



FlexiTuff
VENTURES

**ANNUAL
REPORT**

**24
25**

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**NOTICE OF
ANNUAL GENERAL
MEETING**

FORWARD-LOOKING STATEMENT

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospect and take informed investment decisions. This report and other statement - written and oral - that we periodically make, may content forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as "anticipates," "estimates", "expects", "projects", "intends", "plans", "believes" and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we believe we have been prudent in our assumption. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected.

We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

FIBC

**BOPP
Woven Bags**

**Non woven
Retail**

Dripper

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Anirudh Sonpal

Chairman and Non- Executive
Independent Director
(till 30th September, 2024)

Mr. Dharmendra Pawar

Non-Executive Independent Director

Mr. Sunil Ramsinghani

Non-Executive Independent Director
(w.e.f. 28th May, 2025)

Mr. Saurabh Kalani

Whole-Time Director

Mr. Rahul Chouhan

Whole-Time Director

Mr. Jagdish Prasad Pandey

Whole-Time Director

Mrs. Alka Sagar

Woman Non-Executive Director

Mr. Kaushal Kishore Vijayvergiya

Independent Director
(w.e.f. 14th August, 2024 till
15th April, 2025)

BANKERS/LENDERS

UCO Bank (Lead Bank)

State Bank of India

Tamilnad Mercantile Bank

Punjab National Bank

Axis Bank Limited

Central Bank of India

Bank of Baroda

AUDITORS

STATUTORY AUDITORS

Mahesh C Solanki & Co.

Chartered Accountants, Indore (M.P.)

SECRETARIAL AUDITOR

M/s. Ritesh Gupta & Co.

Company Secretaries, Indore (M.P.)

COMMITTEES OF DIRECTORS

Audit Committee

Mr. Anirudh Sonpal (Chairman)
(till 30/09/2024)

Mr. Kaushal Kishore Vijayvergiya
(Chairman) (w.e.f. 14/08/2024 till
15/04/2025)

Mr. Sunil Ramsinghani (Chairman)
(w.e.f. 28/05/2025)

Mr. Dharmendra Pawar

Mr. Saurabh Kalani

CSR Committee

Mr. Saurabh Kalani (Chairman)

Mrs. Alka Sagar

Mr. Dharmendra Pawar

Nomination and Remuneration Committee

Mr. Dharmendra Pawar (Chairman)

Mrs. Alka Sagar

Mr. Anirudh Sonpal (till 30/09/2024)

Mr. Kaushal Kishore Vijayvergiya
(w.e.f. 14/08/2024 till 15/04/2025)

Mr. Sunil Ramsinghani

(w.e.f. 28/05/2025)

Share Allotment Committee

Mr. Saurabh Kalani (Chairman)

Mr. Jagdish Prasad Pandey

Mr. Rahul Chouhan

Mr. Ramesh Chand Sharma (till 31/03/2025)

Mr. Rishabh Jain (till 25/04/2025)

Mr. J.P. Pandey (with effect from 24/06/2025)

Ms. Priya Soni (with effect from 24/06/2025)

Stakeholders' Relationship Committee

Mr. Dharmendra Pawar (Chairman)

Mrs. Alka Sagar

Mr. Anirudh Sonpal (till 30/09/2024)

Mr. Kaushal Kishore Vijayvergiya
(w.e.f. 14/08/2024 till 15/04/2025)

Mr. Sunil Ramsinghani

(w.e.f. 28/05/2025)

Management Committee

Mr. Saurabh Kalani (Chairman)

Mr. Jagdish Prasad Pandey

Mr. Rahul Chouhan

REGISTRAR AND SHARE TRANSFER AGENT

MUFG Intime India Private Limited
(Formerly known as Link Intime
India Private Limited)

C-101, 1st Floor, 247 Park,
L.B.S. Marg, Vikhroli (West)
Mumbai - 400083

Tel.: +91 22 4918 6000,

Fax: +91 22 4918 6060

Email: mumbai@in.mpms.mufg.com

Website: www.in.mpms.mufg.com

REGISTERED OFFICE

6th Floor Treasure Island, 11
South Tukoganj, MG road, Indore,
Madhya Pradesh, India, 452001

Tel.: +91 7292 420200,

Fax: 07292-401684

Email: investors@flexituff.com,
cs@flexituff.com

Website: www.flexituff.com

OTHER KEY MANAGERIAL PERSONNELS

Mr. Ramesh Chand Sharma

Chief Financial Officer
(till 31st March, 2025)

Mr. J.P. Pandey

Chief Financial Officer
(with effect from 24th June, 2025)

Mr. Rishabh Kumar Jain

Company Secretary (till 25th April, 2025)

Ms. Priya Soni

Company Secretary
(with effect from 24th June, 2025)

MANUFACTURING FACILITIES

Kashipur Unit

Khasra No. 672-728, Village - Mahuakhera, Aliganj Road, Kashipur, Dist. Udham Singh Nagar - 244713, Uttarakhand

CHAIRMAN'S MESSAGE

**SUNIL
RAMSINGHNAI**
INDEPENDENT DIRECTOR AND
CHAIRMAN OF THE BOARD

Dear Stakeholders,

On behalf of the Board of Directors of Flexituff Ventures International Limited, I am pleased and honoured to present the Annual Report for the Financial Year 2024-25 of your company. It is with great pride and gratitude that I reflect upon the achievements, challenges, and progress we have made together as a company.

Flexituff has always been committed to excellence, innovation, and sustainable growth. Despite the uncertainties and disruptions that marked this period, we remained resilient and adaptive, leveraging our strengths to navigate the changing landscape. The transformation in economic and business environment is bound to change the way we operate and create wealth for our shareholders. Holding on to our strengths and building new ones, our team of employees is resolutely focused on achieving immediate target of regaining growth.

On the brighter side, having registered the highest GDP growth rate among major economies, India has proved its strong position as against other major economies. Even if the global headwinds are posing short term threats, India with its strong macroeconomic fundamentals is poised to sustain in the long term. Policies like the production linked incentives, Make in India as well as the government's thrust on infrastructure expansion will produce a strong multiplier effect on jobs and higher productivity, all of which will boost the economy.

Your Company's Financial Performance:

During the year under review, the Company's performance was quite not satisfactory in comparison to previous year. Total revenue on a standalone basis for the FY 2024-25 stands at Rs. 4601.64 Millions in comparison of previous year which was Rs. 6064.31 Millions. The Company's net worth mark an increases of Rs. 2464.85 Million in Financial Year 2024-25 on Standalone basis.

The Company is facing financial challenges in the current scenario despite this; Company is making its best possible efforts to overcome the challenges with a positive note.

Employee Engagement and Development:

Our employees are the backbone of our organization, and their dedication and expertise have been instrumental in our success. We prioritize their well-being, growth, and development, providing a nurturing and inclusive work environment that fosters innovation and collaboration. We have continued to invest in training and development programs, ensuring that our team members stay ahead in a rapidly evolving marketplace. Our employees' resilience, adaptability, and commitment have been pivotal in overcoming challenges and achieving our objectives.

As we look to the future, we remain optimistic about the opportunities and challenges that lie ahead. We are cognizant of the rapidly evolving business landscape and will continue to adapt and innovate to meet the needs of our customers. Our strategic roadmap encompasses new market expansions, digital transformations, and further investments in research and development. By leveraging our core competencies and exploring emerging technologies, we are poised to capture new growth avenues and create long-term value for our stakeholder.

In conclusion I am confident of our growth potential and business opportunities that each of our segments exhibit. As the domestic and international operating environment improves gradually I am optimistic of a healthy performance. This is possible due to our investments in world-class infrastructure, competent resources, superior R&D capabilities and a strong adherence to safety protocols which is a cornerstone of our sustainability endeavours. I am also confident of creating sustained value for all our stakeholders as we progressively step into FY 2024-25.

On this note, would like to express my sincere gratitude to all our stakeholders including shareholders, bankers and for their unwavering support, our valued vendors for their trust and partnership, and our dedicated employees for their exceptional contributions. Together, we will continue to chart a path of success and shape a brighter future for Flexituff Ventures International Limited.

Stay Safe and Healthy!!

**With Regards,
Sunil Ramsinghnai**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

DISCLAIMER / CAUTIONARY STATEMENT

Statement in this Report, which describe the company's plans, projections, estimates, expectations or predictions, are based on certain assumptions and expectations of future events which may or may not happen as expected. Therefore, actual results could differ materially from those expressed/ implied and the company cannot guarantee that these will be realized. Important factor that could make a difference to the company's operations include raw material availability and prices, cyclical demand and pricing in the company's principal markets, change in the government regulations, tax regime, politico-economic conditions within India and the countries in which the company conducts business and other incidental factors.

INDUSTRY STRUCTURE & DEVELOPMENT

ECONOMIC REVIEW

WORLD ECONOMIC CONDITIONS

Early signs in 2025 that the world economy could achieve a soft landing—with inflation easing and growth remaining steady—have faded. Persistent inflationary pressures and renewed financial sector turmoil have dampened optimism.

According to the International Monetary Fund (IMF), global GDP growth is projected at 3.0% in 2025, rising slightly to 3.1% in 2026, but still below the pre-pandemic average of 3.8%.

Advanced economies are expected to grow at a subdued pace of 1.8%, reflecting tight monetary conditions and fiscal constraints.

The global flexible intermediate bulk container market size reached USD 5.7 Billion in 2024. Looking forward, the analyst expects the market to reach USD 8.5 Billion by 2033, exhibiting a CAGR of 4.31% during 2025 to 2033.

The global flexible intermediate bulk container (FIBC) market is projected to reach USD 6.4 billion by 2026, growing at a compound annual growth rate (CAGR) of 5.9% over the forecast period, according to Grand View Research, Inc.

This growth is driven by:

- Expansion of food and pharmaceutical industries worldwide, which require safe, hygienic, and efficient bulk packaging solutions.
- Increasing demand for lightweight packaging, aimed at reducing transportation costs and improving handling efficiency.
- Global trade and logistics growth, especially in

emerging markets, boosting the need for scalable and recyclable packaging formats.

FIBCs are increasingly favored for their durability, reusability, and cost-effectiveness, making them essential in sectors such as agriculture, chemicals, construction, and industrial manufacturing.

INDUSTRY OVERVIEW

The analyst monitoring the Global "FIBC (Flexible Intermediate Bulk Container) Market" reported that the market was valued at USD 7.2 billion in 2024 and is projected to reach USD 7.4 billion by 2025, growing at a CAGR of 4.5% during the forecast period. The increasing use of FIBCs across industries such as chemicals, food & beverages, pharmaceuticals, agriculture, and construction continues to drive market growth globally. The FIBC market remains highly fragmented with the presence of several international and regional vendors who offer products for end-users in the chemical, food, and other industries. Although the high demand for FIBCs from the construction industry will offer immense growth opportunities, the high availability of substitutes will challenge the growth of the market participants.

The growth of the construction industry is one of the critical reasons expected to boost flexible intermediate bulk container market growth. Flexible intermediate bulk containers save storage space and ensure optimum utilization of trucks, which will help them gain more prominence in the construction industry. The cost savings associated with these containers will drive flexible intermediate bulk container market growth.

Peculiarly, a Technical textile as a segment is directly proportional to the stage of industrialization and economic growth of any country. Developing countries undergoing large scale industrialization fuel the demand for technical textile products. The usage may range from infrastructure, agriculture, health, defence, automobiles, aerospace, sports, protective clothing, packaging, etc.,. With transformation of the Indian economy post liberalization in the early 1990s, the demand and consumption of technical textiles products in India has been consistently increasing. The growth of technical textiles has also helped growth and innovation of conventional textile products, owing to significant value addition across the textile value chain. All major players in India have started developing technical textiles products as they provide better margins in comparison to conventional textiles.

As of 2025, the global technical textiles market is valued at approximately USD 230.9 Billion, and is projected to reach USD 241.5 Billion by 2035, growing at a CAGR of 6.2%. In comparison, the Indian technical textiles market has

reached an estimated value of USD 29 Billion (₹2,41,000 Crores) in FY 2024–25, marking a significant rise from ₹1,22,943 Crores (USD 18.89 Billion) in 2019–20.

India's technical textiles segment now accounts for over 10% of global consumption, up from 8.7% in 2019–20, reflecting the country's growing influence in the global market. Within India's broader textile industry, which was valued at ₹7,11,409 Crores in 2019–20, technical textiles have expanded their share from 17% to an estimated 34% in 2024–25, driven by rising demand in sectors such as healthcare, infrastructure, agriculture, and mobility.

Government initiatives such as the National Technical Textiles Mission (NTTM), PLI Scheme, and PM MITRA Parks, along with increased Basic Customs Duty (BCD) on imports and tax incentives for textile machinery, have played a pivotal role in accelerating domestic production and innovation. Emerging technologies like smart textiles, biodegradable yarns, and energy-harvesting fabrics are reshaping the industry, positioning India as a global hub for high-performance and sustainable textile solutions.

As of FY 2024–25, the share of technical textiles in India's overall textile industry has risen to an estimated 28%, up from 17% in 2019–20, reflecting a strong shift toward functional and high-performance textile applications. This growth is driven by rising demand across industries such as automotive, agriculture, healthcare, and infrastructure.

Among the twelve recognized segments, the following are projected to grow at CAGR rates exceeding 10%, making them the fastest-expanding categories in the Indian market:

- Oekotech (environmental protection textiles)
- Protech (personal protection textiles)
- Mobiltech (automotive textiles)
- Geotech (geosynthetics for civil engineering)
- Indutech (industrial textiles)
- Agrotech (agricultural textiles)
- Buildtech (construction textiles)

In contrast, Packtech, which has historically dominated the domestic technical textiles market, is expected to experience a moderated rate of growth, as demand shifts toward more specialized and value-added segments.

The future trajectory of these forecasts is closely linked to the success of the National Technical Textiles Mission (NTTM), launched in 2020 with an outlay of ₹1,480 Crores.

The extent and nature of market response to these interventions—particularly in areas such as innovation, education, and export promotion—will play a decisive role in shaping India's leadership in the global technical textiles landscape.

As of 2025, the share of technical textiles in India's overall textile value chain remains around 13%, underscoring the

sector's untapped potential. With strong linkages to high-growth industries such as automotive, healthcare, infrastructure, and agriculture, technical textiles in India have demonstrated robust momentum, growing at an estimated CAGR of 18% during the period 2018–25.

Technical textile industry in India is import dependent. Many products like specialty fibers /yarns, medical implants, protective textiles, webbings for seat belts, etc. are mostly imported. However, technical textiles sector has registered impressive growth in the recent years. In order to capitalize on the growth potential, technical textiles ecosystem in India needs to grow significantly with focus on research and innovation in high growth sectors such as Mobiltech, Buildtech, Indutech, Meditech, etc., to ensure sustainable growth, the sector needs to adopt global best practices and attract FDIs (100 per cent FDI is allowed under automatic route) and JVs with global technical textiles companies.

Government-led initiatives such as the National Technical Textiles Mission (NTTM), PLI Scheme, and PM MITRA Parks have created a strong foundation for domestic capability building. Moving forward, the sector's sustainable growth will depend on coordinated efforts across industry, academia, and policy to reduce import dependency and position India as a global leader in advanced technical textiles.

COMPANY OVERVIEW

Flexituff Ventures International Limited ("FVIL") is a multi-product, multi-market and multi-location enterprise. Having evolved from a leading global FIBC major to a foremost Indian Geo-synthetics solution provider, Flexituff – through its niche products also serves the domain needs of retail, agro, pharma and infrastructure sectors. With multiple manufacturing plants across India, exports to over 60 countries, and a workforce of more than 5,000 people, Flexituff has truly come of age as a global Indian multinational company.

FVIL is a trusted name in the manufacturing of Flexible Intermediate Bulk Container (FIBC), geo textiles, reverse printed BOPP (Biaxial oriented polypropylene) woven bags, and NPC drippers. Economies of scale, the edge of attitude, 100% integration under one roof, global footprints for more than 25 years of being in the industry are the key pointers for excellent reputation in domestic as well as international market.

BUSINESS OVERVIEW

The Company's net turnover for FY 2024–25 declined compared to FY 2023–24, reflecting the absence of revenue contribution from the sold FIBC segment, which previously accounted for a significant portion of total sales.

The Company has been incurring net losses since FY 2018–19, primarily due to substantial receivables stuck with government departments, which led to delays in

bond repayments and a subsequent downgrade in credit ratings. These financial constraints have resulted in a severe working capital shortage, forcing the Company to procure raw materials at elevated prices on credit from traders.

In response, the Company has actively explored strategic options to improve liquidity and operational efficiency, including:

- Injection of working capital
- Long-term funding arrangements
- Cost rationalization measures
- Asset monetization and restructuring initiatives

Despite these challenges and the broader economic uncertainty, the Company's performance in FY 2024-25 was deemed satisfactory, reflecting resilience and prudent management under difficult conditions.

PRODUCT INTRODUCTION

FIBC

- **Four Loop Bags**

Flexituff offers a wide range of Standard Corner Loops and Cross Corner Loops FIBCs for bulk packaging from 500- 2000 Kgs.

- **Single/ Two Loop Bags**

Also called as Fertilizer bags, they are one of the popular offering of Flexituff. It is manufactured in a way that the fabric of the bag is used as a 'lifting loop'. The total production capacity of Flexituff for Single Loop Bag is close to 4 Million bags per year. What makes them unique is that they are made out of a single layer circular fabric, coated/ uncoated or with an option of PE liner as per customer's requirements. These bags are mainly used for packaging Fertilizer, Fish feed, Seed and Cement.

Flexituff is the only Indian Company to offer Single loop bags with suspended liner made on World renowned Gunter® sealing machine.

- **Builder Bags/ Tunnel Lift Bags**

Builder Bags are used for high volume usage. Flexituff holds a patent for Tunnel Lift™ bags. They are made especially for the Building and Construction Industries and are used for filling sand, construction waste or aggregates.

- **Specialized Bags: Type C + D**

Flexituff has evolved two specialized and protective bulk bag packaging that nullify damaging accidents due to static electricity- Type C (conductive) & D (dissipative) Bags employing patented Crohmiq technology.

Flexituff is the only Indian manufacturer holding Texene, USA's license and rights to produce type D

Crohmiq fabric and bags.

- **Specialized Bags: Baffle Bags**

Also called as Form Stable bags or Q bags, they maintain their square shape which allows optimum use of space during warehousing and transportation.

- **UN Bags**

Flexituff UN bags are certified by IIP (Indian Institute of Packaging) that issues a UN certificate based on testing parameters as prescribed in the IMDG code. A UN FIBC is subjected to rigorous tests to make sure that each of them is safe, functional, and up to rigorous international standards. The company has been delivering such bags over a decade with full expertise and full adherence to specified norms.

- **Ventilated Bags**

Flexituff's ventilated bags are made of flat Sulzer Polypropylene Woven Fabric specifically designed to permit the required air flow through the fabric into the bag to keep them from getting either too hot, too wet and to prevent mould ingress on the crop/log itself. Ventilated bags are commonly used for packing, storage and transportation of potato, onion and firewood logs.

- **FIBC with Special Liners**

At Flexituff, Liners are being manufactured and stored in a state-of-the-art Clean Room environment (ISO 14644-1 class 7). Besides Standard Tubular liner, the company provides the following Specialized Liners: Form-fit liners, Baffle Liner, Aluminum Liner, Nylon Liner, EVOH Liner, PP Liner, Liquid Liner, Valve Liner and Conductive Liner. Liners can be attached to the bag in various options like Tabbed Liner, Glued Liner or Flanged Liner.

BOPP WOVEN BAG

BOPP Woven Bags represent an advanced concept of bulk packaging from 5-50 Kgs that adds value to a brand's personality. Decades of packaging experience empowers Flexituff to offer customized bags to meet the needs of different customers and applications.

Being a vertically integrated company, highest precision and quality are ensured at Flexituff, from the raw materials used to the finished product. Deep experience in manual stitching efficiencies enable the company to ramp up capacities and address customer needs of any quantity, anytime, anywhere.

NON Woven Retail

- **Non Woven Floor Covering Carpets**

Non Woven Carpets are manufactured by a different process compared to Tufting and Weaving. Non-Woven Carpets are made from Polypropylene fibers

or Polyester fibers. The fibers are formed into a web by Needle Punching and then chemically bonded to form the carpet. Flexituff also manufactures Non-Woven Carpets with Jute Backing for higher dimensional strength.

These are available in latex backed form for direct usage.

- Plain Non-Woven Carpet
- Non-Woven Carpet with Scrim
- Random Velour Non-Woven Carpet

- **Synthetic Leather Substrate**

Flexituff has the best of equipment for good density, high tear strength Nonwoven Fabric. Polyester Needle Punched nonwoven Fabric is the base material of synthetic leather. It imparts good dimensional stability and has high temperature resistance (180-210°C).

- **Interlining For Apparel**

Polyester Non Woven Needle Punched Fabric from 80 to 500 Gsm. It is produced in the following categories:

- Needle punched polyester fabric
- Needle punched with calendared
- Needle punched and chemical coated for stiffness, water repellent and fire proof.

- **Non Woven Filter Fabrics**

Polyester Non Woven Needle Punched Filter Cloth is produced for making Non-Woven Filter Bags which are used in various industries to trap dust particles. Our polyester fabric is strong, abrasion resistance and has resistance to common acids, solvents and oxidizing agents.

GEOSYNTHETICS

- 3 World-class Manufacturing facilities in India
- Over 1000 Geo textile Bag Stitching Machines.
- Over 240 Looms with latest technology
- Customized 261,000 – 450,000 Bags/ Day (from raw material stage to finishing)
- 0.1 mm to 12 mm various stitch thickness in Bags.
- Warehouses in Kolkata, Siliguri, Guwahati, Jorhat, Kanpur, Delhi, Mumbai and Indore many prestigious orders for various Government & private clients with a tight deadline offering huge advantage to the clients by deploying modern customized machines to offer solution.
- Fully equipped Material Testing Laboratory in factory.
- Adherence to ASTM and ISO standards applicable in Geosynthetics Industry.
- State-of-the-art UV Testing Machine.
- Specialised Stitching Services (free of cost) to the clients.
- ISO 9001 Quality Management Systems, CE mark, DGS&D registered & international accreditations.

- Completed a prestigious order for supply of Nonwoven Geotextile Bags for Bihar Government with a tight deadline.

- Latest innovative & economical geosynthetic solution- Geosynthetics Gravity Reinforced Wall (GRW).

SEGMENTAL REVIEW

FIBC BUSINESS

A flexible intermediate bulk container (FIBC), bulkbag, or big bag, is an industrial container made of flexible fabric that is designed for flowable products, such as sand, fertilizer, and granules of plastic. They are mainly used for the purpose of protection, storage, handling and transportation of goods in a large quantity from the manufacturing facilities to distributions hubs.

FIBC are made from woven polypropylene or polypropylene fabric of different weights and strength. FIBCs are available in a wide variety and are suitable for numerous applications in the chemical, pharmaceutical, and food industries. The FIBC market is characterized by innovative offerings and customizations according to customer specifications.

It is made of strong, poly propylene, flexible fabric and can hold upto 2 tons of material. They are manufactured with either one, two or four loops for efficient handling purposes. Also, there are several specialized product-types of FIBC's such as flame-retardant, pallet-free, baffle-bags, UV resistant & conductive.

According to various global FIBC market research reports, the Flexible Intermediate Bulk Container (FIBC) market remains highly fragmented, with numerous regional and international players competing across price, quality, and customization.

The market structure is expected to evolve if consolidation occurs or if certain vendors exit, which could significantly impact competition and pricing dynamics.

According to the various Global FIBC Market Research Reports, The flexible intermediate bulk container market is highly fragmented. The market growth is expected to change if the market structure changes due to industry consolidation or if some vendors exit the market. The analysts now estimate the market to grow at a CAGR of 5.11% from 2025 to 2034. During this forecast period, the market is projected to show an accelerating growth of USD 1,576.82 million, driven by rising demand in sectors such as chemicals, agriculture, pharmaceuticals, and construction.

Despite earlier projections of higher growth, the market continues to expand steadily, supported by: Increasing demand for bulk packaging solutions, Growth in international trade and logistics, Rising emphasis on sustainable and recyclable packaging and Expansion of infrastructure and food processing sectors.

However, the industry faces ongoing challenges including volatility in raw material prices, especially polypropylene, environmental regulations affecting plastic-based packaging and supply chain disruptions.

Going forward, Asia-Pacific remains the fastest-growing region, with India playing a key role in driving demand and innovation in FIBC manufacturing.

- **Opportunities and Outlook**

Flexituff is among the few FIBC manufacturing companies across the world who are perpetually focusing on its products quality, durability, designing and satisfying end user requirement aptly. Nearly 65% of Company's FIBC product portfolio comprises of high-end bags for food, chemical and pharma industries and thus commands premium realisations in the export market. The Company is likely to benefit from the growth opportunities in the top three regions—America, Europe and Asia Pacific. Moreover, it's well-placed to address the growing demand in the domestic market.

- **Risks and concerns**

Operating margin remains susceptible to fluctuations in the prices of key input i.e. polymer, which move in tandem with crude oil prices. Also, we are subjected to foreign currency exchange rate fluctuations which could have impact on results of operations. However, this is hedged passing the increase and decrease in the polymer price to customers.

The FIBC industry is fragmented because of low entry barrier as capital and technology requirements are limited, gestation period is small, and raw materials are easily available. This restricts substantial scale up in operations and exerts pricing pressure. Also, this industry being highly labour intensive the retention of workers has been high priority for the Company. Attrition of workers may affect the production and also involves cost and time in inducting and training of new appointees. Several other global as well as Indian economic and political factors that are beyond our control may affect the business of the Company.

GEOSYNTHETICS BUSINESS

Geo-synthetic is synthetic products which are used to stabilize terrain, and are polymeric products used to solve civil engineering problems. It includes products including geogrids, geotextiles, geomembranes, Geo-nets, Geo-synthetic clay liners, Geo-cells, Geo-composites, and Geo-foam.

Geo-synthetic products uses durable polymers such as high-density polyethylene (HDPE), polypropylene (PP), and polyester. They are produced from petrochemical based plastics that remain unaffected by bacteria or fungi

and are non-biodegradable.

Geo-synthetic help reinforce soil, distribute loads, prevent soil erosion, and control water pressure. They are used in civil construction and environmental applications such as landfills and filtrations. Geo-synthetic serve as cost-effective alternatives in civil and coastal engineering, construction industries, and environmental applications. It has applications in road construction, railway stabilization, water management, waste management, mining and soil reinforcement and erosion control.

Geo-synthetic materials perform many functions such as filtration, reinforcement, separation, drainage, protection, and barrier. These products retain their properties when exposed to harsh environmental conditions. They showcase physical properties such as strength, stiffness, and durability.

The applications of geosynthetics have increased because of their significant properties of easy accessibility, low thickness, less use of airspace, lightweight, and tremendous robustness. There is a broad range of Geo-synthetic materials in the global geosynthetics market due to the standards set by organizations such as Geo-synthetic Institute, American Society for Testing and Materials, and International Organization for Standardization.

The rise of land scarcity, growth in awareness about seismic hazards, and stringent environmental regulations are the key factors driving the growth of the global geosynthetics market worldwide.

Flexituff's Geo-synthetics business is making its presence and receiving appreciation in the market. With its vast product portfolio consist of woven and belt non-woven geo-textiles, sand-filler geo mattresses, GRW (Geo-Synthetics-Gravity Reinforced Walls) chains, mega bags and de-watering tubes, the Company has earned reputation in the domestic as well as international markets in a short span of time. In FY 2024-25, the geosynthetics business continued to be a significant contributor, accounting for nearly 14.69% of the company's total revenues. This segment is expected to grow further, driven by robust demand across infrastructure, environmental, and construction sectors.

- **Opportunities and Outlook**

The global geotextiles market size is expected to reach USD 11.3 billion by 2027, according to this report registering a CAGR of 11.9% over the forecast period. Increasing adoption of geotextiles in road construction and infrastructure development activities is expected to drive the market growth over the forecast period.

In emerging countries such as India and China, there is an absence of a standardized manufacturing process, resulting in lower quality products with differentiated standards. However, increasing focus

on exports to international markets by local producers is expected to compel them to adopt advanced manufacturing techniques.

One of the major factors driving the growth of the market is the increasing demand from the infrastructure sector in Asia-Pacific, mainly in China, India, and ASEAN countries.

Indian Economy is poised for great development. Geo-synthetics would be the key pillar in realizing the growth. Life extension benefits and durability featuring geosynthetics wooed Indian government to promote the segment by incentivizing their usage. The Indian government's current focus on upgrading infrastructure and increased importance of environmental issues will be the biggest growth drivers for Indian geosynthetics market.

Flexituff is also foreseeing from the benefits from the incremental spending on infrastructure across geographies. The Company is well-equipped to capitalise on this multi-year and multi-market opportunities by having established itself as a Research and Development (R&D) oriented Company emphasizing on creating awareness of the new technology among end users.

- **Risks and Concerns**

The volatile prices of raw material due to fluctuations in prices of crude oil and gas along with its availability, increased labor costs and potential labor shortages are hindering the growth of the geosynthetics market. Especially, demand for the naphtha due to its pricing has affected which is a key material as intermediate. The price-sensitive regions are restraining growth of the geosynthetics market.

By and large, the government demand drives the geosynthetics market. Budgetary constraints or change in the political parties at the helm may pose a risk to the growth of the sector.

Flexituff has been increasing its presence across geographies to deal with such risks effectively and has been developing unique products at competitive costs. As a contractor, it is enabling to demonstrate the benefits of geo textiles in various government/non-government projects, thereby creating awareness among contractors as well as governments.

REVERSE-PRINTED BOPP WOVEN BAGS BUSINESS

Biaxial Oriented Polypropylene (BOPP) is poly film that can be stretched in both directions, owing to which it offers premium durability. This poly film is printed & laminated onto woven polypropylene fabric and converted into a bag. Environmental hazards related to PE

(polyethylene) & high cost of jute bags have spurred the adoption of polypropylene woven bags and sacks as comparatively sustainable alternative. Rapid inroads flagged by retail industry in FMCG (fast-moving consumer goods) sector has resulted in increasing retail outlets that is likely to bode well for expansion of BOPP woven bags and sacks market.

