

**Limited Review Report on the unaudited standalone financial results of Flexituff Ventures International Limited for the quarter ended 31 December 2023 and year to date results for the period from 1 April 2023 to 31 December 2023 pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended**

**The Board of Directors  
Flexituff Ventures International Limited**

1. We have reviewed the accompanying statement of unaudited standalone financial results of Flexituff Ventures International Limited (hereinafter referred to as ‘the Company’) for the quarter ended 31 December 2023 and year to date results for the period from 1 April 2023 to 31 December 2023 (‘the Statement’), attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (‘the Regulation’).
2. This Statement, which is the responsibility of the Company’s Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 ‘Interim Financial Reporting’, prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

**Basis for Qualified Conclusion**

4. We draw attention to the following matters:
  - a) The Company has recognized deferred tax asset (net) of Rs 16,093.77 lakhs on its carried forward accumulated losses (including unabsorbed depreciation) and other temporary differences. In accordance with Ind AS 12 on Income Taxes, a deferred tax asset shall be recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilised. Due to the financial difficulties experienced by the Company as stated in Note 2 to the Statement and significant uncertainty stated in Note 3 to the Statement, we are unable to comment on the recoverability of deferred tax asset and consequential impact, if any, on the Statement. Had the Deferred tax asset not been created, the net loss and total comprehensive loss for the period ended 31 December 2023 would have been higher by Rs 16,093.77 lakhs and other equity as on that date would have been lower by the same amount. (Refer Note 4 forming part of the Statement).



- b) The Company's Cash Generating Unit ("CGU") viz. Kashipur cluster, has a carrying value of Rs. 27,063.14 lakhs as at 31 December 2023 comprising of tangible and intangible assets. The Company has performed an impairment assessment of the CGU as required under Ind AS 36 – Impairment of Assets. The Company is undergoing financial difficulties as stated in Note 2 to the Statement and there is significant uncertainty as cited in Note 3 to the Statement in respect of the Company's plan to monetize its assets, secure funding from the bankers / investors, restructure its liabilities and normalize its operations. We are unable to comment on the appropriateness of the assumptions for the projections used in the impairment assessment and consequential impairment provision, if any, to be made in the Statement with regard to the CGU.
- c) The Company has not provided for interest charge (including penal interest) amounting to Rs 1,792.80 lakhs, Rs 2,726.16 lakhs, Rs 2,030.70 lakhs, Rs 1,714.41 lakhs and Rs. 1,832.91 lakhs for the period ended 31 December 2023, for the year ended 31 March 2023, for the year ended 31 March 2022; for the year ended 31 March 2021 and for the year ended 31 March 2020 respectively on loans outstanding to certain lenders; this constitutes departure from the accrual basis of accounting stipulated under Ind AS 1 - Presentation of Financial Statements. Accordingly, interest due to lenders (gross of TDS deduction), the interest cost and loss for the period ended 31 December 2023, for the years ended 31 March 2023, 31 March 2022, 31 March 2021 and 31 March 2020 is understated by Rs 1,792.80 lakhs, Rs 2,726.16 lakhs, Rs 2,030.70 lakhs, Rs. 1,714.41 lakhs and 1,832.91 lakhs respectively. In the absence of sufficient appropriate review evidence, we are unable to comment upon the consequential impact, if any that may arise from this matter. (Refer Note 5 to the Statement).
5. We draw attention to Note 3 to the Statement which states that the Company has incurred net losses of Rs. 12,122.93 lakhs during the period ended 31 December 2023 and has a net current liability position of Rs. 66,504.93 lakhs as on that date and describes certain loans for which the Company is in default. Further, the Company's ability to meet its future obligations is dependent on restructuring of its loans. These conditions indicate significant doubt on the Company's ability to continue as going concern. The Company is in the process of executing an Inter Creditor Arrangement and proposing a resolution plan to the lenders. In view of the above, the Statement of the Company has been prepared on a going concern basis. Our conclusion on the Statement is not modified in respect of this matter.

### **Emphasis of Matters**

6. We draw attention to
- (a) Note 6 to the Statement which describes Tuff Subsidy and Government Subsidy receivable by the Company Rs 1,243.19 lakhs which pertains to the period prior to financial year 2016-17. The Company is pursuing with respective banks and Ministry of Textiles through a Consultant. The Company is confident that the said government subsidy will be released, once the joint inspection (JIT) and other procedure laid down by the Ministry of Textile are completed.



- (b) Note 7 to the Statement which describes claims amounting to Rs 1,499.22 lakhs of export incentive receivable. The Company was getting export incentive under Merchandise Export from India Scheme and recognized export incentive receivable till 30 June 2020. Government of India has withdrawn this scheme with retrospective that is from 7 March 2019. FIBC manufacturer association (IFIBCA) has challenged retrospective withdrawal of incentive scheme by the Government before Hon'ble High Court, New Delhi. The Hon'ble High Court has issued interim order and final order is awaited in this regard. The Company is confident that final order of High Court will be issued in favour of manufacturers.

