other Legal and Regulatory Requirements:

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 Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) On the basis of the written representations received from the Directors of the Holding Company and an Indian Subsidiary, audited by us as on March 31, 2021 & taken on record by the Board of Directors of the Holding Company and concerned Subsidiary audited by us and the report of the other statutory auditors of the Indian Associate, none of the directors of the Holding Company, concerned Subsidiary and such Associate, is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended :

In our opinion and based on the consideration of report of other statutory auditors of the Indian Associate, the managerial remuneration for the year ended March 31, 2021 has been paid / provided by the Holding Company, Indian Subsidiary audited by us and the Indian Associate, to their directors is in accordance with the provisions of

Section 197, read with Schedule V to the Act;

- g) With respect to the adequacy of internal financial controls over financial reporting of the Holding Company, its Indian Subsidiary and Indian Associate and the operating effectiveness of such controls, refer to our separate report in the Annexure;
- h) 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 and based on the respective financial statements & consideration of the reports of the other statutory auditors of the subsidiaries, Indian Associate & a Jointly Controlled Entity, not audited by us and unaudited Financial Statement of another Jointly Controlled Entity, certified by the Management, as noted in the 'Other Matters' paragraph:
- i. The Consolidated Financial Statements disclose the impact of pending litigations 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 Statement.
 - ii. The Group, its Associate and Jointly Controlled Entities did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - 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 Indian Associate;
 - b) There was no amount which was required to be transferred to the Investor Education and protection fund by the Indian Subsidiary, audited by us.

For KAAP & Associates,
Chartered Accountants
ICAI Firm's Regn. No.: 019416N

CA. Deepak Sehgal
Partner

Place : NOIDA,
Dated : June 29, 2021

Membership No. 085391
UDIN: 21085391AAAAAH2385

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

(Referred to in paragraph (g) under "Report on Other Legal and Regulatory Requirements" section of our Report on the Audit of the Consolidated Financial Statements, to the members of Uflex Limited ("the Holding Company"), of even date)

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of sub-Section 3 of Section 143 of the Companies Act, 2013 ('the Act')

In conjunction with our audit of the Consolidated Financial Statements of the Uflex Limited (herein referred to as "the Holding Company"), its Subsidiaries, Associate and Jointly Controlled Entities, as of and for the year ended March 31, 2021, we have audited the internal financial controls over financial reporting of Holding Company, its Indian Subsidiary, viz. USC Holograms Pvt. Ltd, and its Indian Associate, viz. Flex Foods Ltd. (the Holding Company, its Indian Subsidiary and its Indian Associate are together referred to as "Indian Enterprises") as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Indian Enterprises, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Indian Enterprises considering the essential components of internal control stated in the 'Guidance Note on Audit of Internal Financial Controls over Financial Reporting' (the 'Guidance Note'), issued by the Institute of Chartered Accountants of India (ICAI). 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 Indian Enterprises' policies, the safeguarding of their 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 Indian Enterprises' internal financial controls over financial reporting 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 over financial reporting were 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 judgment, 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 auditor in terms of their report referred to in the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Indian Enterprises' internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

The Indian Enterprises' internal financial control over financial reporting 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 the Ind AS and other accounting principles generally accepted in India. The Indian Enterprises' internal financial control over financial reporting 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 Indian Enterprises; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Financial Statements in accordance with the Ind AS and other accounting principles generally accepted in India and that receipts and expenditures of the Indian Enterprises are being made only in accordance with authorizations of the Management and Directors of the Indian Enterprises; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the assets of the Indian Enterprises that could have a material effect on the Consolidated Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of the other auditor, as referred to in the "Other Matters" paragraph below, the Indian Enterprises' have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Indian Enterprises, considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far, as it relates to the Indian Associate, not audited by us, is based on the corresponding report of its auditor.

For KAAP & Associates,
Chartered Accountants
ICAI Firm's Regn. No.: 019416N

CA. Deepak Sehgal
Partner

Place : NOIDA,
Dated : June 29, 2021

Membership No. 085391
UDIN: 21085391AAAAAH2385

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2021

Particulars	Note No.	(Rs. in Lacs)	
		As At 31st March 2021	As At 31st March 2020
I ASSETS			
Non-Current Assets			
a) Property, Plant and Equipment	2A	493171.29	371900.25
b) Capital Work-in-Progress		150917.84	200360.60
c) Investment Property	2B	1221.87	1341.67
d) Other Intangible assets	2C	3321.82	3848.63
e) Right of use assets	2D	5499.38	3675.71
f) Intangible assets under development		835.40	388.11
g) Financial Assets			
i) Investments	3	20529.88	19870.71
ii) Loans	4	4004.33	3465.42
iii) Other Non-Current Financial Assets	5	28.29	983.09
h) Other Non-Current Assets	6	25247.39	28422.44
Total Non-Current Assets		704777.49	634256.63
Current assets			
a) Inventories	7	115057.11	85494.57
b) Financial Assets			
i) Trade Receivables	8	240549.80	194735.63
ii) Cash and Cash equivalents	9A	55992.29	33106.27
iii) Bank Balances other than (ii) above	9B	9912.09	11247.17
iv) Loans	10	3024.22	3102.46
v) Other Financial Assets	11	3050.27	296.71
c) Other Current Assets	12	50002.60	39398.09
Total Current Assets		477588.38	367380.90
TOTAL ASSETS		1182365.87	1001637.53
II EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	13	7221.15	7221.15
b) Other Equity	14	548441.05	462489.67
Total Equity		555662.20	469710.82
Liabilities			
Non-Current Liabilities			
a) Financial Liabilities			
i) Borrowings	15	280669.61	245114.01
ii) Lease Liabilities		4727.26	2586.28
iii) Other Financial Liabilities	16	1365.09	1881.91
b) Provisions	17	2851.94	2842.02
c) Deferred Tax Liabilities (Net)	18	29607.21	18729.88
Total Non-Current Liabilities		319221.11	271154.10
Current Liabilities			
a) Financial Liabilities			
i) Borrowings	19	75457.32	92051.33
ii) Lease Liabilities		835.12	953.70
iii) Trade Payables	20		
- Total outstanding dues of Micro, Small & Medium enterprises		1497.21	989.55
- Total outstanding dues of creditors other than Micro, Small & Medium enterprises		133213.83	104258.12
iv) Other Financial Liabilities	21	66397.38	44147.33
b) Other Current Liabilities	22	19072.32	8705.28
c) Provisions	23	2542.01	2535.64
d) Current Tax Liabilities (Net)	24	8467.37	7131.66
Total Current Liabilities		307482.56	260772.61
TOTAL EQUITY AND LIABILITIES		1182365.87	1001637.53

The accompanying Notes from S.No. 1 to 46 form an Integral Part of the Consolidated Financial Statements.

For and on behalf of the Board of Directors

This is the Consolidated Balance Sheet referred to in our report of even date attached

Rajesh Bhatia
Group President
(Finance & Accounts) & CFO

Jagmohan Mongia
Whole-time Director
DIN 09051022

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

For **KAAP & Associates**
Chartered Accountants
Firm's Registration No.: 019416N

Rakesh Malhotra
Asst. Vice President
(Corp. Accounts)

Ajay Krishna
Sr.Vice President (Legal) &
Company Secretary

Deepak Sehgal
Partner
M.No.: 085391

Place : NOIDA
Dated : 29th June, 2021

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2021

Particulars	Note No.	(Rs. in Lacs)	
		For the Year Ended 31st March 2021	For the Year Ended 31st March 2020
INCOME:			
Revenue from Operations			
Gross Revenue from Sale of Products & Services	25 (A)	912042.05	768503.73
Less : Inter unit Revenue from Sales of Products & Services		44590.91	41547.69
Net Revenue from Sale of Products & Services		867451.14	726956.04
Other Operating Income	25 (B)	21624.51	13528.24
Revenue from Operations		889075.65	740484.28
Other Income	26	2280.32	2846.84
Share in Profit of the Associate for the Year		565.57	320.12
Share in (Loss) of Joint Ventures for the Year		(435.01)	(488.98)
Total Income		891486.53	743162.26
EXPENSES:			
Cost of materials consumed	27	468066.52	429465.41
Purchase of Stock-in-Trade		5882.93	988.17
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	28	(3249.59)	(4814.38)
Employee benefits expense	29	79897.76	72558.72
Finance costs	30	22906.76	22478.97
Depreciation and amortization expense		45572.76	40319.41
Other expenses	31	160949.27	135608.95
Expenses Allocated to Self Constructed Assets	32	(2759.16)	(1528.52)
Total Expenses		777267.25	695076.73
Profit before tax		114219.28	48085.53
Less / (Add) : Tax expense:			
- Current tax		20080.98	10170.03
- Deferred tax		10499.48	818.12
- Short / (Excess) Provision of Income Tax for earlier years		(729.02)	9.94
Profit for the year before Minority Interest		84367.84	37087.44
Non Controlling Interest		(77.83)	(105.64)
Profit for the year		84290.01	36981.80
Other Comprehensive Income			
a. Items that will be reclassified subsequently to Profit or Loss			
Exchange Difference on translation of foreign operations		2604.13	5072.76
b. Items that will not be reclassified subsequently to Profit or Loss			
Remeasurement of the net defined benefit liability / asset		(52.75)	(918.34)
Fair Value Changes/ Realised of / on Equity Instruments		556.18	(288.50)
Income tax relating to items that will not be reclassified Subsequently to Profit & Loss		(89.05)	-
Share in aggregate other comprehensive income of the Associate (Net of Tax)		9.26	(12.74)
Total (b)		423.64	(1219.58)
Total Other Comprehensive Income for the year (a+b)		3027.77	3853.18
Total Comprehensive Income for the Year		87395.61	40940.62
Total Comprehensive Income for the Year attributable to:			
- Owners of the Holding Company		87317.78	40834.98
- Non-Controlling Interest		77.83	105.64
Earnings Per Equity Share			
a) Basic (Rs.)		116.73	51.21
b) Diluted (Rs.)		116.73	51.21

The accompanying Notes from S.No. 1 to 46 form an Integral Part of the Consolidated Financial Statements.

For and on behalf of the Board of Directors

This is the Consolidated Statement of Profit & Loss referred to in our report of even date attached

Rajesh Bhatia
Group President
(Finance & Accounts) & CFO

Jagmohan Mongia
Whole-time Director
DIN 09051022

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

For **KAAP & Associates**
Chartered Accountants
Firm's Registration No.: 019416N

Rakesh Malhotra
Asst. Vice President
(Corp. Accounts)

Ajay Krishna
Sr.Vice President (Legal) &
Company Secretary

Deepak Sehgal
Partner
M.No.: 085391

Place : NOIDA
Dated : 29th June, 2021

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2021

Particulars	(Rs. in Lacs)												
	Equity Share Capital	Reserve & Surplus				Other Equity				Total	Attributable to Owners of the Company	Attributable to Non Controlling Interest	
		Capital Reserve	Securities Premium Reserve	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				Re-measurement of Defined Benefit Plans
Balance as at 1st April 2019	7221.15	10557.89	57110.63	21496.73	2706.57	306738.80	(2265.20)	36954.93	(532.02)	(32.71)	430431.45	429805.05	626.40
Total Other Comprehensive Income for the Year (Net of Tax)							(288.50)	5072.76	(918.34)	(12.74)	3853.18	3853.18	-
Dividend Paid (Including Dividend Distribution Tax)					(1663.17)						(1663.17)	(1663.17)	-
Profit for the Year					37087.44						37087.44	36981.80	105.64
Amount transferred to General Reserve & Legal Reserve					(1154.03)						(1154.03)	(1154.03)	-
Amount Transferred from Retained Earnings											1154.03	1154.03	-
Capital Reserve transferred to Retained Earnings on Sale of Investment in Subsidiaries (Net of Tax)		(180.13)									-	-	-
Balance as at 31st March 2020	7221.15	10377.76	57110.63	21776.48	3580.85	341189.17	(2553.70)	42027.69	(1450.36)	(45.45)	469708.90	468976.86	732.04
Balance as at 1st April 2020	7221.15	10377.76	57110.63	21776.48	3580.85	341189.17	(2553.70)	42027.69	(1450.36)	(45.45)	469708.90	468976.86	732.04
Total Other Comprehensive Income for the Year (Net of Tax)							467.13	2604.13	(52.75)	9.26	3027.77	3027.77	-
Dividend Paid					(1444.23)						(1444.23)	(1444.23)	-
Profit for the Year					84367.84						84367.84	84290.01	77.83

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2020 (Contd.)

Particulars	(Rs. in Lacs)														
	Equity Share Capital	Reserve & Surplus			Other Equity			Total	Attributable to Owners of the Company	Attributable to Non Controlling Interest					
		Capital Reserve	Securities Premium Reserve	General Reserve	Legal Reserve	Retained Earnings	Equity Instrument through Other Comprehensive Income				Exchange differences on translating financial statements of foreign operations	Exchange differences on revaluation of Currency Plans	Remeasurement of Defined Benefit Plans	Share in aggregate Other Comprehensive Income of Associate	
Amount transferred to retained Earning on Sale of Investment recognized through Other Comprehensive Income (Net of Tax)					338.76	(338.76)									
Amount transferred to General Reserve & Legal Reserve			939.83	1919.96	(2859.79)									(2859.79)	
Amount Transferred from Retained Earnings														2859.79	
Balance as at 31st March 2021	7221.15	10377.76	57110.63	22716.31	500.81	421591.75	(2425.33)	44631.82	(9525.32)	(1503.11)	(36.19)	555660.28	54850.41	809.87	

The accompanying Notes from S.No. 1 to 46 form an Integral Part of the Consolidated Financial Statements.