Polypropylene Woven Bags & Sacks have become popular due to their inertness towards moisture, chemical & exceptional resistance towards rotting, fungus attack as they are nontoxic, perforation for breathability, UV protection and anti-skid printing, 100% recyclability, light weight and are more advantageous than conventional bags. Polypropylene Woven Bags and sacks laminated with LDPE/PP liner have wider applications. Moreover, BOPP bags perform extremely well with paper bag filling equipment. The popularity of BOPP bags is rising in the market as they are cost effective and 100% recyclable, which makes them environment friendly. BOPP bags offer high aesthetic value that adds an extra promotional feature to the products packaged in them. These bags can be stacked easily and have high tensile strength and barrier properties. BOPP bags primarily find applications in the packaging of cereal & pulses, pet food, grass seed, animal nutrition, fertilizers, etc.

Flexituff is known worldwide for its stylish and highly durable multicolored BOPP Woven bags. These special PP bags and reverse printed BOPP bags are used in packaging of agro and industrial products, pet food, retail industry and chemicals, etc. It has an installed production capacity of 100 million bags a year, from small orders to extra-large ones & represents an advanced concept of bulk packaging from 5-50 kg's that adds value to a brand's personality. Reverse-printed BOPP woven bags contributed close to 9.04% of revenues in FY 2024-25.

- **Opportunities and outlook**

Developing consumer market & growth of middle class is fueling the domestic demand of reverse printed woven BOPP bags. Rapid inroads flagged by retail industry in FMCG (fast-moving consumer goods) sector has resulted in increasing retail outlets that is likely to bode well for expansion of polypropylene woven bags and sacks market. Flexituff is well-equipped to leverage market opportunities and drive higher revenue from its geosynthetics division.

Internationally, anti-dumping duty on Vietnam & Chinese origin of reverse printed woven BOPP bags is opening new doors for the Indian producers. Also, demand in USA for reverse printed BOPP bags is extremely good.

- **Risk and threats**

Since this division of reverse-printed BOPP woven bags is also using Polypropylene as raw material,

hence price fluctuations is major risk and threatening factor impacting Company's performance as well as revenue margins.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has established a robust Internal Risk Management Policy and maintains an adequate Internal Control System aligned with the size, scale, and complexity of its operations. The Risk Management Committee plays a pivotal role in defining the Company's risk appetite by identifying, categorizing, and evaluating key risks that may impact performance. It also assesses the Company's preparedness to address these risks and recommends appropriate mitigation strategies.

The primary objective of the Risk Management Policy is to proactively assess and manage significant risk exposures, ensuring that management actions are timely and effective in mitigating potential impacts. The Company conducts regular reviews of various risk categories, including regulatory, financial, operational, environmental, and other business-related risks.

The Internal Control System is designed to ensure compliance with statutory and regulatory requirements, with mechanisms in place to monitor, review, and take corrective actions as necessary. These controls support the Company's commitment to governance, transparency, and sustainable growth.

FINANCIAL OVERVIEW

STANDALONE

- In FY 2024-25, Company's total revenues stands at Rs. 4601.64 Million as compared to Rs. 6064.31 Million in FY 2023-24, thereby recording decrease by 24.12%.
- The Company reported EBIDTA (Earnings before Interest, Tax, Depreciation and Amortization) in FY 2024-25 of Rs. 608.11 Million. Whereas EBIDTA in FY 2023-24 was Rs. (1127.82) Million.
- The Company's net worth mark an increases of Rs. 2464.85 Million in Financial Year 2024-25.

CONSOLIDATION

- In FY 2024-25, Company's total revenues stands at Rs. 4577.83 Million as compared to Rs. 6040.38 in FY 2023-24, thereby recording decrease by 24.21%.
- The Company reported EBIDTA (Earnings before Interest, Tax, Depreciation and Amortization) in FY 2024-25 of Rs. 630.81 Million. In FY 2023-24, the Company had recorded EBIDTA of Rs. (1119.49) Millions.
- The Company's net worth mark an increase of Rs. 490.81 Million in Financial Year 2024-25.

FINANCIAL RATIOS

As required under Regulation 34(3) of Listing Regulations read with para B.1 of Schedule V thereof, changes in financial ratios in the financial year 2024-25, as compared with those of the immediately preceding financial year are provided in Note 53 of the Standalone Financial Statements and the same may kindly be read as a part of this Report.

Reasons for significant changes from 2023-24 to 2024-25

In past few years, we have taken various steps to increase the productivity and manpower efficiency with the help of better planning we have been able to achieve over 30% OTIF (On time & in full delivery) of goods to our customers tunes together with high quality standards have resulted in high satisfaction amongst our customers.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

During the year under review, the Company continued with its emphasis on Human Resource Development as one of the critical areas of its operations. Executives and officers of the Company having high potential in the field of Finance, Accounts, Marketing, International Business, Production, Quality Control and Quality Assurance were regularly met at all the plant locations as well as the regional offices with a view to update their knowledge and skills and keep them abreast of the present scenario for meeting the challenges ahead.

DIRECTORS' REPORT

To,

The Members,

Flexituff Ventures International Limited

The Board of Directors hereby present its 32nd Director's Report on business & operations of your Company ('the Company' or 'FVIL') along with Audited Financial Statements (Standalone & Consolidated) for the financial year ended 31st March, 2025.

FINANCIAL RESULTS

The Company's Financial Performance for the year ended 31st March, 2025 is summarized below:

(Rs. in Millions)				
Financial Results & Appropriation	Standalone		Consolidated	
Particulars	2024-25	2023-24	2024-25	2023-24
Sales & other Incomes	4601.64	6064.31	4577.83	6040.38
Profit/(Loss) before Tax	3680.19	(2566.84)	3702.86	(2562.35)
Profit/(Loss) for the year / Balance available for Appropriation	2356.46	(1850.88)	2379.13	(1840.94)
Other Comprehensive (Loss)/Income	6.91	11.00	6.96	1.02
Total Other Comprehensive (Loss)/Income	2363.37	(1861.88)	2386.09	(1839.92)

STATE OF COMPANY'S AFFAIRS

During the year under review, the company has achieved consolidated total revenue of Rs. 4577.83 million from operation in comparison to Rs. 6040.38 million in previous year. The Company has profit of Rs. 2379.134 million during the year in comparison to loss of Rs. (1840.94) million in previous year.

During the year under review, the company has achieved standalone total revenue of Rs. 4601.64 million from operation in comparison to Rs. 6064.31 million in previous year. The Company has profit for the year of Rs. 2356.46 million in comparison to loss of Rs. (1850.88) million in previous year.

DIVIDEND

During the year under review, Company's revenue /surplus were not sufficient to declare dividend, hence the Board do not propose any dividend for the Financial Year ended 31st March, 2025.

CHANGE IN THE REGISTERED OFFICE OF THE COMPANY

During the financial year 2024-2025, registered office of the Company was shifted from C 41-50, SEZ, Sector-3, Industrial Area, Pithampur, Dist. Dhar (M.P.) to 6th Floor Treasure Island, 11 South Tukoganj, MG Road, Indore, (M.P.)- 452001.

SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2025 was Rs. 328.228 Million divided into 32,822,806 shares of Rs. 10/- each.

During the Financial Year 2024-25, The Company has converted 683,724 warrants into Equity Shares on 26th September, 2024 and 1,435,000 warrants on 27th September, 2024, which resulted in increase of equity share of the Company from 30,704,082 to 32,822,806 equity shares.

LISTING ON STOCK EXCHANGES

The shares of the Company are listed on BSE Limited and NSE Limited and necessary listing fees have been paid up to date.

DEPOSITS

The Company has not accepted any deposits from the public, and as such, there are no outstanding deposits in terms of the Companies (Acceptance of Deposits) Rules, 2014.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review forms part of the Annual Report.

AWARDS & CERTIFICATIONS

Company is certified for BRC Global Standard for Packaging Material (BRCGS), ISO 9001:2015 (for Quality Management System), ISO 14001:2015 (for Environmental Management System Standard), ISO 22000:2018 (for Food and Safety Management System Standard), ISO 45001:2018 - (Occupational Health and safety), Certification under Jewish Dietary Law by Kosher

Certification Limited, Compliance with Islamic Shariah Law and Safety Management System and certificate from Quality council of India for Workplace Assessment for Safety and Hygiene (WASH).

The Company has received the Country's Highest Exporter Award for FIBC through PLEXCOUNCIL, Ministry of Commerce, for 13 years in a row.

The Company has also achieved recognition from all its foreign buyers for its delivery and services. In geo-textile sector, the Company has received appreciation for its unique products and new technologies being introduced to solve the problems of the country especially related to flood protection & water cleaning.

AMOUNTS TRANSFERRED TO RESERVES

During the year under review no amount was transferred to the reserves.

CREDIT RATING

The credit rating assigned by CARE Rating as on was "D" rating for the Long term loan and "D" for Short term Non Fund Based Limits, which indicates "negative" outlook.

SUBSIDIARIES / JOINT VENTURE / ASSOCIATES

The Company has, 2 Direct Subsidiaries, 1 Indirect Subsidiary, 6 Joint Ventures and 5 LLPs as on 31st March, 2025.

There are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

DIRECT SUBSIDIARIES

Flexituff Technology International Limited (*Formerly known as Flexituff FIBC Limited*)
Flexiglobal Holdings Limited, Cyprus*

INDIRECT SUBSIDIARIES

*Flexiglobal (UK) Limited, UK

*During the financial year 2024-25, Flexiglobal (UK) Limited, United Kingdom, is under liquidation and final order is pending.

JOINT VENTURE/LLP

Flexituff Javed Ahmed LLP
Flexituff Hi-Tech LLP
Flexituff SA Enterprise LLP
Flexituff Sailendra Kalita LLP
Ujjivan LUIT LLP

#Budheswar Das Flexituff International Limited JV
#Sanyug Enterprises Flexituff International Limited JV
#Vishnu Construction Flexituff International Limited JV
#Mayur Kartick Barooah Flexituff International Limited JV
#Flexituff Shailendra Kalita JV

#Flexituff Pulin Borgohain JV

#reckoned as subsidiary on the basis of control.

Pursuant to the provisions of Section 136 of the Companies Act, 2013 the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries are put up on the website of the Company (www.flexituff.com) and shall be made available upon request of any member of the Company interested in obtaining the same and shall also be kept for inspection on all working days, during business hours, at the Registered Office of the Company and that of the Subsidiary Companies concerned.

Company has formulated a policy for determining material subsidiaries, which can be accessed at the below link:

Link: <https://flexituff.com/wp-content/uploads/2023/12/Policy-for-determining-Material-Subsidiary.pdf>

Further, pursuant to provisions of Section 129(3) of the Companies Act, 2013, a statement containing salient features of the financial data of the Company's Subsidiaries & Joint Ventures is mentioned in Form AOC-1 as **Annexure A** of the board's report.

SECRETARIAL STANDARDS

The Directors state that applicable Secretarial Standards, i.e. SS-1 & SS-2, relating to "Meetings of the Board of Directors" and "General Meetings", respectively have been duly followed by the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:

- In the preparation of annual accounts for the year ended 31st March, 2025, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- The Directors have 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 at the end of the financial year and of the loss of the Company for that period.
- The Directors have taken proper and sufficient care for the 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 fraud and other irregularities.
- The Directors have prepared the annual accounts on a going concern basis.
- The Directors have laid down internal financial

controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

CORPORATE GOVERNANCE

The report on Corporate Governance as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") forms an integral part of this Report. The requisite certificate from the Practicing Company Secretary confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance.

RELATED PARTY TRANSACTION

There have been no other material significant Related Party Transactions between the Company & the Directors, Management, Subsidiaries or Relatives except for those disclosed in the Financial Statements.

Accordingly, particulars of Contracts or Arrangements with Related Party Transactions referred to in Section 188(1) of the Act in Form AOC-2 does not form part of Directors' Report.

A Policy on Related Party Transactions as approved by the Board can be accessed on the Company's website at:

(<http://flexituff.com/wp-content/uploads/2022/09/Policies-Programmes-RPT.pdf>)

CORPORATE SOCIAL RESPONSIBILITY

In accordance with the section 135 of the Companies Act, 2013 and the Companies (CSR Policies) Rules, 2014, the CSR is not applicable to the company during the year 2024-25.

RISK MANAGEMENT

In today's volatile environment, Risk Management is a very important part of business. The main aim of risk management is to identify, monitor & take precautionary measures in respect of the events that may pose risks for the business. The Board & Audit Committee is responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis by keeping Risk Management Report before the Board & Audit Committee periodically.

The Risk Management Policy can be accessed on the Company's website at:

(<http://flexituff.com/wp-content/uploads/2022/09/Policies-Programmes-Risk-management-POLICY.pdf>)

INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY

Details in respect of adequacy of internal financial controls with reference to the Financial Statements are stated in Management Discussion and Analysis which forms part of this Report.

DIRECTORS / KEY MANAGERIAL PERSONNEL (KMPS)

During the financial year 2024-25, Mr. Ramesh Chand Sharma resigned from the position of Chief Financial Officer and Key Managerial Personnel (CFO & KMP) with effect from 31st March 2025.

After the closure of the financial year, and as on the date of this report, the following changes took place:

A. Resignations

1. Mr. Kaushal Kishore Vijayvergiya (DIN: 01941958) resigned from the position of Non-Executive Independent Director with effect from 15th April 2025.
2. Mr. Rishabh Kumar Jain (Membership No: F7271) resigned from the position of Company Secretary and Compliance Officer (CS & KMP) with effect from 25th April, 2025.

B. Appointments

1. Mr. Sunil Ramsinghani (DIN: 11121244) was appointed as a Non-Executive Independent Director for a period of five years, from 28th May 2025 to 27th May 2030 with effect from 28th May 2025.
2. Mr. Jagdish Prasad Pandey (PAN: AJIPP8344D) was appointed as Chief Financial Officer and Key Managerial Personnel (CFO & KMP) of the company with effect from 24th June 2025.
3. Ms. Priya Soni (Membership No: A58472) was appointed as Company Secretary and Compliance Officer (CS & KMP) of the company with effect from 24th June 2025.

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence prescribed under the Act and the Listing Regulations. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct for Board of Directors. Further, all the Directors have also confirmed that they are not debarred to act as a Director by virtue of any SEBI order.

All Independent Directors of the Company have valid registration in the Independent Director's databank of Indian Institute of Corporate Affairs as required under Rule 6(1) of the Companies (Appointment and Qualification of Director) Fifth Amendment Rules, 2019 and has passed the online proficiency self-assessment test as required to be undertaken by an Independent Director under the provisions of Section 150 of the Companies Act, 2013 and the rules framed thereunder.

The following policies can be accessed at website of the Company:

a) Terms & Conditions for appointment of Independent Director

(<http://flexituff.com/wp-content/uploads/2017/09/Policies-and-Programme-Terms-Conditions.pdf>)

b) Nomination & Remuneration Policy

(<http://flexituff.com/wp-content/uploads/2022/09/Policies-Programmes-Nomination-and-Remuneration-Policy.pdf>)

DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

In accordance with the provisions of the Act & Articles of Association of the Company, Mr. Jagdish Prasad Pandey (DIN: 00225969), Whole time Director, liable to retire by rotation at the ensuing Annual General Meeting. The Board of Directors has recommended his re-appointment.

PERFORMANCE EVALUATION

Pursuant to the applicable provisions of the Companies Act, 2013 and Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, its Committees, the Chairman of the Board and the Directors on the basis of the feedback received from all the Directors of the Company.

Structured performance evaluation questionnaire were circulated to the Directors for:

- Directors' – Self & Peer Level Evaluation;
- Board's Evaluation;
- Board Committees' Evaluation; and
- Chairman's Evaluation.

The evaluation questionnaires broadly cover parameters such as their participation in board meeting/other committee meeting, relationship management, knowledge & skill, adherence to the applicable code of conduct for independent directors and maintenance of confidentiality etc.

The summary of rating given by all the directors on the structured performance evaluation was placed before the Board of Directors.

EXTRACT OF ANNUAL RETURN

The Ministry of Corporate Affairs (MCA) has notified the Companies (Management and Administration) Amendment Rules, 2020, wherein the companies are no longer required to attach extracts of Annual Return. In the Companies (Management and Administration) Rules, 2014, in rule 12, in sub-rule (1), "provided that a company shall not be required to attach the extract of the annual return with the Board's report in Form No. MGT.9, in case the web link of such annual return has been disclosed in the Board's report in accordance with sub-section (3) of section 92 of the Companies Act, 2013".

In compliance of the above amendment extract of the annual return for FY 2024-25 will be available at:
<http://flexituff.com/annual-return/>

AUDITORS AND THEIR REPORTS

STATUTORY AUDITORS

In accordance with the provisions of Section 139 of the Companies, Act, 2013 and the Rules made there under, M/s. Mahesh C Solanki & Co., Chartered Accountants, Indore (FRN.: 006228C), were appointed as the Statutory Joint Auditors of the Company at the 27th Annual General Meeting held on 15th October, 2020 till the conclusion of 32nd Annual General Meeting of the Company to be held in the year 2025.

As the term of current Statutory Auditors of the Company ends in the ensuing Annual General Meeting, the Board has proposed re-appointment of M/s. Mahesh C Solanki & Co., Chartered Accountants, Indore (FRN.: 006228C), as the Statutory Auditors of the Company to hold the office for the period of 5 years commencing from 32nd Annual General Meeting to 37th Annual General Meeting.

M/s. Mahesh C Solanki & Co., Chartered Accountants, Indore (FRN. 006228C), have confirmed their eligibility under Section 141 of the Act and the Rules framed there under for the appointment as Auditors of the Company and as required under Regulation 33 of the Listing Regulations, 2015.

The Comments on the qualifications in the Auditors' Report on the financial statements of the Company for financial year 2024-25 are provided in the "Statement on Impact of Audit Qualifications" which is annexed as **Annexure B** and forms part of this report.

SECRETARIAL AUDITOR

M/s. Ritesh Gupta & Co., Company Secretaries were appointed to conduct the secretarial audit of the Company for the Financial Year 2024-25, as required under Section 204 of the Companies Act, 2013 and rules made thereunder.

The Secretarial Audit Report for the Financial Year 2024-25 forms part of the Annual Report as **Annexure C** to the Board's Report. The Secretarial Audit Report does not

contain any qualification, reservation or adverse remark, however, the reference to specific event / actions which took place during the year are self-explanatory.

INTERNAL AUDITOR

Pursuant to Section 138 of the Companies Act, 2013 and Rule 13 of the Companies (Accounts) Rules, 2014, Mr. Dharmendra Rathore was appointed as the Internal Auditor of the Company, with effect from 1st June 2023, as per the resolution passed by the Board of Directors at its meeting held on 30th May 2023, to conduct the internal audit of the Company.

Subsequently, after the closure of the financial year 2024-25, Mr. Dharmendra Rathore tendered his resignation from the position of Internal Auditor, effective from 18th April 2025.

DISCLOSURES

NUMBER OF MEETINGS OF THE BOARD

Six (6) meetings of the Board of Directors were held during the year under review. The details of meetings held and attendance of the Directors are detailed in the Corporate Governance Report, which forms part of this report.

COMMITTEES

The details pertaining to composition, meetings and attendance of committees are included in the Corporate Governance Report, which forms part of this report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Loans, Guarantees and Investments covered under Section 186 of the Companies Act, 2013 forms part of the Notes to the Financial Statements provided in this Annual Report.

VIGIL MECHANISM

The Company has a whistle blower policy/vigil mechanism to report genuine concerns or grievances. The Whistle Blower Policy/vigil mechanism has been posted on the website of the Company and the same can be accessed via following link:

(<http://flexituff.com/wp-content/uploads/2022/09/Policies-Programmes-Vigil-Mechanism.pdf>)

CODE OF CONDUCT

The Board has laid down a code of conduct for Board Members & Senior Management Personnel as per Regulation 17(5) & 26 (3) of the Listing Regulations & has been posted on the website of the Company

(<https://flexituff.com/wp-content/uploads/2023/12/Code-of-Conduct-for-Board-and-Senior-Management.pdf>)

All the Board members & Senior Management Personnel have affirmed compliance with the said code of conduct for the year ended 31st March, 2025. A declaration to this effect, signed by the Whole-Time Director forms part of this Annual Report.

INSIDER TRADING

The Board has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider trading Policy of the Company covering code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information and Code of Conduct for the prevention of Insider Trading has been posted on the website of the Company.

- (<http://flexituff.com/wp-content/uploads/2019/04/Policies-Programme-Code-of-Conduct-and-Procedures.pdf>)
- (<http://flexituff.com/wp-content/uploads/2019/04/Policies-Programme-Code-of-Practices-and-Procedures.pdf>)

All the Board Members & KMPs have affirmed compliance with the said code of conduct for the year ended 31st March, 2025.

PARTICULARS OF EMPLOYEES

The statement of Disclosure of Remuneration under Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules"), is appended as **Annexure D** to the Report. The information as per Rule 5(2) of the Rules forms part of this Report. However, as per first proviso to Section 136(1) of the Act and second proviso of Rule 5(2) of the Rules, the Report and Financial Statements are being sent to the Members of the Company excluding the statement of particulars of employees under Rule 5(2) of the Rules. Any Member interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered Office of the Company.

DETAILS OF AMOUNT/SHARES TRANSFERRED TO IEPF DURING THE YEAR

During the year under review, no unpaid dividend has been transferred to IEPF.

Also, the details of amount and shares still lying in unpaid and unclaimed dividend account are as under:

Dividend for the year	NIL
Date of declaration of dividend	
Dividend Details (Amount in Rs. Lakhs)	
Amount of unpaid dividend" (Amount in Rs.)	

Due date to claim the dividend	NIL
Due date of transfer to Unpaid Dividend Account	
Due date of accepting claim by the Company	
Date for transfer to IEPF	

#The amounts of unpaid dividend also include bank credits received pursuant to the cancellation of demand drafts beyond the validity period. The banks have cancelled the issued demand draft in accordance with the SEBI circular dated April 20, 2018 on "Strengthening the Guidelines and Raising Industry Standards for RTA, Issuer companies & Banker to an issue".

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO

In compliance with Section 134 of The Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules 2014, a statement giving information regarding Energy Conservation, Technology Absorption and Foreign Exchange earnings and outgo is given in **Annexure E** forming part of this Annual Report.

DEMATERIALISATION AND ELECTRONIC REGISTRAR

The equity shares of your Company are available for dematerialization with both NSDL and CDSL under ISIN INE060J01017. As on 31st March 2025, 99.99% equity shares were in demat form and remaining 0.01% equity shares were in physical form.

Our registrar for electronic connectivity with the National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) is MUFG INTIME INDIA PRIVATE LIMITED, (Formerly known as LINKINTIME INDIA PRIVATE LIMITED) Mumbai.

The Registrar and Transfer Agent of the Company is MUFG Intime India Private Limited. Consequent to the acquisition of Link Group by Mitsubishi UFJ Trust & Banking Corporation, Link Intime India Private Limited is known as MUFG Intime India Private Limited. The change of name is effective December 31, 2024.

During the year, 2,118,724 equity warrants were exercised, pursuant to which the Company issued 2,118,724 equity shares. The Company has applied for the listing and trading approval of these equity shares with both stock exchanges, and the application is currently pending approval.

HUMAN RESOURCE MANAGEMENT & INDUSTRIAL RELATION

Human Resource plays vital role in the Company. If finance is the blood of any organization then Human Resource is not less than pulse which keeps running production by their hard work day and night. Company focuses on creating best health and safety standards and also has performance management process to motivate people to give their best output and encourages innovation and meritocracy.

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

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, the Company has Internal Complaints Committees (ICC) which inquires into complaints of sexual harassment and recommend appropriate action.

During the year under review, no complaint was received from any employee of the Company and hence no complaint was outstanding as on 31st March, 2025.

MATERIAL CHANGES AFFECTING THE COMPANY

During the year there were no material changes in the Company.

DISCLOSURE UNDER THE INSOLVENCY AND BANKRUPTCY CODE

The Company has not made any application under the Insolvency and Bankruptcy Code 2016 during the Financial Year

2024-25.

However following matters are pending-

Case No.	Filed by	Filed against	Brief matters	Status
CP (I.B.) 1694/2018	Flexituff Ventures International Ltd.	M/s Trend Flooring & Ors.	The present application u/s 9 of IBC has been filed by M/s Flexituff Ventures International Ltd. against M/s Trend Flooring towards initiation of CIRP as Corporate Debtors defaulted in payment of Rs. 3,06,65,520/-	Pending for final order

DISCLOSURE OF VALUATION OF ASSETS

The Company has not done any 'one time settlement' and hence no information is provided on difference between the amount of the valuation done while taking loan from the banks or financial institutions along with the reason thereof.

GENERAL DISCLOSURES

The Board states that no disclosure or reporting is required in respect of the following matters as there were no transactions on these items during the year under review:

- Details relating to deposits covered under Chapter V of the Act.
- Issue of Sweat Equity Shares to employees of the Company under any scheme
- Details pertaining to Employee Stock Options (ESOPs) as no ESOPs were outstanding as on 31st March, 2024.
- Issue of differential shares with voting rights as to dividend, voting or otherwise
- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future
- No fraud has been reported by the Auditors to the Audit Committee or the Board.
Details of events in relation to any Deviation(s) or variation(s) in the use of proceeds of preferential issue of Warrants.

COST RECORDS

The cost records are maintained by the company in their books of accounts in accordance with the provisions of Section 148 of the Companies Act 2013 read with the Companies (Cost Audit & Records) Rules 2014.

COMPLIANCE UNDER MATERNITY BENEFIT ACT, 1961

During the year under review, there were no instances requiring availing of benefits under the Maternity Benefit Act, 1961, reflecting a period of overall well-being among female employees. The Company remains committed to compliance with all applicable provisions of the Act. A crèche facility has been established to support female employees, in line with statutory requirements. Additionally, an abstract of the Act has been prominently displayed in the local language in every part of the Company premises where women are employed. The Company has duly filed the Annual Return under the Maternity Benefit Act, 1961.

APPRECIATION

The Board takes this opportunity to express its sincere appreciation for the excellent support and cooperation received from company's bankers, investors, customers, suppliers, statutory authorities for their consistent support to the Company.

The Directors also sincerely acknowledge the outstanding support and services of the workers, staff and executives of the Company, which have together contributed to the efficient operations and management of the Company.

For and On Behalf of the Board of Directors of
Flexituff Ventures International Limited

Date: 14/08/2025
Place: Indore

Saurabh Kalani
Whole-Time Director
(DIN: 00699380)

Rahul Chouhan
Whole-Time Director
(DIN: 03307553)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures
(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": SUBSIDIARIES											(Amount in Millions)			
S. No.	Name of the subsidiary	Reporting period for the subsidiary concerned, if different from the 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	Reserves & surplus	Total assets	Total Liabilities	Investments	Turnover	Profit/ (Loss) before taxation	Provision for tax	Profit/ (Loss) after taxation	Proposed Dividend	% of Shareholding
DIRECT SUBSIDIARIES														
1	Flexiglobal Holdings Limited	N.A.	Under Liquidation	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
2	Flexituff Technology International Limited	N.A.	INR	8.32	(6.03)	2588.51	566.69	-	0.00	(5.33)	-	(5.33)	-	58.31%
INDIRECT SUBSIDIARIES														
3	Flexiglobal (UK) Limited, UK*	N.A.	Under Liquidation	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

*Flexiglobal (UK) Limited and Flexiglobal Holding has filed documentation for liquidation.

Part "B" : ASSOCIATES AND JOINT VENTURES

(Amount in Rs. Millions)

S. No.	Name of Company	Latest Audited Balance Sheet Date	Shares 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 /loss for the year	Considered in Consolidation	Not considered in Consolidation
			No.	Amount of Investment in Associates/Joint Venture	Extend of Holding%						
1	Flexituff Javed Ahmed LLP	March 31, 2024	N.A.	0.08	80%	Flexituff holds 80% of capital & interest in Profit/Loss of the LLP	N.A.	(123.27)	(14.91)	(11.93)	(2.98)
2	Flexituff HI-Tech LLP		N.A.	0.08	80%		N.A.	(20.79)	(3.64)	(2.91)	(0.73)
3	Flexituff SA Enterprise LLP		N.A.	0.075	75%	Flexituff holds 75% of capital & interest in Profit/Loss of the LLP	N.A.	(258.72)	(7.28)	(5.46)	(1.82)
4	Flexituff Sailendra Kalita LLP		N.A.	0.08	80%	Flexituff holds 80% of capital & interest in Profit/Loss of the LLP	N.A.	(0.66)	(0.81)	(0.65)	(0.16)
5	Ujjivan Luit LLP		N.A.	0.075	75.5%	Flexituff holds 75.5% of capital & interest in Profit/Loss of the LLP	N.A.	(2.27)	(0.04)	(0.03)	(0.01)
6	Budheshwar Das Flexituff International Limited JV		N.A.		45%	Flexituff holds 55% of capital & interest in Profit/Loss of the JV	N.A.	(0.06)	(0.40)	(0.18)	(0.22)
7	Mayur Kartick Barooah Flexituff International Limited JV		N.A.		50%	Flexituff holds 50% of capital & interest in Profit/Loss of the JV	N.A.	(1.95)	(0.26)	(0.13)	(0.13)
8	Sanyug Enterprise Flexituff International Limited JV		N.A.		80%	Flexituff holds 80% of capital & interest in Profit/Loss of the JV	N.A.	0.18	(0.02)	(0.02)	(0.00)
9	Vishnu Construction Flexituff International Limited		N.A.		75%	Flexituff holds 75% of capital & interest in Profit/Loss of the JV	N.A.	(1.07)	(0.13)	(0.10)	(0.03)
10	Flexituff Sailendra Kalita JV		N.A.		80%	Flexituff holds 80% of capital & interest in Profit/Loss of the JV	N.A.	(10.02)	(3.62)	(2.90)	(0.72)
11	Flexituff Pulin Borgohain JV		N.A.		80%	Flexituff holds 80% of capital & interest in Profit/Loss of the JV	N.A.	3.04	(0.01)	(0.008)	(0.002)

Date: 14/08/2025
Place: Indore

For and On Behalf of the Board of Directors of
Flexituff Ventures International Limited

Saurabh Kalani
Whole-Time Director
(DIN: 00699380)

Rahul Chouhan
Whole-Time Director
(DIN: 03307553)

ANNEXURES TO THE BOARD'S REPORT

ANNEXURE - B

**STATEMENT ON IMPACT OF AUDIT QUALIFICATIONS (FOR AUDIT REPORT WITH MODIFIED OPINION)
SUBMITTED ALONG-WITH ANNUAL AUDITED FINANCIAL RESULTS**

(Standalone)

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2025 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016] Standalone				
I.	Sl.	Particulars	Adjusted Figures (₹ In Lakhs) (as reported before adjusting for qualifications)	Adjusted Figures (₹ In Lakhs) (audited figures after adjusting for qualifications)
	1.	Total income	46,016.40	46,016.40
	2.	Total Expenditure	45,838.23	51,126.46
	3.	Net Profit/(Loss) after taxes	23,564.66	18,276.42
	4.	Earnings/(Loss) Per Share (Diluted)	68.77	53.33
	5.	Earnings/(Loss) Per Share (Basic)	74.14	57.50
	6.	Total Assets	49,150.76	43,862.52
	7.	Total Liabilities	46,414.52	46,414.52
	8.	Net Worth	2,736.24	-2,552.00
	9.	Any other financial item(s) (as felt appropriate by the management)	Refer Material Uncertainty with respect to Going Concern Paragraph in the Auditors Report.	
II.	Audit Qualification (each audit qualification separately)			
	a.	Audit Qualifications i. The Company has carrying deferred tax asset (net) of ₹ 5,288.24 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 material uncertainty on account of financial and operational difficulties as 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). ii. The Company's Cash Generating Unit ("CGU") viz. Kashipur cluster, has a carrying value of ₹ 23,606.53 lakhs as at 31 March 2025 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 and operational difficulties as stated in Note 3 to the Statement. 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.		
	b.	Type of Audit Qualification: Qualified Opinion		
	c.	Frequency of qualification: The qualification mentioned above in II (a) (i) and (ii) is repetitive and continuing since Limited Review for the quarter and nine months ended December 31, 2019 till 31 st March 2024 and for the year ended 31 st March, 2025.		
	d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Management views for qualification mentioned in II (a) (i) above: The Company is carrying deferred tax asset (net) of ₹5,288.24 lakhs as on March 31, 2025. 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.		

e.	For Audit Qualification(s) where the impact is not quantified by the auditor: Management views for qualification mentioned in II (a) (ii) above is explained below: (i) Management's estimation on the impact of audit qualification: According to Management's estimates and assumptions on the projections for Kashipur CGU; the present value of the future cash flows expected to be derived from Kashipur CGU is higher than its carrying value as on March 31, 2025. Thus, in the view of Management, there is no requirement for accounting any impairment loss. (ii) If management is unable to estimate the impact, reasons for the same: Not Applicable (iii) Auditors' Comments on (i) or (ii) above: The Company's Cash Generating Unit ("CGU") viz. Kashipur cluster, has a carrying value of ₹ 23,606.53 lakhs as at 31 March 2025 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.
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III. SIGNATORIES:

Whole Time Director

Saurabh Kalani

Place: Pithampur

Date: May 30, 2025

For Mahesh C. Solanki & Co.