Our report is not modified in the respect of these matters.

7. Based on our review conducted as above, except for the effects of the matters described in the Basis for Qualified Conclusion section above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Regulation including the manner in which it is to be disclosed, or that it contains any material misstatement.

**For Mahesh C. Solanki & Co.**  
Chartered Accountants  
ICAI Firm Registration No. 006228C

**Mahesh  
Solanki**

Digitally signed by Mahesh Solanki  
DN: cn=Mahesh Solanki,  
2.5.4.20=Mahesh.Solanki@maheshsolanki.com,  
ou=Mahesh Solanki & Co.,  
o=Mahesh Solanki & Co.,  
email=Mahesh.Solanki@maheshsolanki.com,  
c=India



**Mahesh Solanki**  
Partner  
Membership No.: 074991  
UDIN: 24074991BKEFFU8827

Place: Indore  
Date: 2 February 2024

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2023

(Rupees in lakhs, unless otherwise stated)

Sr.No.	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		31 Dec 2023	30 Sep 2023	31 Dec 2022	31 Dec 2023	31 Dec 2022	31 Mar 2023
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
<b>1</b>	<b>Income</b>						
	Revenue from operations	14,712.12	17,715.23	22,543.87	48,523.47	73,128.70	91,529.83
	Other income	237.25	177.44	380.22	607.89	1,178.51	1,417.61
	<b>Total income</b>	<b>14,949.37</b>	<b>17,892.67</b>	<b>22,924.09</b>	<b>49,131.36</b>	<b>74,307.21</b>	<b>92,947.44</b>
<b>2</b>	<b>Expenses</b>						
	(a) Cost of materials consumed	8,668.97	8,929.22	11,993.51	28,372.38	41,742.20	53,311.01
	(b) Purchase of stock-in-trade	649.34	1,077.26	1,391.51	2,354.23	1,572.87	2,246.15
	(c) Changes in stock of finished goods, work-in-progress and stock-in-trade	729.77	1,170.99	880.80	383.81	2,829.77	1,478.48
	(d) Employee benefits expense	4,173.29	4,480.13	4,511.41	12,982.41	13,245.43	17,539.27
	(e) Finance costs	2,214.69	2,088.03	1,787.07	6,091.92	5,280.36	6,979.70
	(f) Depreciation and amortisation expense	1,450.05	1,549.42	1,703.05	4,524.08	5,210.98	6,825.13
	(g) Other expenses	3,607.05	3,541.64	4,771.71	11,335.84	13,448.34	18,917.74
	<b>Total expenses</b>	<b>21,493.16</b>	<b>22,836.69</b>	<b>27,039.06</b>	<b>66,044.67</b>	<b>83,329.95</b>	<b>107,297.48</b>
<b>3</b>	<b>(Loss) before tax (1-2)</b>	<b>(6,543.79)</b>	<b>(4,944.02)</b>	<b>(4,114.97)</b>	<b>(16,913.31)</b>	<b>(9,022.74)</b>	<b>(14,350.04)</b>
<b>4</b>	<b>Tax expense</b>						
	(a) Current tax	-	-	-	-	-	-
	(b) MAT charge of previous year	-	-	-	-	-	-
	Less: MAT credit entitlement of previous year	-	-	-	-	-	-
	(c) Income Tax charge for previous years	-	-	-	8.92	-	-
	(d) Deferred tax (credit)	(1,045.83)	(2,158.33)	(399.13)	(4,799.30)	(716.54)	(3,899.77)
	<b>Total tax charge / (credit)</b>	<b>(1,045.83)</b>	<b>(2,158.33)</b>	<b>(399.13)</b>	<b>(4,790.38)</b>	<b>(716.54)</b>	<b>(3,899.77)</b>
<b>5</b>	<b>(Loss) for the period / year (3-4)</b>	<b>(5,497.96)</b>	<b>(2,785.69)</b>	<b>(3,715.84)</b>	<b>(12,122.93)</b>	<b>(8,306.20)</b>	<b>(10,450.27)</b>
<b>6</b>	<b>Other comprehensive income / (loss)</b>						
	Items that will not be subsequently reclassified to profit or loss						
	(a) Remeasurements of the net defined benefit plans	2.35	2.36	6.23	7.06	18.67	9.42
	(b) Tax relating to items that will not be subsequently reclassified to profit or loss	(0.73)	(0.74)	(1.94)	(2.20)	(5.82)	(2.94)
	<b>Other comprehensive income for the period / year</b>	<b>1.62</b>	<b>1.62</b>	<b>4.29</b>	<b>4.86</b>	<b>12.85</b>	<b>6.48</b>
<b>7</b>	<b>Total comprehensive (loss) for the period / year (5+6)</b>	<b>(5,496.34)</b>	<b>(2,784.07)</b>	<b>(3,711.55)</b>	<b>(12,118.07)</b>	<b>(8,293.35)</b>	<b>(10,443.79)</b>
<b>8</b>	<b>Paid-up equity share capital (Face value of Rs. 10/- each)</b>	<b>3,070.41</b>	<b>2,688.28</b>	<b>2,488.28</b>	<b>3,070.41</b>	<b>2,488.28</b>	<b>2,688.28</b>
<b>9</b>	<b>Other equity</b>						<b>(6,879.64)</b>
<b>10</b>	<b>Earnings per share (of Rs 10/- each) (not annualised for the quarters) [in Rs.]:</b>						
	Basic & Diluted (Refer Note 11)	<b>(18.48)</b>	<b>(10.36)</b>	<b>(14.93)</b>	<b>(40.75)</b>	<b>(33.38)</b>	<b>(41.96)</b>