For and on behalf of the Board of Directors

This is the Consolidated Statement of Changes in Equity referred to in our report of even date attached

Rajesh Bhatia
Group President
(Finance & Accounts) & CFO

Jagmohan Mongia
Whole-time Director
DIN 09051022

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

For **KAAP & Associates**
Chartered Accountants
Firm's Registration No.: 019416N

Rakesh Malhotra
Asst. Vice President
(Corp. Accounts)

Ajay Krishna
Sr. Vice President (Legal) &
Company Secretary

Deepak Sehgal
Partner
M.No.: 085391

Place : NOIDA
Dated : 29th June, 2021

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021

	(Rs. in Lacs)	
	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	114219.28	48085.53
Adjustment for :		
Remeasurement of the net defined benefit liability / asset	(52.75)	(918.34)
Share in Profit of the Associate for the Year	(565.57)	(320.12)
Share in (Profit) /Loss of the Joint Ventures for the Year	435.01	488.98
Exchange differences on translation of foreign operations (net of adjustment to cost of Property, Plant & Equipment (PPE), Intangibles, Right of use Assets & Deferred Tax)	1430.13	(2459.16)
Depreciation & amortisation expense	45572.76	40319.41
Exchange rate fluctuations (Net)	(4361.92)	(1641.14)
Loss on Sale of Property, Plant & Equipment (Net)	258.06	23.04
Property, Plant & Equipments written Off	69.64	1.57
Gain on sale of Investment Property	-	(10.19)
(Gain)/ Loss on sale of Right to Use Assets	(9.54)	1.19
Finance Cost	22906.76	22478.97
Interest received from Banks / others	(969.31)	(794.11)
Rent Received	(975.74)	(919.52)
Dividend received on Investments carried at Fair value through other comprehensive income	-	(3.43)
Gain on sale of Investments (Net)	-	(541.72)
Gain on sale of units of Mutual Funds (Net)	(0.26)	-
Sundry Credit Balances written Back	(185.80)	(104.62)
Allowance for Doubtful Trade Receivables Written Back	(863.56)	(61.36)
Goodwill Written Off	-	0.20
Allowance for bad and doubtful Trade receivables	4182.07	1321.93
Sundry Debit Balances / Bad Debts written off	5437.57	2730.32
Operating Profit before Working Capital changes	186526.83	107677.43
Adjustment for :		
Trade Receivables	(54384.45)	4180.47
Other financial assets and other assets	(9800.00)	(21650.85)
Inventories	(29562.54)	(1140.53)
Trade payables	29463.37	2311.41
Other financial liabilities, Other Liabilities and Provisions	33452.27	2012.32
Cash generated from operations	155695.48	93390.25
Income Tax	(19441.01)	(10179.97)
Exchange rate fluctuations	4361.92	1641.14
Cash from operating activities before exceptional items	140616.39	84851.42
Net Cash generated from operating activities (A)	140616.39	84851.42

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021 (Contd.)

	(Rs. in Lacs)	
	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Property, Plant & Equipment (PPE) & Intangible assets	(115504.48)	(218609.98)
Sale proceeds of PPE & Intangibles etc.	556.28	10930.61
(Outflow) / Inflow on Investments (Net)	37.09	(881.13)
Loans to Employees & Others	33.49	3686.77
Loan to Joint Venture	1.41	(4.66)
Loan to Body Corporate	76.21	(3039.84)
Interest received from Banks / others	969.31	794.11
Rent Received	975.74	919.52
Dividend received on Investments carried at Fair value through other comprehensive income	-	3.43
Net Cash used in Investing Activities (B)	(112854.95)	(206201.17)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(1444.23)	(1444.23)
Dividend Distribution Tax	-	(218.94)
Lease Payments	(1102.10)	(1199.69)
Finance Cost	(22625.76)	(22192.20)
Borrowings (Net)	18961.59	161944.54
Net Cash used in Financing Activities (C)	(6210.50)	136889.48
Net (Decrease) / Increase in Cash and Cash equivalents (A+B+C)	21550.94	15539.73
Cash and Cash equivalents (As per Note No 9)		
Opening Cash and Cash equivalents	44353.44	28813.71
Closing Cash and Cash equivalents #	65904.38	44353.44

#Includes Rs. 9912.09 lacs (Previous Year Rs. 11247.17 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 46 form an Integral Part of the Consolidated Financial Statements.

For and on behalf of the Board of Directors

This is the Consolidated Cash Flow Statement referred to in our report of even date attached

Rajesh Bhatia
Group President
(Finance & Accounts) & CFO

Jagmohan Mongia
Whole-time Director
DIN 09051022

Ashok Chaturvedi
Chairman & Managing Director
DIN 00023452

For **KAAP & Associates**
Chartered Accountants
Firm's Registration No.: 019416N

Rakesh Malhotra
Asst. Vice President
(Corp. Accounts)

Ajay Krishna
Sr.Vice President (Legal) &
Company Secretary

Deepak Sehgal
Partner
M.No.: 085391

Place : NOIDA
Dated : 29th June, 2021

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

1: SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF PREPERATION 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%
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%

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

Sr. No.	Name of the Company	Country of Incorporation	Relation	Ownership Interest
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	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	Digicyl Pte. Ltd.	Singapore	Joint Venture	50%
16	Digicyl Limited	Israel	Joint Venture	50%
17	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. 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.

D. CLASSIFICATION OF EXPENDITURE / INCOME

Except otherwise indicated:

- i) All expenditure and income are accounted for under the natural heads of account.
- ii) All expenditure and income are accounted for on accrual basis.

E. 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 represents 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

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

be measured reliably. The timing of transfer of control normally happens upon shipment. 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.

F. 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.

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 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.

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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.

G. 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.

H. 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.

I. 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

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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.

J. 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.

K. TRADE RECEIVABLES

Trade receivables represents amount billed to customers as credit sales and are net off; a) any amount billed but for which revenues are reversed under the relevant Indian accounting standard and b) impairment for trade receivables, which is estimated for amounts not expected to be collected in full.

L. LOANS AND ADVANCES

Loans and advances are non-derivative financial assets with fixed and determinable payments. This category includes the loans, other financial assets and other current assets.

Subsequent to initial measurement, loans and receivables are carried at amortized cost based on effective interest rate method less appropriate allowance for doubtful receivables, if any.

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

Loans and advances are further classified as current and non-current depending whether they will realize within 12 months from the balance sheet date or beyond.

M. 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.

N. EARNING 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.

O. 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.

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

P. 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.

Q. 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.

R. 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 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 CGU to which the asset belongs.

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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.

S. 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.

T. 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.

U. 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

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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

V. 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.

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021
2A. PROPERTY, PLANT & EQUIPMENT

	(Rs. in Lacs)									
	Freehold Land	Lease Hold Land	Building	Plant & Equipment	Electrical Installations	Office Equipments	Furniture & Fixtures	Vehicles	Aircraft	Total
GROSS CARRYING VALUE										
As at 1st April 2019	7340.11	22772.37	97391.91	478226.80	17297.22	8411.08	8060.39	5443.21	735.35	645678.44
Additions During the Year	1908.67	17.13	9292.11	28993.48	1247.77	681.47	813.59	881.35	-	43835.57
Adjustments for Exchange Difference on translation	163.86	659.81	1778.54	8025.48	(76.71)	129.58	74.02	80.34	66.12	10901.04
Deductions During the Year	-	-	(297.97)	(26305.44)	(24.60)	(59.88)	(65.47)	(632.32)	-	(27385.68)
As at 31st March 2020	9412.64	23449.31	108164.59	488940.32	18443.68	9162.25	8882.53	5772.58	801.47	673029.37
Additions During the Year	1173.40	5413.07	41068.03	107946.23	4822.23	970.81	1032.86	948.11	-	163374.74
Adjustments for Exchange Difference on translation	83.55	(229.54)	499.62	1968.54	386.85	(10.02)	2.26	(30.60)	(20.09)	2650.57
Deductions During the Year	-	-	(6.03)	(6328.43)	(37.26)	(78.49)	(37.99)	(686.18)	-	(7174.38)
As at 31st March 2021	10669.59	28632.84	149726.21	592526.66	23615.50	10044.55	9879.66	6003.91	781.38	831880.30
DEPRECIATION / AMORTISATION										
As at 1st April 2019	-	975.45	23195.31	230741.76	7332.61	6137.26	5518.53	2734.74	73.53	276709.19
Provided for the Year	-	361.48	3291.16	30999.19	978.75	775.26	544.93	625.75	37.64	37614.16
Adjustments for Exchange Difference on translation	-	53.98	406.55	2690.56	(110.99)	100.88	55.67	42.23	9.05	3247.93
Deductions During the Year	-	-	(79.88)	(15709.45)	(24.22)	(56.25)	(44.09)	(528.27)	-	(16442.16)
As at 31st March 2020	-	1,390.91	26813.14	248722.06	8176.15	6957.15	6075.04	2874.45	120.22	301129.12
Provided for the Year	-	359.54	4643.95	34456.63	1080.17	801.64	657.86	783.62	39.41	42822.82
Adjustments for Exchange Difference on translation	-	(19.84)	89.02	834.12	176.94	(19.17)	(9.03)	(0.11)	(3.36)	1048.57
Deductions During the Year	-	-	(5.35)	(5685.10)	(35.24)	(74.60)	(34.67)	(456.54)	-	(6291.50)
As at 31st March 2021	-	1730.61	31540.76	278327.71	9398.02	7665.02	6689.20	3201.42	156.27	338709.01
NET CARRYING VALUE										
As at 31st March 2020	9412.64	22058.40	81351.45	240218.26	10267.53	2205.10	2807.49	2898.13	681.25	371900.25
As at 31st March 2021	10669.59	26902.23	118185.45	314198.95	14217.48	2379.53	3190.46	2802.49	625.11	493171.29

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

2B INVESTMENT PROPERTY

(Rs. in Lacs)

	Freehold Land	Leasehold Land	Building	Total
GROSS CARRYING VALUE				
As at 1st April 2019	8.57	275.83	4054.02	4338.42
Additions During the Year	-	-	-	-
Deductions During the Year	-	(1.88)	-	(1.88)
As at 31st March 2020	8.57	273.95	4054.02	4336.54
Additions During the Year	-	-	-	-
Deductions During the Year	-	-	-	-
As at 31st March 2021	8.57	273.95	4054.02	4336.54
DEPRECIATION / AMORTISATION				
As at 1st April 2019	-	10.69	2862.78	2873.47
Provided for the Year	-	3.46	118.02	121.48
Deductions During the Year	-	(0.08)	-	(0.08)
As at 31st March 2020	-	14.07	2980.80	2994.87
Provided for the Year	-	3.62	116.18	119.8
Deductions During the Year	-	-	-	-
As at 31st March 2021	-	17.69	3096.98	3114.67
NET CARRYING VALUE				
As at 31st March 2020	8.57	259.88	1073.22	1341.67
As at 31st March 2021	8.57	256.26	957.04	1221.87

Note: Fair value of the Investment Properties is of Rs 12743.37 Lacs (Previous Year Rs.12843.88 Lacs), as valued by Independent architect and approved valuer.

2C INTANGIBLE ASSETS

(Rs. in Lacs)

	Goodwill	Software	Patent	Technical Know How		Total
				Internally Generated	Other Than Internally Generated	
GROSS CARRYING VALUE						
As at 1st April 2019	0.20	2405.64	639.56	5030.30	2646.61	10722.31
Additions During the Year	-	30.91	-	55.82	20.29	107.02
Adjustments for Exchange Difference on translation	-	4.05	-	197.92	-	201.97
Deductions During the Year	(0.20)	(3.51)	-	-	-	(3.71)
As at 31st March 2020	-	2437.09	639.56	5284.04	2666.90	11027.59
Additions During the Year	-	1,114.13	-	-	200.00	1314.13
Adjustments for Exchange Difference on translation	-	(0.65)	-	(61.55)	-	(62.20)
Deductions During the Year	-	(7.57)	-	-	-	(7.57)
As at 31st March 2021	-	3543.00	639.56	5222.49	2866.90	12271.95
DEPRECIATION / AMORTISATION						
As at 1st April 2019	-	1862.13	593.49	1,715.93	1080.07	5251.62
Provided for the Year	-	262.56	29.22	1,025.70	481.46	1798.94
Adjustments for Exchange Difference on translation	-	3.85	-	128.06	-	131.91
Deductions During the Year	-	(3.51)	-	-	-	(3.51)
As at 31st March 2020	-	2125.03	622.71	2869.69	1561.53	7178.96
Provided for the Year	-	330.94	16.82	1,119.26	359.21	1826.23
Adjustments for Exchange Difference on translation	-	(1.59)	-	(47.00)	-	(48.59)
Deductions During the Year	-	(6.47)	-	-	-	(6.47)
As at 31st March 2021	-	2447.91	639.53	3941.95	1920.74	8950.13
NET CARRYING VALUE						
As at 31st March 2020	-	312.06	16.85	2414.35	1105.37	3848.63
As at 31st March 2021	-	1095.09	0.03	1280.54	946.16	3321.82

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021
2D RIGHT OF USE ASSETS

(Rs. in Lacs)

	Leasehold Land Premium	Rental Properties	Plant & equipment	Vehicles	Total
GROSS CARRYING VALUE					
As at 1st April 2019	-	-	-	-	-
Transition Period Recognition on 1st April 2019.	1776.97	1158.22	307.33	680.97	3923.49
Additions During the Year	-	560.08	-	362.71	922.79
Adjustments for Exchange Difference on translation	33.90	-	-	-	33.90
Deductions During the Year	-	-	-	(24.25)	(24.25)
As at 31st March 2020	1810.87	1718.30	307.33	1019.43	4855.93
Additions During the Year	1835.23	492.91	503.52	102.13	2933.79
Adjustments for Exchange Difference on translation	(23.69)	(21.81)	-	-	(45.50)
Deductions During the Year	-	(69.12)	-	(189.76)	(258.88)
As at 31st March 2021	3622.41	2120.28	810.85	931.80	7485.34
DEPRECIATION / AMORTISATION					
As at 1st April 2019	-	-	-	-	-
Transition Period Recognition on 1st April 2019.	196.02	-	-	-	196.02
Provided for the Year	78.16	471.39	124.76	293.95	968.26
Adjustments for Exchange Difference on translation	21.78	0.79	-	-	22.57
Deductions During the Year	-	-	-	(6.63)	(6.63)
As at 31st March 2020	295.96	472.18	124.76	287.32	1180.22
Provided for the Year	84.89	510.54	117.35	280.05	992.83
Adjustments for Exchange Difference on translation	(7.66)	(1.30)	-	-	(8.96)
Deductions During the Year	-	(63.72)	-	(114.41)	(178.13)
As at 31st March 2021	373.19	917.70	242.11	452.96	1985.96
NET CARRYING VALUE					
As at 31st March 2020	1514.91	1246.12	182.57	732.11	3675.71
As at 31st March 2021	3249.22	1202.58	568.74	478.84	5499.38

Breakup of Depreciation and Amortisation charge for the Year:

	For the Year Ended 31.03.2021	(Rs. in lacs) For the Year Ended 31.03.2020
Depreciation and Amortisation on:		
Property, Plant & Equipment	42822.82	37614.16
Investment Property	119.80	121.48
Other Intangible Assets	1826.23	1798.94
Right of use assets	992.83	968.26
Total #	45761.68	40502.84

Includes Rs. 188.92 Lacs (Previous Year Rs. 183.43 Lacs) Charged to Pre-Operative Expenses.