Chartered Accountants

ICAI Firm Registration No. 006228C

Mahesh Solanki

Partner

Membership No.: 074991

UDIN: 25074991BMJAIY7829

Place: Indore

Date: May 30, 2025

Whole Time Director

Rahul Chouhan

Place: Pithampur

Date: May 30, 2025

Chairman Of Audit Committee

Sunil Ramsinghani

Place: Pithampur

Date: May 30, 2025

**STATEMENT ON IMPACT OF AUDIT QUALIFICATIONS (FOR AUDIT REPORT WITH MODIFIED OPINION)
SUBMITTED ALONG-WITH ANNUAL AUDITED FINANCIAL RESULTS**

(Consolidated)

Statement on impact of Audit Qualifications for the financial year ended March 31, 2025 [See Regulation 33/52 of the SEBI (LODR) (Amendment) Regulations, 2016] Consolidated				
I.	Sl.	Particulars	Adjusted Figures (₹ In Lakhs) (as reported before adjusting for qualifications)	Adjusted Figures (₹ In Lakhs) (audited figures after adjusting for qualifications)
	1.	Total income	45,778.31	45,778.31
	2.	Total Expenditure	45,373.46	50,661.70
	3.	Net Profit/(Loss) after taxes	23,791.35	18,503.11
	4.	Earnings/(Loss) Per Share (Basic)	74.85	58.21
	5.	Earnings/(Loss) Per Share (Diluted)	69.44	54.01
	6.	Total Assets	46,832.36	41,544.12
	7.	Total Liabilities	46,330.01	46,330.01
	8.	Net Worth	502.35	-4,785.89
	9.	Any other financial item(s) (as felt appropriate by the management)	Refer Material Uncertainty with respect to Going Concern Paragraph in the Auditors Report.	
II.	Audit Qualification (each audit qualification separately)			
	a.	Audit Qualifications i. The Holding Company has carrying deferred tax asset (net) of Rs. 5,288.24 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 material uncertainty on account of financial and operational difficulties as 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. ii. The Holding Company's Cash Generating Unit ("CGU") viz. Kashipur cluster, has a carrying value of Rs. 23,606.53 lakhs as at 31 st March 2025 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 and operational difficulties as stated in Note 3 to the Statement. 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.		
	b.	Type of Audit Qualification: Qualified Opinion		
	c.	Frequency of qualification: The qualification mentioned above in II (a) (i) and (ii) is repetitive and continuing since Limited Review for the quarter and nine months ended December 31, 2019 till 31 st March 2024 and for the year ended 31 st March 2025.		
	d.	For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Management views for qualification mentioned in II (a) (i) above: The Company is carrying deferred tax asset (net) of ₹5,288.24 lakhs as on March 31, 2025. 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.		

e.	For Audit Qualification(s) where the impact is not quantified by the auditor: Management views for qualification mentioned in II (a) (ii) above is explained below: (i) Management's estimation on the impact of audit qualification: According to Management's estimates and assumptions on the projections for Kashipur CGU; the present value of the future cash flows expected to be derived from Kashipur CGU is higher than its carrying value as on March 31, 2025. Thus, in the view of Management, there is no requirement for accounting any impairment loss. (ii) If management is unable to estimate the impact, reasons for the same: Not Applicable (iii) Auditors' Comments on (i) or (ii) above: The Holding Company's Cash Generating Unit ("CGU") viz. Kashipur cluster, has a carrying value of Rs. 23,606.53 lakhs as at 31st March 2025 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 and operational difficulties as stated in Note 3 to the Statement. 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.
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III. SIGNATORIES:

Whole Time Director

Saurabh Kalani

Place: Pithampur

Date: May 30, 2025

For Mahesh C. Solanki & Co.

Chartered Accountants

ICAI Firm Registration No. 006228C

Mahesh Solanki

Partner

Membership No.: 074991

UDIN: 25074991BMJAIZ1171

Place: Indore

Date: May 30, 2025

Whole Time Director

Rahul Chouhan

Place: Pithampur

Date: May 30, 2025

Chairman Of Audit Committee

Sunil Ramsinghani

Place: Pithampur

Date: May 30, 2025

ANNEXURE - C

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

[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]

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2025

To,
The Members,
Flexituff Ventures International Limited
(CIN: L25202MP1993PLC034616)
6th Floor Treasure Island 11 South Tukoganj,
MG road, Indore-(M.P.), India, 452001.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Flexituff Ventures International Limited** having **CIN: L25202MP1993PLC034616** (hereinafter called '**The Company**'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March 2025**, 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company on testing basis for the financial year ended on 31st March, 2025, 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 there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:
 - (a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) 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;
 - (d) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018
- vi. Other laws applicable specifically to the Company (as given in '**Annexure-I**' to the Report).

I have also examined compliances with the applicable clause of the following:

- i. Secretarial Standards-1 pertaining to Board Meetings and Secretarial Standards-2 pertaining to General Meetings issued by the Institute of Company Secretaries of India were applicable during the year.
- ii. The SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 entered by the Company with Stock Exchange.

I report that during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The following provisions, regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the financial year under report:

- a) The Securities and Exchange Board of India (Employees Stock Option Scheme and Employee Stock Purchase

Scheme) Guidelines, 1999;

b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and

d) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998.

I further report that based on the information, representation and reports provided by the Company, its Board of Directors, its designated Officers, and authorized representatives during the conduct of audit and also review on quarterly compliance report submitted by the department heads and taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable Laws, Rules and Regulations and happening of events etc. to the Company.

I further report that the compliances of applicable financial, cost and tax laws has not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professionals.

I further report that the Board of Directors of the Company is 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, agenda and detailed notes on agenda of Board Meetings were sent to all directors 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.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I, further report that there are adequate systems and processes in the company commensurate with the size and operations of the company.

**For Ritesh Gupta & Co.
Company Secretaries**

Date: 13/08/2025
Place: Indore

Ritesh Gupta
CP: 3764 | FCS: 5200
UDIN: F005200G001001360

ANNEXURE - I

IMPORTANT LAWS APPLICABLE SPECIFICALLY TO THE COMPANY

The Company has complied with the following laws and legislations applicable specifically to the Company.

- 1) Factories Act, 1948;
- 2) The Environmental (Protection) Act, 1986;
- 3) The Water (Prevention & Control of Pollution) Act, 1974;
- 4) The Air (Prevention & Control of Pollution) Act, 1981;
- 5) Special Economic Act, 2005;
- 6) The Explosive Act, 1884;

**For Ritesh Gupta & Co.
Company Secretaries**

Date: 13/08/2025
Place: Indore

Ritesh Gupta
CP: 3764 | FCS: 5200
UDIN: F005200G001001360

Note: This report to be read with my letter of date which is annexed as 'Annexure A' and forms part of this report.

'ANNEXURE - A' to the Secretarial Audit Report

To,
The Members,
M/s. Flexituff Ventures International Limited

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

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practice and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company since the same have been subject to review by statutory financial auditor, Cost auditor and other designated professionals.
4. The compliances of subsidiaries, associates and joint venture companies have not been reviewed in this audit assignment as the same was complied by the other professionals.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happenings of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future liability of the Company nor of the efficiency of effectiveness with which the management has conducted the affairs of the Company.

**For Ritesh Gupta & Co.
Company Secretaries**

Date: 13/08/2025
Place: Indore

Ritesh Gupta
CP: 3764 | FCS: 5200
UDIN: F005200G001001360

ANNEXURE - D

PART A: Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

i. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year

S. No.	Name of Director	Designation	Ratio of remuneration of each Director/ to median remuneration of employees
1.	Mr. Saurabh Kalani	Whole Time Director	NA
2.	Mr. Rahul Chouhan	Whole Time Director	NA
3.	Mr. Jagdish Prasad Pandey	Whole Time Director	NA

- a. Since Independent & Non-Executive Directors received no remuneration, except sitting fees for attending Board / Committee meetings, the required details are not applicable.
- b. The median remuneration of all the employees of the Company was Rs. 0.09 Million.

ii. The percentage increase in remuneration of each director[#], Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

S. No.	Name of Employee	Designation	Increase in Remuneration
1.	Mr. Saurabh Kalani	Whole Time Director	0%
2.	Mr. Rahul Chouhan	Whole Time Director	0%
3.	Mr. Jagdish Prasad Pandey	Whole Time Director	0%
4.	Mr. Ramesh Chand Sharma	Chief Financial Officer	0%
5.	Mr. Rishabh Kumar Jain	Company Secretary	20%

[#]Since Independent & Non-Executive Directors received no remuneration, except sitting fees for attending Board / Committee meetings, the required details are not applicable.

iii. The % increase in the median remuneration of employees in the financial year: 0%

iv. The number of permanent employees on the rolls of the Company: 4496

v. 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 remuneration is NIL for Employees other than Managerial Personnel and there were no significant increase in remuneration Managerial Personnel.

vi. Affirmation that the remuneration is as per the remuneration policy of the Company.

It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, KMP and other Employees.

Part B: Statement of Disclosure pursuant to Section 197 of the Companies Act, 2013

[Read with Rules 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

S. No.	Name	Remuneration (Amount in Million)	Nature of Employment	Qualification	Experience	Date of commencement of employment	Age	Last employment	Share holding in the Company
1.	Kartikeya Kalani	12.00	Permanent	MBA	12 years	09.11.2011	36	NA	NIL

Notes: Aforesaid employee is related to Mr. Saurabh Kalani Director of the Company.

For and On Behalf of the Board of Directors of
Flexituff Ventures International Limited

Date: 14/08/2025
Place: Indore

Saurabh Kalani
Whole-Time Director
(DIN: 00699380)

Rahul Chouhan
Whole-Time Director
(DIN: 03307553)

ANNEXURES TO THE BOARD'S REPORT
ANNEXURE - E
ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO
A. CONSERVATION OF ENERGY
POWER CONSUMPTION:
(Rs. in Millions)

Electricity	FY 2024-25	FY 2023-24
Unit Purchased (in KW)	15040372	43102872
Total Amount (Rs. in Millions)	123.60	304.47
Rate per Unit (in Rs.)	8.21	7.06

During the year under review, the Plant & Machineries were handled effectively to improve the productivity. Your Company has continued to endeavor with the latest technologies and procure highly advanced machines for its products in order to meet the requirements of globally competitive market.

Your Company continuously updates and upgrades the technologies which are used in manufacturing of products to ensure maximum savings of energy without affecting productivity and quality.

Some of the highlights are mentioned as below:

1. Fluorescent tube lights & Compact fluorescent lamps have been replaced with Light-Emitting Diode (LED) Lamps all over the premises and plants.
2. ECO Friendly and efficient chilling plants have been installed, which uses utilizing refrigerant R134 which is non-toxic, non-flammable and non-corrosive.
3. Survey of production area has been made of regular interval for exploring new area of power saving. All users are encouraging to ensure that their computers, lights, fans, ACs, etc. are switched off after work completion.
4. IT department of the Company has replaced all the old monitors with flat LED screens which consume less energy.
5. Adoption of new technology for form fit sealing and cutting machine, which provides 3 times higher rate of production due to impulse heating system and programmable memory for setting of each type of liner production leads to power cost per kg.

B. TECHNOLOGY ABSORPTION

The Company continues to import technically upgrade machines for its products and performance. New technology so adopted has enabled us to produce and market our products in various new markets.

Some of the highlights are mentioned as below:

1. Sealing and cutting of liner technology and machine has been installed which has 3 times higher rate of production due to impulse heating system and programmable memory for setting of each type of liner production, leads to enhance the productivity and quality improvement.
2. Company has designed to follow and train people to implement
 - POKA YOE (inadvertent error prevention i.e. Do not make defects),
 - First time right (Zero quality control i.e. Do not pass on defects)
 - LEAN Systems (maximize customer value i.e. Do not accept defects).
 - Do work as per work instruction (Quality management system).
3. Company has also focused to have certification for ISO 45001-2018, which is advanced version of OHSAS 18001:2007 which was necessary to fight against COVID-19.

C. FOREIGN EXCHANGE EARNING AND OUTGO (On standalone basis)**(Rs. in Millions)**

Particulars	FY 2024-25	FY 2023-24
Earning in Foreign Exchange	490.97	3,230.42
Expenditure in Foreign Currency	1007.54	134.94

For and On Behalf of the Board of Directors of
Flexituff Ventures International Limited

Date: 14/08/2025
Place: Indore

Saurabh Kalani
Whole-Time Director
(DIN: 00699380)

Rahul Chouhan
Whole-Time Director
(DIN: 03307553)

CORPORATE GOVERNANCE REPORT

Report on Corporate Governance pursuant to Schedule V(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations").

1. COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Flexituff Ventures International Limited ("**Flexituff**" or the "**Company**") is committed to maintain the standards of Corporate Governance and abide by the obligations as set out by the Securities & Exchange Board of India (SEBI) and the Company's Code of Conduct.

The Company places great emphasis on rights of the stakeholders, timely dissemination of information to stock exchanges and investors, abiding by the provisions of the applicable laws and such other guidelines as may be issued from time to time, empowerment and integrity of its employees, safety of the employees, transparency in the decision-making process and accountability to all stakeholders.

SEBI and Ministry of Corporate Affairs (MCA) has brought up a slew of changes this year including additional Corporate Governance norms bearing significant impact on the manner in which the Company navigates the market conduct framework. These norms provide for strict disclosures and protection of investor rights and aimed at all four aspects of Corporate Governance – fairness, transparency, responsibility and accountability.

The Company has devised an effective whistle blower mechanism enabling stakeholders, including individual employees to freely communicate their concerns about illegal or unethical practices. Also, the Company has devised a framework to avoid insider trading and abusive self-dealing.

Our Corporate Governance policy is based on the principles, being:

- Simple and transparent corporate structure.
- Principle of freedom to the executive management within the given framework to ensure that the powers vested in the executive management are exercised with due care and responsibility.
- Careful construction and continual evaluation of Corporate Governance framework to foster long-term value and sustainable growth.
- Corporate Governance framework of the Company also specifies the distribution of the roles and responsibilities among different participants, such as Board of Directors, Committees of the Board, Business & Finance Heads and other associates and spells out rules and procedures for making decisions

on corporate affairs. The Board has established Six Committees to discharge its responsibilities in an effective manner.

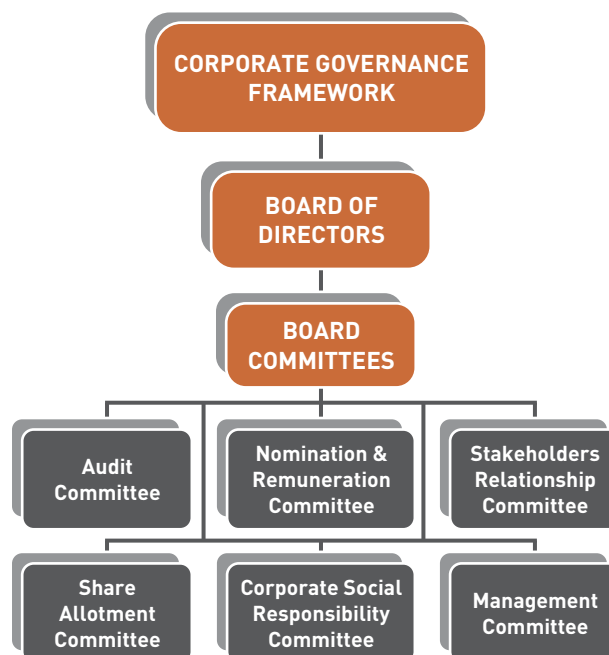
- It also provides a mechanism through which Company's objectives are set, the means to achieve these objectives are defined out and the process of monitoring performance is delineate.

Company has set guidelines in the form of Code of Conduct for members of the Board and Senior Management Personnel to enhance ethical and transparent process in managing the affairs of the Company and to sustain the trust and confidence shown in the Management by the shareholders of the Company. Company also ensures timely disclosures to various authorities, as and when required.

Chairman of the Company also plays a vital role in ensuring good Corporate Governance. Chairman takes the responsibility of the Board, ensures that the Company focuses on key tasks, engages the Board in assessing & improving its performance, ensures proper information for the Board as well as ensures that the Board is effective in its task of setting and implementing the Company's direction and strategy.

The Audit Committee critically evaluates the Internal Audit Reports, Risk Management Reports & ensures compliance of various laws applicable on the Company through Compliance Reports from various departments.

An overview of our Corporate Governance Structure is set out below:



2. BOARD OF DIRECTORS

Composition and Category of Directors

Company has a Board Diversity Policy to assure that the Board is fully diversified and comprises of an ideal combination of executive and non-executive directors.

During the Financial Year 2024-25, the Board of Directors of the Company comprised of 6(Six) Directors and out of which 3(Three) are Executive Directors, 1 (One) is Non-Executive Women Director and 2 (Two) are Non-Executive Independent Directors. The Chairman of the Board is a Non-Executive Independent Director.

Also, none of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees, as specified in Regulation 26 of the Listing Regulations across all the Public Companies in which he/she is a Director.

Thus, composition of the Board is in conformity with Regulation 17 of the Listing Regulations.

The composition & category of Directors as on 31st March, 2025 are as follows:

Executive Directors	Non-Executive Women Director	Independent Directors
- Mr. Saurabh Kalani - Mr. Rahul Chouhan - Mr. Jagdish Prasad Pandey	Mrs. Alka Sagar	- Mr. Dharmendra Pawar - Mr. Kaushal Kishore Vijayvergiya

NOTE:

After the closure of Financial Year, Mr. Kaushal Kishore Vijayvergiya has resigned from the position of Independent Director of the Company with effect from 15th April, 2025 and Mr. Sunil Ramsinghani has been appointed as a Non Executive Independent Director of the Company with effect from 28th May, 2025.

Attendance & Membership/Chairmanship of Directors in other Companies

Name of Director	No. of Board Meetings attended	Attendance at last AGM held on 30 th September, 2024	No. of Directorship in other Companies (excluding private companies)	Membership/Chairmanship of Committees of other Companies (Represents Audit Committee & Stakeholders' Relationship Committee)		Names of the listed entities where the person is a director	Category of Directorship
				Member	Chairman		
Board of Directors as on 31 st March, 2025							
Mr. Kaushal Kishore Vijayvergiya (DIN: 01941958)	3	No	0	0	0	NA	NA
Mr. Anirudh Chittaranjan Sonpal (DIN: 03367049)	3	Yes	0	0	0	NA	NA
Mr. Dharmendra Pawar (DIN: 08068916)	6	Yes	1	1	0	NA	Independent
Mrs. Alka Sagar (DIN: 07138477)	6	Yes	1	0	0	Bilcare Limited	Independent
Mr. Saurabh Kalani (DIN: 00699380)	6	Yes	0	0	0	NA	NA
Mr. Jagdish Prasad Pandey (DIN: 00225969)	6	Yes	0	0	0	NA	NA
Mr. Rahul Chouhan (DIN: 03307553)	6	Yes	0	0	0	NA	NA

Notes:**During the Financial Year**

- The tenure of Mr. Anirudh Chittaranjan Sonpal was completed on 30th September, 2024.
- Mr. Saurabh Kalani, Director who is liable to retire by Rotation, was reappointed by the Company in its AGM held on 30th September 2024.
- Mr. Rahul Chauhan was re-appointed as a Whole-Time director of the Company for a period of 3 years with effect from 12th November, 2024 i.e. (12 November, 2024 – 12 November, 2027) at the Annual General Meeting held on 30th September 2024.

After the closure of Financial Year

- Mr. Kaushal Kishore Vijayvergiya has resigned from the post of Independent Director with effect from 15th April, 2025.
- Mr. Sunil Ramsinghani was appointed as an Independent Director of the Company with effect from 28th May, 2025.

No. of Board Meetings held during the year

During the year under review, 6(Six) board meetings were held on below-mentioned dates:

S. No.	Date	S. No.	Date
1	30 th May, 2024	2	18 th July, 2024
3	14 th August, 2024	4	14 th November, 2024
5	18 th December, 2024	6	14 th February, 2025

The gap between two meetings did not exceeded one hundred and twenty days. The Company placed before the Board most of the information specified in Part A of Schedule II to the Listing Regulations from time to time. The Board periodically reviews compliance reports of all laws applicable to the Company. The Company takes effective steps to rectify instances of non-compliance, if any.

Disclosure of relationships between directors inter-se.

There are no relationships between the Directors of the Company, inter-se.

Details of shares/convertible instruments held by Non-Executive Directors

None of our non-executive directors were holding shares & convertible instruments of the Company as on 31st March, 2025.

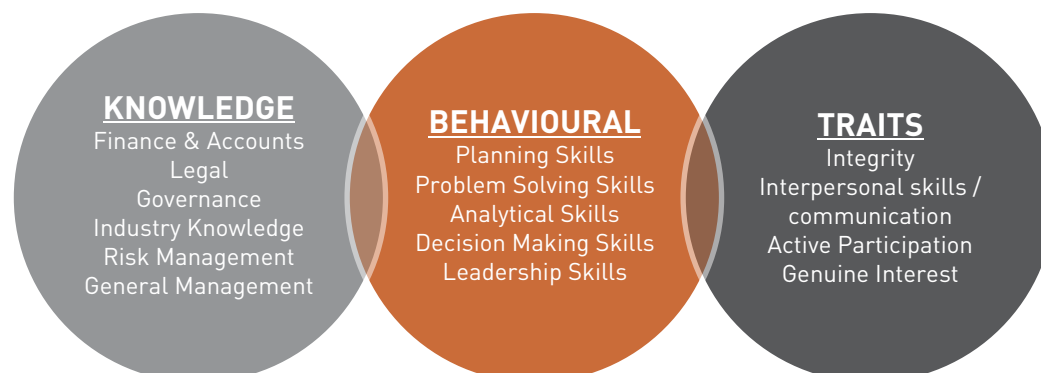
Familiarization Programmes

The details of familiarization programmes are available on the website of the Company viz.
<https://flexituff.com/wp-content/uploads/2024/02/Policies-Programmes-Familiarisation-Programme.pdf>

Directors' Profile

A brief profile of Directors, their educational qualifications, nature of their expertise in specific functional areas are put up on the Company's website and can be accessed at (<http://flexituff.com/brief-profile-of-the-board-of-directors/>)

In terms of requirement of Listing Regulations, the Board has identified the core skills/expertise/competencies of the Directors, as given below:



The skills/expertise/knowledge area of the Directors are given below:

Skill set/ Area of expertise/ Knowledge	Whether the skill set/area of expertise/knowledge is possessed by the Director of the Company						
	*Kaushal Kishore Vijayvergiya	*Sunil Ramsinghani	Dharmendra Pawar	Alka Sagar	Saurabh Kalani	Rahul Chouhan	Jagdish Prasad Pandey
Finance & Accounts	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Legal	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Governance	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Industry Knowledge	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Risk Management	Yes	Yes	Yes	Yes	Yes	Yes	Yes
General Management	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Notes: *After the closure of financial year 2024-25, Mr. Kaushal Kishore Vijayvergiya has resigned from the post of Independent Director with effect from 15/04/2025 and Mr. Sunil Ramsinghani was appointed as an Independent Director of the Company with effect from 28/05/2025

As far as Skills namely Planning Skills, Problem Solving Skills, Analytical Skills, Decision Making Skills and Leadership Skills; and Behavioral Traits namely Integrity, Genuine interest, Interpersonal skills / communication and Active Participation are concerned, all the Directors of the Company possess them.

Independent Directors

The Company has obtained declarations from all the Independent Directors pursuant to Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations.

Based on the disclosures received from all the Independent Directors and in the opinion of the Board, fulfill the criteria of independence specified under Section 149 of the Companies Act, 2013 and Regulation 16(b) of the Listing Regulations and are independent of management.

Schedule IV of the Companies Act, 2013 and the Rules made thereunder mandate that the independent directors of the Company shall hold at least one meeting in a year, without the attendance of non-independent directors and members of the Management. At such meetings, the independent directors discuss, among other matters, the performance of the Company and risks faced by it, the flow of information to the Board, competition, leadership, strengths and weaknesses, governance, compliance, Board movements, and performance of the executive members of the Board. During the year, the Independent Directors met on 14th February, 2025 without the presence of the Management.

Detailed reasons for the resignation of Mr. Kaushal Kishore Vijayvergiya before completion of his tenure

Mr. Kaushal Kishore Vijayvergiya has resigned from the post of Independent Director with effect from 15th April, 2025 due to personal reasons which include increasing personal commitments and change in professional priorities.

Mr. Vijayvergiya has confirmed that there are no other material reasons other than those provided in the resignation letter.

COMMITTEES OF THE BOARD

The Board of Directors has constituted 6 (Six) Committees of the Board to deal with specific areas and activities which concerns the Company and requires a closer review.

3. AUDIT COMMITTEE

Audit Committee has been constituted in accordance with the provisions of Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013 mainly to provide oversight of the financial reporting and audit process.

Terms of Reference

The terms of reference of the Audit Committee are broadly as per Part C of Schedule II of the Listing Regulations read with Section 177 of the Companies Act, 2013.

The terms of reference of the Committee, inter-alia, include the following:

- Oversight of the Company's financial reporting process and the disclosures of its Financial Reporting process.
- Recommendation for appointment, remuneration and terms of appointment of Auditors.

- Reviewing Annual Financial Statements & Auditors' Report thereon.
- Review of Management Discussion & Analysis of Financial condition & results of operations.
- Approval & review of Related-party transactions.
- Review of Internal Audit Reports.

Composition, Meetings & Attendance

Name of director	Category	No. of meetings during the Financial Year 2024-25		
		Held during the year	Liable to Attend	Attended
Composition as on 31 st March, 2025				
*Mr. Kaushal Kishore Vijayvergiya	Chairman, Non-Executive (Independent)	6	3	3
Mr. Saurabh Kalani	Member, Executive	6	6	6
Mr. Dharmendra Pawar	Member, Non-Executive (Independent)	6	6	6

Note: *After the closure of financial year, Mr. Kaushal Kishore Vijayvergiya has resigned from the post of Independent Director with effect from 15/04/2025.

Secretary to the Committee:

Mr. Rishabh Kumar Jain

(After the closure of financial year, Mr. Rishabh Kumar Jain has resigned from the post of Company Secretary with effect from 25/04/2025)

During the year under review, the Audit Committee met 6(Six) times on below-mentioned dates and the gap between two meetings did not exceed one hundred and twenty days:

S. No.	Date	S. No.	Date
1	30 th May, 2024	2	18 th July, 2024
3	14 th August, 2024	4	14 th November, 2024
5	18 th December, 2024	6	14 th February, 2025

4. NOMINATION AND REMUNERATION COMMITTEE

Company's Nomination and Remuneration Committee has been constituted in accordance with the provisions of Regulation 19 of the Listing Regulations and Section 178 of the Companies Act, 2013, mainly to formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors and Key Managerial Personnel.

Terms of Reference

The terms of reference of the Nomination and Remuneration Committee are broadly as per Part D of Schedule II of the Listing Regulations & Section 178 of Companies Act, 2013.

The terms of reference of the Committee, inter-alia, include the following:

- Formulation of the criteria for determining independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, KMP and other employees.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board.
- Identifying persons who are qualified to become Directors and who may be appointed as Director and recommend to the Board their appointment/removal
- Specifying the manner for effective evaluation of performance of Board, it's Committees and Individual Directors and reviews its implementation & compliance.

Composition, Meetings & Attendance

Name of director	Category	No. of meetings during the Financial Year 2024-25		
		Held during the year	Liable to Attend	Attended
Composition as on 31 st March, 2025				
Mr. Dharmendra Pawar	Chairman, Non-Executive (Independent)	4	4	4
Mrs. Alka Sagar	Member, Non-Executive	4	4	4
*Mr. Kaushal Kishore Vijayvergiya	Member, Non-Executive (Independent)	4	2	2

Note: *After the closure of financial year, Mr. Kaushal Kishore Vijayvergiya has resigned from the post of Independent Director with effect from 15/04/2025.

Secretary to the Committee:

Mr. Rishabh Kumar Jain

(After the closure of financial year, Mr. Rishabh Kumar Jain has resigned from the post of Company Secretary with effect from 25/04/2025)

During the year under review, 4(Four) Nomination & Remuneration Committee Meetings were held on below-mentioned dates:

S. No.	Date	S. No.	Date
1	30 th May, 2024	2	14 th August, 2024
3	14 th November, 2024	4	14 th February, 2025

Performance Evaluation

Pursuant to the applicable provisions of the Companies Act, 2013 and Listing Regulations, the annual performance evaluation of the performance of the Board, its Committees and of individuals has been carried out.