For Flexituff Ventures International Limited

SAURA  
BH  
KALANI

Saurabh Kalani  
Whole Time Director  
(DIN: 00699380)  
Place : Pithampur  
Date : February 2, 2024



NOTES TO UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2023

- 1) The unaudited standalone financial results which are published in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 2 February 2024. These unaudited standalone financial results have been prepared in accordance with recognition and measurement principles of Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder and the other accounting principles generally accepted in India. The Statutory Auditors have expressed a modified opinion on these results.

- 2) As on December 31, 2023 the Company has defaulted in repaying the principal and interest component of loan instalments amounting to Rs 3,627.42 lakhs and Rs. 2,963.85 lakhs respectively to financial institutions (The interest default cited here is net of TDS (as applicable)). As on December 31, 2023 the Company has defaulted in repaying the principal and interest component for FCCB issued to TPG Growth II SF Pte. Ltd. amounting to Rs 18,701.19 lakhs and Rs 8,404.64 lakhs respectively and also defaulted in redemption of FCCB from International Finance Corporation (IFC) amounting to Rs 7,480.48 lakhs. Interest accrued and payable to IFC amounts to Rs. 2,717.72 lakhs. The interest default cited here is net of TDS (as applicable) and before adjusting for the effects mentioned in Note 5 below.

The Company has devolved Letter of Credit issued by banks and such devolvement has resulted in over utilisation of cash credit facilities by Rs 22,972.45 lakhs (including interest) as on December 31, 2023, based on drawing power sanctioned by banks in November 2023.

- 3) The Company has incurred net losses of Rs 12,122.93 lakhs during the period ended December 31, 2023 and has a net current liability position of Rs 66,504.93 lakhs as on that date. Further, in respect of certain loan arrangements for which the amounts have fallen due as mentioned in Note 2 above; the Company is pursuing with its lenders for restructuring of loans through an Inter Creditor Agreement. Consequently, the Company's ability to meet its obligations is dependent on restructuring of loans. The Company will also require further financing to sustain its operations in the normal course of business for which the Company is also contemplating monetisation of certain assets. These events along with other conditions cast significant doubt on the ability of the Company to continue as a going concern. The Company is confident that such cash flows would enable it to service its debt and discharge its obligations. Accordingly, these results of the Company have been prepared on a going concern basis.
- 4) The Company is carrying deferred tax asset of Rs 16,093.77 lakhs (including MAT credit of Rs. 2,797.69 lakhs) as on December 31, 2023. Management is reasonably certain that the Company will earn sufficient taxable profit in future to utilise the Deferred Tax Asset and MAT credit within the time limit prescribed under the Income Tax Act, 1961. Accordingly, no adjustment is currently considered necessary by the management to the amount of deferred tax assets.
- 5) The Company is in the process of approaching TPG Growth II SF Pte. Ltd. and International Finance Corporation ("lenders") for one time settlement of its loan and envisages that the lenders shall forgo the interest charge (including penal interest) on its loans for the period April 1, 2019 to December 31, 2023.

Accordingly, the Company has not accrued interest amounting to Rs 1,792.80 lakhs, Rs 2,726.16 lakhs, Rs 2,030.70 lakhs, Rs.1,714.41 lakhs and Rs. 1,832.91 lakhs for the period ended December 31, 2023, for the year ended March 31, 2023, for the year ended March 31, 2022, for the year ended March 31, 2021 and for the year ended March 31, 2020 respectively. The aggregate interest not accrued for the period April 1, 2019 to December 31, 2023 amounts to Rs 10,096.98 lakhs.