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

3: INVESTMENTS

Particulars	Description	Face Value	As At 31.03.2021		As At 31.03.2020	
			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				5927.01		5352.18
				6370.74		5795.91
Less: Dividend received upto the year end				(1364.79)		(1320.76)
Carrying Amount of Investment	Equity	Rs.10/-	5870000	5005.95	5870000	4475.15
Total -3(I)				5005.95		4475.15
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	500000	-	500000	-
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/-	589910	34.80	589910	20.94
Kothari Products Ltd.	Equity	Rs.10/-	342900	217.06	342900	117.61
B.A.G.Films Ltd.	Equity	Rs.2/-	49300	1.01	49300	0.89
Reliance Infrastructure Ltd.	Equity	Rs.10/-	60000	21.06	60000	6.12
ii) Unquoted						
Fully Paid Up						
Malanpur Captive Power Ltd.	Equity	Rs.10/-	635650	-	635650	-
Fair Growth Financial Services Ltd.	Equity	Rs.10/-	100000	-	100000	-
Vijaya Home Loans Ltd.	Equity	Rs.10/-	50000	-	50000	-
Total -3(III)				273.93		145.56
IV Designated & Carried at Amortised Cost (Less Impairment, if any)						
Preference Shares						
Unquoted						
Fully Paid Up						
Montage Enterprises Private Limited	\$ Preference	Rs.100/-	15250000	15250.00	15250000	15250.00
7.5% Cummulative, Non-Participative Redeemable Preference Shares						
Total -3(IV)				15250.00		15250.00

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

Particulars	Description	Face Value	As At 31.03.2021		As At 31.03.2020	
			Number	Amount (Rs.in lacs)	Number	Amount (Rs.in lacs)
TOTAL 3 (I+II+III+IV)				20529.88		19870.71
i) Aggregate amount of Quoted Investments				7393.04		6862.24
ii) Aggregate Market Value of Quoted Investments				4826.12		1906.56
iii) Aggregate amount of unquoted Investments				15562.17		15562.17
iv) Aggregate amount of impairment in value of Investments						
- Quoted				2113.16		2241.53
- Unquoted				312.17		312.17
				2425.33		2553.70
v) Investment Carried at Cost				5005.95		4475.15
vi) Investment Carried at Fair Value through Other Comprehensive Income				273.93		145.56
vii) Investment Carried at Amortised Cost				15250.00		15250.00
\$ These Preference Shares are redeemable at par in ten equal annual instalments commencing from the expiry of two years from the date of allotment viz 3rd October 2019 for 12505000 Preference Shares amounting to Rs. 12505 Lacs and 30th March 2020 for 2745000 Preference Shares amounting to Rs. 2745 Lacs.						
@ Share in Post Acquisition Loss of Rs. 1419.64 Lacs (Previous Year Rs.983.63 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 31.03.2021		As At 31.03.2020
4: LOANS				
(Unsecured, Considered Good)				
Security Deposits		3957.96		3406.32
Loans to :				
- Employees	76.08		109.57	
Less: Current Portion	29.71	46.37	50.47	59.10
TOTAL :		4004.33		3465.42
5: OTHER NON-CURRENT FINANCIAL ASSETS				
Balance with bank in Fixed deposit Accounts for a period more than 12 months *		28.29		82.90
Balance in Debt Security Coverage Account with lender banks		-		900.19
TOTAL :		28.29		983.09
* Pledged with Banks as margin for Letters of Credits, Guarantees and Bills Discounted.				
6: OTHER NON-CURRENT ASSETS				
Capital Advances		23396.05		26590.56
Deposit with Excise/ GST / Sales Tax Authorities		291.67		326.83
Deposits / Advances with Income Tax Authorities		1559.67		1505.05
TOTAL :		25247.39		28422.44

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	As At 31.03.2021	(Rs. in Lacs) As At 31.03.2020
7: INVENTORIES		
Raw Materials	57374.99	38374.37
Work-in-Progress*	20275.16	20906.76
Finished Goods*	25628.97	15325.41
Traded Goods	77.76	21.40
Material-in-Transit :		
- Raw Materials	4449.41	3816.75
- Raw Materials (Intra Group)	616.91	882.34
- Finished Goods (Intra Group)	1292.44	2688.82
Stores, Packing Material & Fuel	5341.47	3478.72
TOTAL :	115057.11	85494.57
* Includes following in respect of material produced during Trial Runs and shown as Inventory:		
Work-in-Progress	2464.44	-
Finished Goods	2617.91	-
	5082.35	-
8: TRADE RECEIVABLES		
Current- Unsecured		
Considered Good	240549.80	194735.63
Having Significant increase in Credit Risk	7521.63	3341.84
Credit Impaired	2029.08	2923.93
Trade Receivables #	250100.51	201001.40
Less : Allowance for bad and doubtful Trade Receivables	9550.71	6265.77
TOTAL :	240549.80	194735.63
# Includes due from :		
- Related Parties	5032.20	5332.71
Movements in allowance for bad and doubtful Trade Receivables:		
Opening Balance	6265.77	4856.01
(+) Provision made during the year	4182.07	1321.93
(+)/(-)Adjustment for Exchange Difference on Translation	(33.57)	149.19
(-) Amount utilised from provision	(863.56)	(61.36)
Closing Balance	9550.71	6265.77

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	As At 31.03.2021	As At 31.03.2020
(Rs. in Lacs)		
9: CASH & BANK BALANCES		
A) Cash & Cash Equivalents		
i) Cash on hand	97.31	121.36
ii) Balances with Banks:		
- In Current Accounts	25979.29	17901.17
- In Cash Credits Accounts	2271.66	125.48
- In Fixed Deposit Accounts	27242.73	14669.05
iii) Remittance in Transit	350.45	94.81
iv) Cheques on hand	50.85	194.40
Sub-Total (A)	55992.29	33106.27
B) Other Bank Balances		
- In Fixed Deposits Accounts*	8312.12	10423.38
- In Unclaimed Dividend Accounts	115.90	120.80
- In Margin Money Accounts	1484.07	702.99
Sub-Total (B)	9912.09	11247.17
TOTAL (A+B):	65904.38	44353.44
*Pledged with Banks as margin for Letters of Credits, Guarantees and Bills Discounted.		
10: LOANS		
(Unsecured, Considered Good)		
Loans to Employees and others	5.46	6.08
Loan to a Joint Venture	55.13	56.54
Loans to Other Body Corporates	2963.63	3039.84
TOTAL :	3024.22	3102.46
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%	6.50%
	55.13	56.54
11: OTHER FINANCIAL ASSETS		
Current Portion of Long Terms Loans given	29.71	50.47
Interest accrued on :		
- Loan to Others	20.65	77.68
- Loan to a Joint Venture	8.67	5.22
- Deposits with Banks	228.34	124.29
Other Receivables	2762.90	39.05
TOTAL :	3050.27	296.71
12: OTHER CURRENT ASSETS		
Advances recoverable	39653.09	30271.39
Advances recoverable from Related Parties	22.87	471.96
Advance recoverable from a Joint Venture	74.46	76.37
Balances with Excise / GST/ VAT Authorities	10252.18	8578.37
TOTAL :	50002.60	39398.09

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

13: SHARE CAPITAL

A AUTHORISED

The Holding Company authorised Capital is of Rs. 34000.00 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 2021 is of Rs. 7228.42 Lacs, represented by 72284187 Equity Shares (Including 72701 Equity Shares forfeited) of Rs. 10/- each and the paid-up Capital as at 31st March 2021 is of Rs.7221.15 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 2019	72284187	7228.42	72211486	7221.15	-	-
Balance as at 31st March 2020	72284187	7228.42	72211486	7221.15	-	-
Balance as at 31st March 2021	72284187	7228.42	72211486	7221.15	-	-

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 72211486 (previous Year Same) Equity Shares of Rs. 10/- each, is distributed as under:

	AS AT 31ST MARCH 2021		AS AT 31ST MARCH 2020	
	NUMBER	%	NUMBER	%
a) Promoter & Promoter Group	31784239	44.02	31784239	44.02
Of which Shareholders holding More than 5 % of the Paid-up Capital				
Flex International Pvt. Ltd.	9197577	12.74	9197577	12.74
Anshika Investments Pvt. Ltd.	5771092	7.99	5771092	7.99
A.R. Leasing Pvt. Ltd.	4994891	6.92	4994891	6.92
Anshika Consultants Pvt. Ltd.	3778524	5.23	3778524	5.23
Apoorva Extrusion Pvt. Ltd.	4323162	5.99	4323162	5.99
b) Public Shareholding *	40427247	55.98	40427247	55.98
i) Institution	4886637	6.77	5183539	7.18
ii) Non- Institution	35540610	49.21	35243708	48.80
* Of which Shareholder holding More than 5 % of the Paid-up Capital				
Kebale Trading Ltd.	5465840	7.57	5465840	7.57
Vistra ITCL (India) Ltd.	8548072	11.84	6915878	9.58

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.2.50 (Previous Year Rs.2.00) per share aggregating to Rs.1805.29 lacs (Previous Year Rs. 1444.23 Lacs) for the financial year ended 31st March 2021 subject to the approval of the Shareholders in their ensuing Annual General Meeting.

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

Particulars	Reserve and Surplus				Other Comprehensive Income					Non Controlling Interest	Total	
	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	Re-measurement of Defined Benefit Plans			Share in aggregate Other Comprehensive Income of associate
Balance as at 01st April 2019	10557.89	57110.63	21496.73	2706.57	306112.40	(2265.20)	36954.93	(9,525.32)	(532.02)	(32.71)	628.32	423212.22
Total Other Comprehensive Income for the Year (Net of Tax)						(288.50)	5072.76	-	(918.34)	(12.74)		3853.18
Dividend Paid Including Dividend Distribution Tax					(1663.17)							(1663.17)
Profit for the Year					36981.80						105.64	37087.44
Amount transferred to General Reserve & Legal Reserve					(1154.03)							(1154.03)
Amount Transferred from Statement of Profit & Loss			279.75	874.28								1154.03
Capital Reserve transferred to Retained Earnings on Sale of Investment in Subsidiaries (Net of Tax)	(180.13)				180.13							-
Balance as at 31st March 2020	10377.76	57110.63	21776.48	3580.85	340457.13	(2553.70)	42027.69	(9525.32)	(1450.36)	(45.45)	733.96	462489.67
Total Other Comprehensive Income for the Year (Net of Tax)						467.13	2604.13	-	(52.75)	9.26		3027.77
Dividend Paid					(1444.23)							(1444.23)
Profit for the Year					84290.01						77.83	84367.84
Amount transferred to Retained Earning on Sale of Investment recognized through Other Comprehensive Income (Net of Tax)					338.76							-
Amount transferred to General Reserve & Legal Reserve			939.83	1919.96								(2859.79)
Amount Transferred from Statement of Profit & Loss												2859.79
Balance as at 31st March 2021	10377.76	57110.63	22716.31	5500.81	420781.88	(2425.33)	44631.82	(9525.32)	(1503.11)	(36.19)	811.79	548441.05

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

Description of Reserves

1 Capital Reserve

This includes

- a. Rs. 10288.18 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.
- b. Rs. 180.13 Lacs arisen on consolidation of subsidiary which has been transferred from Capital Reserve to Retained Earnings on disposal of the Subsidiary.

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 :

- a. Rs. 20164.05 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.
- b. Rs. 2695.53 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 :

- a. Rs. 2695.53 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.
- b. Rs. 2805.28 Lacs created in respect of Flex 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	(Rs. in Lacs)
	31.03.2021	As At
	31.03.2021	31.03.2020
15: BORROWINGS		
A. Secured		
Term Loans :		
From Banks	306418.37	246999.53
From a Financial Institution	10855.52	11848.80
	317273.89	258848.33
B. Vehicle Loans :		
From Banks	137.80	259.53
From Others	162.12	58.11
	299.92	317.64
C. Unsecured		
From a Financial Institution ~	5481.82	6100.07
From Related Parties	-	250.00
From Bodies Corporate	-	1500.00
	5481.82	7850.07
Sub- Total (A+B+C)	323055.63	267016.04
Less: Current portion	42386.02	21902.03
TOTAL :	280669.61	245114.01

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

The Group 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 31/03/2021	Current Portion	Long Repayment Terms Term	
PART A: TERM LOANS						
IFCI Limited	a	15000.00	10873.00 11873.00	2000.00 1500.00	8873.00 10373.00	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	20000.00	14703.89 15633.85	3512.39 1666.67	11191.50 13967.18	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	14930.00	14005.49 14463.44	1,967.20 933.12	12038.29 13530.32	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	25000.00	7153.09 9460.81	5000.00 2916.67	2153.09 6544.14	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	15000.00	5404.55 6249.81	2144.00 1250.67	3260.55 4999.14	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	5000.00	3395.76 3664.10	754.79 535.80	2640.97 3128.30	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.
Woori Bank	a	3200.00	- 1066.67	- 1066.67	- -	Repayable in 12 Equal Quarterly Installments of Rs 266.67 commencing from May 2018.
Punjab National Bank (erstwhile Oriental Bank of Commerce)	a	5000.00	3972.70 4285.25	714.29 357.14	3258.41 3928.11	Repayable in 28 Equal Quarterly Installments of Rs. 178.57 Lacs each commencing from Apr 2019.
Woori Bank	a \$	6000.00	6000.00 -	2000.00 -	4000.00 -	Repayable in 12 Equal Quarterly Installments of Rs. 500 Lacs each commencing from April 2021.
Indian Bank	a \$	10000.00	8208.53 -	500.00 -	7708.53 -	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.