Structured performance evaluation questionnaire were circulated to the Directors for:

- Directors' – Peer Level Evaluation;
- Board's Evaluation;
- Evaluation of Independence of Independent Directors;
- Board Committees' Evaluation; and
- Chairman's Evaluation.

The evaluation questionnaires broadly cover parameters such as their participation in board meeting/other committee meeting, relationship management, knowledge & skill, adherence to the applicable code of conduct for independent directors, maintenance of confidentiality, etc.

The summary of rating given by all the directors on the structured performance evaluation was placed before the Board of Directors.

5. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Company's Stakeholders' Relationship Committee has been constituted in accordance with the provisions of Regulation 20 of the Listing Regulations and Section 178 of Companies Act, 2013.

Terms of Reference

The terms of reference of the Stakeholders' Relationship Committee are broadly as per Part D of Schedule II of the Listing Regulations & Section 178 of Companies Act, 2013.

The terms of reference of the Committee, inter-alia, include the following:

- Review matters connected to transfer of securities.

- Consider, resolve and monitor redressal of stakeholders' grievances/requests related to transfer of securities, non-receipt of annual reports, etc.

Composition, Meetings & Attendance

Name of director	Category	No. of meetings during the Financial Year 2024-25		
		Held during the year	Liable to Attend	Attended
Composition as on 31 st March, 2025				
Mr. Dharmendra Pawar	Chairman, Non-Executive (Independent)	4	4	4
*Mr. Kaushal Kishore Vijayvergiya	Member, Non-Executive (Independent)	4	2	2
Mrs. Alka Sagar	Member, Non-Executive	4	4	4

Note: * After the closure of financial year, Mr. Kaushal Kishore Vijayvergiya has resigned from the post of Independent Director with effect from 15/04/2025.

Secretary to the Committee:

Mr. Rishabh Kumar Jain

(After the closure of financial year, Mr. Rishabh Kumar Jain has resigned from the post of Company Secretary with effect from 25/04/2025)

During the year under review, 4 (Four) Stakeholders' Relationship Committee Meetings were held on the below-mentioned dates:

S. No.	Date	S. No.	Date
1	30 th May, 2024	2	14 th August, 2024
3	14 th November, 2024	4	14 th February, 2025

Name & Designation of Compliance Officer

Mr. Rishabh Kumar Jain, Company Secretary of the Company acts as the Compliance Officer.

After the closure of Financial Year he has resigned from the post of Company Secretary with effect from 25/04/2025.

Details of shareholders' complaints during the year 2024-25*:

No. of complaints as on 01.04.2024	Received during the year	Resolved during the year	No. of complaints as on 31.03.2025
NIL	NIL	NIL	NIL

* The above data is based on report downloaded from SEBI Complaints Redress System (SCORES) & certificate received from MUFG Intime India Private Limited (Formerly Known as "Link Intime India Private Limited") (Registrar & Share Transfer Agent).

6. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Company's Corporate Social Responsibility (CSR) Committee has been constituted in accordance with the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder.

Terms of Reference

The terms of reference of Corporate Social Responsibility Committee are in accordance with Section 135 read with Schedule VII of the Companies Act, 2013.

The terms of reference of the Committee, inter-alia, include the following:

- Formulate & recommend to the Board, a Corporate Social Responsibility (CSR) Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- Recommend the amount of expenditure to be incurred on the CSR activities.

- Monitor CSR Policy of the Company from time to time.
- Monitor the CSR activities undertaken by the Company.
- Review of Annual Report on CSR.

The Company formulated CSR Policy, which is uploaded on the website of the Company viz. <https://flexituff.com/wp-content/uploads/2024/08/CSR-Policy-14.08.2025.pdf>

Composition, Meetings & Attendance

Name of director	Category	No. of meetings during the Financial Year 2024-25		
		Held during the year	Liable to Attend	Attended
Composition as on 31 st March, 2025				
Mr. Saurabh Kalani	Chairman, Executive	1	1	1
Mrs. Alka Sagar	Member, Non-Executive	1	1	1
Mr. Dharmendra Pawar	Member, Non-Executive (Independent)	1	1	1

Secretary to the Committee:

Mr. Rishabh Kumar Jain

(After the closure of financial year, Mr. Rishabh Kumar Jain has resigned from the post of Company Secretary with effect from 25/04/2025)

During the year under review, 1(One) Corporate Social Responsibility Committee Meeting was held on **30th May, 2024**.

7. SHARE ALLOTMENT COMMITTEE

Board has constituted Share Allotment Committee on 4th October, 2023 for the conversion of equity warrants and allotment of equity shares, in accordance with the provisions of the Companies Act.

The presence of a minimum of 3 members shall constitute a valid quorum of the meeting of the Committee.

Details of Meetings & Attendance

During the year under review, 3 (Three) Share Allotment Committee Meetings were held. The dates on which the said meetings were held are as follows:

S. No.	Date	S. No.	Date
1	26 th September, 2024	2	27 th September, 2024
3	30 th September, 2024		

Name of Members	Category	No. of meetings during the Financial Year 2024-25		
		Held during the year	Liable to Attend	Attended
Composition as on 31 st March, 2025				
Mr. Saurabh Kalani	Chairman	3	3	3
Mr. Jagdish Prasad Pandey	Member	3	3	3
Mr. Rahul Chouhan	Member	3	3	3
*Mr. Ramesh Chand Sharma	Member	3	3	3
*Mr. Rishabh Kumar Jain	Member	3	3	3

Secretary to the Committee:

*Mr. Rishabh Kumar Jain

Notes:

After the closure of Financial Year following changes took place:

*Mr. Ramesh Chand Sharma has resigned from the post of Chief Financial Officer with effect from 31/03/2025.

*Mr. Rishabh Kumar Jain has resigned from the post of Company Secretary with effect from 25/04/2025.

*Mr. Jagdish Prasad Pandey has been appointed as a Chief Financial Officer of the Company with effect from 24th June, 2025.

*Ms. Priya Soni has been appointed as a Company Secretary and Compliance Officer of the Company with effect from 24th June, 2025.

8. MANAGEMENT COMMITTEE

Board has constituted Management Committee in accordance with the provisions of the Companies Act. The terms of reference are those which can be delegated to Committees of Board of Directors.

Terms of Reference

The terms of reference of the Committee, inter-alia, include the following:

- Procurement & management of funds for existing & future projects of the Company.
- Approval & execution of deeds, documents, undertakings & declarations as may be required by the lenders banks/institutions in connection with the debts financing of the Company.
- To carry any other functions as may be mandated by the Board from time to time

Composition, Meetings & Attendance

Name of director	Category	No. of meetings during the Financial Year 2024-25		
		Held during the year	Liable to Attend	Attended
Composition as on 31 st March, 2025				
Mr. Saurabh Kalani	Chairman, Executive	10	10	10
Mr. Jagdish Prasad Pandey	Member, Executive	10	10	10
Mr. Rahul Chouhan	Member, Executive	10	10	10

Secretary to the Committee:

Mr. Rishabh Kumar Jain

(After the closure of financial year, Mr. Rishabh Kumar Jain has resigned from the post of Company Secretary with effect from 25/04/2025)

During the year under review, 10(Ten) Management Committee Meetings were held. The dates on which the said meetings were held are as follows:

S. No.	Date	S. No.	Date
1	3 rd April, 2024	2	19 th April, 2024
3	4 th May, 2024	4	22 nd June, 2024
5	10 th July, 2024	6	21 st August, 2024
7	11 th November, 2024	8	5 th December, 2024
9	18 th February, 2025	10	20 th March, 2025

9. DETAILS OF SENIOR MANAGEMENT

Detail of senior management as on 31st March, 2025 is as follows:

S. No.	Name	Designation
1	Mr. Ramesh Chandra Sharma	Chief Financial Officer
2	Mr. Rishabh Kumar Jain	Company Secretary and Compliance Officer

After the closure of Financial Year following changes took place:

1. Mr. Ramesh Chandra Sharma ceased to be the CFO with effect from 31/03/2025.

2. Mr. Rishabh Kumar Jain resigned from the post of Company Secretary with effect from 25/04/2025.
3. Mr. Jagdish Prasad Pandey has been appointed as a CFO of the Company with effect from 24/06/2025.
4. Ms. Priya Soni has been appointed as a Company Secretary and Compliance Officer of the Company with effect from 24/06/2025.

The same Details are also available on Company's website at www.flexituff.com

10. REMUNERATION

Relation & transactions of Non-Executive Directors

During the year under review, no pecuniary transaction was undertaken between Company & its Non-Executive Directors.

Criteria of making payments to Non-Executive Directors

Criteria for making payment to Non-Executive Directors have been put up on the website of the Company viz. <https://flexituff.com/wp-content/uploads/2023/12/Nomination-and-Remuneration-Policy.pdf>

Details of Remuneration/Sitting Fees

The details of remuneration/Sitting Fees paid to the Directors during the year under review are as under:

(Rs. in Millions)

Name of Director	Salary, Allowance & benefit	Reimbursement	Bonus	Pension	Provident Fund	Stock Options	Sitting Fees	Total
Mr. Saurabh Kalani	-	-	-	-	-	-	-	-
Mr. Jagdish Prasad Pandey	-	-	-	-	-	-	-	-
Mr. Kaushal Kishore Vijayvergiya	-	-	-	-	-	-	0.15	0.15
Mr. Anirudh Sonpal	-	-	-	-	-	-	0.15	0.15
Mrs. Alka Sagar	-	0.15	-	-	-	-	0.30	0.30
Mr. Dharmendra Pawar	-	-	-	-	-	-	0.30	0.30
Mr. Rahul Chouhan	-	-	-	-	-	-	-	-

During the Financial year the Company had inadequate profits due to which managerial remuneration was not provided to all Whole-time Directors.

Service contracts, severance fees and notice period

The Whole-Time Director's appointed can be terminated by two months' notice in writing on either side, and no severance fees or performance linked incentives were paid to Directors of the Company.

11. GENERAL BODY MEETINGS

Annual General Meeting

AGM	Financial Year	Date	Time	Venue
31 st	2023-24	30 th September, 2024	04:00 P.M.	Through Video Conferencing ("VC")/Other Audio Video means ("OAVM")
30 th	2022-23	29 th September, 2023	04:00 P.M.	Through Video Conferencing ("VC")/Other Audio Video means ("OAVM")
29 th	2021-22	30 th September, 2022	04:00 P.M.	Through Video Conferencing ("VC")/Other Audio Video means ("OAVM")

Special resolutions passed at last three AGM:

AGM	Financial Year	Special Resolution Passed
31 st	2023-24	1. Re-appointment of Mr. Rahul Chouhan as Whole time Director for further period of 3 years. 2. Shifting of registered office of the Company.
30 th	2022-23	1. Authorisation under Section 186 of the Companies Act, 2013. 2. Approval for Sale of FIBC business of the Company to Flexituff Technology International Limited.
29 th	2021-22	NA

Extra-ordinary General Meeting

During the year under review, following extraordinary general meetings were held;

EGM	Financial Year	Date	Time	Venue
1 st	2024-25	17 th August, 2024	02:00 P.M.	Through Video Conferencing ("VC")/Other Audio Video means ("OAVM")
2 nd	2024-25	13 th January, 2025	04:00 P.M.	Through Video Conferencing ("VC")/Other Audio Video means ("OAVM")

Special resolutions passed at EGM:

EGM	Financial Year	Special Resolution Passed
1 st	2024-25	Issuance of Convertible Warrants of the Company to certain identified persons / entity on Preferential Basis.
2 nd	2024-25	Disinvestment In Subsidiary Company Under Section 180(1)(A) of the Companies Act, 2013.

Postal Ballot

During the year under review, no resolution has been passed through Postal Ballot. There is no immediate proposal for passing any resolution through Postal Ballot.

12. MEANS OF COMMUNICATION**Quarterly Results**

The quarterly results duly approved by the Board of Directors are submitted immediately after the Board Meeting to both the Stock Exchanges where the Company's shares are listed. The same are also published in the newspapers "Times of India" and "Swadesh" in terms of the Listing Regulations and Secretarial Standards in the format as prescribed by the Stock Exchanges. Additionally, the Company uploads the financial results on its official website i.e. **www.flexituff.com**.

Website

The Company's website, www.flexituff.com, features a dedicated "Investor Relations" section where information relevant to shareholders is made available.

NEAPS & BSE Corporate Compliance & Listing Centre

All periodical filings like shareholding pattern, corporate governance and statement of investor complaints, among others are filed electronically to NSE through NEAPS (NSE Electronic Application Processing System) & to BSE through BSE Corporate Compliance & Listing Centre.

Mail

The Company has designated **cs@flexituff.com** for investor servicing.

13. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Date: 30/09/2025

Day: Tuesday

Time: 02:00 PM IST

Venue: 6th Floor Treasure Island, 11 Tukoganj Main Road, Indore (M.P.)-452001

Participation and voting at 32nd Annual General Meeting

Pursuant to the General Circular File numbers policy 17/57/2021-CC-MCA dated 5th May, 2022 issued by the Ministry of Corporate Affairs and Circular number **SEBI/HO/CFD/CMD2/CIR/P/2021/11** issued by SEBI, the 32nd Annual General Meeting of the Company will be held through video-conferencing and the detailed instructions for participation and voting at the meeting is available in the notice of the 32nd Annual General Meeting.

Financial Year

The Company's financial year begins on April 1 and ends on March 31.

Dividend payment: Nil

Listing on stock exchanges

Name & address of the Stock Exchange	Stock Code / Scrip Code	ISIN Number for NSDL/CDSL (Dematerialized shares)
The National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400 051	FLEXITUFF	INE060J01017
BSE Limited 25 th Floor, P.J. Towers, Dalal Street, Mumbai 400 001	533638	

The Listing / Annual Custody Fees for FY 2024-25 have been paid for all of the above stock exchanges and Depositories.

Corporate Identification Number (CIN): L25202MP1993PLC034616

Market Price Data

High, low (based on monthly closing prices) and number of equity shares traded during each month in the year 2024-25 on BSE Limited and National Stock Exchange of India Limited:

Month and Year	BSE			NSE		
	High (Rs.)	Low (Rs.)	Traded Quantity	High (Rs.)	Low (Rs.)	Traded Quantity
April-24	49.85	35.02	2,70,199	49.05	34.65	9.92
May-24	36.88	31.00	46,772	37.00	31.10	1.75
Jun-24	33.26	29.00	1,36,398	32.99	29.00	2.25
Jul-24	75.20	29.11	9,33,124	73.71	28.11	18.58
Aug-24	81.39	68.57	11,38,199	80.17	67.13	7.50
Sep-24	96.60	73.67	4,14,066	94.90	73.95	12.10
Oct-24	86.99	57.14	1,44,531	87.29	57.20	4.03
Nov-24	66.50	57.05	1,50,554	67.99	56.06	1.28
Dec-24	71.00	55.30	1,24,946	70.66	56.00	2.21
Jan-25	74.30	59.07	9,225	74.19	53.91	0.87
Feb-25	59.48	32.41	49,819	59.48	32.62	1.36
Mar-25	36.60	28.95	61,430	39.49	29.02	2.53

Registrar and Share Transfer Agent**MUFG Intime India Private Limited (Formerly known as Link In-time India Private Limited)**

C-101, Embassy 247, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083
Tel.: +91 22 49186000, Fax: +91 22 49186006
Email: mumbai@in.mpms.mufig.com
Website: www.in.mpms.mufig.com

Share Transfer System

The transfer of shares in physical form is processed and completed by Registrar and Share Transfer Agent (RTA) within a period of fifteen days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. Company obtains a half-yearly compliance certificate from a Company Secretary in Practice and Registrar & Transfer Agents as required under the Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force) and files a copy of the said certificate with BSE Limited & National Stock Exchange of India Limited.

Distribution of equity shareholding as on 31st March, 2025

Nominal Value of Each Equity Share is Rs. 10/-

No. of equity shares held	No. of share holders	% of shareholders	No. of share held	% of total shares held	Amount (In Rs.)
1 to 500	3948	80.4073	336216	1.0712	3362160
501 to 1000	323	6.5784	269514	0.8587	2695140
1001 to 2000	195	3.9715	299202	0.9532	2992020
2001 to 3000	84	1.7108	220419	0.7022	2204190
3001 to 4000	40	0.8147	144911	0.4617	1449110
4001 to 5000	45	0.9165	210141	0.6695	2101410
5001 to 10000	97	1.9756	726703	2.3152	7267030
10001 and above	178	3.6253	29180700	92.9683	291807000
Total	4910	100.0000	31387806	100.0000	313878060

NOTE: As on 31st March 2025, the total number of issued share Capital of the Company stood at 328,228,060, whereas the listed share Capital as per the records of the Registrar and Transfer Agent (RTA) as on 31st March, 2025 were 313,878,060. The difference between the issued Capital and Listed Capital i.e. 1,435,000 is attributable as follows:

The Corporate Action for obtaining listing and trading approval of 1,435,000 equity shares of ₹10/- each, aggregating to ₹14,350,000, issued on 27th September, 2024, was under process as on 31st March, 2025.

The Company has taken necessary steps to complete the corporate actions for listing and trading of the said shares. This note is provided to ensure transparency and clarity in the reconciliation of issued and listed equity share capital.

Categories of equity shareholders as on 31st March, 2025

Category	No. of Equity Shares held	Percentage of holding (%)
Corporate Bodies (Promoter Co)	8181603	26.0662
Clearing Members	1145	0.0036
Other Bodies Corporate	10303877	32.8276
Foreign Company	1902173	6.0602
Hindu Undivided Family	387236	1.2337
Non Resident Indians	24830	0.0791
Non Resident (Non Repatriable)	21824	0.0695
Public	7130990	22.719
Relatives of Director	7600	0.0242

Promoter - Trust	2400000	7.6463
Insurance Companies	724751	2.309
Body Corporate - Ltd Liability Partnership	54000	0.172
FPI (Corporate) - I	231110	0.7363
NBFCs registered with RBI	16500	0.0526
Investor Education And Protection Fund	167	0.0005
Grand Total	31387806	100

Dematerialization of Shares and Liquidity

As on 31 March 2025, 31,387,805 equity shares of the Company were held in dematerialised form and the balance *1,435,001 equity shares were shown in physical form.

The Company's Registrar and Transfer Agent (RTA) for electronic connectivity with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) is MUFG Intime India Private Limited (Previously known as Link In-time India Private Limited).

The total issued share capital of the Company as on 31 March 2025 stood at 328,228,060 equity shares. However, the listed share capital as per the records of the RTA was 313,878,060 equity shares. The difference of 1,435,000 equity shares represents the shares issued on 27 September 2024, which are pending listing and trading approval from the Stock Exchanges. Accordingly, these shares aggregating to ₹14,350,000 are not reflected in the records of the RTA.

As on 31 March 2025, the actual physical shareholding comprised only 1 (one) equity share. The remaining 1,435,000 shares have been shown in physical form solely due to the ongoing Corporate Action for listing and trading approval.

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments

During the year under review Company has issued 49,50,000 convertible warrants amounting to Rs. 206,662,500/- issued on 17th August, 2024 and allotted on 30th September, 2025.

Instrument Type	Number of Outstanding Instruments	Conversion Period	Conversion Price (₹)	Likely Impact on Equity (No. of Shares)
Warrants	4,950,000	On or before 29/03/2026	₹41.75/- each	4,950,000 Equity Shares of ₹10 each

Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

Company hedges its foreign currency exposure in respect of its imports, borrowings and export receivables as per its laid down policies. Company has a natural hedging as it generates maximum revenue from export. Hence company did not require to hedge foreign currency rate for import and other payable in foreign currency.

Plant locations

Kashipur Unit

Khasra No. 672-728, Village – Mahuakhera, Aliganj Road, Kashipur,
Dist. Udham Singh Nagar – 244713
Uttarakhand

Address for Correspondence

Shareholder's correspondence should be addressed to the Company's RTA at the Address mentioned below:

MUFG Intime India Private Limited (Formerly known as Link In-time India Private Limited)

C-101, Embassy 247, L.B.S. Marg,
Vikhroli (West), Mumbai - 400 083
Tel.: +91 22 49186000, Fax: +91 22 49186006
Email: mumbai@in.mpms.mufig.com
Website: www.in.mpms.mufig.com

For any further assistance, the shareholder's may Contact:

Registered Office:

Flexituff Ventures International Limited

6th Floor Treasure Island, 11 South Tukoganj, MG road,

Indore, Madhya Pradesh, India, 452001

Tel. +91 7292 420200, Fax: 07292-401684

Email: cs@flexituff.com

Website: www.flexituff.com

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants.

Email ID for redressal of Investor Grievances i.e. cs@flexituff.com

14. DISCLOSURES

Details of Director seeking appointment / re-appointment at the Annual General Meeting

Details of the Directors seeking appointment/re-appointment have been provided in the Notice of the Annual General Meeting.

Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years;

The Company had complied with the requirements of the Stock Exchanges, SEBI and other statutory authorities on all matters relating to capital markets during the last three years and no penalties and/or strictures have been imposed on the Company in this regard, except for the following:

- NSE levied penalty of Rs. 20,000/- in Financial Year 2023-24 due to non-compliance with SEBI/HO/CFD/DIL2/CIR/P/2019/94 dated August 19, 2019.
- BSE levied penalty 177,000/- Financial Year 2024-25 due to non-compliance of Regulation 33 of the SEBI (LODR) Regulations, 2015.

Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount': NIL

Total fees for all services paid by the Company, on a consolidated basis, to the statutory auditor, given below:

(Rs. in Millions)	
Payment to Statutory Auditor	2024-2025
Statutory Audit	0.85
Other Services including reimbursement of expenses	0.95
Total	1.80

Disclosures on materially significant Related - Party transactions that may have potential conflict with the interests of listed entity at large

There were no materially significant transactions with Related Parties during the year under review.

All the transactions entered into with the Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations were entered into with approval of Audit Committee, Board or Shareholders as required.

Company's major related party transactions are with its associates, subsidiaries, LLPs & JVs. The details of the related party transactions are set out in the Notes to Financial Statements forming part of this Annual Report. A statement in summary form of transactions with Related Parties is periodically placed before the Audit Committee for review and recommendation to the Board for their approval.

None of the transactions with any of the related parties were in conflict with the Company's interest.

The policy on dealing Related Party Transactions has been posted on the website of the Company viz.

<https://flexituff.com/wp-content/uploads/2022/09/Policies-Programmes-RPT.pdf>

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

No. of complaints as on 01.04.2024	Filed during the year	Disposed of during the year	No. of complaints as on 31.03.2025
NIL	NIL	NA	NIL

Details of establishment of vigil mechanism & whistle blower policy

The Whistle Blower Policy/vigil mechanism has been posted on the website of the Company viz. <https://flexituff.com/wp-content/uploads/2022/09/Policies-Programmes-Vigil-Mechanism.pdf> & affirming that no personnel have been denied access to the Audit Committee.

Details of compliance with mandatory requirements & adoption of non-mandatory requirements

The Company has complied with all the mandatory requirements of the Listing Regulations relating to Corporate Governance.

The status of Compliance with non – mandatory (discretionary requirements) listed in Part E of Schedule II of the Listing Regulations is as under:

- The Non-Executive Chairman maintains a separate office for which the Company is not required to reimburse expenses.
- No half yearly declaration of financial performance is sent to shareholders separately.
- The financial statements of the Company are with modified audit opinion. For details, refer to Standalone and Consolidated audit reports, respectively.
- The Internal Auditor reports to the Audit Committee.
- The credit rating assigned by ICRA Limited as on 31st March, 2025 was “D” rating for the Long term loan and “D” for Short term Non-Fund Based Limits, which indicates “negative” outlook. The explanation to the same has been provided in Directors’ Report.

Web-link for policies**Code of Conduct**

The Company has adopted Code of Conduct for members of the Board and Senior Management personnel. The code has been circulated to all the members of the Board and Senior Management and the same has been put on the Company’s website viz.

(<https://flexituff.com/wp-content/uploads/2023/12/Code-of-Conduct-for-Board-and-Senior-Management.pdf>)

The Board Members and Senior Management have affirmed their compliance with the code and a declaration signed by Mr. Saurabh Kalani, Whole-Time Director of the Company is annexed to this report.

Determining Material Subsidiaries

The policy for determining material subsidiaries has been put up on the website of the Company viz.

(<https://flexituff.com/wp-content/uploads/2023/12/Policy-for-determining-Material-Subsidiary.pdf>)

Compliance of Corporate Governance Requirements

Company confirms the compliances with Corporate Governance requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations as on 31st March, 2025.

Disclosures with respect to Unclaimed Dividend

Section 124 of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“the Rules”), mandates that companies transfer dividend that has remained unclaimed for a period of seven years from the unpaid dividend account to the Investor Education and Protection Fund (IEPF). Further, the Rules mandate that the shares on which dividend has not been paid or claimed for seven consecutive years or more, be transferred to the IEPF.

The following table provides a list of years for which unclaimed dividends and their corresponding shares would become eligible to be transferred to the IEPF on the dates mentioned below:

Dividend for the year	Date of declaration of dividend	Dividend Details (Amount in Rs. Lakhs)	Amount of unpaid dividend# (Amount in Rs.)	Due date to claim the dividend	Due date of transfer to Unpaid Dividend Account	Due date of accepting claim by the Company	Date for transfer to IEPF
NIL							

In order to educate the shareholders and with an intent to protect their rights, the Company also sends regular reminders to shareholders to claim their unclaimed dividends / shares before it is transferred to IEPF. Also, the Company has uploaded the details of unpaid and unclaimed amounts of dividend on its website viz. www.flexituff.com.

Dividend remitted to IEPF during the last three years

Dividend for the year	Date of declaration of dividend	Date of transfer to IEPF	Amount transferred to IEPF (Amount in Rs.)
2013-14	30-09-2014	06-11-2021	15,081
2014-15	30-09-2015	20-12-2022	888

Shares transferred to IEPF

During the year under review, the Company was not required to transfer shares to IEPF, in accordance with IEPF rules. Shareholders may note that both the unclaimed dividends and corresponding shares transferred to IEPF, including all benefits accruing on such shares, if any, can be claimed from IEPF following the procedure prescribed in the Rules. No claim shall lie in respect thereof with the Company.

15. PCS CERTIFICATE ON CORPORATE GOVERNANCE

Certificate from the Practicing Company Secretary, Mr. Ritesh Gupta, proprietor of M/s Ritesh Gupta & Co., Company Secretary, Indore, and confirming compliance with conditions of Corporate Governance, as stipulate under Regulation 34 of the Listing Regulations is annexed to this Report.

16. PCS CERTIFICATE ON NON -DISQUALIFICATION OF DIRECTORS

Certificate from the Practicing Company Secretary, Mr. Ritesh Gupta, proprietor of M/s Ritesh Gupta & Co., Company Secretary, Indore, confirming that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of the Company, is annexed to this Report.

17. CEO AND CFO CERTIFICATION

The annual certificate given by the Executive Director and the Chief Financial Officer is annexed to this report.

18. SERVICE OF DOCUMENTS IN ELECTRONIC FORM

In order to conserve paper, environment and human health, the circulars of Ministry of Corporate Affairs (MCA), Government of India and Securities and Exchange Board of India has allowed and envisaged the companies to send Notices of General Meetings/other Notices, Audited Financial Statements, Board's Report, Auditors' Report, etc., henceforth to their shareholders electronically as a part of its Green Initiative.

Keeping in view the aforesaid, Company has sent the Annual Report to its shareholders in electronic form, at the e-mail address provided by them and made available to it by the Depositories. In case of any change in your e-mail address, you are requested to please inform the same to your Depository (in case you hold the shares in dematerialized form) or to the Company (in case you hold the shares in physical form).

The said documents are also available on Company's website www.flexituff.com. Please note that physical copies of the above documents shall also be made available for inspection, during office hours, at the Registered Office of the Company at Indore, Madhya Pradesh - 452001 (M.P.).

19. DISCLOSURE UNDER REGULATION 30A I.E. DISCLOSURE REQUIREMENTS FOR CERTAIN TYPES OF AGREEMENT BINDING LISTED ENTITIES

There is no such agreement that subsist as on the date of notification of clause 5A of para A of part A of schedule III.

20. DETAILS OF UTILIZATION OF FUNDS RAISED THROUGH CONVERSION OF WARRANTS

The Company has converted 683,724 equity warrants and 14,35,000 equity warrants into Equity Shares on 26th and 27th September, 2024 respectively which resulted in increase of equity share from 3,07,04,082 equity shares to 32,822,806 equity shares.

Full amount of such warrant conversion has been utilized as per object mentioned in the notice of Extra Ordinary General Meeting (EGM) dated 28th March, 2023.

For and On Behalf of the Board of Directors of
Flexituff Ventures International Limited

Date: 14/08/2025
Place: Indore

Saurabh Kalani
Whole-Time Director
(DIN: 00699380)

Rahul Chouhan
Whole-Time Director
(DIN: 03307553)

ED/CFO CERTIFICATION

(Pursuant to regulation 17(8) of SEBI (LODR), 2015)

We hereby certify that:

- a) We have reviewed the Audited Standalone & Consolidated Financial Statements & the Cash Flow statement for the year ended 31st March, 2025 and to the best of our knowledge and belief:
 - i) these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
 - ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2025 are fraudulent, illegal or violative of the company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee, and steps have been taken to rectify these deficiencies.
- d)
 - i) There has not been any significant change in internal control over financial reporting during the year under reference;
 - ii) There has not been any significant change in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and
 - iii) We are not aware of any instance of significant fraud with involvement therein of the management or any employee having a significant role in the company's internal control system over financial reporting.

For **Flexituff Ventures International Limited**

Date: 14/08/2025
Place: Indore

Rahul Chouhan
Whole-Time Director
(DIN: 03307553)

Jagdish Prasad Pandey
Chief Financial Officer

CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) and paragraph E of Schedule V of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members

Flexituff Ventures International Limited

6th Floor Treasure Island 11 South Tukoganj,

MG road, (M.P.)- 452001.

I have examined the compliance of conditions of Corporate Governance by **Flexituff Ventures International Limited (CIN: L25202MP1993PLC034616)**, (hereinafter referred as 'the Company') for the financial year ended 31st March, 2025 as prescribed under Regulations 17 to 27, clauses (b) to (i) and (t) of sub regulation (2) of Regulation 46 and paragraphs C, D and E of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

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

In my opinion and to the best of my information and according to the explanations given to me and the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing regulations.