- 6) Tuff Subsidy and Government Subsidy receivable by the Company Rs 1,243.19 lakhs which pertains to the period prior to financial year 2016-17. The Company is pursuing with respective banks and Ministry of Textiles through a Consultant. The Company is confident that the said government subsidy will be released, once the joint inspection (JIT) and other procedure laid down by the Ministry of Textile are completed.
- 7) Claims amounting to Rs 1,499.22 lakhs of export incentives are receivable by the Company. The Company was getting export incentive under Merchandise Export from India Scheme and recognized export incentive receivable till 30 June 2020. Government of India has withdrawn this scheme with retrospective that is from 7 March 2019. FIBC manufacturer association (IFBCA) has challenged retrospective withdrawal of incentive scheme by the Government before Hon'ble High Court, New Delhi. The Hon'ble High Court has issued interim order and final order is awaited in this regard. The Company is confident that final order of High Court will be issued in favour of manufacturers.



**FLEXITUFF VENTURES INTERNATIONAL LIMITED**  
CIN – L25202MP1993PLC034616  
Regd. Office: C 41-50, SEC NO III, SEZ INDUSTRIAL AREA, PITHAMPUR, DHAR, MP - 454775



**NOTES TO UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2023**

- 8) The Company has executed Business Transfer Agreement (BTA) with its subsidiary company, Flexituff Technology International Limited on 28 August 2023 for sale of Flexible Intermediate Bulk Container (FIBC) business of Pithampur unit of the Company. The proposed sale is expected to complete by 28 February 2024 and it will be effective only on receiving consents from lenders, authorities and completion of other terms and conditions mentioned in the BTA.
- 9) The Company is engaged in only one Segment viz. Technical Textile. As such there is no separate reportable segment as per Ind AS 108 'Operating Segments'.
- 10) The Company has made preferential allotment of 20,00,000 equity shares of Rs 10 each, fully paid at a premium of Rs 21.50 each share and 59,40,000 share warrants of Rs 31.50 each, Rs 8 paid per warrant during the year ended 31 March 2023. Further, the Company has made preferential allotment of 38,21,276 equity shares of Rs 10 each, at a premium of Rs.21.50 each share during the period ended 31 December 2023.
- 11) The Company has incurred a loss for the period ended 31 December 2023 and accordingly, the effect of potential equity shares to be issued would be antdilutive.
- 12) Previous period's / year's figures have been re-grouped wherever necessary to correspond with the current period's figures.

**For Flexituff Ventures International Limited**

**SAURABH**  
**KALANI**  
Saurabh Kalani  
Whole Time Director  
(DIN: 00699380)  
Place : Pithampur  
Date : February 2, 2024

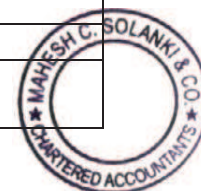


**Limited Review Report on the unaudited consolidated financial results of Flexituff Ventures International Limited for the quarter ended 31 December 2023 and year to date results for the period from 1 April 2023 to 31 December 2023 pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended**

**The Board of Directors  
Flexituff Ventures International Limited**

1. We have reviewed the accompanying statement of unaudited consolidated financial results of Flexituff Ventures International Limited (hereinafter referred to as ‘the Holding Company’), its subsidiaries, (the Holding Company and its fourteen subsidiaries together referred to as ‘the Group’) for the quarter ended 31 December 2023 and year to date results for the period from 1 April 2023 to 31 December 2023 (‘the Statement’), attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (‘the Regulation’).
2. This Statement, which is the responsibility of the Holding Company’s Management and approved by the Holding Company’s Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 ‘Interim Financial Reporting’ (‘Ind AS 34’), prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.  
  
We also performed procedures in accordance with the circular issued by Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.
4. The Statement includes the results of the following entities:

Sr. No.	Name of the Company	Relationship with the Holding Company #
1)	Flexiglobal Holding Limited, Cyprus	Subsidiary
2)	Flexiglobal (UK) Limited, United Kingdom	Step down subsidiary
3)	Flexituff Technology International Limited (formerly known as Flexituff FIBC Limited)	Subsidiary
4)	Flexituff S.A. Enterprise LLP	Subsidiary
5)	Flexituff Javed Ahmed LLP	Subsidiary
6)	Flexituff Hi-Tech LLP	Subsidiary
7)	Ujjivan LUIT LLP	Subsidiary
8)	Flexituff Sailendra Kalita LLP	Subsidiary
9)	Budheswar Das Flexituff International Limited JV	Subsidiary



Sr. No.	Name of the Company	Relationship with the Holding Company #
10)	Sanyug Enterprise Flexituff International Limited JV	Subsidiary
11)	Vishnu Construction Flexituff International Limited JV	Subsidiary
12)	Mayur Kartick Barooah Flexituff International Limited JV	Subsidiary
13)	Flexituff Sailendra Kalita JV	Subsidiary
14)	Flexituff Pulin Borgohain JV	Subsidiary