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

(Rs. in Lacs, except where otherwise stated)						
Name of the Institution / Banks / Others	Note No	Sanctioned Amount	O/s As At 31/03/2021	Current Portion	Long Term	Repayment Terms
Bank of Maharashtra	a \$	2500.00	498.69	240.00	258.69	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 \$	4000.00	4000.00	-	4000.00	Repayable in 16 Equal Quarterly Installments of Rs. 250 Lacs each commencing from June 2022.
Canara Bank	a @	875.00	777.78	583.33	194.45	Repayable in 18 Equal Monthly Installments of Rs. 48.61 Lacs each commencing from February 2021.
Punjab National Bank	a @	260.00	216.68	173.28	43.40	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 @	190.00	147.78	126.67	21.11	Repayable in 18 Equal Monthly Installments of Rs. 10.56 Lacs each commencing from January 2021.
State Bank of India	a @	598.91	432.24	400.00	32.24	Repayable in 18 Equal Monthly Installments of Rs. 33.33 Lacs each commencing from November 2020.
Union Bank of India	a @	270.00	225.00	180.00	45.00	Repayable in 18 Equal Monthly Installments of Rs. 15.00 Lacs each commencing from January 2021.
Bank of India	a @	183.00	164.70	138.71	25.99	Repayable in 18 Equal Monthly Installments - First 6 instalments of Rs. 4.58 Lacs and rest 12 instalments of Rs. 12.96 Lacs each commencing from December 2020.
Emirates NBD- Egypt Location	c	Euro 3.20 Million	-	-	-	Repayable in 12 equal quarterly installments of Euro 0.27 Million each commencing from February 2020.
QNB Alahi Bank - Egypt Location	c	Euro 40 Million	34008.06	3689.91	30318.15	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	9650.85	1181.89	8468.96	Repayable in 28 equal quarterly installments of US\$0.54 Million each commencing from September 2021.
QNB Alahi Bank - Egypt Location	c	US \$ 25 Million	1188.93	1188.93	-	Repayable in 27 equal quarterly installments of US\$0.81 Million each commencing from January 2015.
QNB Alahi Bank - Egypt Location	c	US \$ 3.90 Million	272.08	272.08	-	Repayable in 10 equal quarterly installments of US\$0.39 Million each commencing from January 2019.
QNB Alahi Bank - Egypt Location	c	Euro 2.80 Million	915.79	770.19	145.60	Repayable in 10 equal quarterly installments of Euro 0.28 Million each commencing from January 2020.
BBVA Bancomer SA, Mexico Location	d	US \$ 15 Million	6247.50	1470.00	4777.50	Repayable in 30 equal quarterly installments of US\$0.50 Million each commencing from Nov 2018.
OLB Bank - Kentucky (USA) Location (Formerly KBC Bank)	e	Euro 18.17 Million	-	-	-	Repayable in 17 equal consecutive semi-annual installments of Euro 1.07 Million each commencing from July 2013
PKO Bank Loan- Poland Location	f	Euro 60 Million	51699.55	778.40	50921.15	Repayable in 18 half yearly installments commencing on December 2021 and ending on June 2030.

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

(Rs. in Lacs, except where otherwise stated)

Name of the Institution / Banks / Others	Note No	Sanctioned Amount	O/s As At 31/03/2021	Current Portion	Long Term	Repayment Terms
CBD- Dubai Location	g	US\$ 30 Million	18375.00 21863.10	2940.00 3015.60	15435.00 18847.50	Repayable in 30 equal quarterly installments of US \$ 1.00 Million each commencing from February 2020.
CBD- Dubai Location	h	US\$ 7 Million	3789.63 -	192.94 -	3596.69 -	Repayable in 80 equal quarterly installments of US \$ 0.09 Million each commencing from Sep 2021.
Oldenburgische Landes Bank Aktiengesellschaft- Nigeria Location	j	Euro 22.89 Million	18737.41 17464.76	1972.36 -	16765.05 17464.76	Repayable in 20 equal half yearly installments of Euro 1.14 Million each commencing from March 21.
Oldenburgische Landes Bank Aktiengesellschaft- Nigeria Location	i	Euro 8.50 Million	7333.12 3109.59	2095.18 -	5237.94 3109.59	Repayable in 7 equal half yearly installments of Euro 1.21 Million each commencing from September 21.
First Bank of Nigeria- Nigeria Location	j	N 4.5 Billion	12784.34 5849.29	229.32 -	12555.02 5849.29	Repayable in 20 quarterly installments Commencing from December 2021.
Union Bank- Nigeria Location	j	N 4.5 Billion	6425.00 2422.19	918.75 -	5506.25 2422.19	Repayable in 20 quarterly installments Commencing from December 2021.
PKO Bank Loan- Hungary Location	k	Euro 45.85 Million	39475.35 26433.09	1975.17 -	37500.18 26433.09	Repayable in 16 half yearly installments commencing from September 2021.
Unicredit Bank- Russia Location	l	US\$ 40 Millions	26515.95 21681.32	1019.84 -	25496.11 21681.32	Repayable in 26 equal Quarterly Installments commencing from February 2022.
Less: Adjustment for Transaction Cost (Pending Amortisation)			324.55 249.08	126.35 84.54	198.20 164.54	
Sub Total (A)			317273.89	41003.27	276270.62	
Previous Year			258848.35	21100.10	237748.25	
PART B: VEHICLE LOANS						
Jammu & Kashmir Bank Ltd.	b	26.40	20.44 25.30	5.01 4.60	15.43 20.70	Repayable in 60 Equal Monthly Installments of Rs. 0.55 Lacs each commencing from January 2020 including interest amount.
Jammu & Kashmir Bank Ltd.	b	239.00	- 49.71	- 49.71	- -	- Repayable in 60 Equal Monthly Installments of Rs. 5.23 Lacs each commencing from January 2016 including interest amount.
HDFC Bank Limited	b	66.00	9.42 27.18	9.42 17.77	12.59 9.41	- Repayable in 48 Equal Monthly Installments of Rs. 1.61 Lacs each commencing from October 2017 including interest amount.
HDFC Bank Limited	b	17.00	15.59 -	3.00 -	12.59 -	Repayable in 60 Equal Monthly Installments of Rs. 0.35 Lacs each commencing from October 2020 including interest amount.
YES BANK LIMITED	b	130.00	36.35 69.81	36.35 33.46	21.55 36.35	- Repayable in 48 Equal Monthly Installments of Rs. 3.17 Lacs each commencing from April 2018 including interest amount.
YES BANK LIMITED	b	128.00	56.00 87.53	34.45 31.53	21.55 56.00	Repayable in 48 Equal Monthly Installments of Rs. 3.17 Lacs each commencing from November 2018 including interest amount.
Toyota Financial Services India Limited	b	100.95	- 14.42	- 14.42	- -	- Repayable in 47 Equal Monthly Installments of Rs. 2.49 Lacs each commencing from November 2016 including interest amount.
Toyota Financial Services India Limited	b	58.55	- 13.68	- 13.68	- -	- Repayable in 36 Equal Monthly Installments of Rs. 1.83 Lacs each commencing from October 2017 including interest amount.
Toyota Financial Services India Limited	b	17.00	14.41 -	5.44 -	8.97 -	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	b	69.00	11.50 30.01	11.50 18.50	11.51 11.51	- Repayable in 48 Equal Monthly Installments of Rs. 1.69 Lacs each commencing from November 2017 including interest amount.

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

(Rs. in Lacs, except where otherwise stated)					
Name of the Institution / Banks / Others	Note No	Sanctioned Amount	O/s As At 31/03/2021	Current Portion	Long Repayment Terms
Daimler Financial Services India Pvt. Ltd	b	72.00	68.10	16.34	Repayable in 48 Equal Monthly Installments of Rs. 1.74 Lacs each commencing from January 2021 including interest amount.
			-	-	51.76
Daimler Financial Services India Pvt. Ltd	b	72.00	68.11	16.34	Repayable in 48 Equal Monthly Installments of Rs. 1.74 Lacs each commencing from January 2021 including interest amount.
			-	-	51.77
Sub Total (B)			299.92	137.85	162.07
Previous Year			<i>317.64</i>	<i>183.67</i>	<i>133.97</i>
Total (A+B)			317573.81	41141.12	276432.69
Previous Year			<i>259165.99</i>	<i>21283.77</i>	<i>237882.22</i>

Previous Year figures have been given in italics

- a 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 \$ In respect of these loans, charge by way of first *pari passu* equitable mortgage of specific immovable properties of the Holding Company is yet to be created.
- @ In respect of these Loans, charge by way of Second *pari passu* equitable mortgage of specific immovable properties is yet to be created.
- 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. Further loan from QNB Bank of US\$ 25 Million is secured by way of Corporate Guarantee of Flex Middle East FZE.
- d This is secured by way of hypothecation of Specific Plant & Equipment and *pari passu* mortgage of Land & Building of the Flex Amercias S.A. de C.V..
- e This is secured by way of hypothecation of specific Plant & Equipment of the Flex Films (USA) Inc.
- f This is secured by way of first charge on fixed assets, account receivable and inventories of Flex Films Europa Sp. Z.o.o.
- g 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.
- h 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.
- 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.
- j 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 i above) and are further guaranteed by the Flex Middle East FZE.
- k These are secured by way of first charge on specific tangible and intangible assets of the Flex Films Europa kft.
- l These are secured by way of first charge on specific tangible and intangible assets of the Flex Films RUS LLC, and further guaranteed by Flex Middle FZE.
- ~ 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.

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	As At 31.03.2021	(Rs. in Lacs) As At 31.03.2020
16: OTHER FINANCIAL LIABILITIES		
Securities Received	1174.09	1432.62
Retention Money	191.00	449.29
TOTAL :	1365.09	1881.91
17: PROVISIONS		
Leave Encashment	1780.70	1838.39
Gratuity	1071.24	1003.63
TOTAL :	2851.94	2842.02
18: DEFERRED TAX LIABILITIES (NET)		
Opening Balance	18729.88	17895.08
Add / (Less):		
Adjustment for Exchange Difference on Translation	377.85	202.58
Provision of Deferred Tax charge / (Credit) for the year *	10499.48	632.22
TOTAL :	29607.21	18729.88

*Excludes Rs. Nil Lacs (Previous year includes Rs. 185.90 Lacs) adjusted in Pre-operative Expenses.

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 :

	Deferred Tax Assets / (Liabilities) As At 01.04.2020	Current Year (Charge) / Credit	Adjustment For Exchange Difference on Translation	(Rs. in Lacs) Deferred Tax Assets / (Liabilities) As At 31.03.2021
Deferred Tax Assets				
Unabsorbed depreciation & tax losses	2277.23	(1921.47)	13.30	369.06
Other than unabsorbed depreciation & carry forward of losses.	4757.61	1266.96	(1.81)	6022.76
Unutilised Tax Credit	7354.70	(7354.70)	-	-
Total (A)	14389.54	(8009.21)	11.49	6391.82
Deferred Tax Liabilities				
Excess of Book WDV of Fixed Assets over Tax WDV of Fixed Assets	(33119.42)	(2490.27)	(389.34)	(35999.03)
Total (B)	(33119.42)	(2490.27)	(389.34)	(35999.03)
Net Deferred Tax (Liability) (A-B)	(18729.88)	(10499.48)	(377.85)	(29607.21)

Income Tax Expense in the Total Comprehensive Income represents;

	For the Year Ended 31.03.2021	(Rs. in Lacs) For the Year Ended 31.03.2020
In Statement of Profit & Loss		
- Current tax	20080.98	10170.03
- Deferred tax	10499.48	818.12
- Short / (Excess) Provision of Income Tax for earlier years	(729.02)	9.94
	29851.44	10998.09
In Statement of Other Comprehensive Income		
Items that will not be reclassified subsequently to Profit or Loss		
Fair Value Changes/ Realised of / on Equity Instruments	89.05	-
(Tax Liability on sale of Investment)	-	-
	89.05	-

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	As At 31.03.2021	As At 31.03.2020
19: BORROWINGS		
Secured		
Working Capital Facilities From Banks	65542.47	79235.52
Unsecured		
From Banks	1652.85	913.81
From Others	8262.00	10727.00
From a Related Parties	-	1175.00
TOTAL :	75457.32	92051.33

- 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.
- 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. Further the working Capital facilities of US\$ 19 Million from QNB Al Ahli Bank is further secured by way of Corporate Guarantee given by its Parent and Group Holding Company.
- 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.
- 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. This is further secured by way of Corporate Guarantee of Group Holding Company.
- 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.
- 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.
- 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.
- 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.
- 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.