This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Ritesh Gupta & Co.
Company Secretaries**

Ritesh Gupta

CP: 3764 | FCS: 5200

UDIN: F005200G001001461

Date: 13.08.2025

Place: Indore

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 of
Flexituff Ventures International Limited
6th Floor Treasure Island 11 South Tukoganj,
MG road, (M.P.)- 452001.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Flexituff Ventures International Limited having (CIN: L25202MP1993PLC034616)** and having registered office at 6th Floor Treasure Island 11 South Tukoganj, MG road, (M.P.)- 452001., (hereinafter referred to as "the Company"), produced before me by the officers of 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 my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the MCA portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs and any such other Statutory Authority.

S. No.	Name of Director	DIN	Date of Appointment in Company
1.	Rahul Chouhan	03307553	12/11/2024
2.	Alka Sagar	07138477	31/03/2015
3.	Saurabh Kalani	00699380	30/05/2012
4.	Dharmendra Pawar	08068916	14/02/2020
5.	Jagdish Prasad Pandey	00225969	11/09/2020
6.	Kaushal Kishore Vijayvergiya	01941958	14/08/2024
7.	Sunil Ramsinghani	11121244	28/05/2025

During the period under review Mr. Kaushal Kishore Vijayvergiya (DIN: 01941958) has resigned from his position as an Independent Director on 15/04/2025.

Ensuring the eligibility for the appointment/ continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these, based on my 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 Ritesh Gupta & Co.
Company Secretaries**

Ritesh Gupta

CP: 3764 | FCS: 5200

UDIN: F005200G001001404

Date: 13/08/2025
Place: Indore

INDEPENDENT AUDITOR'S REPORT

To the Members of Flexituff Ventures International Limited

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

1. We have audited the accompanying standalone financial statements of **Flexituff Ventures International Limited** ('the Company'), which comprise the Balance Sheet as at 31 March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended and notes to the financial statements including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "standalone financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matter described in the Basis of Qualified Opinion section of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis of Qualified Opinion

3. We draw attention to the following matters:
 - (a). The Company has recognized deferred tax asset (net) of ₹528.82 million 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 material uncertainty on account of financial and operational difficulties as stated in Note 41 to the standalone financial statements, we are unable to comment on the recoverability of deferred tax asset and consequential impact, if any, on the Statement.
 - (b). The Company's Cash Generating Unit ("CGU") viz. Kashipur cluster, has a carrying value of ₹2,360.65

million as at 31 March 2025 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 56 to the standalone financial statements. 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 standalone financial statements with regard to the CGU.

4. We conducted our audit in accordance with the Standards on Auditing (SA's) and other pronouncements issued by the Institute of Chartered Accountants of India ('ICAI') 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 thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Material Uncertainty Related to Going Concern

5. We draw attention to Note 56 to the Statement, which states that the Company is facing operational and financial difficulties as at 31 March 2025 indicating several factors that a material uncertainty exists which casts doubt on the Company's ability to continue as a going concern. The Statement has been prepared on a going concern basis based on management's assessment of the Company's future prospects

Our opinion on the standalone financial statements is not modified in respect of this matter.

Emphasis of Matters

6. We draw attention to
 - (a). The Company has entered into one time settlement arrangement with IFCL LTD and FCCBs with TPG Growth II SF Pte. Ltd. and International Finance Corporation (IFC) and booked gain on one time

settlement of ₹1,658.51 million during the year ended 31 March 2025 on the payment of principle of FCCBs. (Refer note 55 to the Statement)

- (b). The Company had executed Business Transfer Agreement (BTA) with Flexituff Technology International Limited (FTIL) on 28 August 2023 for sale of Flexible Intermediate Bulk Container (FIBC) business of Pithampur units of the Company. The sale is completed on 30 April 2024 via slump sale for a lump sum consideration.

As per BTA sale consideration was ₹3,190.60 million considering transfer of bank limits of ₹839.50 million to (FTIL). However, consortium banks have sanctioned fresh limits to FTIL to the extent amount restructured and appropriated that amount disbursed for reduction of banks limits of the Company. By virtue of modus operandi adopted by banks, sale consideration as well as net assets transferred increased by ₹839.50 million.

The cost of acquisition of FIBC business comprises of net book value of assets and liabilities of FIBC business of Pithampur units as at 30 April 2024 amounting to ₹254.07 million.

The total profit on sale of business to the Company is ₹3,776.02 million (Refer note 57 to the Statement).

- (c). Due to implementation of restructuring of bank debt, finance cost of ₹113.65 million which is being shown in prior period expense on account of change in interest rate during year ended 31 March, 2025 (Refer note 60 to the Statement).

Our opinion on the standalone financial statements is not modified in respect of these matters.

Key Audit Matters

7. Except for the matter described in the Basis for Qualified Opinion section, Material Uncertainty Related to Going Concern section and Emphasis of Matters section, we have determined that there are no other key audit matters to communicate in our report.

Information other than the Standalone Financial Statements and Auditor's Report thereon

8. The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the

other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

9. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation 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 Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
10. In preparing the standalone financial statements, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
11. 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

12. 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 SA's 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.

13. As part of an audit in accordance with SA's issued by ICAI, specified under section 143(10) of the Act, 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 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 Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
- Conclude on the appropriateness of Board of Directors' 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;

14. 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.
15. 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.

Report on Other Legal and Regulatory Requirements

16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. 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 purpose of our audit of the accompanying standalone financial statements except as mentioned in the para ii(b) of Annexure I of this report;
 - b). Except for the effects of the matters described in the Basis of Qualified Opinion section above, 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 and the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account of the Company;
 - d). Except for the effects of the matters described in the Basis of Qualified Opinion section above, in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
 - e). The matter described in Material Uncertainty Related to Going Concern section of our report, in our opinion, may have an adverse effect on the

functioning of the Company.

- f). On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act;
- g). The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion above; and
- h). With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure II".
- i). 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 as at 31 March 2025 in its standalone financial statements – Refer Note 43 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 as at 31 March 2025;
 - iii There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
 - iv a. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person or entity, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf the Ultimate Beneficiaries;
 - b. The management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person or entity, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in other

persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v The Company has neither declared nor paid any dividends during the year ended 31 March 2025.
- vi Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the respective software.

Further, where audit trail (edit log) facility was enabled, we did not come across any instance of the audit trail feature being tampered with during the course of our audit and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

18. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:
 - a). According to information and explanations given to us, the Company has not paid or provided for any managerial remuneration during the year. Hence, reporting under section 197(16) of the Act is not applicable.

For **Mahesh C. Solanki & Co.**
Chartered Accountants
Firm's Registration No.: 006228C

Mahesh Solanki
Partner
Membership No.: 074991
UDIN: 25074991BMJAJN9926

Place: Indore
Date: May 30, 2025

ANNEXURE-I TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 16 under 'Report on Other Legal and Regulatory Requirements' section in our report of even date, to the members of Flexituff Ventures International Limited for the year ended 31 March 2025]

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i In respect of the Company's property, plant and equipment and intangible assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.
 - (B) The company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment in a phased manner. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations provided to us and on the basis of our examination of the records of the Company we report that the title deeds in respect of immovable properties are held in the name of the Company. In respect of immovable properties, taken on lease and disclosed as right-of-use assets in the standalone financial statements, the lease agreements are in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment or intangible assets or both during the year.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the

Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

- ii (a) The inventory (excluding stocks with third parties) has been physically verified by the management during the year. In respect of inventory lying with third parties, these have substantially been confirmed by them. In our opinion, the frequency, coverage and procedure of such verification is reasonable and coverage as followed by management were appropriate. According to information and explanations given to us and on the basis of our examination of the records of the Company, no material discrepancies were noticed on verification between the physical stocks and the book records.
 - (b) The company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. However, the Company has not provided us with the quarterly returns or statements filed by the Company to the banks or financial institutions. Accordingly, in the absence of required information we are unable to comment on whether the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company or not.
 - iii According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has provided guarantee, made investment and granted loans, secured or unsecured to companies, limited liability partnership and other parties in respect of which the requisite information is as below. According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any security nor granted any advances in the nature of loans, to companies, firms, Limited Liability Partnerships or any other parties.
 - (a) Based on the audit procedures carried on by us and as per the information and explanations given to us, the Company has provided guarantee, made investment loans to companies, firms, limited liability Partnerships or any other parties during the year.
- The details as under:

(Amount in ₹ million)

Particulars	Guarantee	Investment	Loans
Aggregate amount provided/ made/ granted during the year			
- Subsidiaries	Nil	Nil	0.08
- Others	Nil	Nil	Nil
Balance outstanding as at balance sheet date in respect of above cases			
- Subsidiaries	Nil	0.39	274.28
- Others	20.11	5.77	Nil

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the terms and conditions of the grant of loans provided during the year are, prima facie, not prejudicial to the interest of the Company
- (c) In case of the loans, schedule of repayment of principal and payment of interest have not been stipulated as the loans are repayable on demand. In the absence of stipulation of repayment terms we are unable to comment on the regularity of repayment of principal and payment of interest.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, schedule of repayment of principal and payment of interest have not been stipulated. Hence, the reporting under clause 3(iii) (d) of the Order is not applicable to the Company.
- (e) According to the information explanation provided to us, the loan granted has not fallen due during the year. Hence, the reporting under clause 3(iii) (e) of the Order is not applicable to the Company.
- (f) According to the information explanation provided to us, the Company has granted loans repayable on demand. The details of the same are as follows:

(Amount in ₹ million)

Particulars	All Parties	Promoters	Related Parties
Aggregate amount of loans/advances in nature of loans			
Repayable on demand (A)	274.28	Nil	274.28
Agreement does not specify any terms or period of repayment (B)	Nil	Nil	Nil
Total (A+B)	274.28	Nil	274.28
Percentage of loans/advances in nature of loans to the total loans	100%	Nil	100%

- iv According to the information and explanations given to us and on the basis of our examination of records of the Company, the company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 ("the Act") with respect of investments made and loans, guarantees provided by the Company. The Company has not provided any security in connection with a loan to any other body corporate or person and accordingly, compliance under Sections 185 and 186 of the Act in respect of providing securities is not applicable to the Company.
- v According to information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not accepted any deposit or amounts which are deemed to be deposits. Hence the reporting under clause 3(v) of the order is not applicable.
- vi The maintenance of the cost records has been specified by the Central Government under subsection (1) of section 148 of the Act for the company. We have broadly reviewed such records and are of the opinion that prima-facie, the prescribed records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii (a) In our opinion, and according to the information and explanations given to us and based on our examination of the books of the Company, the Company is generally regular in depositing undisputed statutory dues including, provident fund, employee's state insurance, Goods and Service Tax, income-tax, and any other material statutory dues to the appropriate authorities.

Statutory dues which were outstanding, as at 31 March 2025 for a period of more than six months from the date

they became payable are as follows:

Name of the statute	Nature of the dues	Amount (₹ in million)	Period to which the amount relates	Due Date	Date of Payment
EPF Act, 1952	Provident Fund Contribution	148.67	Prior to F.Y. 2024-25	-	-
		11.03	F.Y. 2024-25	May, 2024 to Sept, 2024	-
ESI Act, 1948	ESI Contribution	17.38	Prior to F.Y. 2024-25	-	-
		5.03	F.Y. 2024-25	May, 2024 to Sept, 2024	-

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2025, on account of disputes are given below:

Name of the statute	Nature of dues	Amount Demanded (₹ Million)	Amount Paid (₹ Million)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax, penalty and interest thereon	79.88	51.98	F.Y. 2004-05 to 2006-07 F.Y. 2009-10 F.Y. 2011-12 to 2017-18 F.Y. 2021-22	Commissioner of Income Tax (Appeals)
		0.81	0.81	F.Y. 2011-12	Income Tax Appellate Tribunal
Central Sales Tax Act, 1956	Sales Tax	32.29	9.33	FY 2009-10 to 2014-15	Appellate Authority - Commissioner's Level, Haldwani
M.P. Entry Tax Act, 1976	Entry Tax	13.52	6.01	FY 2006-07 to FY 2009-10	Appellate Board, M.P. Tax Tribunal Bhopal
		0.38	0.09	FY 2010-11	Appellate Authority - Additional Commissioner of Commercial Tax, Indore Division
Uttarakhand VAT Act, 2005	Sales Tax	11.20	9.43	FY 2012-13 to FY 2014-15	Appellate Authority - Commissioner's Level - Haldwani
Customs Act, 1962	Custom Duty, penalty and interest thereon		0.35	FY 2004-05	Custom, Excise and Service Tax Appellate Tribunal, Kandla
Central Excise Act, 1944	Excise Duty, penalty and interest thereon	20.13	--	FY 2005-06 to FY 2007-08	Honorable Madhya Pradesh High Court
Central Goods and Service Tax, 2017 & State Goods and Service Tax Act, 2017, Integrated Goods and Service Tax Act, 2017	CGST, SGST, penalty interest thereon	610.07	8.31	FY 2017-18 to FY 2019-20	Honorable Uttarakhand High Court

- viii In our opinion and according to the information and explanations given to us, there are no transactions relating to previously unrecorded income that has been surrendered or disclosed as income during the year in the tax assessment under the Income Tax Act, 1961.
- ix
 - (a) According to the information and explanations given to us and based on our audit procedures, the Company has not defaulted in the repayment of loans or other borrowings or in the payment of interest thereon to any lender during the year. We further note that the Company had defaulted in repayment obligations in earlier years, which were subsequently regularized through a one-time settlement agreement entered into during the current year.
 - (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
 - (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
 - (d) On an overall examination of the standalone financial statements of the Company, in our opinion, the funds raised on short term basis have not been utilised for long term purposes.
 - (e) According to the information explanation given to us and on an overall examination of the standalone financial statements of the Company, we report that the company has not taken any funds from an any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
 - (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its securities, joint ventures or associate companies.
- x
 - (a) According to the information and explanations provided to us and based on our examination of the books of accounts and other records, we report that the Company has not raised any money raised by the way of initial public offer or further public offer (including debt instruments) during the year. Hence the reporting under clause 3(x)(a) of the order is not applicable.
 - (b) According to the information and explanation provided to us and based on our examination of the books of accounts and other records, the Company has not made any preferential allotment or private placement of shares or fully, partly or optionally convertible debentures during the year. Hence the reporting under clause 3 (x)(b) of the order is not applicable.
- xi
 - (a) Based on the audit procedures performed by us for the purpose of reporting the true and fair view of the standalone financial statements and as per the information and explanations given to us by the management, we report that we have neither come across any instance of fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
 - (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rule, 2014 with the Central Government during the year and till the date of this report.
 - (c) According to the information and explanations provided to us, no whistle blower complaints have been received during the year and upto the date of this report.
- xii The company is not a Nidhi Company and hence the reporting under clause (xii) the Order is not applicable.
- xiii According to the information and explanations given to us, all transactions entered into by the company with related parties are in compliance with section 177 and 188 of the Act where applicable and the details thereof have been disclosed in the standalone financial statements as required by the applicable Indian accounting standards.
- xiv
 - (a) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
 - (b) We have considered the internal audit reports for the year under audit, issued to the company, in determining the nature, timing and extent of audit procedures.
- xv As per the information and explanations provided to us, the Company has not entered into any non-cash transactions with directors or persons connected with them and hence the provisions of section 192 of the Act are not applicable to the Company.
- xvi
 - (a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India, 1934. Hence, the reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
 - (b) According to the information and explanation given to us by the management, in our opinion, there is no Core Investment Company as part of the Group. Hence, the reporting under clause 3(xvi)(d) of the Order is not

applicable.

- xvii The Company has incurred cash loss of ₹1,022.56 million and ₹2,008.89 million during the financial years ended 31 March 2025 and 31 March 2024 respectively.
- xviii There has been no resignation of the statutory auditors during the year.
- xix As referred to in 'Material uncertainty related to Going concern' paragraph in our main audit report and as disclosed in Note 56 to the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, there exists a material uncertainty that the Company may not be capable of meeting its liabilities, existing at the date of balance sheet, as and when they fall due within a period of one year from the balance sheet date. We, further state that this is not an assurance as to the future viability of the Company and our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due
- xx The provisions of section 135 of the Act are not applicable to the company for the year under audit and hence the reporting under clause 3(xx)(a) & (b) of the order is not applicable.
- xxi There are no Qualifications/adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) Reports of the companies included in the consolidated financial statements. hence the reporting under clause 3 (xxi) of the Order is not applicable.

For **Mahesh C. Solanki & Co.**
Chartered Accountants
Firm's Registration No.: 006228C

Mahesh Solanki
Partner
Membership No.: 074991
UDIN: 25074991BMJAJN9926

Place: Indore
Date: May 30, 2025

ANNEXURE-II TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 17(h) under 'Report on Other Legal and Regulatory Requirements' section in our report of even date, to the members of Flexituff Ventures International Limited for the year ended 31 March 2025)

We have audited the internal financial controls over financial reporting of Flexituff Ventures International Limited ("the Company") as of March 31, 2025 in conjunction with our audit of 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 with reference to the standalone financial statements 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 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 company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial control with reference to the standalone financial statements based on our audit. We conducted audit in accordance with the Guidance Note on Audit of Internal Financial control over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Company's Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Control and, both issued by institute of Chartered Accountants of India. 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 control over financial reporting was established and maintained end of such controls operate effectively in all material respects.

Our audit involves performing procedure to obtain audit evidence about the adequacy of the internal financial control systems over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes 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 assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of 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 control system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the standalone financial statement for external purpose in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertains to maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the asset of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's asset that could have a material effect on the standalone financial statements.

Inherent Limitation 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 statement 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 subjected to the risk that the internal financial controls 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, the company has, in all material respects, an adequate internal financial controls system over financial reporting and search internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the criteria for internal financial control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Mahesh C. Solanki & Co.**

Chartered Accountants

Firm's Registration No.: 006228C

Mahesh Solanki

Partner

Membership No.: 074991

UDIN: 25074991BMJAJN9926

Place: Indore

Date: May 30, 2025

STANDALONE BALANCE SHEET AS AT 31 MARCH 2025

(All amounts in ₹ in millions, unless otherwise stated)

Particulars	Notes	As at 31 March 2025	As at 31 March 2024
I. ASSETS			
(1) Non-Current Assets			
a) Property, Plant and Equipment	5	2,360.65	3,350.56
b) Other Intangible Assets	6	-	21.25
c) Right-of-Use Assets	7	0.45	84.58
d) Investment in Subsidiaries and LLPs	8	6.15	6.15
e) Financial Assets			
i) Investments	9	0.01	0.01
ii) Other Financial Assets	10	86.35	56.46
f) Deferred Tax Assets (Net)	41	528.82	1,851.09
g) Non-Current Tax Assets (Net)	11	48.48	37.15
h) Other Non-Current Assets	12	1.65	0.31
Total Non-Current Assets		3,032.56	5,407.56
(2) Current Assets			
a) Inventories	13	281.94	907.78
b) Financial Assets			
i) Trade Receivables	14	739.95	1,288.17
ii) Cash and Cash Equivalents	15	112.28	993.20
iii) Bank Balances other than Cash and Cash Equivalent	16	3.57	94.00
iv) Loans	17	259.04	288.78
v) Other Current Financial Assets	18	309.07	122.32
c) Current Tax Assets (Net)	19	9.90	11.38
d) Other Current Assets	20	166.77	394.79
Total Current Assets		1,882.52	4,100.42
Total Assets		4,915.08	9,507.98
II. EQUITY AND LIABILITIES			
(1) Equity			
a) Equity Share Capital	21	328.23	307.04
b) Other Equity	22	(54.60)	(2,498.26)
Total Equity		273.63	(2,191.22)
Liabilities			
(2) Non-Current Liabilities			
a) Financial Liabilities			
i). Borrowings	23	1,004.17	-
ii) Lease Liabilities	24	0.16	72.34
b). Provisions	25	56.77	110.05
Total Non-Current Liabilities		1,061.10	182.39
(3) Current Liabilities			
a) Financial Liabilities			
i). Borrowings	26	1,384.67	6,409.71
ii) Lease Liabilities	27	0.40	19.40
iii) Trade Payables	28		
A) Outstanding Dues to Micro Enterprises and Small Enterprises		25.15	147.88
B) Outstanding Dues to Creditors other than Micro Enterprises and Small Enterprises		802.92	1,530.26
iv) Other Current Financial Liabilities	29	737.82	916.29
b) Provisions	30	0.96	2.93
c) Other Current Liabilities	31	628.43	2,490.34
Total Current Liabilities		3,580.35	11,516.81
Total Liabilities		4,641.45	11,699.20
Total Equity and Liabilities		4,915.08	9,507.98
Summary of Material Accounting Policies	2		
The accompanying notes are an integral part of the standalone financial statements.			

This is Standalone balance sheet
as per our report of even date

For **Mahesh C. Solanki & Co.**

Chartered Accountants

Firm Registration No.: 006228C

Mahesh Solanki

Partner

Membership No.: 074991

Place: Indore

Date: May 30, 2025

For and on behalf of the Board of Directors

Flexituff Ventures International Limited

CIN: L25202MP1993PLC034616

Saurabh Kalani

Whole time director

DIN: 00699380

Place: Pithampur

Date: May 30, 2025

Rahul Chouhan

Whole time director

DIN: 03307553

Place: Pithampur

Date: May 30, 2025

Jagdish Prasad Pandey

Whole time director

DIN: 00225969

Place: Pithampur

Date: May 30, 2025

STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in ₹ in millions, unless otherwise stated)

Particulars	Notes	Year ended 31 March 2025	Year ended 31 March 2024
Income:			
I. Revenue from Operations	32	2,885.72	5,985.14
II. Other Income	33	1,715.92	79.17
III. Total Income (I+II)		4,601.64	6,064.31
Expenses:			
Cost of Material Consumed	34	1,662.73	3,648.49
Purchase of Stock-In-Trade	35	47.34	254.94
Changes in Inventories of Finished Goods, Stock-In-Trade and Work-In-Progress	36	213.89	[37.63]
Employee Benefits Expense	37	857.61	1,697.77
Finance Costs	38	310.89	845.83
Depreciation and Amortization Expense	39	279.40	593.19
Other Expenses	40	1,211.96	1,628.56
IV. Total Expenses		4,583.82	8,631.15
V. Profit/ (Loss) before prior period items, exceptional item and tax (III-IV)		17.82	(2,566.84)
VI. Prior Period Expenses (Refer note 60)		(113.65)	-
VII. Exceptional Items		3,776.02	-
VIII. Profit / (Loss) after exceptional items and before tax (V+VI+VII)		3,680.19	(2,566.84)
Income Tax Expense / (Credit)	41		
a) Current Tax		-	-
b) Mat Credit Adjusted of Previous Year		279.77	-
c) Income Tax Charge for Previous Years		3.78	0.47
d) Deferred Tax Charge / (Benefit)		1,040.18	[716.43]
IX. Total Income Tax (Credit) / Expense		1,323.73	[715.96]
X. Net Profit/(Loss) for the Year (VIII-IX)		2,356.46	(1,850.88)
Other Comprehensive Income / (Loss)			
Items that will not to be Reclassified to Profit or Loss			
a) Re-Measurement (Loss) / Gain on Defined Benefit Plans		9.23	(15.99)
b) Income Tax Effect on Above		(2.32)	4.99
XI. Other Comprehensive Income for the Year		6.91	(11.00)
XII. Total Comprehensive Loss for the Year (X+XI)		2,363.37	(1,861.88)
XIII. Loss Per Share (Face Value of Rs.10/- Each):			
Basic Loss Per Share (INR)	42	74.14	[64.70]
Diluted Loss Per Share (INR)	42	68.77	[64.70]
Summary of Material Accounting Policies	2		
The accompanying notes are an integral part of the Standalone Financial Statements			

This is Standalone statement of profit and loss as per our report of even date

For **Mahesh C. Solanki & Co.**

Chartered Accountants

Firm Registration No.: 006228C

Mahesh Solanki

Partner

Membership No.: 074991

Place: Indore

Date: May 30, 2025

For and on behalf of the Board of Directors

Flexituff Ventures International Limited

CIN: L25202MP1993PLC034616

Saurabh Kalani

Whole time director

DIN: 00699380

Place: Pithampur

Date: May 30, 2025

Rahul Chouhan

Whole time director

DIN: 03307553

Place: Pithampur

Date: May 30, 2025

Jagdish Prasad Pandey

Whole time director

DIN: 00225969

Place: Pithampur

Date: May 30, 2025

STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in ₹ in millions, unless otherwise stated)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Cash Flows from Operating Activities		
Profit/(Loss) Before Tax but after prior period adjustment	(95.83)	(2,566.84)
Adjustments For:		
Depreciation and Amortization Expenses	279.40	593.19
Interest and Finance Charges	424.54	845.83
Interest Income	(45.85)	(34.78)
Provision for Doubtful Debts and Advances	400.00	162.94
Liabilities Written Back	-	(0.00)
Provision for Interest Receivable and Loan to Related Parties	52.38	41.04
Gain on Restructuring of Debt (Refer Note 55)	(1,658.51)	-
(Profit)/Loss on Sale of Property, Plant & Equipment (Net)	-	-
Unrealized Foreign Exchange (Gain) (Net)	(1.99)	(3.32)
Provision for Retirement Benefits	6.91	(11.00)
Operating Profit Before Working Capital Changes	(638.95)	(972.94)
Changes in Working Capital		
Increase/(decrease) in trade payables	(850.42)	(220.11)
Increase/(decrease) in other liabilities	167.29	343.69
Increase/(decrease) in other financial liabilities	(1,921.01)	1,913.42
Increase/(decrease) in provisions	(55.25)	48.66
Decrease/(increase) in trade receivables	150.56	557.30
Decrease/(increase) in inventories	625.84	12.43
Decrease/(increase) in other assets	226.68	217.92
Decrease/(increase) in other financial assets	(423.30)	12.15
Decrease/(increase) in loans	(22.64)	(74.12)
Decrease/(increase) in other cash and cash equivalents	90.43	(14.69)
Cash Generated from Operations	(2,650.77)	1,823.71
Income Tax Paid	(11.30)	(21.36)
Net Cash Inflows from Operating Activities (A)	(2,662.07)	1,802.35
Cash Flows from Investing Activities		
Net Proceeds/(Payments) for Property, Plant and Equipment and Intangible Assets (Net)	732.72	(48.39)
Purchase of Investments	-	(5.66)
Interest Received	48.14	33.90
Net proceeds from sale of business	3,980.39	-
Net Cash Inflow from Investing Activities (B)	4,761.25	(20.15)
Cash Flows from Financing Activities		
Net Proceeds/(Repayment) of Borrowings	(2,362.36)	(64.73)
Principal Elements of Lease Payments	(8.02)	(16.46)
Interest and Finance Charges Paid	(711.20)	(827.39)
Proceeds from Issue of Equity Shares	49.80	72.85
Proceeds from Issue of Shares Warrants	51.68	16.95
Net Cash Outflow from Financing Activities (C)	(2,980.10)	(818.78)
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(880.92)	963.43
Cash and Cash Equivalents at the Beginning of the Year	993.20	29.77
Cash and Cash Equivalents at the End of the Year	112.28	993.20
Cash and Cash Equivalents Comprise (Refer Note 15)		
Balances with Banks in Current Accounts	5.43	986.15
Fixed Deposits with maturity of less than 3 Months	106.32	3.95
Cash on Hand	0.53	3.10
Total	112.28	993.20
The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow.		
The accompanying notes are an integral part of the standalone financial statements.		

This is Standalone cash flow statement
as per our report of even date
For **Mahesh C. Solanki & Co.**
Chartered Accountants
Firm Registration No.: 006228C

Mahesh Solanki
Partner
Membership No.: 074991
Place: Indore
Date: May 30, 2025

For and on behalf of the Board of Directors
Flexituff Ventures International Limited
CIN: L25202MP1993PLC034616

Saurabh Kalani
Whole time director
DIN: 00699380
Place: Pithampur
Date: May 30, 2025

Rahul Chouhan
Whole time director
DIN: 03307553
Place: Pithampur
Date: May 30, 2025

Jagdish Prasad Pandey
Whole time director
DIN: 00225969
Place: Pithampur
Date: May 30, 2025

STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2025

(All amounts in ₹ in millions, unless otherwise stated)

	As at 31 March 2025		As at 31 March 2024		
(A) Equity Share Capital	No. of shares	Amount	No. of shares	Amount	
Equity Shares of Rs. 10 Each Issued, Subscribed and Fully Paid					
Balance at the Beginning of the Year	30.70	307.04	26.88	268.83	
Add: Issued during the Year	2.12	21.19	3.82	38.21	
Balance at the End of the Year	32.82	328.23	30.70	307.04	
The Company had converted 38,21,276 share warrants into same number of equity shares of Rs 10 each, at a premium of Rs. 21.50 each share during the year ended 31 March, 2024. Further, the Company has converted 21,18,724 share warrants into same number of equity shares of Rs 10 each, at a premium of Rs. 21.50 each share and has made allotment of 49,50,000 share warrants of issue price of Rs 41.75 each, Rs 10.44 paid per warrant during the year ended 31 March, 2025.					
(B) Other Equity	Money received against Share Warrants	Reserves & Surplus			Total
Particulars		Securities Premium	General Reserve	Retained Earnings	
Balance as at 31 March 2023	47.52	2,098.07	114.24	(2,947.79)	(687.96)
Balance as at 1 April 2023	47.52	2,098.07	114.24	(2,947.79)	(687.96)
Loss for the Year	-	-	-	(1,850.88)	(1,850.88)
Other Comprehensive Income/(Loss)	-	-	-	(11.00)	(11.00)
Total Comprehensive Loss for the Year	-	-	-	(1,861.88)	(1,861.88)
Issue of Equity Shares at Premium	-	82.16	-	-	82.16
Balance amount received for the share warrants converted into equity shares	89.80	-	-	-	89.80
Conversion of Share Warrants into equity shares	(120.38)	-	-	-	(120.38)
Balance as at 31 March 2024	16.94	2,180.23	114.24	(4,809.67)	(2,498.26)
Balance as at 1 April 2024	16.94	2,180.23	114.24	(4,809.67)	(2,498.26)
Loss for the Year	-	-	-	2,356.46	2,356.46
Other Comprehensive Income/(Loss)	-	-	-	6.91	6.91
Total Comprehensive Loss for the Year	-	-	-	2,363.37	2,363.37
Issue of Equity Shares at Premium	-	45.55	-	-	45.55
Balance amount received for the share warrants converted into equity shares	49.80	-	-	-	49.80
Conversion of Share Warrants into equity shares	(66.74)				(66.74)
Issue of share warrants	51.68	-	-	-	51.68
Balance as at 31 March 2025	51.68	2,225.78	114.24	(2,446.30)	(54.60)
The Company had converted 38,21,276 share warrants into same number of equity shares of Rs 10 each, at a premium of Rs. 21.50 each share during the year ended 31 March, 2024. Further, the Company has converted 21,18,724 share warrants into same number of equity shares of Rs 10 each, at a premium of Rs. 21.50 each share and has made allotment of 49,50,000 share warrants of issue price of Rs 41.75 each, Rs 10.44 paid per warrant during the year ended 31 March, 2025.					
The accompanying notes are an integral part of the standalone financial statements.					