# reckoned as subsidiary on the basis of control

### Basis for Qualified Conclusion

5. We draw attention to the following matters:

- a) The Holding Company has recognized deferred tax asset (net) of Rs 16,093.77 lakhs on its carried forward accumulated losses (including unabsorbed depreciation) and other temporary differences. In accordance with Ind AS 12 on Income Taxes, a deferred tax asset shall be recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilised. Due to the financial difficulties experienced by the Holding Company as stated in Note 2 to the Statement and significant uncertainty stated in Note 3 to the Statement, we are unable to comment on the recoverability of deferred tax asset and consequential impact, if any, on the Statement. Had the Deferred tax asset not been created, the net loss and total comprehensive loss for the quarter would have been higher by Rs 16,093.77 lakhs and other equity as on that date would have been lower by the same amount. (Refer Note 4 forming part of the Statement).
- b) The Holding Company's Cash Generating Unit ("CGU") viz. Kashipur cluster, has a carrying value of Rs. 27,063.14 lakhs as at 31 December 2023 comprising of tangible and intangible assets. The Holding Company has performed an impairment assessment of the CGU as required under Ind AS 36 – Impairment of Assets. The Holding Company is undergoing financial difficulties as stated in Note 2 to the Statement and there is significant uncertainty as cited in Note 3 to the Statement in respect of the Holding Company's plan to monetize its assets, secure funding from the bankers / investors, restructure its liabilities and normalize its operations. We are unable to comment on the appropriateness of the assumptions for the projections used in the impairment assessment and consequential impairment provision, if any, to be made in the Statement with regard to the CGU.
- c) The Holding Company has not provided for interest charge (including penal interest) amounting to Rs 1,792.80 lakhs, Rs 2,726.16 lakhs, Rs 2,030.70 lakhs, Rs 1,714.41 lakhs and Rs. 1,832.91 lakhs for the period ended 31 December 2023, for the year ended 31 March 2023, for the year ended 31 March 2022; for the year ended 31 March 2021 and for the year ended 31 March 2020 respectively on loans outstanding to certain lenders; this constitutes departure from the accrual basis of accounting stipulated under Ind AS 1 - Presentation of Financial Statements. Accordingly, interest due to lenders (gross of TDS deduction), the interest cost and loss for the period ended 31 December 2023, for the years ended 31 March 2023, 31 March 2022, 31 March 2021 and 31 March 2020 is understated by Rs 1,792.80 lakhs, Rs 2,726.16 lakhs, Rs 2,030.70 lakhs, Rs. 1,714.41 lakhs and 1,832.91 lakhs respectively. In the absence of sufficient appropriate review evidence, we are unable to comment upon the consequential impact, if any, that may arise from this matter. (Refer Note 5 to the Statement).





6. We draw attention to Note 3 to the Statement which states that the Holding Company has incurred net losses of Rs. 12,122.93 lakhs during the period ended 31 December 2023 and has a net current liability position of Rs. 66,504.93 lakhs and which describes certain loans for which the Holding Company is in default. Further, the Holding Company's ability to meet its future obligations is dependent on restructuring of its loans. These conditions indicate significant doubt on the Holding Company's ability to continue as going concern. The Holding Company is in the process of executing an Inter Creditor Arrangement and proposing a resolution plan to the lenders. In view of the above, the Statement has been prepared on a going concern basis. Our conclusion on the Statement is not modified in respect of this matter.

### **Emphasis of Matters**

7. We draw attention to
- (a) Note 6 to the Statement which describes Tuff Subsidy and Government Subsidy receivable by the Holding Company Rs 1,243.19 lakhs which pertains to the period prior to financial year 2016-17. The Holding Company is pursuing with respective banks and Ministry of Textiles through a Consultant. The Holding Company is confident that the said government subsidy will be released, once the joint inspection (JIT) and other procedure laid down by the Ministry of Textile are completed.
- (b) Note 7 to the Statement which describes claims amounting to Rs 1,499.22 lakhs of export incentive receivable. The Holding Company was getting export incentive under Merchandise Export from India Scheme and recognized export incentive receivable till 30 June 2020. Government of India has withdrawn this scheme with retrospective that is from 7 March 2019. FIBC manufacturer association (IFIBCA) has challenged retrospective withdrawal of incentive scheme by the Government before Hon'ble High Court, New Delhi. The Hon'ble High Court has issued interim order and final order is awaited in this regard. The Holding Company is confident that final order of High Court will be issued in favour of manufacturers.

Our report is not modified in the respect of these matters.

8. Based on our review conducted as above, except for the effects of the matters described in the *Basis for Qualified Conclusion* section, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of the Regulation including the manner in which it is to be disclosed, or that it contains any material misstatement.



## Other Matters

9. We did not review the interim financial information of twelve subsidiaries included in the Statement, whose interim financial information before consolidation adjustment reflect total assets of Rs 4,260.65 lakhs as at 31 December 2023, total revenue of Rs 10.40 lakhs and total net loss after tax of Rs. 285.42 lakhs and total comprehensive loss of Rs. 285.42 lakhs for the period ended 31 December 2023, as considered in the consolidated unaudited financial results. This interim financial information have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

Our conclusion on the Statement is not modified in respect of the above matters.