	As At 31.03.2021	As At 31.03.2020
20: TRADE PAYABLES		
Total outstanding dues of creditors other than Micro, Small & Medium enterprises and Related Parties	115204.09	90487.12
Total outstanding dues of Micro, Small & Medium enterprises	1497.21	989.55
Due to Related Parties	18009.74	13771.00
TOTAL :	134711.04	105247.67

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	As At 31.03.2021	(Rs. in Lacs) As At 31.03.2020
21: OTHER FINANCIAL LIABILITIES		
Current Maturities of Long Term Borrowings	42386.02	21902.03
Capital Creditors	9743.30	9535.82
Interest Accrued but not due on Loans		
- From a Related Party	-	60.47
- From Others	367.00	824.39
Interest Accrued but not due on Term Loans		
- From Banks	171.47	487.11
- From Financial Institutions	91.48	100.58
Unclaimed Dividend*	115.90	120.80
Due to Employees	4237.29	2725.50
Others Payable	7661.09	8298.99
Book Overdraft	1623.83	91.64
TOTAL :	66397.38	44147.33
*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	10063.72	6613.91
Advances from a Related Party	371.14	-
Statutory Dues	8637.46	2091.37
TOTAL :	19072.32	8705.28
23: PROVISIONS		
Leave Encashment	1084.04	952.27
Staff Benefits	1388.12	1554.40
Warranty	69.85	28.97
TOTAL :	2542.01	2535.64
24: CURRENT TAX LIABILITIES (NET)		
Current Income Tax (Net)	8467.37	7131.66
TOTAL :	8467.37	7131.66

	For the Year Ended 31.03.2021	(Rs. in Lacs) For the Year Ended 31.03.2020
25: REVENUE FROM OPERATIONS		
A. i) REVENUE FROM SALE OF PRODUCTS		
Gross Sales	906556.53	763005.88
Less : Inter Unit Sales	42006.91	39137.02
	864549.62	723868.86
ii) REVENUE FROM SALE OF SERVICES		
Gross Job work / Services Rendered	5485.52	5497.85
Less : Inter Unit Job Work	2584.00	2410.67
	2901.52	3087.18
TOTAL (A) :	867451.14	726956.04

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	For the Year Ended 31.03.2021	For the Year Ended 31.03.2020	(Rs. in Lacs)
B. OTHER OPERATING INCOME			
Scrap Sales	7316.69	4855.13	
Packing, Forwarding and Insurance Recoveries	710.10	455.73	
Exchange Rate Fluctuation (Net)	4361.92	1641.14	
Export Incentive	4899.03	2610.15	
GST Refund	3923.80	3705.53	
Miscellaneous Operating Income	227.17	155.94	
Sundry Credit Balances Written Back	185.80	104.62	
TOTAL (B) :	21624.51	13528.24	
TOTAL (A+B):	889075.65	740484.28	
26: OTHER INCOME			
Rent Received	975.74	919.52	
Gain on Sale of Investment Property	-	10.19	
Gain on Disposal of Right of use Assets	9.54	-	
Gain on sale of Investments (Net)			
- On Disposal of Subsidiary	-	541.72	
- On sale of Units of Mutual Funds	0.26	-	
Miscellaneous Income	325.47	577.87	
Interest :			
- from Banks	947.59	533.20	
- from Others	21.72	260.91	
Investment Income:			
- Dividend received on Investments carried at Fair value through other comprehensive income	-	3.43	
TOTAL :	2280.32	2846.84	
27: COST OF MATERIALS CONSUMED			
Opening Stock	39256.71	36898.54	
Add : Purchases	528286.54	470580.51	
	567543.25	507479.05	
Less : Inter Unit Purchases	41484.83	38756.93	
	526058.42	468722.12	
Less : Closing Stock	57991.90	39256.71	429465.41
TOTAL :	468066.52	429465.41	
28: CHANGE IN INVENTORIES OF FINISHED GOODS, WORK -IN-PROGRESS AND STOCK-IN-TRADE			
Opening Stock :			
Stock-in-Trade	21.40	5.54	
Finished Goods	18014.23	19054.51	
Work-in-Progress	20906.76	15067.96	
	38942.39	34128.01	
Less: Closing Stock :			
Stock-in-Trade	77.76	21.40	
Finished Goods	24303.50	18014.23	
Work-in-Progress	17810.72	20906.76	
	42191.98	38942.39	
TOTAL :	(3249.59)	(4814.38)	

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	For the Year Ended 31.03.2021	(Rs. in Lacs) For the Year Ended 31.03.2020
29: EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages, Bonus, Benefits and Amenities	73037.52	66462.57
Contribution to Provident Fund and Other Funds	4134.73	3469.30
Employee Welfare Expenses	2725.51	2626.85
TOTAL :	<u>79897.76</u>	<u>72558.72</u>
30: FINANCE COSTS		
Interest		
- On Loans for Fixed Period	14372.36	13531.66
- On Other Loans / Liabilities	4944.64	5509.49
- On Lease Liabilities	281.00	286.77
- On Shortfall in payment of Advance Tax	253.00	132.00
Discounting & Financial Charges	3055.76	3019.05
TOTAL :	<u>22906.76</u>	<u>22478.97</u>
31: OTHER EXPENSES		
A. OTHER MANUFACTURING EXPENSES		
Power & Fuel Consumed	39593.65	37007.08
Repair & Maintenance-Machinery	12043.22	10401.12
Stores Consumed	7563.80	5915.86
Tools, Jigs & Dies	274.89	248.04
Packing Material Consumed	24256.60	19583.63
Flexo Plates / Processing Charges for Cylinders	4200.77	3930.06
Less : Inter Unit Charges	3106.07	2790.76
	<u>1094.70</u>	1139.30
Design & Development Charges	6.99	27.79
Job Work Charges	1581.94	1393.85
Royalty Expenses	457.56	318.26
Other Direct Charges	156.28	84.60
R & D Charges	212.68	153.47
TOTAL (A) :	<u>87242.31</u>	<u>76273.00</u>
B. ADMINISTRATIVE, SELLING & OTHER EXPENSES		
Short Term Leases	1590.10	1408.14
Leases of Low value	15.44	10.90
Rates & Taxes	792.80	881.93
Insurance charges	2731.56	1894.79
Electricity & Water charges	529.48	540.14
Printing & Stationery	296.43	287.16
Postage & Telephone Expenses	899.62	986.58

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

	For the Year Ended 31.03.2021	(Rs. in Lacs) For the Year Ended 31.03.2020
Vehicle Running & Maintenance Expenses	634.33	521.64
Conveyance & Travelling Expenses	4062.14	6938.62
Repair & Maintenance :		
- Building	1393.55	952.11
- Others	8582.56	5126.95
Legal & Professional Charges	3426.95	3138.82
Directors' sitting fees	30.00	26.50
General Expenses	5377.48	4990.76
Commission on Sales	1127.30	1090.36
Advertisement & Publicity	676.66	1258.51
Entertainment Expenses	531.95	577.80
Charity & Donation	110.32	29.46
Corporate Social Responsibility Expenditure	222.24	68.90
Freight & Forwarding charges	30411.20	24050.36
Goodwill Written Off	-	0.20
Property, Plant & Equipment written Off	69.64	1.57
Loss on Sale of Property, Plant & Equipment (Net)	258.06	23.04
Loss on Sale of Right to Use Assets	-	1.19
Amount utilised from allowance for bad and doubtful Trade receivables	(863.56)	(61.36)
Allowance for bad and doubtful Trade receivables	4182.07	1321.93
Sundry Debit Balances / Bad Debts written-off	5437.57	2730.32
Quality Claims	1181.07	538.63
TOTAL (B) :	73706.96	59335.95
TOTAL :(A+B)	160949.27	135608.95
Additional Disclosure in respect of Investment Properties, that generated rental income;		
Insurance	24.47	3.16
Repair & Maintenance :		
- Building	22.86	17.64
Finance Cost on Lease Liabilities	1.96	1.96
Amortization of Right to Use Assets	0.28	0.28
	49.57	23.04
32: EXPENSES ALLOCATED TO SELF CON-STRUCTED ASSETS		
Cost of Material Consumed	1719.87	546.77
Employee Benefits Expense	529.80	581.71
Depreciation and amortisation expense	140.42	110.19
Other Expenses	369.07	289.85
TOTAL :	2759.16	1528.52

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

		(Rs. in Lacs)	
		As At 31.03.2021	As At 31.03.2020
33: I 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.	4888.29	5258.37
	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.	29.69	17.63
	iii) Additional demands raised by the Income Tax Department, which are under rectification & appeal.	1139.48	1129.48
	iv) Additional demands raised by the Sales Tax Department, which are under rectification & appeal.	1366.34	1397.96
	v) Amount demanded by the erstwhile workers of the Company and are pending in labour Court.	15.92	15.92
	vi) Claims against the Company/disputed liabilities not acknowledged as debt.	439.90	440.07
	vii) Demand raised by the Concerned Development corporation on surrender of unutilised Industrial Leasehold Land.	62.69	62.69
	viii) Demands raised by the Electricity Departments, which are paid and protested or under appeal.	364.29	509.52
B	i) Guarantees issued by Banks	3710.08	3299.88
	ii) Import duty obligations on outstanding export commitment under Advance Licence / EPCG Schemes.	43555.20	28907.50
	iii) Letters of Credit (Unexpired) issued by Banks (Net of Margin)	7415.45	13423.27
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	314.43	364.04
	i) In respect of Litigations	248.46	320.37
	ii) In respect of Other Matters	65.97	43.67

34: CAPITAL COMMITMENTS :

a.	The estimated amount of contracts remaining to be executed on capital account (Net of advances) and not provided for :	66487.97	23726.87
b.	The share in the aggregate capital commitments of the Associate	822.72	451.98

35: DISCLOSURES FOR ASSETS UNDER OPERATING LEASES

The following disclosures are made in respect of leases as required under Ind AS-116 on "Leases",

		(Rs. in Lacs)	
		Current Year	Previous Year
i)	Depreciation Charge on Right to Use Assets	992.83	968.26
ii)	Interest Expense on Lease Liabilities	281.00	286.77
iii)	Short Term Leases	1590.10	1408.14
iv)	Low Value Leases	15.44	10.90
v)	Variable Lease Payments	-	-
vi)	Total Cash Outflows on Right to Use Assets	1102.10	1199.69
vii)	Additions to Right to Use Assets	2933.79	4846.28
viii)	Carrying amount of Right to Use Assets	5499.38	3675.71

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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:

	(Rs. In Lacs)	
	Current Year	Previous Year
a. Reconciliation of opening and closing balances of obligation		
Obligations at period beginning	5304.56	4268.72
Current Service cost	473.11	428.68
Interest cost	360.46	329.39
Actuarial (gain) / loss due to unexpected experience	364.56	776.88
Benefits paid	(512.76)	(499.11)
Obligations at period end	5989.93	5304.56
b. Reconciliation of opening and closing balances of fair value assets		
Plan assets at period beginning, at fair value	4314.70	3643.39
Interest Income	293.19	281.14
Return on Plan Assets excluding Interest Income	311.81	(141.46)
Contributions	730.00	1030.74
Benefits paid	(512.76)	(499.11)
Plan assets at period end, at fair value	5136.94	4314.70
c. Amount Recognized in Balance Sheet		
Present value of the defined benefit obligations at the end of the period	5989.93	5304.56
Fair value of plan assets at the end of the period	(5136.94)	(4314.70)
Liability/ (Asset) recognized in the balance sheet	852.99	989.86
d. Gratuity cost for the period		
Current Service cost	473.11	428.68
Interest cost	360.46	329.39
Expected return on plan assets	(293.19)	(281.14)
Net Gratuity Cost recognised in Statement of Profit & Loss	540.38	476.93
e. Remeasurement (gains) and losses		
Actuarial (gain) / loss due to change in unexpected experience / assumptions	364.56	776.88
Return on Plan assets, excluding interest income	(311.81)	141.46
Net Gratuity Cost recognised in Statement of Other Comprehensive Income	52.75	918.34
Assumptions		
Interest rate	6.8% P.A.	6.8% P.A.
Estimated rate of return on plan assets	6.8% 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 2021. The company is expected to contribute Rs.1365.32

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

lacs to defined benefits plan obligations fund for the year ending 31st March 2022.

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.223.11 Lacs (increase by Rs.239.46 Lacs) as at 31st March 2021.

If the expected salary growth increases /(decreases) by 0.5%, the defined benefit plan obligations would increase by Rs.237.98 Lacs (decrease by Rs.223.46 Lacs) as at 31st March 2021.

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:

	<u>Current Year</u>	<u>(Rs. In Lacs)</u> Previous Year
a. Reconciliation of opening and closing balances of obligation		
Obligations at period beginning	2480.95	1869.64
Service cost	126.32	176.77
Interest cost	168.59	144.27
Actuarial (gain) / loss	318.80	810.92
Benefits paid	(661.75)	(520.65)
Obligations at period end	2432.91	2480.95
b. Amount Recognized in Balance Sheet		
Present value of the defined benefit obligations at the end of the period	2432.91	2480.95
Liability recognized in the balance sheet	2432.91	2480.95
c. Leave Encashment cost for the period		
Service cost	126.32	176.77
Interest cost	168.59	144.27
Actuarial (gain) / loss	318.80	810.92
Net Leave Encashment cost for the period	613.71	1131.96
Assumptions		
Interest rate	6.8% P.A.	6.8% P.A.

37: PREVIOUS YEAR FIGURES HAVE BEEN RECASTED / REGROUPED/ RECLASSIFIED, WHEREVER CONSIDERED NECESSARY.

38: The outbreak of coronavirus disease 2019 (COVID-19) has created an unprecedented global health crisis that has a deep impact on the businesses and economy. Uflex operates in multiple countries across the globe – both in terms of its manufacturing operations and the markets for its products and all these countries had imposed lockdowns of varying types aimed at containing the spread of the virus. Given that Uflex business is manufacturing of Flexible Packaging Films and Flexible Packaging, which is predominantly used in food and Pharma packaging, all out efforts were being made by all countries to ensure the adequate supply of food and medicines to the public, which was made possible only due to seamless continued operations of packaging industry. While Uflex did face initial administrative and supply chain challenges in some countries during initial lockdown period, but there was no impact on its overall production and sales volumes during the period. While Uflex believes that its business will continue to remain unscathed by the pandemic; however there could be uncertainties in the future due to

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

underlying developments w.r.t COVID 19, which are difficult to predict.