This is Standalone statement of changes in equity as per our report of even date
For **Mahesh C. Solanki & Co.**
Chartered Accountants
Firm Registration No.: 006228C

Mahesh Solanki
Partner
Membership No.: 074991
Place: Indore
Date: May 30, 2025

For and on behalf of the Board of Directors
Flexituff Ventures International Limited
CIN: L25202MP1993PLC034616

Saurabh Kalani
Whole time director
DIN: 00699380
Place: Pithampur
Date: May 30, 2025

Rahul Chouhan
Whole time director
DIN: 03307553
Place: Pithampur
Date: May 30, 2025

Jagdish Prasad Pandey
Whole time director
DIN: 00225969
Place: Pithampur
Date: May 30, 2025

**NOTES FORMING PART OF THE STANDALONE
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31
MARCH 2025**

(All amounts in ₹ in millions, unless otherwise stated)

MATERIAL ACCOUNTING POLICIES

1. GENERAL INFORMATION

"Flexituff Ventures International Limited ("the Company") is engaged in the business of technical textile. Manufacturing units of the Company are located at Pithampur in Madhya Pradesh which was transferred under BTA taken place on 30th April, 2024 and at Kashipur in Uttarakhand. The Company is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act. The Company is listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). The registered office of the Company is located at 6th Floor, Treasure Island 11 South Tukoganj, MG road, Indore, Madhya Pradesh, India-452001

These financial statements were authorised for issue by the Board of Directors on May 30, 2025."

2. MATERIAL ACCOUNTING POLICIES

Material accounting policies adopted by the company are as under:

2.1 Basis of Preparation of Financial Statements

(a). Statement of Compliance with Ind AS

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III).

Accounting policies have been consistently applied to all the years presented except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(b). Basis of measurement

The financial statements have been prepared on a historical cost convention on accrual basis, except for the following:

- i) certain financial assets and liabilities that is measured at fair value.

- ii) defined benefit plans - plan assets measured at fair value.

(c). Current / non current classification

"The Company has ascertained its operating cycle as twelve months for the purpose of Current/ Non-Current classification of its Assets and Liabilities. The Company presents assets and liabilities in the balance sheet based on current/non-current classification."

"An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period."

All other assets are classified as non-current.

"A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period"

All other liabilities are classified as non-current.

(d). Use of estimates

The preparation of financial statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected. Refer Note 3 for detailed discussion on estimates and judgments.

(e). Rounding off of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest million as per the requirement of Schedule III, unless otherwise stated.

2.2 Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation and impairment if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the year in which they are incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

Depreciation methods, estimated useful lives

The Company depreciates property, plant and equipment over their estimated useful lives using the straight line method. The estimated useful lives of assets are as follows:

Property, plant and equipment	Estimated useful lives
Factory building	30
Leasehold land	over the period of lease term
Office equipment	5
Plant and machinery	15
Electrical Installations	5 to 10
Furniture and fixtures	10
Vehicles	8
Computers	3

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss under 'Other Income'.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

2.3 Intangible assets

"Intangible assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/ depletion and impairment loss, if any. The cost comprises of purchase price, borrowing costs and any cost directly attributable to bringing the asset to its working condition for the intended use.

Expenditure incurred on acquisition of intangible assets which are not ready to use at the reporting date is disclosed under "Intangible assets under development".

Amortisation method and periods

"Amortisation is charged on a straight-line basis over the estimated useful lives. The estimated useful lives and amortization method are reviewed at the end of each annual reporting period, with the effect of any changes in the estimate being accounted for on a prospective basis."

The Company amortized intangible assets over their estimated useful lives using the straight line method. The estimated useful lives of intangible assets are as follows:

Intangible assets	Estimated useful life
Development assets	5 years
Computer software	3 years
Patents	5 years

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

2.4 Research and development expenditure

Research Costs are charged as an expense in the year in which they are incurred and are reflected under the appropriate heads of account.

Development costs that are directly attributable to the design and testing of identifiable and unique assets controlled by the Company are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the asset so that it will be available for use

- management intends to complete the asset to use it or sell it
- there is an ability to use or sell the asset
- it can be demonstrated how the asset will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the asset are available and
- the expenditure attributable to the asset during its development can be reliably measured"

Directly attributable costs that are capitalised as part of the asset include employee cost and appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for future use.

Development expenditure that do not meet the above criteria are recognised as expense as incurred. Development costs previously recognised as expense are not recognised as an asset in the subsequent period.

2.5 Impairment of non financial assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. 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.

If such assets are 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 and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

For non financial assets, an assessment is made at each reporting period end or whenever triggering event occurs as to whether there is

any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Company makes an estimation of the recoverable amount.

A previously recognised impairment loss is reversed only if there has been a change in the estimations used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, or had no impairment loss been recognised for the asset in prior years.

2.6 Foreign currency transactions

(a). Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

(b). Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. All exchange differences arising on reporting on foreign currency monetary items at rates different from those at which they were initially recorded are recognised in the Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalized as cost of assets.

In respect of foreign exchange differences arising on restatement or settlement of long term foreign currency monetary items attributable to depreciable assets, the Company has availed the option available in Ind AS 101 to continue the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items, wherein foreign exchange differences on account of depreciable asset, are adjusted in the cost of depreciable asset and would be depreciated over the balance life of asset.

Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of

the transaction. Non-monetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured.

2.7 Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

"Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- ▶ In the principal market for the asset or liability, or
- ▶ In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Company."

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Company's management determines the policies and procedures for fair value measurement such as derivative instrument.

"All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ▶ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ▶ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable"

2.8 Revenue recognition

Revenue from Sale of Goods and Services

Revenue from sale of goods is recognised when control of the products being sold is transferred to customers and when there are no longer any unfulfilled obligations. The Performance Obligations in contracts are fulfilled at the time of dispatch, delivery or upon formal customer

acceptance depending on customer terms.

Revenue from irrevocable bill and hold contracts is recognised when the customer has the ability to direct the use of, and obtain substantially all of the remaining benefits from, the product even though the customer has decided not to exercise its right to take physical possession of that product.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.

Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

Export benefits

"Duty free imports of raw materials under Advance License for imports as per the Import and Export Policy are matched with the exports made against the said licenses and the net benefit / obligation is accounted by making suitable adjustments in raw material consumption.

The benefit accrued under the Duty Drawback, Focus Market Scheme, Merchandise Exports from India Scheme and other schemes as per the Import and Export Policy in respect of exports made under the said schemes are accounted in the year of export and included under the head 'Other operating revenue'."

Interest income

Interest Income is recognised on a basis of effective interest method as set out in Ind AS 109, Financial Instruments, and where no significant uncertainty as to measurability or collectability exists.

2.9 Taxes

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

(a). Current income tax

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year

end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(b). Deferred tax

"Deferred income tax is provided, using the balance sheet approach, on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority."

Current and deferred tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

2.10 Leases

As a lessee

"Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Company. Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of fixed payments (including in-substance fixed payments), less any lease incentives receivable.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions."

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

"Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

"Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are

leases with a lease term of 12 months or less."

2.11 Inventories

Raw materials, stores, consumables, work in progress, traded goods and finished goods are valued at the lower of cost and net realisable value.

Cost of raw materials, stores, consumables and traded goods includes purchase price, (excluding those subsequently recoverable by the Company from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. In determining the cost, weighted average cost method is used.

Cost of work in progress and manufactured finished goods is determined on the weighted average basis and comprises direct material, cost of conversion and other costs incurred in bringing these inventories to their present location and condition.

Provision of obsolescence on inventories is considered on the basis of management's estimate based on demand and market of the inventories. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale.

The comparison of cost and net realizable value is made on item by item basis.

2.12 Provisions and contingent liabilities

"Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date."

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The Company records a provision for decommissioning costs. Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognized as part of the cost of the particular asset. The cash flows

are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognized in the statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.13 Cash and cash equivalents

"Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits net of bank overdraft with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, cash in banks and short-term deposits net of bank overdraft."

2.14 Corporate social responsibility (CSR)

Provisions are recognised for all CSR activities undertaken by the Company for which an obligation has arisen during the year and are recognized in Statement of profit on loss on accrual basis. No provision is made against unspent amount, if any.

2.15 Government grants and subsidies

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the group will comply with all attached conditions. Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

2.16 Borrowing Costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss.

2.17 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a). Financial assets

(i). Initial recognition and measurement

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

(ii). Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- a) at amortized cost; or
- b) at fair value through other comprehensive income; or
- c) at fair value through profit or loss.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows."

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method (EIR).

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Equity instruments:

Investments in subsidiaries are recognised at cost as per Ind AS 27 less impairment, if any, except where investments accounted for at cost shall be accounted for in accordance with Ind AS 105, Non-current Assets Held for Sale and Discontinued Operations, when they are classified as held for sale.

All other equity investments are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value (currently no such choice is made). The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Investment in Limited Liability Partnership (LLP):

Investments in capital of Limited liability partnership (LLP), where the Company has control over these LLP's, are recognised at cost as per Ind AS 27 less impairment, if any.

(iii). Impairment of financial assets

"The Company assesses on a forward looking basis the expected credit losses(ECL) associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk."

The impairment methodology for each class of financial assets stated above is as follows:

Trade receivables from customers: The Company applies the simplified approach to providing for expected credit losses prescribed

by Ind AS 109, which requires the use of the lifetime expected loss provision for all trade receivables.

"Debt investments measured at amortised cost and FVOCI: Debt investments at amortised cost and those at FVOCI where there has been a significant increase in credit risk, lifetime expected credit loss provision method is used and in all other cases, the impairment provision is determined as 12 months expected credit losses.

For recognition of impairment loss on financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL."

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

(iv). Derecognition of financial assets

"A financial asset is derecognized only when

- a) the rights to receive cash flows from the financial asset is transferred or
- b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients."

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Where the financial asset is transferred then in that case financial asset is derecognized only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

(b). Financial liabilities

(i). Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortized cost, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs.

(iii). Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

Loans and borrowings

After initial recognition, interest-bearing loans

and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

(iii). **Compound financial instruments**

Compound financial instruments issued by the Company which can be converted into fixed number of equity shares for fixed price at the option of the holders irrespective of changes in the fair value of the instrument are accounted by separately recognising the liability and the equity components. The liability component is initially recognised at the fair value of a comparable liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. The directly attributable transaction costs are allocated to the liability and the equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of the compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not remeasured subsequently."

(iv). **Derecognition**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss as finance costs.

(c). **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The

legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.18 Employee benefits

(a). **Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b). **Other long-term employee benefit obligations**

"Compensated Absences: Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the statement of profit and loss in the year in which they arise.

Compensated absences can be encashed only on discontinuation of service by employee."

(c). **Post employment obligations**

(i). **Defined contribution plan**

Provident Fund: Contribution towards provident fund is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

Employee's State Insurance Scheme: Contribution towards employees' state insurance scheme is made to the regulatory authorities, where the Company has no further

obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

(ii). Defined benefit plans

Gratuity: The Company provides for gratuity, a defined benefit plan (the 'Gratuity Plan') covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the other comprehensive income in the year in which they arise.

2.19 Earnings per share

"Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit or loss for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares."

2.20 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker regularly monitors and reviews the operating result of the whole Company as one segment of manufacturing of technical textile. Thus, as defined in Ind AS 108 "Operating Segments", the Company's entire business falls under this one operational segment and hence the necessary information

has already been disclosed in the Balance Sheet and the Statement of Profit and Loss.

2.21 Contributed equity

"Equity Shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds."

2.22 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.23 Rounding off amounts

All amounts disclosed in financial statements and notes have been rounded off to the nearest millions as per requirement of Schedule III of the Act, unless otherwise stated.

3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

3.1 Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the year end date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(a). Taxes

Deferred tax assets are recognized for unused

tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

- (b). Defined benefit plans and other long term benefits (gratuity benefits and compensated absences)

The cost of the defined benefit plans and other long term benefits such as gratuity and compensated absences are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each year end.

The principal assumptions are the discount and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis.

- (c). Useful lives of property, plant and equipment

"The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods."

4. RECENT PRONOUNCEMENTS

- (a). Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind As 116 - Leases, relating to sale and lease back transactions, applicable from April 1, 2024. The Company has assessed that there is no significant impact on its standalone financial statements.

5. PROPERTY, PLANT AND EQUIPMENT

Particulars	Gross block						Depreciation					Net block
	As at 1 April 2024	Additions	Exchange Difference	Deductions	Transferred under BTA	As at 31 March 2025	As at 1 April 2024	For the year	Deductions	Transferred under BTA	As at 31 March 2025	As at 31 March 2025
Owned assets												
Freehold land	161.73	-	-	-	-	161.73	-	-	-	-	-	161.73
Buildings	1,307.71	-	-	-	296.36	1,011.35	374.97	38.71	-	96.00	317.68	693.67
Plant and machinery	6,113.05	-	-	-	1,416.30	4,696.75	3,927.12	212.49	-	927.40	3,212.21	1,484.54
Electrical installations	205.05	-	-	-	58.56	146.49	179.76	0.99	-	47.35	133.40	13.09
Furniture and fixtures	34.94	0.04	-	-	17.59	17.39	24.30	0.82	-	11.11	14.01	3.38
Office equipment	29.20	-	-	-	11.13	18.07	24.29	0.27	-	7.40	17.16	0.91
Vehicles	19.20	1.17	-	1.17	10.82	8.38	14.84	1.14	-	10.07	5.91	2.47
Computers	22.59	0.11	-	-	13.95	8.75	17.05	1.41	-	10.57	7.89	0.86
Leased assets												
Leasehold land	21.50	-	-	-	21.50	-	2.08	0.02	-	2.10	-	-
Total	7,914.97	1.32	-	1.17	1,846.21	6,068.91	4,564.41	255.85	-	1,112.00	3,708.26	2,360.65

Particulars	Gross block						Depreciation					Net block
	As at 1 April 2023	Additions	Exchange Difference	Deductions	Transferred under BTA	As at 31 March 2024	As at 1 April 2023	For the year	Deductions	Transferred under BTA	As at 31 March 2024	As at 31 March 2024
Owned assets												
Freehold land	161.73	-	-	-	-	161.73	-	-	-	-	-	161.73
Buildings	1,283.63	18.52	5.56	-	-	1,307.71	325.37	49.60	-	-	374.97	932.74
Plant and machinery	6,067.22	15.54	30.29	-	-	6,113.05	3,511.86	415.26	-	-	3,927.12	2,185.93
Electrical installations	194.08	10.48	0.49	-	-	205.05	168.47	11.29	-	-	179.76	25.29
Furniture and fixtures	34.84	0.10	-	-	-	34.94	22.56	1.74	-	-	24.30	10.64
Office equipment	28.55	0.65	-	-	-	29.20	23.42	0.87	-	-	24.29	4.91
Vehicles	19.20	-	-	-	-	19.20	12.04	2.80	-	-	14.84	4.36
Computers	19.51	3.08	-	-	-	22.59	15.17	1.88	-	-	17.05	5.54
Leased assets												
Leasehold land	21.50	-	-	-	-	21.50	1.82	0.26	-	-	2.08	19.42
Total	7,830.26	48.37	36.34	-	-	7,914.97	4,080.71	483.70	-	-	4,564.41	3,350.56

Note: Refer to Note 23 and 26 for information on property, plant and equipment pledged as security by the Company.

6. OTHER INTANGIBLE ASSETS

Particulars	Gross block					Amortisation					Net block
	As at 1 April 2024	Additions	Deductions	Transferred under BTA	As at 31 March 2025	As at 1 April 2024	For the year	Deductions	Transferred under BTA	As at 31 March 2025	As at 31 March 2025
Other intangible assets											
Patents	0.36	-	-	0.36	-	0.36	-	-	0.36	-	-
Computer software	4.34	-	-	4.34	-	4.15	-	-	4.15	-	-
Development asset	806.07	-	-	24.31	781.76	785.01	20.83	-	24.08	781.76	-
Total	810.77	-	-	29.01	781.76	789.52	20.83	-	28.59	781.76	-

Particulars	Gross block					Amortisation					Net block
	As at 1 April 2023	Additions	Deductions	Transferred under BTA	As at 31 March 2024	As at 1 April 2023	For the year	Deductions	Transferred under BTA	As at 31 March 2024	As at 31 March 2024
Other intangible assets											
Patents	0.36	-	-	-	0.36	0.36	-	-	-	0.36	-
Computer software	4.32	0.02	-	-	4.34	4.10	0.05	-	-	4.15	0.19
Development asset	806.07	-	-	-	806.07	697.09	87.92	-	-	785.01	21.06
Total	810.75	0.02	-	-	810.77	701.55	87.97	-	-	789.52	21.25

7. RIGHT OF USE ASSETS

Particulars	Gross block					Amortisation					Net block
	As at 1 April 2024	Additions	Deductions	Transferred under BTA	As at 31 March 2025	As at 1 April 2024	For the year	Deductions	Transferred under BTA	As at 31 March 2025	As at 31 March 2025
Buildings	125.79	-	-	115.14	10.65	41.22	2.72	-	33.74	10.20	0.45
Total	125.79	-	-	115.14	10.65	41.22	2.72	-	33.74	10.20	0.45

Particulars	Gross block					Amortisation					Net block
	As at 1 April 2023	Additions	Deductions	Transferred under BTA	As at 31 March 2024	As at 1 April 2023	For the year	Deductions	Transferred under BTA	As at 31 March 2024	As at 31 March 2024
Buildings	105.39	20.40	-	-	125.79	19.70	21.52	-	-	41.22	84.58
Total	105.39	20.40	-	-	125.79	19.70	21.52	-	-	41.22	84.58

8. INVESTMENT IN SUBSIDIARIES, ASSOCIATE AND LLPS

	31 March 2025	31 March 2024
Investment in subsidiaries		
- Equity instruments at cost (unquoted)		
2,00,000 (31 March 2024: 2,00,000) Equity shares of Euro 1 each fully paid-up in Flexiglobal Holding Ltd., Cyprus	12.52	12.52
Less: Impairment of investment	(12.52)	(12.52)
	-	-
Investment in Associates		
5,76,000 (31 March 2024: 5,76,000) Equity shares of Rs. 10 each fully paid-up in Flexituff Technology International Limited	5.76	5.76
Investments in Limited Liability Partnerships (LLPs) through capital contribution at cost:		
Flexituff SA Enterprises LLP	0.08	0.08
Flexituff Javed LLP	0.08	0.08
Flexituff Hi Tech LLP	0.08	0.08
Ujjivan Luit LLP	0.07	0.07
Flexituff Sailendra Kalita LLP	0.08	0.08
Total investment in subsidiaries and LLPs	6.15	6.15
Aggregate amount of impairment in value of investments	12.52	12.52

9. INVESTMENTS

	31 March 2025	31 March 2024
Investment in equity shares at fair value through profit and loss		
Unquoted		
1,100 (31 March 2024: 1,100) Equity Shares of Rs. 10 each fully paid-up in Neemuch Solid Waste Management Private Limited	0.01	0.01
Total investments	0.01	0.01
Aggregate book value of:		
Unquoted investments	6.16	6.16
Aggregate market value of:		
Unquoted investments	6.16	6.16

10. NON-CURRENT FINANCIAL ASSETS - OTHERS

	31 March 2025	31 March 2024
Fixed deposits with maturity for more than 12 months from balance sheet date (refer note below)	61.80	4.00
Security deposits	24.55	52.46
Total Non-Current Financial Assets - Others	86.35	56.46

* Out of the total Fixed Deposits ("FD's") balance of Rs 61.80 millions (31 March 2024: Rs 4.00 millions), the FD's of Rs 51.43 millions (31 March 2024: Nil) million are given as tender money, FD of Rs Nil (31 March 2024: Nil) is pledged to a lender and the balance FD's of Rs. 10.37 millions (31 March 2024: Rs 4.00 millions) are earmarked against credit facilities and bank guarantees availed by the Company.

11. NON-CURRENT TAX ASSETS (NET)

	31 March 2025	31 March 2024
Advance Income Tax (Net)	48.48	37.15
Total Non-current Tax Assets (Net)	48.48	37.15

12. OTHER NON-CURRENT ASSETS

	31 March 2025	31 March 2024
Security deposits	0.23	0.23
Prepaid expenses	1.42	0.08
Total Other Non-current Other Assets	1.65	0.31

13. INVENTORIES *

	31 March 2025	31 March 2024
(valued at lower of cost and net realizable value)		
Raw materials in stock	20.23	72.95
Raw materials in transit	-	0.50
Work in progress	158.12	416.02
Finished goods	74.28	286.20
Consumables	1.91	88.14
Store and spares parts including packing material	27.40	43.97
	281.94	907.78

* Hypothecated as charge against borrowings. Refer Note 23 and 26

14. TRADE RECEIVABLES

				31 March 2025	31 March 2024		
Trade receivables				1,045.79	1,442.66		
Receivables from related parties (Refer Note 46)				538.77	462.27		
Less: Loss Allowance				(844.61)	(616.76)		
Total Trade Receivables				739.95	1,288.17		
Break-up of security details							
Trade receivables considered good - Secured				-			
Trade receivables considered good - Unsecured				1,573.06	1,865.63		
Trade receivables which have significant increase in credit risk				-	-		
Trade receivables - credit impaired				11.50	39.30		
Total				1,584.56	1,904.93		
Loss allowance				(844.61)	(616.76)		
Total trade receivables				739.95	1,288.17		
Trade Receivables Ageing Schedule *							
	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	198.30	286.40	91.70	134.48	98.53	763.65	1,573.06
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables - credit impaired	-	-	0.82	-	-	10.68	11.50
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
As at March 31, 2025	198.30	286.40	92.52	134.48	98.53	774.33	1,584.56
Trade Receivables Ageing Schedule *							
	Current but not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	537.64	259.44	108.16	140.56	53.69	766.14	1,865.63
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Disputed Trade Receivables - credit impaired	-	-	-	-	-	39.30	39.30
(iv) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
As at March 31, 2024	537.64	259.44	108.16	140.56	53.69	805.44	1,904.93
* The ageing schedule is prepared considering the credit period of 90 days for receivables from Domestic sales, 120 days for receivables from Merchant Export Sales and 180 days for receivables from Export Sales.							

15. CASH AND CASH EQUIVALENTS

	31 March 2025	31 March 2024
Balances with banks		
- in current accounts	5.43	986.15
- fixed deposits with maturity of less than three months *	106.32	3.95
Cash on hand	0.53	3.10
Total cash and cash equivalents	112.28	993.20

* Out of total Fixed Deposits ("FD's") of Rs 106.32 million (31 March 2024 : 3.95 million), FD's of Rs 1.57 million (31 March 2024 : Nil) are given as tender money and balance FD's of Rs 104.75 million (31 March 2024 : 3.95 million) are earmarked against the credit facilities and bank guarantees availed by the company.

16. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENT

	31 March 2025	31 March 2024
Fixed deposit with maturity for more than three months but less than twelve months from balance sheet date*	3.57	94.00
Total bank balances other than cash and cash equivalent	3.57	94.00

* Out of total Fixed Deposits ("FD's") of Rs 3.57 million (31 March 2024: 94.00 million), FD's of Rs 0.77 million (31 March 2024: 42.22 millions) are given as tender money and balance FD's of Rs 2.8 million (31 March 2024: 51.78 million) are earmarked against the credit facilities and bank guarantees availed by the company.

17. CURRENT FINANCIAL ASSETS - LOANS

	31 March 2025	31 March 2024
Unsecured, considered good		
Loans to related parties (Refer Note 46)	485.87	463.23
Less - Provision for Impairment of Loans	(226.83)	(174.45)
Total Current Financial Assets - Loans	259.04	288.78
Break-up of security details		
Loans considered good - Secured	-	-
Loans considered good - Unsecured	259.04	288.78
Loans considered doubtful - Unsecured	226.83	174.45
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	-	-
Total	485.87	463.23
Less : Loss allowance	(226.83)	(174.45)
Total Loans	259.04	288.78

*Loans to related parties include the interest portion receivable on loans given.

18. CURRENT FINANCIAL ASSETS - OTHERS

	31 March 2025	31 March 2024
Accrued interest	3.57	5.86
Advance to staff	11.76	19.47
Advance recoverable in cash or in kind	-	0.24
Security deposit	12.21	96.75
Unbilled Receivables #	231.83	-
Slump Sale consideration Receivable	49.70	-
Total Current Financial Assets - Others	309.07	122.32

Classified as financial asset as right to consideration is unconditional upon passage of time

19. CURRENT TAX ASSETS

	31 March 2025	31 March 2024
Current tax Assets	9.90	11.38
Total current assets	9.90	11.38

20. OTHER CURRENT ASSETS

	31 March 2025	31 March 2024
Advance to suppliers *	101.18	64.24
Balance with government authorities	36.42	272.41
Deposits with government authorities	27.06	50.09
Advance to employees	-	-
Prepaid expenses	2.11	8.05
Total Other Current Assets	166.77	394.79
* Advance to Suppliers		
- Unsecured considered good	101.18	64.24
Total Advance To Suppliers	101.18	64.24

21. EQUITY SHARE CAPITAL

		31 March 2025	31 March 2024		
The Company has only one class of equity share capital having a par value of INR 10 per share, referred to herein as equity shares.					
Authorized					
40,000,000 (31 March 2024: 40,000,000) Equity Shares of Rs. 10 each		400.00	400.00		
Total		400.00	400.00		
Issued, Subscribed and Paid Up					
32,822,806 (31 March 2024: 30,704,082) equity shares of Rs.10 each fully paid		328.23	307.04		
Total		328.23	307.04		
(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year.	31 March 2025		31 March 2024		
	Number of shares in millions	Amount	Number of shares in millions	Amount	
	Outstanding at the beginning of the year	30.70	307.04	26.88	268.83
	Add: Issued during the year	2.12	21.19	3.82	38.21
	Outstanding at the end of the year	32.82	328.23	30.70	307.04

(b) Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each shareholder is entitled to one vote per share held. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended March 31, 2025, the amount of per share dividend recognized as distributions to equity shareholders was Nil (March 31, 2024: Nil).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company	31 March 2025		31 March 2024	
	Number of shares in millions	% of holding in the class	Number of shares in millions	% of holding in the class
Name of the shareholder				
1. Kalani Industries Pvt Ltd	3.62	11.03%	3.62	11.79%
2. International Finance Corporation	1.90	5.80%	1.90	6.20%
3. Saurabh Properties Pvt Ltd	1.64	4.99%	1.64	5.33%
4. Miscellani Global Pvt Ltd	1.36	4.14%	1.36	4.43%
As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.				

(d) No class of shares have been issued as bonus shares or for consideration other than cash by the Company during the period of five years immediately preceding the current year end.

(e) No class of shares have been bought back by the Company during the period of five years immediately preceding the current year end.

(f) Details of Shares held by Promoters					
As at March 31, 2025	Number of shares in millions at the beginning of the year	Changes during the year	Number of shares in millions at the end of the year	% of Total Shares	% Change during the year
Promoter Name					
Kalani Industries Private Limited	3.62	-	3.62	11.03%	0.00%
Miscellani Global Private Limited	1.36	-	1.36	4.14%	0.00%
Anshuman Properties Pvt Ltd	1.15	-	1.15	3.50%	0.00%
High Skey Properties Pvt. Ltd.	1.04	-	1.04	3.17%	0.00%
Sanovi Trading Private Limited	1.01	-	1.01	3.08%	0.00%
Green Enviornment Private Trust	1.20	-	1.20	3.66%	0.00%
Gourment Private Trust	0.99	0.21	1.20	3.66%	21.21%
As at March 31, 2024	Number of shares in millions at the beginning of the year	Changes during the year	Number of shares in millions at the end of the year	% of Total Shares	% Change during the year
Promoter Name					
Kalani Industries Private Limited	3.62	-	3.62	11.79%	-1.68%
Miscellani Global Private Limited	1.36	-	1.36	4.43%	-0.63%
Anshuman Properties Pvt Ltd	1.15	-	1.15	3.75%	-0.53%
High Skey Properties Pvt. Ltd.	1.04	-	1.04	3.39%	-0.48%
Sanovi Trading Private Limited	1.01	-	1.01	3.29%	-0.47%
Green Enviornment Private Trust	0.60	0.60	1.20	3.91%	1.68%
Gourment Private Trust	0.60	0.39	0.99	3.22%	0.99%

22. OTHER EQUITY

	31 March 2025	31 March 2024
Securities premium	2,225.78	2,180.23
General reserve	114.24	114.24
Retained earnings	(2,446.30)	(4,809.67)
Money received against Share Warrants	51.68	16.94
Total Other Equity	(54.60)	(2,498.26)

Nature and purpose of other reserves

Securities Premium	Securities premium is used to record the premium on issue of shares. These reserve is utilised in accordance with the provisions of the Act.
General Reserve	The General Reserve is used from time to time to record transfer of profit from retained earnings, for appropriation purposes. As general reserve is created by transfer from one component of equity to another and it is not an item of other comprehensive income, item included in the General Reserve will not be reclassified subsequently to the Statement of Profit or Loss.
Retained Earnings	All other net gains, losses and transactions with owners (eg: dividends) not recognised elsewhere.
Money received against Share Warrants	Money received against share warrants is the amount received by the Company against the warrants which are convertible into shares at a specified date at a specified rate.

Particulars	31 March 2025	31 March 2024
(a) Securities Premium		
Opening balance	2,180.23	2,098.07
Add : Premium on issue of equity shares	45.55	82.16
Closing balance	2,225.78	2,180.23
(b) General Reserve		
Opening balance	114.24	114.24
Addition during the year	0.00	-
Closing balance	114.24	114.24
(c) Retained Earnings		
Opening balance	(4,809.67)	(2,947.79)
Add: Net Profit/(loss) for the year	2,356.46	(1,850.88)
Less: Re-measurement gain/(loss) on post employment benefit obligation (net of tax)	6.91	(11.00)
Closing balance	(2,446.30)	(4,809.67)
(d) Money received against Share Warrants		
Opening balance	16.94	47.52
Conversion of Share Warrants into equity shares	(66.74)	(120.38)
Balance amount received for the share warrants converted into equity shares	49.80	89.80
Issue of Share Warrants	51.68	-
Closing balance	51.68	16.94
Closing balance	(54.60)	(2,498.26)

The Company had converted 38,21,276 share warrants into same number of equity shares of Rs 10 each, at a premium of Rs. 21.50 each share during the year ended 31 March, 2024. Further, the Company has converted 21,18,724 share warrants into same number of equity shares of Rs 10 each, at a premium of Rs. 21.50 each share and has made allotment of 49,50,000 share warrants of issue price of Rs 41.75 each, Rs 10.44 paid per warrant during the year ended 31 March, 2025.