10. The Statement include the interim financial information of two foreign subsidiaries which have not been reviewed, whose interim financial information before consolidation adjustment reflect total assets of Rs 18.68 lakhs as at 31 December 2023, total revenue of Rs Nil, total net loss after tax of Rs. 6.25 lakhs and total comprehensive loss of Rs. 6.25 lakhs for the period ended 31 December 2023 as considered in the Statement. This unaudited interim financial information has been approved and furnished to us by the Management and our conclusion on the Statement, in so far as it relates to affairs of these subsidiaries, is based solely on such unaudited interim financial information. According to the information and explanations given to us by the Management, these interim financial information are not material to the Group.

Our conclusion on the Statement is not modified in respect of the above matter.

### For Mahesh C. Solanki & Co.

Chartered Accountants

ICAI Firm Registration No. 006228C

**Mahesh  
Solanki**

**Mahesh Solanki**

Partner

Membership No.: 074991

UDIN: 24074991BKEFFV7965

Place: Indore

Date: 2 February 2024

Digitally signed by Mahesh C. Solanki  
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Solanki, Mahesh C. Solanki & Co.,  
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FLEXITUFF VENTURES INTERNATIONAL LIMITED

CIN – L25202MP1993PLC034616

Regd. Office: C 41-50, SEC NO III, SEZ INDUSTRIAL AREA, PITHAMPUR, DHAR, MP - 454775



STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2023

(Rupees in lakhs, unless otherwise stated)

Sr.No.	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		31 Dec 2023	30 Sep 2023	31 Dec 2022	31 Dec 2023	31 Dec 2022	31 Mar 2023
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
<b>1</b>	<b>Income</b>						
	Revenue from operations	14,722.52	17,715.23	22,543.87	48,533.87	73,128.70	91,529.83
	Other income	175.01	114.26	384.84	424.36	1,054.33	1,264.27
	<b>Total income</b>	<b>14,897.53</b>	<b>17,829.49</b>	<b>22,928.71</b>	<b>48,958.23</b>	<b>74,183.03</b>	<b>92,794.10</b>
<b>2</b>	<b>Expenses</b>						
	(a) Cost of materials consumed	8,668.97	8,929.22	11,993.51	28,372.38	41,742.20	53,311.01
	(b) Purchase of stock-in-trade	684.34	1,077.26	1,391.51	2,389.23	1,572.87	2,246.15
	(c) Changes in stock of finished goods, work-in-progress and stock-in-trade	742.00	1,170.99	2,888.32	396.04	4,966.84	3,615.55
	(d) Employee benefits expense	4,173.29	4,480.13	4,511.41	12,982.41	13,245.43	17,539.27
	(e) Finance costs	2,215.08	2,089.90	1,782.39	6,094.73	5,275.67	7,010.36
	(f) Depreciation and amortisation expense	1,450.12	1,549.44	1,703.05	4,524.23	5,210.98	6,825.36
	(g) Other expenses	3,504.33	3,451.20	4,831.66	11,093.76	13,500.33	18,735.26
	<b>Total expenses</b>	<b>21,438.13</b>	<b>22,748.14</b>	<b>29,101.85</b>	<b>65,852.78</b>	<b>85,514.32</b>	<b>109,282.96</b>
<b>3</b>	<b>(Loss) before tax (1-2)</b>	<b>(6,540.60)</b>	<b>(4,918.65)</b>	<b>(6,173.14)</b>	<b>(16,894.55)</b>	<b>(11,331.29)</b>	<b>(16,488.86)</b>
<b>4</b>	<b>Tax expense / (credit)</b>						
	(a) Current tax	-	-	-	-	-	(0.53)
	(b) MAT charge of previous year	-	-	-	-	-	-
	Less: MAT credit entitlement of previous year	-	-	-	-	-	-
	(c) Income Tax charge / (credit) for previous years	-	-	33.61	8.92	-	-
	(d) Deferred tax (credit)	(1,103.62)	(2,155.93)	(399.13)	(4,853.85)	(718.49)	(3,867.92)
	<b>Tax expense (credit)</b>	<b>(1,103.62)</b>	<b>(2,155.93)</b>	<b>(365.52)</b>	<b>(4,844.93)</b>	<b>(718.49)</b>	<b>(3,868.45)</b>
<b>5</b>	<b>(Loss) for the period / year after tax (3-4)</b>	<b>(5,436.98)</b>	<b>(2,762.72)</b>	<b>(5,807.62)</b>	<b>(12,049.62)</b>	<b>(10,612.80)</b>	<b>(12,620.41)</b>
<b>6</b>	<b>(Loss) for the period / year attributable to:</b>						
	Equity holders of the parent	(5,414.92)	(2,754.27)	(5,054.66)	(11,994.66)	(9,778.12)	(11,966.43)
	Non-controlling interest	(22.06)	(8.45)	(752.96)	(54.96)	(834.68)	(653.98)
<b>7</b>	<b>Other comprehensive income / (loss)</b>						
	<b>Items that will not be reclassified to profit or loss</b>						
	(a) Remeasurements of the net defined benefit plans	2.35	2.36	6.23	7.06	18.67	9.42
	(b) Income tax effect on above	(0.73)	(0.74)	(1.94)	(2.20)	(5.82)	(2.94)
	<b>Items that will be reclassified to profit or loss</b>						
	(a) Exchange differences on translation of foreign operations	185.20	(7.68)	-	174.83	6.25	(102.08)
	(b) Income tax effect on above	(57.79)	2.40	-	(54.55)	(1.95)	31.85
	<b>Total Other comprehensive income/(loss)</b>	<b>129.03</b>	<b>(3.66)</b>	<b>4.29</b>	<b>125.14</b>	<b>17.15</b>	<b>(63.75)</b>