- 39:** Due to Outbreak of fire certain assets situated in factory premises at Jammu Unit 2 and at Sector-60 Noida were damaged during the year ended 31st March 2020. These assets are covered under insurance on reinstatement basis for which intimation has already been given to the insurance company and the company will submit final claims upon reconstruction of damaged assets. The Holding company is in the process of reconstructing these assets and has incurred Rs. 2728.61 lacs till 31st March 2021 (Net of adhoc claims received), towards assets destroyed during outbreak of fires, which is expected to be recovered in full.

40: 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 Earnings & Diluted Earnings Per Share (Rs in Lacs); (viz.Numerator) (Rs.in lacs)	84290.01	36981.80
(B) Weighted Average Number of Equity Shares (viz. denominator) for Basic		
(i) 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.)]	116.73	51.21
(b) Diluted [A/B(ii) (Rs.)]	116.73	51.21

41: 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 2021

(Rs. in Lacs)

Particulars	Flexible Packaging Activities	Engineering Activities	Other (Un-allocable)	Total
Revenue from				
- External Customers	859914.90	28690.94	469.81	889075.65
- Transaction with other operating segments	-	6574.51	-	6574.51
Total Revenue	859914.90	35265.45	469.81	895650.16
Identifiable operating expenses	(664486.01)	(27760.72)	(16541.00)	(708787.73)
Less: Cost of Intersegment Revenue	(3106.08)	-	(3468.43)	(6574.51)
Operating Profit	192322.81	7504.73	(19539.62)	180287.92
Other Income				2280.32
Share in Profit of Associate for the Year				565.57
Share in (Loss)/ Profit of Joint Ventures for the Year				(435.01)
EBIDTA				182698.80
Depreciation & Amortization Expenses				(45572.76)
EBITA				137126.04
Finance Cost				(22906.76)
Profit before Tax				114219.28
Tax expenses				(29851.44)
Net Profit				84367.84

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

Segment Assets	1063008.32	52904.55	66453.00	1182365.87
Segment Liabilities	463397.41	47559.80	115746.46	626703.67
For the Year Ended 31st March 2020				(Rs. in Lacs)
Particulars	Flexible Packaging Activities	Engineering Activities	Other (Un-allocable)	Total
Revenue from				
- External Customers	718427.88	22170.69	(114.29)	740484.28
- Transaction with other operating segments	-	4518.33	-	4518.33
Total Revenue	718427.88	26689.02	(114.29)	745002.61
Identifiable operating expenses	(599223.98)	(21336.80)	(11717.57)	(632278.35)
Less: Cost of Intersegment Revenue	(2790.77)	-	(1727.56)	(4518.33)
Operating Profit	116413.13	5352.22	(13559.42)	108205.93
Other Income				2846.84
Share in Profit of Associate for the Year				320.12
Share in (Loss)/ Profit of Joint Ventures for the Year				(488.98)
EBIDTA				110883.91
Depreciation & Amortization Expenses				(40319.41)
EBITA				70564.50
Finance Cost				(22478.97)
Profit before Tax				48085.53
Tax expenses				(10998.09)
Net Profit				37087.44
Segment Assets	891254.62	46815.00	63567.91	1001637.53
Segment Liabilities	385749.69	44318.92	101858.10	531926.71

42: 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 and Ms. Anshika Chaturvedi), Ashok Chaturvedi (HUF), Mr. Amitava Ray, Wholetime Director (upto 01/02/2021), Mr. Jagmohan Mongia, Whole time Director w.e.f. 11/02/2021, Mr. Rajesh Bhatia, CFO, Mr. Ajay Krishna, Company Secretary, Mr. Anantshree Chaturvedi (Director of Flex Middle East FZE) , Mr. Apoorva Shree Chatuvedi (Director of Flex Films Europa SP. Z. O.O.), Mr. Sandeep Saxena (Director of Flex Middle East FZE) , Mr. Sanjay Tikku (Director of Flex Films Africa Pvt. Ltd.), Mr. Sushil Ramchandani (Director of Flex Films Africa Pvt. Ltd.), Mr. Pradeep Srivastava (Director of Uflex Europe Ltd.), Mr. Junaid Khan (Director of Flex Films Rus, LLC) and Mr. Parvesh Anand (Director of Flex Films (USA) Inc.)
- iv) **Other Related Enterprises** : AKC Retailers Pvt. Ltd., Anshika Investments Pvt. Ltd., Anant Overseast 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, Naveli Collections Pvt. Ltd., Modern Info Technology Pvt. Ltd., Magic Consultants Pvt. Ltd. and A.L. Consultants Pvt. Ltd.,

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

(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)	44.14	-	-	4020.70	4064.84
	33.97	-	-	7905.22	7939.19
Purchase of Goods/Services (Net)	-	-	-	27838.72	27838.72
	-	-	-	32870.43	32870.43
Purchase of Fixed Assets	-	-	-	2.40	2.40
	-	-	-	365.31	365.31
Sale of Fixed Assets	-	-	-	-	-
	7.13	-	-	3.34	10.47
Purchase of DEPB	71.91	-	-	-	71.91
	55.09	-	-	-	55.09
Rent Received	9.00	-	61.20	55.56	125.76
	9.00	-	48.05	24.08	81.13
Rent Paid	-	-	264.00	190.58	454.58
	-	-	240.00	71.64	311.64
Royalty Expenses	-	-	210.00	-	210.00
	-	-	85.00	-	85.00
Interest Paid on Loans	6.53	-	-	19.70	26.23
	5.47	-	-	173.57	179.04
Interest Received	-	3.58	-	-	3.58
	-	3.68	-	61.51	65.19
Dividend Received	44.03	-	-	-	44.03
	58.70	-	-	-	58.70
Security Deposit Received	-	-	-	-	-
	-	-	-	-	-
Security Deposit Paid	-	-	-	-	-
	-	-	100.00	-	100.00
Refund of Security Deposit given	-	-	-	-	-
	-	-	100.00	-	100.00
Remuneration *	-	-	4118.52	-	4118.52
	-	-	2036.89	-	2036.89
ii) Non Trade Transactions					
Loan Taken	-	-	-	-	0.00
	100.00	-	-	480.00	580.00
Repayment of Loan Taken	100.00	-	-	675.00	775.00
	-	-	-	125.00	125.00
Dividend Paid	-	-	46.43	589.25	635.68
	-	-	46.43	589.25	635.68
Loan Given	-	-	-	-	0.00

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

(Rs. in Lacs)					
Transactions	Associate	Joint Venture	Key Management Personnel & their Relatives / HUF	Other Related Enterprises as referred to in 'a (iv)' above	Total
Recovery of Loan Given	-	-	-	330.00	330.00
	-	-	-	-	0.00
Payment of Lease Liabilities	-	-	-	70.00	70.00
	-	-	-	228.79	228.79
	-	-	-	345.81	345.81
Total	275.61	3.58	4700.15	33620.70	38600.04
	<i>269.36</i>	<i>3.68</i>	<i>2656.37</i>	<i>43415.16</i>	<i>46344.57</i>
Balance as on 31.03.2021					
Debit	0.01	138.25	-	5055.64	5193.90
	<i>8.41</i>	<i>138.13</i>	-	<i>5796.26</i>	<i>5942.80</i>
Credit	-	-	1158.99	18365.21	19524.20
	<i>104.93</i>	-	<i>78.07</i>	<i>22717.77</i>	<i>22900.77</i>

Previous Year figures have been given in Italic.

* Includes

	Rs in Lacs	
	Current Year	Previous Year
Salary	2906.34	1994.34
Perquisites	57.38	35.82
Short Term Employees Benefits	19.80	6.73
Commission	1135.00	-
Total	4118.52	2036.89

43: FINANCIAL INSTRUMENTS

The carrying value of instruments by categories are as follows:

(Rs. in Lacs)					
Particulars		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	65904.38	-	-	65904.38
	PY	44353.44			44353.44
Investments					
Equity and other securities	CY	20255.95	-	273.93	20529.88
	PY	19725.15		145.56	19870.71
Trade Receivables	CY	240549.80	-	-	240549.80
	PY	194735.63			194735.63
Loans	CY	7028.55	-	-	7028.55
	PY	6567.88			6567.88
Other financial assets	CY	3078.56	-	-	3078.56

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

(Rs. in Lacs)					
Particulars		Amortised Cost	Financial assets / liabilities at fair value through Profit or Loss	Financial assets / liabilities at fair value through OCI	Total Carrying Value
	PY	1279.80			1279.80
Total	CY	336817.24	-	273.93	337091.17
	PY	266661.90	-	145.56	266807.46
Liabilities					
Trade payables	CY	134711.04	-	-	134711.04
	PY	105247.67	-	-	105247.67
Other financial liabilities	CY	67762.47	-	-	67762.47
	PY	46029.24	-	-	46029.24
Borrowings	CY	356126.93	-	-	356126.93
	PY	337165.34	-	-	337165.34
Lease Liabilities	CY	5562.38	-	-	5562.38
	PY	3539.98	-	-	3539.98
Total	CY	564162.82	-	-	564162.82
	PY	491982.23	-	-	491982.23

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	273.93	273.93	-	-
	PY	145.56	145.56	-	-
Investment in Preference Shares	CY	15250.00	-	-	15250.00
	PY	15250.00	-	-	15250.00

44: 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 encompasses 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.

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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	7%	10%
Revenue from Top Five Customers	15%	18%

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 2021	Due within 12 months from Balance sheet Date	Due beyond 12 months of Balance Sheet Date
Borrowings	398512.95	117843.34	280669.61
Lease Liabilities	5562.38	835.12	4727.26
Trade payables			
Total outstanding dues of Micro, Small & Medium enterprises	1497.21	1497.21	-
Total outstanding dues of creditors other than Micro, Small & Medium enterprises	133213.83	133213.83	-
Other Financial Liabilities	25376.45	24011.36	1365.09

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 loans based on variable rate of interest is Rs. 283868.21 Lacs out of the total debt of Rs. 398512.95 Lacs.

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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. 2838.68 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	47182.42	30489.35	33867.53	34359.38
Euro	59609.77	35610.68	128698.17	129597.88
GBP	5944.77	1689.09	175.28	316.11

Following Table Summarises 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.)	73.50	75.39
Closing Euro Rate (in Rs. P.)	86.10	83.05
Closing GBP Rate (in Rs.P.)	100.95	93.08
5% appreciation (Rs. in lacs)	(2500.20)	(4824.21)
5% depreciation (Rs. in lacs)	2500.20	4824.21

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.

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021
45: 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 profit or loss	Amount (Rs. in Lacs)	As % of profit or loss	Amount (Rs. in Lacs)	As % of profit or loss	Amount (Rs. in Lacs)
Parent									
	Uflex Limited	44.57%	2,47,635.38	27.34%	23,044.27	2.50%	75.62	26.48%	23,119.89
		48.11%	2,25,959.72	38.74%	14,326.57	-31.32%	(1,206.84)	32.13%	13,119.73
Subsidiary									
Indian									
1	U Tech Developers Limited @	0.00%	-	0.00%	-	0.00%	-	0.00%	-
		0.00%	-	-0.52%	(194.01)	0.00%	-	-0.48%	(194.01)
2	USC Holograms Pvt. Ltd.	0.46%	2,536.80	0.20%	165.38	0.00%	-	0.19%	165.38
		0.49%	2,293.59	0.61%	224.47	0.00%	-	0.55%	224.47
3	S.D.Buildwell Private Limited @	0.00%	-	0.00%	-	0.00%	-	0.00%	-
		0.00%	-	0.14%	50.55	0.00%	-	0.12%	50.55
Foreign									
1	Flex Middle East FZE	31.22%	1,73,452.65	5.42%	4,571.70	0.00%	-	5.24%	4,571.70
		36.88%	1,73,223.60	20.69%	7,652.09	0.00%	-	18.74%	7,652.09
2	Flex Americas S.A. de C.V.	10.94%	60,802.33	22.30%	18,796.09	0.00%	-	21.53%	18,796.09
		7.78%	36,552.20	15.13%	5,594.88	0.00%	-	13.70%	5,594.88
3	Flex P. Films Egypt S.A.E.	12.55%	69,758.85	23.26%	19,602.45	0.00%	-	22.45%	19,602.45
		11.72%	55,057.32	32.15%	11,889.00	0.00%	-	29.11%	11,889.00
4	Flex Films Europa Sp. Z.o.o.	16.15%	89,725.75	16.53%	13,932.02	0.00%	-	15.96%	13,932.02
		16.01%	75,218.70	30.61%	11,319.64	0.00%	-	27.72%	11,319.64
5	Flex Films (USA) Inc.	7.80%	43,350.30	8.57%	7,225.05	0.00%	-	8.27%	7,225.05
		7.89%	37,054.19	9.09%	3,362.39	0.00%	-	8.23%	3,362.39
6	UFlex Europe Limited	0.26%	1,443.59	-1.95%	(1,645.49)	0.00%	-	-1.88%	(1,645.49)
		0.61%	2,848.25	-3.45%	(1,275.20)	0.00%	-	-3.12%	(1,275.20)
7	UFLEX Packaging Inc.	0.57%	3,153.15	0.80%	676.20	0.00%	-	0.77%	676.20
		0.54%	2,540.64	1.06%	392.03	0.00%	-	0.96%	392.03
8	UPET Holdings Limited	5.06%	28,091.70	-0.01%	(7.35)	0.00%	-	-0.01%	(7.35)
		6.14%	28,821.60	-0.02%	(7.54)	0.00%	-	-0.02%	(7.54)
9	UPET Singapore Pte. Ltd.	5.04%	28,032.90	-0.01%	(7.35)	0.00%	-	-0.01%	(7.35)
		6.12%	28,753.75	-0.02%	(7.54)	0.00%	-	-0.02%	(7.54)
10	Flex Films RUS LLC	3.54%	19,674.32	4.91%	4,137.68	0.00%	-	4.74%	4,137.68
		1.00%	4,676.47	-0.29%	(107.95)	0.00%	-	-0.26%	(107.95)
11	Flex Films Africa Pvt Ltd.	2.96%	16,469.60	0.00%	-	0.00%	-	0.00%	-
		2.25%	10,562.20	0.00%	-	0.00%	-	0.00%	-
12	Flex Chemicals (P) Ltd.	0.00%	(16.51)	-0.01%	(6.60)	0.00%	-	-0.01%	(6.60)
		0.00%	(9.99)	0.03%	10.09	0.00%	-	0.02%	10.09
13	Flex Films Europa Korlatolt Felelossegu Tarsasag	2.34%	12,992.49	0.32%	266.91	0.00%	-	0.31%	266.91
		2.61%	12,274.79	0.00%	-	0.00%	-	0.00%	-
	Non-Controlling Interest in Subsidiary	-0.15%	(811.79)	-0.09%	(77.83)	0.00%	-	-0.09%	(77.83)
		-0.16%	(733.96)	-0.29%	(105.64)	0.00%	-	-0.26%	(105.64)
	Exchange Difference on translating foreign operations					86.01%	2,604.13	2.98%	2,604.13
						131.65%	5,072.76	12.42%	5,072.76
Associate & Joint Venture (Investment as per Equity Method)									
Associate									
1	Flex Foods Limited	0.90%	4,994.70	0.67%	565.57	0.31%	9.26	0.66%	574.83
		0.95%	4,463.90	0.87%	320.12	-0.33%	(12.74)	0.75%	307.38
Joint Ventures									
2	Digicyl Pte. Ltd.	0.06%	347.65	-0.01%	(5.20)	0.00%	-	-0.01%	(5.20)
		0.08%	361.93	-0.12%	(45.91)	0.00%	-	-0.11%	(45.91)
3	Digicyl Limited, Israel (Wholly Owned Subsidiary of Digicyl Pte. Ltd.)	-0.32%	(1,800.47)	-0.51%	(432.22)	0.00%	-	-0.49%	(432.22)
		-0.30%	(1,423.66)	-1.27%	(470.74)	0.00%	-	-1.15%	(470.74)

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.46.