23. NON-CURRENT BORROWINGS

	31 March 2025	31 March 2024
Secured		
- Term loans		
From banks (refer note (a) and (b) below)	1,199.10	-
From other parties (refer note (a) and (b) below)	-	359.42
Less : Current Maturities of secured long term borrowings	(194.93)	(359.42)
	1,004.17	-
Unsecured		
Foreign Currency Convertible Bonds	-	2,626.28
Less : Current Maturities of unsecured long term borrowings	-	(2,626.28)
	-	-
Total Long-term Borrowings	1,004.17	-

(a) Terms of secured borrowings are as under:

Description	Rate of interest	Terms of Repayment	As at 31 March, 2025 (Rs. In Millions)	As at 31 March, 2024 (Rs. In Millions)
Term loans from banks				
Working capital term loan	31 March 2025: 9.75%	Term loans from bank is repayable in 36 quarterly installments commencing from end of quarter in which restructuring of the account is implemented.	1,199.10	-
Term loans from other parties				
IFCI Limited	31 March 2024: 15.40%	As on year ended March 31, 2024 the Company has defaulted in repayment installments aggregating to Rs. 359.42 million. This amount is overdue and payable to IFCI Limited. The Company has entered into one time settlement arrangement with IFCI Limited during the year ended 31 March 2025.	-	359.42
Total			1,199.10	359.42
Less: Classified under current liabilities			194.93	359.42
Total			1,004.17	-

(b) Nature of security:

Term loans from banks are secured by by a first hypothecation charge on all present and future current assets of the Company, along with a collateral security on all present and future fixed assets. Additionally, Term loans are secured by Personal Guarantee of Mr. Saurabh Kalani, Mr. Manish Kalani, corporate guarantee of Kalani Industries Private Limited.

100% shareholding of all promoters have been pledged in the Company against term loans from banks.

24. LONG-TERM LEASE LIABILITIES

	31 March 2025	31 March 2024
Lease liability on application of Ind AS 116 (Refer note 45)	0.16	72.34
Total long-term lease liabilities	0.16	72.34

25. LONG-TERM PROVISIONS

	31 March 2025	31 March 2024
Provision for employee benefits		
Provision for gratuity (funded) (refer note 44)	47.67	86.90
Provision for compensated absences (unfunded)	9.10	23.15
Total Long-term Provisions	56.77	110.05

26. SHORT-TERM BORROWINGS

	31 March 2025	31 March 2024
Secured		
Working capital demand loan from banks, cash credit and packing credit (refer note below)	1,155.36	3,306.13
Unsecured		
From other parties (refer note below)	34.38	30.81
Bills discounted		
- with Banks	-	87.07
Current maturities of long-term borrowings (refer note 23)	194.93	2,985.70
Total Short-Term Borrowings	1,384.67	6,409.71

(a) Terms and conditions of loans:

- i. Outstanding loans from banks carry interest from 8.10% to 12.90% p.a., repayable on demand.
- ii. Outstanding loans from other parties carry interest of 9% to 12% p.a., repayable on demand.

(b) Nature of security:

- i. Outstanding loans are secured by first charge on all current assets viz. raw material, stores & spares, work-in-progress, finished goods and book debts & second charge on all fixed assets of the Company.
- ii. Outstanding loans are further secured by personal guarantee of Mr. Manish Kalani and corporate guarantee of Kalani Industries Private Limited.
- iii. Outstanding loans are further secured by personal guarantee of Mr. Saurabh Kalani, director of the Company.

27. SHORT-TERM LEASE LIABILITIES

	31 March 2025	31 March 2024
Lease liability (Current portion)	0.40	19.40
Total short-term lease liabilities	0.40	19.40

28. TRADE PAYABLES

	31 March 2025	31 March 2024
Total outstanding dues of micro enterprises and small enterprises	25.15	147.88
Total outstanding dues of creditors other than micro enterprises and small enterprises	802.92	1,530.26
Total Trade Payables	828.07	1,678.14

On the basis of confirmation to the extent received from suppliers who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Company, the following are the details:

	31 March 2025	31 March 2024
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	25.15	147.88
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	2.06	11.51
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

Trade Payables Ageing Schedule*

	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	4.52	16.73	3.28	0.62	-	25.15
(ii) Others	318.07	328.49	59.50	10.93	85.93	802.92
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
As at March 31, 2025	322.59	345.22	62.78	11.55	85.93	828.07

Trade Payables Ageing Schedule*

	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	49.25	94.19	2.68	0.97	0.79	147.88
(ii) Others	909.30	485.18	88.44	16.82	30.52	1,530.26
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-
As at March 31, 2024	958.55	579.37	91.12	17.79	31.31	1,678.14

* The ageing schedule is prepared considering the credit period of 90 days for domestic purchases and 180 days for import purchases.

* There are no disputed trade payables as at March 31, 2025 and March 31, 2024.

29. OTHER FINANCIAL LIABILITIES

	31 March 2025	31 March 2024
Interest accrued but not due on borrowings	347.75	634.40
Employee related payable	164.88	237.79
Government grants #	-	0.41
Employee Security Deposits	7.25	7.50
Intercompany settlement account	211.89	-
Other Payables	6.05	36.19
Total Other Financial Liabilities	737.82	916.29
# Government Grants	31 March 2025	31 March 2024
Opening balance	0.41	0.41
Grants received during the year	-	2.74
Less: Reclassed to profit or loss	0.41	(2.74)
Closing balance	-	0.41

30. SHORT-TERM PROVISIONS

	31 March 2025	31 March 2024
Provision for employee benefits		
Provision for compensated absences (unfunded)	0.96	2.93
Total Short-term Provisions	0.96	2.93

31. OTHER CURRENT LIABILITIES

	31 March 2025	31 March 2024
Statutory dues payable	343.19	300.23
Advance received from customers	285.24	160.91
Advance Against Business Transfer (Refer Note 60)	-	2,029.20
Total Other Current Liabilities	628.43	2,490.34

32. REVENUE FROM OPERATIONS

	31 March 2025	31 March 2024
Sale of products		
- Finished goods	2,588.64	5,570.28
- Traded goods	23.55	277.72
Sale of services	2.05	126.80
Other operating revenue	271.48	10.34
Total Revenue from Operations	2,885.72	5,985.14
Details of products sold		
Finished goods sold		
Technical textile	2,588.64	5,570.28
Traded goods sold		
Fabrics & granules	23.55	277.72
Reconciliation of revenue recognised from product sold:		
Gross revenue	2,621.97	5,867.35
Adjustment for:		
Less : Sales return	1.84	15.70
Less : Discounts / Incentives	7.94	3.64
Revenue from Operations	2,612.19	5,848.01

33. OTHER INCOME

	31 March 2025	31 March 2024
Interest income on financial assets at amortisation cost	45.85	34.78
Foreign exchange gain (net)	5.95	26.39
Government grants #	-	2.74
Gain on Restructuring of Debt (Refer Note 55)	1,658.51	-
Other non operating income	5.61	15.26
Total Other Income	1,715.92	79.17

34. COST OF MATERIAL CONSUMED

	31 March 2025	31 March 2024
(a) Raw Materials Consumed		
Inventory at the beginning of the year	73.44	136.18
Add: Purchases during the year	1,240.97	3,087.69
Less: Stock transferred under sale of business	74.53	-
Less: Inventory at the end of the year	20.23	73.44
Cost of Raw Material Consumed	1,219.65	3,150.43

(b) Consumables Consumed		
Inventory at the beginning of the year	88.14	67.16
Add: Purchases during the year	441.39	519.04
Less: Stock transferred under sale of business	84.54	-
Less: Inventory at the end of the year	1.91	88.14
Cost of Consumables Consumed	443.08	498.06
Total Cost of Material Consumed (a+b)	1,662.73	3,648.49
Details of Material Consumed		
Polymer granules	1,219.66	3,150.43
Yarn	7.51	104.91
Others	435.56	393.15
Total	1,662.73	3,648.49

35. PURCHASE OF STOCK-IN-TRADE

	31 March 2025	31 March 2024
Purchase of Stock-In-Trade	47.34	254.94
Total	47.34	254.94

36. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

	31 March 2025	31 March 2024
Inventories at the beginning of the year		
-Finished goods	286.20	377.63
-Work-in-progress	416.02	286.96
	702.22	664.59
Less: Inventories at the end of the year		
-Finished goods	74.28	286.20
-Work-in-progress	158.12	416.02
	232.40	702.22
Less: Stock transferred under sale of business*	255.93	-
Net (increase)/ decrease	213.89	(37.63)

*Stock transferred under sale of business amounting to Rs. 255.93 million comprises of closing stock of finished goods and Work in progress of Pithampur units as at 30th April, 2024 which were transferred under sale of business.

37. EMPLOYEE BENEFITS EXPENSE

	31 March 2025	31 March 2024
Salaries, wages, bonus and other allowances	757.92	1,485.52
Contribution to provident and other funds	74.57	112.92
Gratuity expenses (refer note 44)	14.40	28.50
Staff welfare expenses	10.72	70.83
Total Employee Benefits Expense	857.61	1,697.77

38. FINANCE COSTS

	31 March 2025	31 March 2024
Interest expense		
- On borrowings	300.53	834.32
- On MSME	2.06	11.51
Interest on delay in payment of taxes	121.95	-
Total	424.54	845.83
Less: Prior period expense (Refer note 60)	(113.65)	-
Total Finance Costs	310.89	845.83

39. DEPRECIATION AND AMORTIZATION EXPENSE

	31 March 2025	31 March 2024
Depreciation (refer note 5)	255.85	483.69
Amortization (refer note 6 and 7)	23.55	109.50
Total Depreciation and Amortization Expense	279.40	593.19

40. OTHER EXPENSES

	31 March 2025	31 March 2024
Consumption of store & spares parts	47.64	109.58
Power and fuel	146.95	328.08
Rent	18.71	29.80
Repairs and maintenance	7.37	27.92
Job work charges	58.34	118.37
Insurance	9.77	30.05
Rates and taxes	22.96	49.11
Freight outward	90.64	181.07
Travelling expenses	70.44	116.41
Auditor's remuneration (refer note below)	1.80	2.95
Printing and stationery	0.91	3.60
Communication expenses	3.05	14.82
Legal and professional charges	117.25	66.45
Advertisement and publicity	9.28	36.89
Brokerage and Commission	2.59	12.52
Provision for doubtful debts	400.00	162.94
Bad debts and advances written off	-	20.31
Provision for impairment of loans	52.38	41.04
Works Contracts Execution Expenses	92.16	104.35
Miscellaneous expenses	59.72	172.30
Total Expenses	1,211.96	1,628.56

Note: The following is the break-up of Auditors remuneration (exclusive of applicable Taxes)

As auditor:	31 March 2025	31 March 2024
Statutory audit fees	0.85	1.25
Limited review	0.75	1.50
Tax audit fees	0.20	0.20
Total Audit fees	1.80	2.95

41. INCOME TAX

(A) Deferred tax relates to the following:	31 March 2025	31 March 2024
Deferred tax assets		
On provision for employee benefits	23.81	48.19
On provision for doubtful debts	272.81	250.76
On unabsorbed depreciation and carry forward business losses	433.02	1,627.88
On lease obligations	0.05	2.23
	729.69	1,929.06
Deferred tax liabilities		
On property, plant and equipment	(200.87)	(357.74)
	(200.87)	(357.74)
Inter Unit Transfer opening	-	-
Deferred tax assets/ (liabilities) net *	528.82	1,571.32
Minimum Alternative Tax (MAT) entitlement *	-	279.77
Total Deferred tax assets /(liabilities) net	528.82	1,851.09
The Company is carrying deferred tax asset (net) of Rs. 528.82 million as on March 31, 2025. Management is reasonably certain that the Company will earn sufficient taxable profit in future to utilise the Deferred Tax Asset 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.		

(B) Deferred tax charge / (benefit) to be recognized in Statement of Profit and Loss	31 March 2025	31 March 2024
Deferred tax liabilities/(assets) (net)	(528.82)	(1,571.32)
Less: Opening Deferred tax liabilities/(Assets) (net)	(1,571.32)	(849.90)
Add: Other	-	-
Add: Deferred tax impact on other comprehensive income	(2.32)	4.99
Deferred Tax charge / (benefit) for the year (A)	1,040.18	(716.43)
Minimum Alternative Tax (MAT) entitlements:		
Closing balances	-	(279.77)
Less: Opening balances	(279.77)	(279.77)
MAT credit adjusted for the year (B)	279.77	-
Net impact on Statement of profit & loss (A+B)	1,319.95	(716.43)

(C) Income tax expense / (credit)	31 March 2025	31 March 2024
Current tax	-	-
MAT credit adjusted	279.77	-
Income Tax charge of previous years	3.78	0.47
Deferred tax charge /(benefit)	1,040.18	(716.43)
Total	1,323.73	(715.96)

(D) Reconciliation of effective tax rate

Due to unabsorbed losses and depreciation under income tax and MAT, no tax charge is recognised in the current and previous year. Since effective tax rate is Nil, numerical reconciliation between average effective rate and applicable tax rate is not given.

42. EARNINGS PER SHARE

	31 March 2025	31 March 2024
Profit/(Loss) attributable to equity holders	2,356.46	(1,850.88)
Add: Interest on Foreign currency convertible bonds	-	-
Profit/(Loss) attributable to equity holders adjusted for the effect of dilution	2,356.46	(1,850.88)
Weighted average number of equity shares for basic earning per share	31.79	28.61
Effect of dilution:		
Add: Share Warrants issued during the year	2.48	-
Weighted average number of equity shares adjusted for the effect of dilution	34.27	28.61
Basic EPS (INR)	74.14	(64.70)
Diluted EPS (INR)	68.77	(64.70)

43. CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS

	31 March 2025	31 March 2024
Contingent liabilities		
<u>Corporate guarantees given on behalf of:</u>		
- Related party	-	950.00
- Others	20.11	20.11
<u>Disputed Demands (refer note 1 and 2 below)</u>		
- Income Tax	76.93	83.64
- Sales tax / VAT	43.49	43.49
- Entry tax	13.89	13.89
- Customs, Excise & GST	632.24	590.95
<u>Other Matter</u>	1.65	1.65
Total Contingent Liabilities	788.31	753.74

Note:

1. It is not practicable for the Company to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements/decisions pending with various forums/authorities.
2. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements.

Contingent assets

Contingent assets as on 31 March 2025: Nil (31 March 2024: Nil)

Commitments

Commitments as on 31 March 2025: Nil (31 March 2024: Nil)

44. EMPLOYEE BENEFITS

(A) The Company has the following employee benefit plans:	31 March 2025	31 March 2024
(A) <u>Defined Contribution Plans</u> : Employers' Contribution to Provident Fund and Employee State Insurance		
Expense recognised during the year	74.57	112.92
(B) <u>Defined benefit plan</u> : Gratuity payable to employees		
Expense recognised during the year	14.40	28.50

	Employee's gratuity fund	
i) Actuarial assumptions	31 March 2025	31 March 2024
Discount rate (per annum)	6.99%	7.22%
Rate of increase in Salary	4.00%	4.00%
Expected average remaining working lives of employees (years)	22.79	21.78
Attrition rate		
-upto 30 years	3%	3%
-31 to 44 years	2%	2%
-above 44 years	1%	1%

ii) Changes in the present value of defined benefit obligation	31 March 2025	31 March 2024
Present value of obligation at the beginning of the year	185.60	152.90
Acquisition adjustment (Out)	(121.46)	-
Interest cost	13.41	11.25
Current service cost	8.13	25.29
Benefits paid	(1.59)	(17.62)
Actuarial (gain)/ loss on obligations	(15.68)	13.78
Present value of obligation at the end of the year	68.41	185.60

iii) Change in the fair value of plan assets:	31 March 2025	31 March 2024
Opening fair value of plan assets	98.69	109.35
Fund Transfer (Out)	(78.90)	-
Expected return on plan assets	1.46	7.56
Less- FMC Charges	(0.78)	(1.72)
Contributions by employer	1.85	1.12
Benefits paid	(1.58)	(17.62)
Closing fair value of plan assets	20.74	98.69

iv) Assets and liabilities recognized in the Balance Sheet:	31 March 2025	31 March 2024
Liabilities at the end of the year	68.41	185.60
Fair value of plan assets at the end of the year	(20.74)	(98.69)
Liabilities recognised in the Balance Sheet (Classified as Non Current, Refer Note 25)	47.67	86.91

v) Actual return on plan assets:	31 March 2025	31 March 2024
Expected return on plan assets	1.46	7.56
Actuarial (losses)/ gains on plan assets	(6.44)	(2.21)
Actual return on plan assets	(4.98)	5.35

vi) Expense recognized in the Statement of Profit and Loss consist of:	31 March 2025	31 March 2024
Employee benefits expense		
Net Interest cost	6.27	3.20
Current service cost	8.13	25.29
Total expenses**	14.40	28.49
**Included in employee benefit expenses (Refer note 37)		
Other comprehensive income		
Actuarial gains / (losses) for the year on obligations	15.68	(13.78)
Actuarial gains /(losses) on plan assets	(6.44)	(2.21)
Total actuarial gain / (loss)	9.24	(15.99)
Total expense recognised in Statement of profit and loss	5.16	44.48

vii) Expected contribution to the fund in the next year	31 March 2025	31 March 2024
Gratuity	12.08	28.50

viii) A quantitative sensitivity analysis for significant is as shown below:	31 March 2025	31 March 2024
Impact on defined benefit obligation		
Discount rate		
0.5% increase	(3.59)	(9.27)
0.5% decrease	3.92	10.09
Rate of increase in salary		
0.5% increase	3.93	10.21
0.5% decrease	(3.62)	(9.44)

	Employee's gratuity fund	
ix) Maturity profile of defined benefit obligation	31 March 2025	31 March 2024
Year		
0 to 1 Year	4.62	11.05
1 to 2 Year	3.58	8.46
2 to 3 Year	3.43	11.24
3 to 4 Year	2.72	8.77
4 year onwards	54.00	146.06
	68.35	185.58

x) The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:	31 March 2025	31 March 2024
Particulars		
Insurance policy with LIC Life Insurance (%)	100.00%	100.00%

45. LEASES

Operating leases where Company is a lessee:

The Company continues to account for leases with term of twelve months or less as a operating lease and lease rentals for the same are accounted as expenses.

(i) Amounts recognised in balance sheet		31 March 2025	31 March 2024
The balance sheet shows the following amounts relating to leases:			
Right-of-use assets			
Buildings		0.45	84.58
Total		0.45	84.58
Lease Liabilities			
Current		0.40	19.40
Non - Current		0.16	72.34
Total		0.56	91.74

(ii) Amounts recognised in the statement of profit and loss		31 March 2025	31 March 2024
The statement of profit or loss shows the following amounts relating to leases:			
Depreciation charge of right-of-use assets			
Buildings		2.72	21.52
Total		2.72	21.52
	Notes	31 March 2025	31 March 2024
Interest expense (included in finance costs)	38	0.15	14.25
Expense relating to short-term leases (included in other expenses)	40	18.71	29.80
Total		18.86	44.05

46. RELATED PARTY DISCLOSURES:

(A) Names of related parties and description of relationship as identified and certified by the Company:

Subsidiaries

- i. Flexiglobal Holdings Ltd., Cyprus
- ii. Flexiglobal (UK) Limited (subsidiary of Flexiglobal Holding Ltd.)
- iii. Flexituff S.A. Enterprises LLP
- iv. Flexituff Javed Ahmed LLP
- v. Flexituff Hi-Tech LLP
- vi. Flexituff Sailendra Kalita LLP
- vii. Ujjivan LUIT LLP
- viii. Budheswar Das Flexituff International Limited JV
- ix. Vishnu Construction Flexituff International Limited JV
- x. Mayur Kartick Barooah Flexituff International Limited JV
- xi. Flexituff Sailendra Kalita JV
- xii. Pulin Borgohain JV
- xiii. Sanyug Enterprise Flexituff International Limited JV
- xiv. Flexituff DIRD JV

Associate

- i. Flexituff Technology International Limited (Subsidiary Upto 20 April 2024)

Trust

- i. Flexituff Ventures Int. Employees Group Gratuity Trust

Entities over which Key Management Personnel and their relatives have significant influence

- i. Kalani Industries Pvt Ltd.
- ii. Ecstasy Heights LLP
- iii. Venetian Realty LLP
- iv. Ambika Commercial LLP
- v. Rising Sun Properties LLP
- vi. Chitrakoot Mercantiles LLP
- vii. Wanderland Real Estates Pvt Ltd
- viii. Herbal Dream Ayurveda Creations Private Limited
- ix. Indore Land & Finance Private Limited
- x. Ratangiri Vinmay Pvt Ltd
- xi. Sunrise Properties Private Limited
- xii. Pusti Trading Pvt. Ltd
- xiii. Seven Star Properties Pvt. Ltd
- xiv. Sanovi Trading Pvt. Ltd
- xv. Saurabh Properties Pvt. Ltd
- xvi. Dumet Wire India Pvt. Ltd
- xvii. Treasure Management Malls Private Limited
- xviii. Dreamworld Digital Shopping Private Limited
- xix. Indore Treasure Town Pvt. Ltd, Madhya Pradesh

Key Management Personnel

- i. Mr. Saurabh Kalani, (Whole Time Director)
- ii. Mr. Anirudh Sonpal (Independent Director upto 14 November 2024)
- iii. Ms. Alka Sagar (Non Executive Woman Director)
- iv. Mr. Dharmendra Pawar (Independent Director)
- v. Mr. Jagdish Prasad Pandey (Whole-Time Director from September 11, 2020)
- vi. Mr. Ramesh Chand Sharma (Chief Financial Officer from January 01, 2021)
- vii. Mr. Rishabh Jain (Company Secretary from February 10, 2021)
- viii. Mr. Rahul Chouhan (Whole -Time Director from November 12, 2021)
- ix. Mr. Kaushal Kishore Vijayvergiya (Non- Executive Independent Director from 14 November 2024)

Relatives of Key Management Personnel

- i. Mrs. Padma Kalani (Mother of Mr. Saurabh Kalani)
- ii. Mr. Manish Kalani (Brother of Mr. Saurabh Kalani)
- iii. Mr. Kartikeya Kalani (Son of Mr. Saurabh Kalani)
- iv. Mrs. Devakshi Kalani (Daughter in Law of Mr. Saurabh Kalani)
- v. Mr. Rahul Pandey (Son of Mr. Jagdish Prasad Pandey)
- vi. Mrs. Rajkumari Sharma (Wife of Mr. Ramesh Chand Sharma)
- vii. Mrs. Namita Kalani (Wife of Mr. Saurabh Kalani)

(B) Details of transactions with related party in the ordinary course of business for the year ended:

(i) Sale of goods	31 March 2025	31 March 2024
Wanderland Real Estates Pvt Ltd	10.62	122.87
Flexituff Technology International Ltd	194.25	-
Herbal Dream Ayurveda Creations Private Limited	-	33.56
Dreamworld Digital Shoping Private Limited	-	2.65
Total	204.87	159.08
(ii) Sale of Services	31 March 2025	31 March 2024
Herbal Dream Ayurveda Creations Private Limited	-	4.38
Dreamworld Digital Shoping Private Limited	-	17.47
Flexituff Technology International Ltd	271.48	
Total	271.48	21.85
(iii) Purchase of goods	31 March 2025	31 March 2024
Herbal Dream Ayurveda Creations Private Limited	-	0.38
Flexituff Javed Ahmed LLP	-	0.55
Flexituff Technology International Ltd	84.70	
Total	84.70	0.93
(iv) Rent expenses	31 March 2025	31 March 2024
Kalani Industries Private Limited	-	0.76
Mrs. Padma Kalani	-	0.46
Herbal Dream Ayurveda Creations Private Limited	0.16	1.90
Indore Land & Finance Private Limited	0.03	0.41
Mrs. Namita Kalani	0.07	0.63
Total	0.26	4.16
(v) Reimbursement of Expenses	31 March 2025	31 March 2024
Herbal Dream Ayurveda Creations Private Limited	-	0.14
Mrs. Namita Kalani	-	0.10
Indore Land & Finance Indore	-	0.11
Total	-	0.35
(vi) Salaries, wages, bonus and other allowances	31 March 2025	31 March 2024
Mr. Kartikeya Kalani	11.04	11.01
Mr. Ramesh Chand Sharma	1.91	1.92
Mrs. Rajkumari Sharma	0.15	1.81
Mr. Rishabh Jain	1.41	1.30
Mr. Rahul Pandey	0.02	0.31
Total	14.53	16.35
(vii) Sitting Fees	31 March 2025	31 March 2024
Ms. Alka Sagar	0.18	0.27
Mr. Anirudh Sonpal	0.10	0.22
Mr. Dharmendra Pawar	0.10	0.27
Total	0.38	0.76

(viii) Interest income	31 March 2025	31 March 2024
Flexiglobal Holdings Ltd., Cyprus	-	0.08
Flexituff Javed Ahmed LLP	10.48	10.59
Flexituff Hi-Tech LLP	3.52	3.51
Flexituff SA Enterprises LLP	7.00	7.00
Flexituff Sailendra Kalita LLP	0.55	0.55
Ujjivan LUIT LLP	0.03	0.03
Budheswar Das Flexituff International Limited JV	0.40	0.40
Vishnu Construction Flexituff International Limited JV	0.12	0.12
Sanyug Enterprise Flexituff International Limited JV	0.02	0.02
Mayur Kartick Barooah Flexituff International Limited JV	0.26	0.25
Flexituff Sailendra Kalita JV	1.96	2.10
Total	24.34	24.65
(ix) Loans and advances given/(repaid)	31 March 2025	31 March 2024
Mayur Kartick Barooah Flexituff International Limited JV	0.03	0.02
Budheswar Das Flexituff International Limited JV	0.04	0.04
Vishnu Construction Flexituff International Limited JV	0.01	0.01
Sanyug Enterprise Flexituff International Limited JV	0.00	-
Flexituff Sailendra Kalita LLP	-	-
Flexituff Technology International Limited	-	-
Flexituff Javed Ahmed LLP	-	-
Flexiglobal Holding Limited	-	0.96
Flexituff Hi-Tech LLP	-	0.12
Flexituff DIRD JV	-	52.63
Total Loan & Advance Given	0.08	53.78
Flexituff SA Enterprises LLP	-	-
Flexiglobal Holding Limited	-	-
Flexituff Hi-Tech LLP	-	-
Flexituff Javed Ahmed LLP	-	(2.32)
Flexituff Sailendra Kalita JV	(1.50)	(0.72)
Flexituff Technology International Limited	-	(1.00)
Total Loan & Advance Repaid	(1.50)	(4.04)
(x) Provision on loan and interest receivable for related parties	31 March 2025	31 March 2024
Flexituff Javed Ahmed LLP (on interest portion)	27.18	21.57
Flexituff SA Enterprises LLP (on interest portion)	17.80	14.12
Flexituff Hi-Tech LLP (on interest portion)	5.44	4.31
Flexiglobal Holding Limited (on interest portion)	-	0.08
Flexiglobal Holding Limited (on loan)	-	0.96
Loan to JV/LLPs	1.96	-
Total	52.38	41.04
(xi) Impairment on Investment in Subsidiary	31 March 2025	31 March 2024
Flexiglobal Holding Ltd., Cyprus	12.52	12.52
Total	12.52	12.52

(xii) Movement in Security Deposit - given/(repaid)	31 March 2025	31 March 2024
Herbal Dream Ayurveda Creations Private Limited	-	-
Indore Land & Finance Private Limited	-	0.07
Total	-	0.07

(xiii) Traveling Advances given/(expensed out) during the year (net)	31 March 2025	31 March 2024
Mr. Saurabh Kalani	-	8.04
Mr. Kartikeya Kalani	0.37	11.79
Total	0.37	19.83

(xiv) Sale of business	31 March 2025	31 March 2024
Flexituff Technology International Limited	4,030.09	-
Total	4,030.09	-

(C) Amount due to/from related party as on:

(i) Non current investments	31 March 2025	31 March 2024
Flexiglobal Holding Ltd., Cyprus	12.52	12.52
Flexituff Technology International Limited	5.76	5.76
Flexituff SA Enterprises LLP	0.08	0.08
Flexituff Javed Ahmed LLP	0.08	0.08
Flexituff Hi-Tech LLP	0.08	0.08
Flexituff Sailendra Kalita LLP	0.08	0.08
Ujjivan LUIT LLP	0.07	0.07
Less : Impairment on Investment	(12.52)	(12.52)
Total	6.15	6.15

(ii) Trade payables	31 March 2025	31 March 2024
Kalani Industries Private Limited	-	(0.24)
Herbal Dream Ayurveda Creations Private Limited	-	1.04
Mr. Manish Kalani	-	0.97
Mrs. Padma Kalani	-	0.21
Mrs. Namita Kalani	-	0.06
Flexituff Javed LLP	0.64	0.64
Total	0.64	2.68

(iii) Loans given	31 March 2025	31 March 2024
Flexituff Javed Ahmed LLP	87.31	87.31
Flexituff Hi-Tech LLP	29.33	29.33
Flexituff SA Enterprises LLP	58.31	58.31
Flexituff Sailendra Kalita LLP	3.95	3.95
Ujjivan LUIT LLP	0.23	0.23
Budheswar Das Flexituff International Limited JV	4.45	4.40
Sanyug Enterprise Flexituff International Limited JV	0.18	0.18
Vishnu Construction Flexituff International Limited JV	1.32	1.31
Flexituff Technology International Limited	-	-
Mayur Kartick Barooah Flexituff International Limited JV	2.90	2.87
Flexituff Sailendra Kalita JV	21.39	22.89
Flexiglobal Holding Limited	13.28	13.28
Flexituff DIRD JV	52.63	52.63
Flexituff Pulin Borgohain JV	(1.00)	(1.00)
Less: Impairment on Loan to Flexiglobal Holding Limited	(19.45)	(13.28)
Less: Impairment on Loan to JV/LLPs	(1.96)	-
Total	252.87	262.41

(iv) Interest Receivable on Loans given to related parties (included in Loans in Balance Sheet)	31 March 2025	31 March 2024
Flexituff Javed Ahmed LLP	92.02	81.54
Flexituff Hi-Tech LLP	23.98	20.46
Flexituff SA Enterprises LLP	57.76	50.77
Flexituff Sailendra Kalita LLP	4.58	4.03
Ujjivan LUIT LLP	2.06	2.03
Budheswar Das Flexituff International Limited JV	8.04	7.68
Sanyug Enterprise Flexituff International Limited JV	0.05	0.04
Vishnu Construction Flexituff International Limited JV	0.77	0.66
Mayur Kartick Barooah Flexituff International Limited JV	2.05	1.81
Flexituff Sailendra Kalita JV	14.11	12.34
Flexiglobal Holding Limited	6.17	6.17
Less: Impairment on Interest Receivable		
Flexituff Javed Ahmed LLP	(110.75)	(83.57)
Flexituff SA Enterprises LLP	(72.52)	(54.72)
Flexituff Hi-Tech LLP	(22.15)	(16.71)
Flexiglobal Holding Limited	(6.17)	(6.17)
Total	-	26.36

(v) Traveling Advances	31 March 2025	31 March 2024
Mr. Saurabh Kalani	(0.03)	(0.03)
Mr. Kartikeya Kalani	13.09	13.46
Total	13.06	13.43

(vi) Security Deposit given	31 March 2025	31 March 2024
Herbal Dream Ayurveda Creations Private Limited	-	1.50
Indore Land & Finance Private Limited	-	0.48
Total	-	1.98

(vii) Security Deposit given for equity shares pledged by third parties	31 March 2025	31 March 2024
Sunrise Properties Private Limited	-	10.00
Pusti Trading Pvt. Ltd	-	10.00
Seven Star Properties Pvt. Ltd	-	10.00
Sanovi Trading Pvt. Ltd	0.01	10.00
Saurabh Properties Pvt. Ltd	-	10.00
Dumet Wire India Pvt. Ltd	-	10.00
Total	0.01	60.00

(viii) Other payables	31 March 2025	31 March 2024
Mr. Ramesh Chand Sharma	0.83	0.24
Mrs. Rajkumari Sharma	-	0.22
Mr. Kartikeya Kalani	4.12	0.36
Mr. Rishabh Kumar Jain CS	0.51	0.07
Mr. Rahul Pandey	-	0.02
Mrs. Alka Sagar	-	0.05
Mr. Dharmendra Pawar	-	0.05
Total	5.46	1.01

(ix) Trade receivables	31 March 2025	31 March 2024
Flexituff Javed Ahmed LLP	-	-
Flexituff SA Enterprises LLP	415.22	415.22
Wanderland Real Estate Pvt Ltd	10.65	9.83
Flexituff Sailendra Kalita JV	20.93	20.93
Herbal Dream Ayurveda Creations Private Limited	-	3.20
Budheswar Das Flexituff International Limited JV	0.83	0.83
Dreamworld Digital Shopping Private Limited	-	1.61
Indore Treasure Town private Ltd, Madhya Pradesh	-	6.66
Sanyug Enterprise Flexituff International Limited JV	0.83	0.83
Flexituff Sailendra Kalita LLP	3.16	3.16
Flexituff Technology International Ltd.	87.15	-
Total	538.77	462.27

(x) Advances received for sale of business	31 March 2025	31 March 2024
Flexituff Technology International Ltd	-	2,029.20
Total	-	2,029.20

(xi) Intercompany Balances (net of receivables)	31 March 2025	31 March 2024
Flexituff Technology International Ltd	211.89	-
Total	211.89	-

(xii) Slump sale consideration receivable	31 March 2025	31 March 2024
Flexituff Technology International Ltd	49.70	-
Total	49.70	-

(D) Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free except for loans and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2025, the Company has recorded impairment of interest receivable and loan amounting to Rs. 52.38 million relating to amounts owed by related parties (31 March 2024: 41.04 million) (Refer Note 40). This assessment is undertaken in each financial year through examining the financial position of the related party and the market in which the related party operates.