FLEXITUFF VENTURES INTERNATIONAL LIMITED  
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STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2023

(Rupees in lakhs, unless otherwise stated)

Sr.No.	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		31 Dec 2023	30 Sep 2023	31 Dec 2022	31 Dec 2023	31 Dec 2022	31 Mar 2023
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)
8	<b>Other comprehensive income/(loss) attributable to:</b>						
	Equity holders of the parent	129.03	(3.89)	4.29	125.14	17.15	(63.75)
	Non-controlling interest	-	-	-	-	-	-
9	<b>Total comprehensive income / (loss) (5+7)</b>	<b>(5,307.95)</b>	<b>(2,766.38)</b>	<b>(5,803.33)</b>	<b>(11,924.48)</b>	<b>(10,595.65)</b>	<b>(12,684.16)</b>
10	<b>Total comprehensive income / (loss) attributable to:</b>						
	Equity holders of the parent	(5,285.89)	(2,757.93)	(5,050.37)	(11,869.52)	(9,760.97)	(12,030.18)
	Non-controlling interest	(22.06)	(8.45)	(752.96)	(54.96)	(834.68)	(653.98)
11	<b>Paid-up equity share capital (Face value of Rs. 10/- each)</b>	<b>3,070.41</b>	<b>2,688.28</b>	<b>2,488.28</b>	<b>3,070.41</b>	<b>2,488.28</b>	<b>2,688.28</b>
12	<b>Other equity and Non-controlling interest</b>						<b>(9,627.91)</b>
13	<b>Earnings per share (of Rs. 10/- each) [in Rs.]:</b>						
	Basic & Diluted (Refer Note 11)	(18.20)	(10.25)	(20.31)	(40.32)	(39.30)	(48.05)

For Flexituff Ventures International Limited

SAURABH KALANI

Saurabh Kalani  
Whole Time Director  
(DIN: 00699380)  
Place : Pithampur  
Date: February 2, 2024



**FLEXITUFF VENTURES INTERNATIONAL LIMITED**

**CIN – L25202MP1993PLC034616**

**Regd. Office: C 41-50, SEC NO III, SEZ INDUSTRIAL AREA, PITHAMPUR, DHAR, MP - 454775**



**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED  
DECEMBER 31, 2023**

- 1) The unaudited consolidated financial results which are published in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 2 February 2024. These unaudited consolidated financial results have been prepared in accordance with recognition and measurement principles of Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder and the other accounting principles generally accepted in India  
The Statutory Auditors have expressed a modified opinion on these results.

- 2) As on December 31, 2023 the Holding Company has defaulted in repaying the principal and interest component of loan instalments amounting to Rs 3,627.42 lakhs and Rs. 2,963.85 lakhs respectively to financial institutions (The interest default cited here is net of TDS (as applicable).

As on December 31, 2023 the Holding Company has defaulted in repaying the principal and interest component for FCCB issued to TPG Growth II SF Pte. Ltd. amounting to Rs 18,701.19 lakhs and Rs 8,404.64 lakhs respectively and also defaulted in redemption of FCCB from International Finance Corporation (IFC) amounting to Rs 7,480.48 lakhs. Interest accrued and payable to IFC amounts to Rs. 2,717.72 lakhs. The interest default cited here is net of TDS (as applicable) and before adjusting for the effects mentioned in Note 5 below.

The Holding Company has devolved Letter of Credit issued by banks and such devolvement has resulted in over utilisation of cash credit facilities Rs 22,972.45 lakhs (including interest) as on December 31, 2023, based on drawing power sanctioned by banks in November 2023.