Previous Year figures have been given in italics.

Sold during the Previous Year.

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

46: STATEMENT CONTAINING SALIENT FEATURES OF FINANCIAL STATEMENTS OF SUBSIDIARIES / ASSOCIATE / JOINT VENTURES, AS PER FIRST PROVISIO TO SECTION 129(3) OF COMPANIES ACT, 2013 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014

Part "A" : Subsidiaries										INR in Lacs						
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	FC in Million	
															INR in Lacs	
Indian																
1	U Tech Developers Limited @	Not Applicable	CY	INR	-	-	-	-	-	-	-	-	-	-	-	-
			PY						133.18	58.78	252.79	(194.01)				100%
2	USC Holograms Pvt. Ltd.	Not Applicable	CY	INR	6.00	2,530.80	7,503.77	4,966.97	4,785.34	326.45	83.24	243.21				68%
			PY		6.00	2,287.59	8,250.89	5,957.30	5,748.21	441.12	111.01	330.11				68%
3	S.D.Buildwell Private Limited @	Not Applicable	CY	INR	-	-	-	-	-	-	-	-	-	-	-	-
			PY		-	-	-	-	50.70	50.55	-	50.55				100%
Foreign																
1	Flex Middle East FZE	Not Applicable	CY	INR	21,432.60	1,52,020.05	2,04,837.15	31,384.50	1,38,135.90	43,504.65	4,571.70	4,571.70				100%
			PY	US \$	29.16	206.83	278.69	42.70	187.94	59.19	6.22	6.22				
			PY	INR	21,983.72	1,51,239.88	2,04,027.96	30,804.35	1,35,355.21	54,190.33	7,652.09	7,652.09				100%
			PY	US \$	29.16	200.61	270.63	40.86	179.54	71.88	10.15	10.15				
2	Flex Americas S.A. de C.V.	Not Applicable	CY	INR	14,955.67	45,846.66	84,098.10	23,295.78	-	1,08,120.22	27,832.56	9,036.48	18,796.09			100%
			PY	MXR	419.22	1,285.12	2,357.34	653.00	-	3,030.70	780.17	253.30	526.87			
			PY	INR	13,013.85	23,538.35	68,553.19	32,000.99	-	73,142.27	8,725.26	3,130.38	5,594.88			100%
			PY	MXR	419.22	758.25	2,208.33	1,030.86	-	2,356.16	281.07	100.84	180.23			
3	Flex P. Films Egypt S.A.E.	Not Applicable	CY	INR	35,213.85	34,545.00	1,69,402.80	99,643.95	-	1,05,479.85	25,578.00	5,975.55	19,602.45	3,520.65		100%
			PY	US \$	47.91	47.00	230.48	135.57	-	143.51	34.80	8.13	26.67	4.79		
			PY	INR	36,119.35	18,937.97	1,37,149.49	82,092.17	-	92,488.45	14,995.07	3,106.07	11,889.00			100%
			PY	US \$	47.91	25.12	181.92	108.89	-	122.68	19.89	4.12	15.77			
4	Flex Films Europa Sp. Z.o.o.	Not Applicable	CY	INR	18,831.51	70,894.23	1,55,644.39	65,918.65	11,918.40	80,743.34	13,546.00	(386.02)	13,932.02			100%
			PY	PLN	101.47	382.00	838.66	355.19	64.22	435.07	72.99	(2.08)	75.07			
			PY	INR	18,688.64	56,530.06	1,33,257.19	58,038.49	11,827.98	59,101.20	11,319.64	-	11,319.64			100%
			PY	PLN	101.47	306.93	723.52	315.12	64.22	320.89	61.46	-	61.46			
5	Flex Films (USA) Inc.	Not Applicable	CY	INR	26,460.00	16,890.30	63,312.90	19,962.60	-	1,19,915.25	9,040.50	1,815.45	7,225.05			100%
			PY	US \$	36.00	22.98	86.14	27.16	-	163.15	12.30	2.47	9.83			
			PY	INR	27,140.40	9,913.79	62,875.26	25,821.08	-	1,10,076.94	3,882.59	520.19	3,362.39			100%
			PY	US \$	36.00	13.15	83.40	34.25	-	146.01	5.15	0.69	4.46			
6	UFlex Europe Limited	Not Applicable	CY	INR	6,147.86	(4,704.27)	14,153.19	12,709.61	-	13,880.63	(999.41)	646.08	(1,645.49)			100%
			PY	GBP	6.09	(4.66)	14.02	12.59	-	13.75	(0.99)	0.64	(1.63)			

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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	FC in Million	Proposed dividend	% of Share holding
				INR	5,668.57	(2,820.32)	12,509.95	9,661.70	-	12,165.56	(1,573.05)	(297.86)	(1,275.20)	-	-	100%
				GBP	6.09	(3.03)	13.44	10.38	-	13.07	(1.69)	(0.32)	(1.37)	-	-	-
	7	UFLEX Packaging Inc.	Not Applicable	INR	2,704.80	448.35	5,622.75	2,469.60	-	11,127.90	867.30	191.10	676.20	-	-	100%
				US\$	3.68	0.61	7.65	3.36	-	15.14	1.18	0.26	0.92	-	-	-
				INR	2,774.35	(233.71)	4,734.49	2,193.85	-	8,632.16	520.19	128.16	392.03	-	-	100%
				US\$	3.68	(0.31)	6.28	2.91	-	11.45	0.69	0.17	0.52	-	-	-
	8	UPET Holdings Limited	Not Applicable	INR	28,224.00	(132.30)	28,091.70	-	28,062.30	-	(7.35)	-	(7.35)	-	-	100%
				US\$	38.40	(0.18)	38.22	-	38.18	-	(0.01)	-	(0.01)	-	-	-
				INR	28,949.76	(128.16)	28,821.60	-	28,783.90	-	(7.54)	-	(7.54)	-	-	100%
				US\$	38.40	(0.17)	38.23	-	38.18	-	(0.01)	-	(0.01)	-	-	-
	9	UPET (Singapore) Pte. Ltd.	Not Applicable	INR	28,077.00	(44.10)	28,040.25	7.35	27,966.75	-	(7.35)	-	(7.35)	-	-	100%
				US\$	38.20	(0.06)	38.15	0.01	38.05	-	(0.01)	-	(0.01)	-	-	-
				INR	28,798.98	(45.23)	28,761.29	7.54	28,685.90	-	(7.54)	-	(7.54)	-	-	100%
				US\$	38.20	(0.06)	38.15	0.01	38.05	-	(0.01)	-	(0.01)	-	-	-
	10	Flex Films RUS LLC #	31-Dec-20	INR	15,662.75	4,011.56	52,110.73	32,436.41	-	23,911.62	4,227.40	89.71	4,137.68	-	-	100%
				RUB	1,613.22	413.18	5,367.26	3,340.86	-	2,462.83	435.41	9.24	426.17	-	-	-
				INR	4,784.61	(108.14)	35,510.66	30,834.19	-	1,086.77	(127.74)	(19.79)	(107.95)	-	-	100%
				RUB	493.31	(11.15)	3,667.27	3,179.11	-	112.05	(13.17)	(2.04)	(11.13)	-	-	-
	11	Flex Films Africa Pvt Ltd.	Not Applicable	INR	16,469.60	-	83,923.56	67,453.96	-	-	-	-	-	-	-	100%
				N	8,511.42	-	43,371.35	34,859.93	-	-	-	-	-	-	-	-
				INR	10,562.20	-	45,173.07	34,610.87	-	-	-	-	-	-	-	100%
				N	5,267.93	-	22,530.21	17,262.28	-	-	-	-	-	-	-	-
	12	Flex Chemicals (P) Ltd. #	31-Dec-20	INR	0.49	(16.99)	231.37	247.87	-	219.52	(7.67)	(1.07)	(6.60)	-	-	100%
				RUB	0.05	(1.75)	23.83	25.53	-	22.61	(0.79)	(0.11)	(0.68)	-	-	-
				INR	0.48	(10.47)	53.54	63.53	-	5.24	12.51	2.42	10.09	-	-	100%
				RUB	0.05	(1.08)	5.52	6.55	-	0.54	1.29	0.25	1.04	-	-	-
	13	Flex Films Europa Koriolait Felelossagu Tarsasag	Not Applicable	INR	12,725.58	266.91	89,061.84	76,069.35	-	12,157.32	292.74	25.83	266.91	-	-	100%
				Euro	14.78	0.31	103.44	88.35	-	14.12	0.34	0.03	0.31	-	-	-
				INR	12,274.79	-	50,045.93	37,771.14	-	-	-	-	-	-	-	100%
				Euro	14.78	-	60.26	45.48	-	-	-	-	-	-	-	-

CY represents Current Year and PY represents Previous year

Notes :

- 1 Name of subsidiaries which are yet to commence operations NIL
- 2 Names of Subsidiaries which have been liquidated or sold during the year NIL
- 3 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 2020 to 31st March 2021.

@ Sold during the Previous Year.

NOTES ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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 (Rs. in Lacs)				Extent of Holding %	Considered in Consolidation (Rs. in Lacs)	Not Considered in Consolidation (Rs. in Lacs)	Considered in Consolidation (Rs. in Lacs)
Associate											
1	Flex Foods Limited	31-Mar-21	5870000	587.00	47.15%	By Virtue of Shareholding	NA	4,994.70	565.57	9.26	
		31-Mar-20	5870000	587.00	47.15%	By Virtue of Shareholding	NA	4,463.90	320.12	(12.74)	
Joint Venture @											
2	Digicyl Pte. Ltd., Singapore (Unaudited)	31-Dec-20	500000	337.50	50%	By Virtue of Shareholding	NA	347.65	(5.20)	-	
		31-Mar-20	500000	337.50	50%	By Virtue of Shareholding	NA	(361.93)	(45.91)	-	
3	Digicyl Limited, Israel (Wholly Owned Subsidiary of Digicyl Pte. Ltd.)	31-Dec-20	-	-	-	By Virtue of Shareholding in Digicyl Pte. Ltd.	NA	(1,800.47)	(432.22)	-	
		31-Mar-20	-	-	-	By Virtue of Shareholding in Digicyl Pte. Ltd.	NA	(1,423.66)	(470.74)	-	

Exchange Rate: USD/INR Rs. 73.50 (Previous Year Rs. 75.39) for Singapore & NS(ISL)/INR=Rs. 22.0628 (Previous Year Rs. 21.2390) for Israel

Networth is reported after making necessary adjustment for impairment provided in the Company Standalone Financials for investment in Subsidiary Digicyl Limited, Israel.

@ Joint Venture Companies have adopted Calendar Year as Financial Year effective 1st April 2020 in compliance with the applicable laws in the Country. However for Consolidation and reporting purpose the figures of Profit & Loss are considered for the period from 1st April 2020 to 31st March 2021.