- 3) The Holding Company has incurred net losses of Rs 12,122.93 lakhs during the period ended December 31, 2023 and has a net current liability position of Rs 66,504.93 lakhs as on that date. Further, in respect of certain loan arrangements for which the amounts have fallen due as mentioned in Note 2 above; the Holding Company is pursuing with its lenders for restructuring of loans through an Inter Creditor Agreement. Consequently, the Holding Company's ability to meet its obligations is dependent on restructuring of loans. The Holding Company will also require further financing to sustain its operations in the normal course of business for which the Holding Company is also contemplating monetisation of certain assets. These events along with other conditions cast significant doubt on the ability of the Holding Company to continue as a going concern. The Holding Company is confident that such cash flows would enable it to service its debt and discharge its obligations. Accordingly, these results have been prepared on a going concern basis.
- 4) The Holding Company is carrying deferred tax asset of Rs 16,093.77 lakhs (including MAT credit of Rs. 2,797.69 lakhs) as on December 31, 2023. Management is reasonably certain that the Company will earn sufficient taxable profit in future to utilise the Deferred Tax Asset and MAT credit within the time limit prescribed under the Income Tax Act, 1961. Accordingly, no adjustment is currently considered necessary by the management to the amount of deferred tax assets.
- 5) The Holding Company is in the process of approaching TPG Growth II SF Pte. Ltd. and International Finance Corporation ("lenders") for restructuring its loan and envisages that the lenders shall forgo the interest charge (including penal interest) on its loans for the period April 1, 2019 to December 31, 2023.

Accordingly, the Holding Company has not accrued interest amounting to Rs 1,792.80 lakhs, Rs 2,726.16 lakhs, Rs 2,030.70 lakhs, Rs.1,714.41 lakhs and Rs. 1,832.91 lakhs for the period ended December 31, 2023, for the year ended March 31, 2023, for the year ended March 31, 2022, for the year ended March 31, 2021 and for the year ended March 31, 2020 respectively. The aggregate interest not accrued for the period April 1, 2019 to December 31, 2023 amounts to Rs 10,096.98 lakhs.



**FLEXITUFF VENTURES INTERNATIONAL LIMITED**

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**NOTES TO UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED  
DECEMBER 31, 2023**

- 6) Tuff Subsidy and Government Subsidy receivable by the Holding Company Rs 1,243.19 lakhs which pertains to the period prior to financial year 2016-17. The Holding Company is pursuing with respective banks and Ministry of Textiles through a Consultant. The Holding Company is confident that the said government subsidy will be released, once the joint inspection (JIT) and other procedure laid down by the Ministry of Textile are completed.
- 7) Claims amounting to Rs 1,499.22 lakhs of export incentives are receivable by the Holding Company. The Holding Company was getting export incentive under Merchandise Export from India Scheme and recognized export incentive receivable till 30 June 2020. Government of India has withdrawn this scheme with retrospective that is from 7 March 2019. FIBC manufacturer association (FIBCA) has challenged retrospective withdrawal of incentive scheme by the Government before Hon'ble High Court, New Delhi. The Hon'ble High Court has issued interim order and final order is awaited in this regard. The Holding Company is confident that final order of High Court will be issued in favour of manufacturers.
- 8) The Holding Company has executed Business Transfer Agreement (BTA) with its subsidiary company, Flexituff Technology International Limited on 28 August 2023 for sale of Flexible Intermediate Bulk Container (FIBC) business of Pithampur unit of the Company. The proposed sale is expected to complete by 28 February 2024 and it will be effective only on receiving consents from lenders, authorities and completion of other terms and conditions mentioned in the BTA.
- 9) Two foreign subsidiaries, "Flexiglobal Holding Limited, Cyprus" and "Flexiglobal (UK) Limited, United Kingdom (step-down subsidiary)", has not prepared their financial results on going concern basis (as considered in these Consolidated Financial Results) as the members has intention of liquidation through Members' voluntary winding up. These subsidiaries are not material to the Group.
- 10) The Group is engaged in only one Segment viz. Technical Textile. As such there is no separate reportable segment as per Ind AS 108 "Operating Segment"
- 11) The Holding Company has made preferential allotment of 20,00,000 equity shares of Rs 10 each, fully paid at a premium of Rs 21.50 each share and 59,40,000 share warrants of Rs 31.50 each, Rs 8 paid per warrant during the year ended 31 March 2023. Further, Company has also made preferential allotment of 38,21,276 equity shares of Rs 10 each, at a premium of Rs.21.50 each share during the period ended 31 December 2023.
- 12) The Group has incurred a loss for the period ended 31 December 2023 and accordingly, the effect of potential equity shares to be issued would be antidilutive.
- 13) Previous period's / year's figures have been re-grouped wherever necessary to correspond with the current period's figures.

**For Flexituff Ventures International Limited**

**SAURABH  
BH  
KALANI**

**Saurabh Kalani**  
**Whole Time Director**  
**(DIN: 00699380)**  
Place : Pithampur  
Date: February 2, 2024