- 1 Name of Associates / Joint Ventures which are yet to commence operations NIL
- 2 Names of Associates / Joint Ventures which have been liquidated or sold during the year NIL
- 3 Name of Associates / Joint Ventures which are not considered for consolidation NIL

Signatories to Notes 1 to 46

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	For KAAP & Associates Chartered Accountants Firm's Registration No.: 019416N
Rakesh Malhotra Asst. Vice President (Corp. Accounts)	Ajay Krishna Sr.Vice President (Legal) & Company Secretary		Deepak Sehgal Partner M.No.: 085391

Place : NOIDA
Dated : 29th June, 2021



'A part of your daily life'

UFLEX LIMITED

Notice of 32nd Annual General Meeting

Shareholders are advised to refer Point No. 8 of Notice of AGM with regard to Payment of Dividend and applicable Tax Deduction at Source (“TDS”) and Communication of Company dated 30th July 2021 to Shareholders which is also available on the Company’s website www.uflexltd.com (weblink: https://www.uflexltd.com/pdf/SC/2021/UFLEX_Communication_TDS_FY20-21.pdf)



UFLEX LIMITED



UFLEX LIMITED

CIN :L74899DL1988PLC032166

Regd. Office : 305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash – I, New Delhi – 110048

Phone Nos. 011-26440917, 011-26440925, Fax No. : 011-26216922

Website: www.uflexltd.com Email : secretarial@uflexltd.com

NOTICE OF 32nd ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the Members of UFLEX Limited will be held on **Monday, 27th September, 2021** at **3:00 PM** 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, 2021, 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, 2021 and the report of Auditors thereon.
2. To declare the dividend for the year 2020-2021 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
4. Appointment of Joint Statutory Auditors:

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 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), M/s. MSKA & Associates, Chartered Accountants (Firm Registration Number – 105047W), be and is hereby appointed as the Joint Statutory Auditor of the Company to hold office for a term of Five (5) years from the conclusion of the 32nd Annual General Meeting until the conclusion of 37th Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:

5. **To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to Section 149, 152 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provision of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Shri Jagmohan Mongia (DIN: 09051022), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 11th February, 2021 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 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. **To consider and if thought fit, to pass, the following Resolution as an Ordinary Resolution:**

“RESOLVED THAT that pursuant of Section 196, 197 & 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and such other approvals / sanctions as may be necessary, the Company hereby approves the appointment of Shri Jagmohan Mongia (DIN: 09051022) as Whole-time Director of the Company for a period of 5 (Five) years w.e.f. 11th February, 2021 to 10th February, 2026 on the terms and conditions including as to remuneration, minimum remuneration in case of loss or inadequate profit in any financial year as set out in the explanatory statement annexed to the notice, which shall be deemed to form part thereof.

RESOLVED FURTHER THAT that the Board of Directors of the Company, including any duly constituted committee thereof, be and is hereby authorized to vary and / or revise the remuneration of the said Whole-time Director within the permissible limits under the provisions of the Companies Act, 2013 or any statutory modification thereof, from time to time and to settle any question or difficulty in connection therewith or incidental thereto.”

7. 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), M/s Jitender, Navneet & Co., Cost Accountants who was re-appointed as the Cost Auditors of the Company by the Board of Directors, for conducting the audit of the cost records of the Company for the financial year 2021-22, be paid the remuneration of Rs.22.50 Lacs (Rupees Twenty Two Lacs Fifty Thousand Only) excluding applicable taxes and out of pocket expenses that may be incurred.”

By Order of the Board

Sd/-

AJAY KRISHNA

Sr. Vice President (Legal) &

Company Secretary

ACS No. 3296

Place : NOIDA

Dated : 14th August, 2021

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 **Saturday, 11th September, 2021 to Monday, 27th September, 2021**, both days inclusive, for annual closing and determining the entitlement of the Members to the Dividend for Year 2020-21.
3. Central Depository Services Limited, (“CDSL”) will be providing facility for voting through remote e-Voting, for participation in the 32nd AGM through VC/OAVM Facility and e-Voting during the 32nd AGM.
4. CDSL e-Voting System – For Remote e-voting and e-voting during AGM
 - i. In view of the continuing COVID-19 pandemic,, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular nos. 14/2020, 17/2020 and 10/2021 dated April 8, 2020, April 13, 2020 and 23rd June, 2021 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” and Circular no. 02/2021 dated January 13,2021 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Covid-19 pandemic” and circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 in relation to “Relaxation from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID -19 pandemic” (collectively referred to as “SEBI Circulars”) permitted the 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 atleast 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. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

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

- (i) The voting period begins on **Friday, 24th September, 2021 (9:00 AM)** and ends on **Sunday, 26th September, 2021 (5:00 PM)**. 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 **Monday, 20th September, 2021** 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.

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.

- (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 and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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 or joining virtual meeting & voting during the meeting.</p> <p>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</p> <p>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 or joining virtual meeting & voting during the meeting</p>

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.

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 022- 23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) 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.

- (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**.
- (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) **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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 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, 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 THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM 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.
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 **secretarial@uflexltd.com**. 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 **secretarial@uflexltd.com**. 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 through VC/OAVM facility and have not casted 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

- 1) 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 **Company (secretarial@uflexltd.com)/RTA (beetal@beetalfinancial.com)**.
- 2) For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP)
- 3) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

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 20th September, 2021**.
- 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 32nd 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 32nd 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").

6. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 32nd AGM and the Annual Report for the year 2020-21 including the Audited Financial Statements for the year 2020-21, 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 32nd AGM and the Annual Report for the year 2020-21 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address secretarial@uflexltd.com
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
7. The Board of Directors has recommended a Dividend of Rs. 2.50 (Rupees Two and Paise Fifty Only) per Equity Share of Rs.10.00 each for the year ended 31st March, 2021 that is proposed to be paid on and after **27th September, 2021**, subject to the approval of the shareholders at the 32nd Annual General Meeting.
8. 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 has been sent to the shareholders separately on 30th July, 2021 in the permitted mode.**
9. 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.
10. 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 secretarial@uflexltd.com by **10th September, 2021**.
 - a) 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;
 - b) self attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
 - c) self attested scanned copy of the PAN Card; and
 - d) 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, at the earliest once the normalcy is restored.
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.15,85,605.60/- (Rupees Fifteen Lac Eighty Five Thousand Six Hundred Five and Paise Sixty Only) being the unpaid and unclaimed dividend amount pertaining to Dividend, 2012-13 to the Investor Education and Protection Fund of the Central Government during the year 2020-21.

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. Members who have not encashed Dividend for the year 31st March, 2014 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 not been paid or claimed 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, 24,982 (Twenty Four Thousand Nine Hundred Eighty Two only) Equity Shares of Rs.10/- each on which the dividend remained unpaid or unclaimed for seven consecutive years, were transferred during the year 2020-21 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 2014 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 Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
16. 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.
17. Electronic copy of all the documents referred to in the accompanying Notice of the 32nd 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 32nd 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

18. 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 32nd AGM, forms integral part of the Notice of the 32nd AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
19. 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

In past few years the company has grown manifolds not only in terms of turnover but also profit. The Company has also undertaken expansion programmes over a period of time, the most recent one being Film expansion in Dhariwad and aspecto liquid packaging in Gujarat. Also global exposure of the company is increasing considerably and therefore it is felt necessary to appoint a joint auditor for company. With this object the company proposes to appoint M/s. MSKA & Associates, Chartered Accountants (Firm Registration Number – 105047W) as the Joint Statutory Auditor in addition to the present Statutory Auditor M/s. KAAP & Associates, Chartered Accountants (Firm Registration No. 019416N) as per provisions of section 139 of the Companies Act, 2013 and rules made thereunder.

The appointment of M/s. MSKA & Associates, Chartered Accountants is subject to approval of members by ordinary resolution. The appointment of M/s. MSKA & Associates, Chartered Accountants (Firm Registration Number – 105047W) as Joint Statutory Auditors of the Company will be for the period of Five (5) years from the conclusion of 32nd Annual General Meeting until the conclusion of 37th Annual General Meeting.

The disclosure in terms of Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as follows:

Proposed statutory audit fee payable to auditors	Up to Rs. 100.00 Lacs (Rupees One Hundred Lacs Only) excluding applicable taxes and out of pocket expenses per annum as statutory audit fees to be paid to the proposed Auditor of the company as may be decided by the Board of Directors including any committee thereof.
Terms of appointment	M/s. MSKA & Associates, Chartered Accountants (Firm Registration Number – 105047W) is recommended for appointment for a term of Five (5) years from the conclusion of 32 nd Annual General Meeting until the conclusion of 37 th Annual General Meeting.
Material change in fee payable	No material change in fee for the proposed auditors. This proposed fee payable is in line with the fee payable to existing auditors M/s. KAAP & Associates, the exiting Statutory Auditors of the Company.
Basis of recommendation and auditor credentials	M/s. MSKA & Associates, Chartered Accountants, has confirmed their eligibility under Section 141 of the Companies Act, 2013 and the rules framed there under for appointment as Joint Statutory Auditors of the Company. Further, they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under the Listing Regulations. M/s. MSKA & Associates, Chartered Accountants (FRN : 105047W), established in 1978 is an Indian Partnership firm registered with the Institute of Chartered Accountants of India (ICAI) and PCAOB (US Public Company Accountancy Oversight Board). It has head office at Mumbai and 9 branches in Pune, Bengaluru, Hyderabad, Gurgoan, Kolkata, Goa, Kochi, Chennai and Ahmedabad. It provides Audit and Assurance, Tax and Consultancy Services.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the Shareholders. None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested, financial or otherwise, in the said Resolution.

Item 5 & 6

The Company's business activities have grown in last couple of years and as per the current market trend and future projections, the Company expects substantial increase in its activities in coming years. The Board noted the fact that Shri Amitava Ray has ceased to be Whole-time Director of the Company w.e.f. close of working hours of 1st February, 2021 and it is necessary to have an eminent and experienced professional as the Whole-time Director of the Company, who could assist in day to day activities of the Company.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, has appointed Shri Jagmohan Mongia (DIN: 09051022) as an Additional Director in terms of Section 161 & other applicable provisions of the Companies Act, 2013 to holds office upto the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a Member of the Company proposing the candidature of Shri Jagmohan Mongia (DIN: 09051022) for the office of Director of the Company, liable to retire by rotation.

Further, the Board of Directors of the Company (after considering the recommendation of the Nomination and Remuneration Committee) at its meeting held on 11th February, 2021 has, subject to the approval of Shareholders, appointed Shri Jagmohan Mongia (DIN: 09051022) as Whole-time Director of the Company for a period of Five (5) years commencing from 11th February, 2021. Shri Mongia has rich and vast experience in Sales & Marketing and has proven track record of building strong sustainable business. He is heading Domestic Marketing independently since 2013 and thereafter was elevated to President – Film Business (Indian Operations) in 2017. Considering

his vast and rich experience, the Board of Directors proposed the appointment of Shri Jagmohan Mongia (DIN: 09051022) as Whole-time Director on the remuneration & other terms and conditions subject to the approval/discretion of the Chairman as follows:

Remuneration

Salary (including allowances and perquisites) not exceeding of Rs.16,00,000/- (Rupees Sixteen Lacs only) per month with a total annual increment (including allowances and perquisites) of upto Rs.3.00 lacs (Rupees Three Lacs) per month as decided by the Chairman of the Company.

Others

In addition to the above, he will also be entitled to following:

- 1) Ex-gratia – as per Company rules.
- 2) Car for official use on condition that all running and maintenance expenses including driver's salary shall be born by him.
- 3) Mobile and telephone at residence for official purposes.

OTHER TERMS

- (a) He will not be entitled to sitting fees for attending meetings of the Board or Committee(s) thereof.
- (b) He will be liable to retire by rotation.
- (c) The aforesaid appointment may be terminated by either side giving notice in advance as per Company's policy.

In the event of inadequacy or absence of profits, the Company shall pay to Shri Jagmohan Mongia the above remuneration as minimum remuneration but not exceeding the limits specified under Schedule V of the Companies Act, 2013 or such other limits as may be specified by the Central Govt. from time to time as minimum remuneration.

Functions

The Whole-time Director shall discharge such functions as are delegated to him by the Board of Directors and/or Chairman & Managing Director.

None of the Directors, Key Managerial Personnel or their relatives except Shri Jagmohan Mongia, Whole-time Director of the Company and his relatives, are in any way, concerned or interested financial or otherwise in the said Ordinary Resolution(s).

The Board of Directors recommends the Ordinary Resolutions set out at item no. 5 & 6 for your consideration and approval.

Item No. 7

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 2021-22. 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.

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.

The Board recommends the resolution set forth in Item no. 7 for the approval of the Members.

By Order of the Board

Place : NOIDA
Dated : 14th August, 2021

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

Sd/-
AJAY KRISHNA
Sr. Vice President (Legal) &
Company Secretary
ACS No. 3296

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	Shri Jagmohan Mongia
Date of Birth	15.10.1956	24.11.1956
Date of Appointment	21.06.1988	11.02.2021
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	Mr. Jagmohan Mongia has four decades of rich experience in industries like Textile, Steel and Paints. He has strong expertise of Sales & Marketing and has proven track record of building strong sustainable business. He is with the Company for approximately 25 years.
Qualification	B.Sc.	B.Com
Terms and Conditions of appointment or re-appointment	Shri Ashok Chaturvedi retires by rotation at the ensuing Annual General Meeting	Appointed as Whole-time Director for a period of 5 years commencing from 11 th February, 2021 on the Terms and Conditions as mentioned at Item No. 5 & 6 in the Explanatory Statement.
Remuneration sought to be paid	Shri Ashok Chaturvedi retires by rotation at the ensuing Annual General Meeting. Remuneration is being paid as per terms and conditions earlier approved by the Shareholders.	As mentioned at Item No. 5 & 6 in the Explanatory Statement.
Remuneration last drawn	As above	As above
Shareholding in the Company	5,02,533 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	1
Directorship in other Public Limited Companies / excluding private companies which are subsidiary of public company	Flex Foods Ltd.	PHD Chamber of Commerce and Industry
Member / Chairman of Committee of the Board of the Public Limited Companies on which he is Director	UFLEX Limited <ul style="list-style-type: none"> • Chairman, Committee of Directors Flex Foods Limited <ul style="list-style-type: none"> • Chairman, Committee of Directors 	UFLEX Limited <ul style="list-style-type: none"> • Member, Committee of Directors: • Member, Audit Committee: • Member, Stakeholders' Relationship Committee • Member, Corporate Social Responsibility (CSR) Committee

DETAILS OF SHAREHOLDING OF NON-EXECUTIVE DIRECTORS OF THE COMPANY AS ON 31.03.2021

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

Sl. No.	Name of Director	No. of Equity Shares
01	Shri Achintya Karati	Nil
02	Shri Alok Sabharwal – (Nominee – IFCI)	Nil
03	Shri Tara Sankar Bhattacharya	Nil
04.	Smt. Indu Liberhan	Nil
05	Shri Arvind Mahajan	Nil
06	Shri Pradeep Narendra Poddar	Nil