47. SEGMENT REPORTING

The Company's operations predominantly relate to manufacturing of technical textiles. The Chief Operating Decision Maker (CODM) reviews the operations of the Company as one operating segment. Hence no separate segment information has been furnished herewith.

The Company receives 10% or more of its revenue from transactions with single external customer, the details of which are given in table below:

External customer*	31 March 2025	31 March 2024
Customer A	224.45	768.16
Customer B	193.45	527.79
Other Customers	2,467.82	4,689.20
Total	2,885.72	5,985.15

* For confidentiality reasons, the name of cutomers are not disclosed herewith.

The amount of its revenue from external customers, broken down by location of its customers is shown in the table below:

Revenue from external customers	31 March 2025	31 March 2024
India	2,325.73	3,967.95
Singapore	61.00	701.36
USA	8.37	268.62
Other countries	490.62	1,047.22
Total	2,885.72	5,985.15

The amount of non-current assets other than financial instruments, broken down by location of the asset is shown in the table below:

Non current assets	31 March 2025	31 March 2024
Within India	2,411.22	3,493.84
Outside India	-	-

48. FAIR VALUES OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The amortized cost using effective interest rate (EIR) of non-current financial assets/liabilities are not significantly different from the carrying amount and therefore the impact of fair value is not considered for above disclosure.

Financial assets that are neither past due nor impaired include cash and cash equivalents, security deposits, term deposits, and other financial assets.

The carrying value and fair value of financial instruments by categories as at 31st March 2025 were as follows:

Particulars	Note	Amortised Cost	Financial assets/ liabilities at fair value through		Total carrying value	Total fair value
			Profit or loss	OCI		
Assets						
Investments in Equity Instruments - Unquoted	9	-	0.01		0.01	0.01
Non current Fixed deposits	10	61.80			61.80	61.80
Trade receivables	14	739.95			739.95	739.95
Loans	17	259.04			259.04	259.04
Other financial assets	18	309.07			309.07	309.07
Cash and cash equivalents	15	112.28			112.28	112.28
Bank balances other than cash and cash equivalent	16	3.57			3.57	3.57

Liabilities						
Long term Borrowings	23	1,004.17			1,004.17	1,004.17
Short term borrowings	26	1,384.67			1,384.67	1,384.67
Trade payables	28	828.07			828.07	828.07
Other financial liabilities	29	737.82			737.82	737.82

The carrying value and fair value of financial instruments by categories as at 31st March 2024 were as follows:

Particulars	Note	Amortised Cost	Financial assets/ liabilities at fair value through		Total carrying value	Total fair value
			Profit or loss	OCI		
Assets						
Investments in Equity Instruments - Unquoted	9	-	0.01	-	0.01	0.01
Non current Fixed deposits	10	4.00	-	-	4.00	4.00
Trade receivables	14	1,288.17	-	-	1,288.17	1,288.17
Loans	17	288.78	-	-	288.78	288.78
Other financial assets	18	122.32		-	122.32	122.32
Cash and cash equivalents	15	993.20	-	-	993.20	993.20
Bank balances other than cash and cash equivalent	16	94.00	-	-	94.00	94.00
Liabilities						
Long term Borrowings	23	-	-	-	-	-
Short term borrowings	26	6,409.71	-	-	6,409.71	6,409.71
Trade payables	28	1,678.15	-	-	1,678.15	1,678.15
Other financial liabilities	29	916.29	-	-	916.29	916.29

49. FAIR VALUE HIERARCHY

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset 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).

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

Level 3	31 March 2025	31 March 2024
Investments in Equity Instruments		
Unquoted equity instruments	0.01	0.01
Financial assets measured at amortized cost		
Non current Fixed deposits	61.80	4.00
Trade receivables	739.95	1,288.17
Loans	259.04	288.78
Other financial assets	309.07	122.32
Cash and cash equivalents	112.28	993.20
Bank balances other than cash and cash equivalent	3.57	94.00

Financial liabilities measured at amortized cost		
Long term Borrowings	1,004.17	-
Short term borrowings	1,384.67	6,409.71
Trade payables	828.07	1,678.15
Other financial liabilities	737.82	916.29

50. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Company's profit / loss before tax is affected through the impact on floating rate borrowings, as follows:

Exposure to interest risk	Increase/ decrease in basis points	Effect on profit / loss before tax
2025		
INR in Millions	+50	(4.12)
INR in Millions	-50	4.12
2024		
INR in Millions	+50	(18.33)
INR in Millions	-50	18.33

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's functional currency).

The following table shows foreign currency exposures receivable and payable at the end of the reporting period

Particulars		31 March 2025		31 March 2024	
		Foreign currency in million	Rs. in million	Foreign currency in million	Rs. in million
Assets					
Trade Recievables	USD	2.36	202.40	3.89	324.29
	GBP	0.34	37.53	0.11	11.26
	EURO	0.17	15.58	0.19	17.47
	AUD	-	-	0.03	1.60
	CAD	-	-	0.30	18.21
Loans & advances	GBP	-	-	0.18	19.45
Advance to Suppliers	USD	-	-	0.04	3.36
	EURO	-	-	-	-
	CHF	-	-	-	-
Particulars		31 March 2025		31 March 2024	
		Foreign currency in million	Rs. in million	Foreign currency in million	Rs. in million
Liabilities					
Foreign Currency Convertible Bonds	USD	-	-	31.50	2,626.28
Trade Payables	USD	-	-	0.35	27.93
	EURO	-	-	0.001	0.06
Advance from Customers	USD	-	-	0.61	42.11
Other Current Financial Liability	USD	-	-	-	-

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in the foreign exchange rate, with all other variables held constant, of the Company's profit / loss before tax (due to changes in the fair value of monetary assets and liabilities).

Particulars	Effect on profit / loss - gain / (loss)			
	5% increase in exchange rate		5% decrease in exchange rate	
	31 March 2025	31 March 2024	31 March 2025	31 March 2024
Assets				
Trade Recievables	12.78	18.64	(12.78)	(18.64)
Loans & advances	-	0.97	-	(0.97)
Advance to Suppliers	-	0.17	-	(0.17)

Liabilities				
Foreign Currency Convertible Bonds	-	(131.31)	-	131.31
Trade Payables	-	(1.40)	-	1.40
Advance From Customers	-	(2.11)	-	2.11

(B) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk is primarily attributable to the Company's trade and other receivables. The amounts presented in this standalone statement of financial position are net of allowances for doubtful receivables, estimated by management based on prior experience and their assessment of the current economic environment.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

The ageing analysis for accounts receivables has been considered from the date the invoice falls due:

	31 March 2025	31 March 2024
Not due	198.30	537.64
0-3 months	158.26	178.98
3-6 months	128.14	80.46
6 months to 12 months	91.70	108.16
beyond 12 months	996.66	960.39
Total	1,573.06	1,865.63

The following table summarizes the change in the loss allowances estimated using life time expected credit loss method

	31 March 2025	31 March 2024
Opening provision	616.76	453.82
Add: additional provision made	227.85	162.94
Less: Provision utilised for Bad Debts written off	-	-
Closing provisions	844.61	616.76

(C) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Processes and policies related to such risks are overseen by senior management who monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below summarizes the maturity profile of the Company's financial liabilities:

Particulars	Payable on demand	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
Monday, March 31, 2025						
Long-term borrowings	-	-	-	1,004.17	-	1,004.17
Short term borrowings	1,384.67	-	-	-	-	1,384.67
Trade payables	-	828.07	-	-	-	828.07
Other financial liability	347.75	390.07	-	-	-	737.82
Total	1,732.42	1,218.14	-	1,004.17	-	3,954.73

Sunday, March 31, 2024	Payable on demand	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
Long-term borrowings	-	-	-	-	-	-
Short term borrowings	6,409.71	-	-	-	-	6,409.71
Trade payables	-	1,678.14	-	-	-	1,678.14
Other financial liability	634.40	281.89	-	-	-	916.29
Total	7,044.11	1,960.03	-	-	-	9,004.14

51. CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Company has not distributed any dividend to its shareholders. The Company monitors its gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of non-current borrowing (including current maturities from long term debts) and current borrowing of the Company. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

		31 March 2025	31 March 2024
Total equity	(i)	273.63	[2,191.22]
Total debt	(ii)	2,388.84	6,409.71
Overall financing	(iii) = (i) + (ii)	2,662.47	4,218.49
Gearing ratio	(ii)/ (iii)	0.90	1.52
No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2025 and 31 March 2024.			

52. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Provisions of section of 135 of Companies Act, 2013 'Corporate Social Responsibility' are not applicable to the company.

53. RATIO ANALYSIS AND ITS ELEMENTS

Ratio	Denomination	Numerator	Denominator	March 31, 2025	March 31, 2024	% Change	Reason for Variance (If more than 25%)
(a) Current ratio	Number	Current Assets	Current Liabilities	0.53	0.36	48%	Note 1
(b) Debt-equity ratio	Number	Debt	Share holders Equity	8.73	NA	-	Note 2
(c) Debt service coverage ratio	Number	Earning available for debt service	Debt Service with in a year	2.72	[0.06]	-4885%	Note 3
(d) Return on equity ratio	%	Net Profit/ (Loss) after tax	Average Shareholder's Equity	NA	NA	-	Note 4
(e) Inventory turnover ratio	Number	Cost of Goods Sold	Average Inventory	3.23	4.23	-24%	
(f) Trade receivables turnover ratio	Number	Net Credit Sales	Average Trade Receivables	2.85	3.64	-22%	
(g) Trade payables turnover ratio	Number	Net Credit Purchases	Average Trade Payables	1.38	2.25	-39%	Note 5
(h) Net capital turnover ratio	Number	Net Sales	Working Capital	[1.70]	[0.81]	111%	Note 6
(i) Net profit ratio	%	Net Profit/ (Loss)	Net Sales	82%	-31%	-363%	Note 7
(j) Return on capital employed	%	Earnings before interest, taxes and gain on restructuring	Average Capital Employed	150%	-34%	-540%	Note 8

Note 1 - Current Ratio: The increase in ratio is on account of decrease in short term borrowings due to restructuring and one time settlement of debt.

Note 2 - Debt Equity Ratio: The increase in ratio is on account of substantial decrease in debt due to restructuring and one time settlement of debt.

Note 3 - Debt Service Coverage Ratio: The ratio has improved due to increase in earning available for debt service and reduction in debt due to restructuring and one time settlement of debt.

Note 4 - Return on Equity: Not applicable due to negative average equity.

Note 5 - Trade Payables Turnover Ratio: Ratio has decreased due to decrease in purchases as compared to previous year.

Note 6 - Net Capital Turnover Ratio: Ratio has decreased due to fall in turnover as compared to previous year.

Note 7 - Net Profit Ratio: The ratio has increased due to gain on slump sale and one time settlement of debt during the current year.

Note 8 - Return on capital employed: The return on capital employed has increased due to gain on slump sale and one time settlement of debt during the current year.

* As the Company does not have any cashflow from its investments, hence Return on Investment ratio is not presented herewith.

- 54.** The Loans or Advances in the nature of loans are granted to promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are:

Type of Borrower	Loans/ Advances granted Individually	Repayable on demand (Yes / No)	Terms/ Period of repayment is specified (Yes / No)	31 March 2025		31 March 2024	
				Amount outstanding as at the balance sheet date	% of Total	Amount outstanding as at the balance sheet date	% of Total
Related Parties	0.08	Yes	No	274.28	100%	275.70	100%
Total of Loan and Advances in the nature of Loan (Refer Note 46)	0.08			274.28		275.70	

- 55.** As on March 31, 2024, the Company has defaulted in repaying the principal and interest component of loan instalments amounting to Rs 359.42 millions and Rs. 273.96 millions respectively to IFCI LTD (The interest default cited here is net of TDS (as applicable). Loan of IFCI Ltd has been assigned to Phoenix ARC Private Limited on 19th April, 2024 vide confirmation letter dated 22nd April, 2024.

As on March 31, 2024, the Company was in default in repaying the principal and interest component for FCCB issued to TPG Growth II SF Pte. Ltd. amounting to Rs 1,875.91 millions and Rs 885.33 millions respectively and also was in default in redemption of FCCB from International Finance Corporation (IFC) amounting to Rs 750.37 millions. Interest accrued and payable to IFC amounts to Rs. 286.37 millions.

As per correspondence with TPG Growth II SF Pte. Ltd. dated 15 February 2024, the Company has entered into a one time settlement of the FCCBs and waiver of interest. Settlement amount was payable on or before 31 March 2024. Time line for payment further extended uptill 30th April, 2024 and the Company has paid settlement amount on 30th April, 2024.

IFC has also agreed for a one time settlement of the FCCB and waiver of interest, Settlement amount was payable by 15th February 2024. This time line further extended uptill 30th April, 2024. The Company has paid settlement amount on 29th April, 2024. As per the correspondence with IFC, the Company has received no dues certificate dated 8 May 2024.

Total gain to the company on one time settlement of principal amount of FCCBs is USD 21.42 Million.

The Company has entered into one time settlement arrangement with IFCI LTD and FCCBs with TPG Growth II SF Pte. Ltd. and International Finance Corporation (IFC) and booked gain on one time settlement of Rs 1,658.51 million during the year ended 31 March 2025 which is included in Other Income.

- 56.** The Company is still in the process of raising additional finance to sustain its operations in the normal course of business. Currently the company is facing financial and operational difficulties causing default in statutory payments, other financial obligations and operational losses. These events along with other conditions may cast an impact 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 financial statement of the Company have been prepared on a going concern basis.

- 57.** The Company had executed Business Transfer Agreement (BTA) with, Flexituff Technology International Limited (FTIL) on 28 August 2023 for sale of Flexible Intermediate Bulk Container (FIBC) business of Pithampur units of the Company. The sale is completed on 30 April 2024 via slump sale for a lump sum consideration.

As per BTA sale consideration was Rs. 3,190.60 million considering transfer of bank limits of Rs 839.50 million to FTIL. However, consortium banks has sanctioned fresh limits to FTIL to the extent amount restructured and appropriated that amount disbursed for reduction of banks limits of the Company. By virtue of modus operandi adopted by banks, sale consideration as well as net assets transferred increased by Rs 839.50 million.

The cost of acquisition of slump sale comprises of net book value of assets and liabilities of FIBC business of Pithampur units as at 30 April 2024 to the Company amounting to Rs 254.07 million.

The total profit on sale of business to the Company is Rs 3,776.02 million which is shown as an exceptional item in the Statement. (The calculation is depicted in the table below)

Particulars	Amount (Rs in million)
Sales consideration	4,030.09
Less: Cost of acquisition	254.07
Profit on sale of business	3,776.02

58. The Company has undertaken sales, purchase and incurred payments on behalf of FTIL post BTA i.e. 30 April 2024, also, has received money from customers and paid to vendors on behalf of FTIL where the Company is acting as an agent. The same transactions are accounted for through an inter company receivable/ payable account on net basis.

59. Pursuant to the sale of FIBC business of Pithampur units w.e.f. 30 April 2024, total income, total expenses (including purchases) and profit/ (loss) before tax during the year ended 31 March 2025 is not comparable with the total income, total expenses (including purchases) and profit/ (loss) before tax during the year ended 31 March 2024. The details of the same of FIBC business of Pithampur units for the relevant periods are given below:

(Rupees in million)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Total income	320.37	4,005.37
Total expenses	620.45	4,505.85
(Loss) before tax	(300.08)	(500.49)

60. Prior period expenses of Rs 113.65 million comprise of finance cost pertaining to the period prior April 2024 which were accrued and accordingly, then booked during the year ended 31 March, 2025.

61. The Company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.

62. The Company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the company with banks or financial institutions are in agreement with the books of accounts and there were no material discrepancies noted. However in the view of restructuring implementation during the period, the Company could not make available such quarterly returns or statements to the Statutory Auditors.

63. The Company has not been declared wilful Defaulter by any Bank or Financial Institutions or other lender.

64. The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

65. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

66. The company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.

67. Utilisation of Borrowed funds and share premium:

(i) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(ii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

68. There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of accounts.

69. The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

- 70.** The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- 71.** The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.
- 72.** The Financials are presented in Rs Million and decimal thereof except for the per share information or as otherwise stated.
- 73.** Previous year figures have been regrouped/ reclassified to confirm presentation as per Ind AS as required by Schedule III of the Act.

As per our report of even date
For **Mahesh C. Solanki & Co.**
Chartered Accountants
Firm Registration No.: 006228C

Mahesh Solanki
Partner
Membership No.: 074991
Place: Indore
Date: May 30, 2025

For and on behalf of the Board of Directors of
Flexituff Ventures International Limited
CIN: L25202MP1993PLC034616

Saurabh Kalani
Whole time director
DIN: 00699380
Place: Pithampur
Date: May 30, 2025

Rahul Chouhan
Whole time director
DIN: 03307553
Place: Pithampur
Date: May 30, 2025

Jagdish Prasad Pandey
Whole time director
DIN: 00225969
Place: Pithampur
Date: May 30, 2025

INDEPENDENT AUDITOR'S REPORT

To the Members of Flexituff Ventures International Limited

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

1. We have audited the consolidated financial statements of **Flexituff Ventures International Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31 March 2025, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Cash Flows and Consolidated Statement of Changes in Equity for the year then ended, and notes to the Consolidated Financial Statements, including summary of the material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").
2. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors on separate audited financial statements of the subsidiaries referred to in paragraph (a) of "Other Matters" section below, except for the effects of the matter described in the Basis of Qualified Opinion section of our report, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act and other accounting principles generally accepted in India, of the state of affairs of the Group as at 31 March, 2025 and its consolidated profit (including other comprehensive income), its consolidated cash flows and consolidated changes in equity for the year ended on that date.

Basis of Qualified Opinion

3. We draw attention to the following matters:
 - (a). The Holding Company has recognized deferred tax asset (net) of ₹528.82 million 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 material uncertainty on account of financial and operational difficulties as stated in Note 40 to the consolidated financial statements, we are unable to comment on the recoverability of deferred tax asset and consequential impact, if any, on the consolidated financial statements.

- (b). The Holding Company's Cash Generating Unit ("CGU") viz. Kashipur cluster, has a carrying value of ₹2,360.65 million as at 31 March 2025 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 55 to the consolidated financial statements. 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 consolidated financial statements with regard to the CGU.
4. We conducted our audit in accordance with the Standards on Auditing (SA's) and other pronouncements issued by the Institute of Chartered Accountants of India ('ICAI') specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained along with the consideration of report of the other auditors referred to in paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Material Uncertainty Related to Going Concern

5. We draw attention to Note 55 to the Consolidated Financial Statement, which states that the Holding Company is facing operational and financial difficulties as at 31 March 2025 indicating several factors that a material uncertainty exists which casts doubt on the Company's ability to continue as a going concern. The Statement has been prepared on a

going concern basis based on management's assessment of the Company's future prospects.

Our opinion on the consolidated financial statements is not modified in respect of this matter.

Emphasis of Matters

6. We draw attention to
 - (a). The Holding Company has entered into one time settlement arrangement with IFCL LTD and FCCBs with TPG Growth II SF Pte. Ltd. and International Finance Corporation (IFC) and booked gain on one time settlement of Rs.1,658.51 million during the year ended 31 March 2025 on the payment of principle of FCCBs. (Refer note 54 to the consolidated financial statements).

- (b). The Holding Company had executed Business Transfer Agreement (BTA) with Flexituff Technology International Limited (FTIL) on 28 August 2023 for sale of Flexible Intermediate Bulk Container (FIBC) business of Pithampur units of the Company. The sale is completed on 30 April 2024 via slump sale for a lump sum consideration.

As per BTA sale consideration was Rs. 3,190.60 million considering transfer of bank limits of Rs 839.50 million to (FTIL). However, consortium banks have sanctioned fresh limits to FTIL to the extent amount restructured and appropriated that amount disbursed for reduction of banks limits of the Company. By virtue of modus operandi adopted by banks, sale consideration as well as net assets transferred increased by Rs. 839.50 million.

The cost of acquisition of FIBC business comprises of net book value of assets and liabilities of FIBC business of Pithampur units as at 30 April 2024 amounting to Rs. 254.07 million.

The total profit on sale of business to the Company is Rs. 3,776.02 million (Refer note 56 to the Statement)

- (c). Due to implementation of restructuring of bank debt, finance cost of ₹ 113.65 million which is being shown in prior period expense by the Holding Company on account of change in interest rate during year ended 31 March, 2025. (Refer note 59 to the Statement)

Our opinion on the consolidated financial statements is not modified in respect of these matters.

Key Audit Matters

7. Except for the matter described in the Basis for Qualified Opinion section, Material Uncertainty Related to Going Concern section and Emphasis of Matters section, we have determined that there are no other key audit matters to communicate in our report.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

8. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the director's report, corporate governance report and management discussion and analysis report (together referred to as 'Other Information') but does not include the consolidated financial statements and our auditor's report thereon. The Other Information is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the Other Information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the Other Information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance 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

9. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements 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 in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or

error.

10. In preparing the consolidated financial statements, the respective Management and the Board of Directors of the companies included in the Group are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intend to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
11. The respective Board of Directors of the companies included in the Group are also responsible for overseeing the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

12. 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 SA's 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.
13. As part of an audit in accordance with SA's issued by ICAI, specified under section 143(10) of the Act, 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 Group has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls;
 - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;
 - Conclude on the appropriateness of Board of Directors' 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 Group'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 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 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; and
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities within the Group to express an opinion on the consolidated financial statements. Our responsibilities in this regard are further described in "Other Matters" paragraph in this audit report.
14. 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.
15. 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.

Other Matters

- a). The consolidated financial statements include the audited financial statements of 11 subsidiaries, whose financial statements reflect Group's share of total assets (before consolidation adjustments) of ₹ 419.74 million as at March 31, 2025, Group's share of total revenue (before consolidation adjustments) of ₹ Nil and Group's share of total net loss after tax (before consolidation adjustments) of ₹ 23.95 million year ended March 31, 2025, as considered in the consolidated financial statements, which have been

audited by their respective independent auditors. The independent auditors' reports on financial statements of these entities have been furnished to us and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.

Our opinion on the consolidated financial statements is not modified in respect of this matter with respect to our reliance on the work done and the report of the other auditors.

- b). The consolidated financial statements include the unaudited financial statements of two foreign subsidiaries (including a step down subsidiary) which has not been audited and has not prepared financial statement on going concern basis, whose financial statements reflect Group's share of total assets (before consolidation adjustments) of ₹ 1.95 million as at March 31, 2025, Group's share of total revenue (before consolidation adjustments) of ₹ Nil and Group's share of total net loss after tax (before consolidation adjustments) of ₹ Nil the year ended March 31, 2025 as considered in the consolidated financial statements. These unaudited financial statements have been approved and furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to affairs of these subsidiary, is based solely on such unaudited financial statement. According to the information and explanations given to us by the Management, these financial statements are not material to the Group. (Refer Note 2.2 (d) to the consolidated financial statements).
- c). The consolidated financial statements includes the financial statements of one foreign subsidiary which is prepared as per management accounts and has not been reviewed, whose financial statements reflect Group's share of total assets (before consolidation adjustments) of ₹ 52.63 million as at March 31, 2025, Group's share of total revenue (before consolidation adjustments) of ₹ Nil and Group's share of total net loss after tax (before consolidation adjustments) of ₹ Nil the year ended March 31, 2025 as considered in the consolidated financial statements. According to the information and explanations given to us by the Management, these financial statements are not material to the Group.
- d). The consolidated financial statement include the share of the net loss after tax of Rs 5.76 million and total comprehensive loss of Rs 5.76 million of the associate as per Ind AS 28 Investments in Associates and Joint Ventures for the year ended 31st March, 2025. This audited financial statement 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 this associate, is based solely on such audited financial statement.

Our opinion on the consolidated financial statements is not modified in respect of the above matter with respect to the financial statements certified by the Board of Directors.

Report on Other Legal and Regulatory Requirements

16. As required by clause (xxi) of paragraph 3 and 4 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued by us and by the respective other auditor as mentioned in paragraph 15 above, of companies included in the consolidated financial statements and covered under the Act we report that there are no qualifications or adverse remarks reported in the respective Order reports of such companies.
17. 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 purpose of our audit of the aforesaid consolidated financial statements;
 - b). Except for the effects of the matters described in the Basis of Qualified Opinion section above, in our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books.
 - c). The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows are in agreement with the books of account of the Group;
 - d). Except for the effects of the matters described in the Basis of Qualified Opinion section above, in our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act;
 - e). The matter described in Material Uncertainty Related to Going Concern section of our report, in our opinion, may have an adverse effect on the functioning of the Group;
 - f). On the basis of the written representations received from the directors and taken on record by the Board of Directors and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of section 164(2) of the Act;

- g). The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion above;
- h). With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure I" which is based on the auditors' reports of the Company and its subsidiary companies incorporated in India;
- i). 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 Group has disclosed the impact of pending litigations on its financial position as at 31 March 2025 in its consolidated financial statements – Refer Note 42 to the consolidated financial statements;
 - ii The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2025;
 - iii There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group;
 - iv
 - a. The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Group to or in any person or entity, including foreign entities ('the intermediaries'), with the understanding, whether recorded in writing or otherwise, that the intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b. The respective Managements of the Holding Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, has represented that, to the best of its knowledge and belief, no funds have been received by the Group from any person or entity, including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Group shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - c. Based on such audit procedures performed as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
 - v The Group has neither declared nor paid any dividends during the year ended 31 March 2025.
 - vi Based on our examination, which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the respective software.
Further, where audit trail (edit log) facility was enabled, we did not come across any instance of the audit trail feature being tampered with during the course of our audit and the audit trail has been preserved by the Company as per the statutory requirements for record retention.
- 18. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:
 - a). According to information and explanations given to us, the Company has not paid or provided for any managerial remuneration during the year. Hence, reporting under section 197(16) of the Act is not applicable.

For **Mahesh C. Solanki & Co.**
Chartered Accountants
Firm's Registration No.: 006228C

Mahesh Solanki
Partner
Membership No.: 074991
UDIN: 25074991BMJAJ06555

Place: Indore
Date: May 30, 2025

ANNEXURE-I TO THE INDEPENDENT AUDITOR'S REPORT

[Referred to in paragraph 17(h) under 'Report on Other Legal and Regulatory Requirements' section in our report of even date, to the members of Flexituff Ventures International Limited for the year ended 31 March 2025]

We have audited the internal financial controls over financial reporting of Flexituff Ventures International Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") as of 31 March, 2025 in conjunction with our audit of consolidated financial statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Group's management is responsible for establishing and maintaining internal financial controls with reference to the consolidated financial statements based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). 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 Group's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Group's internal financial control with reference to the consolidated financial statements based on our audit. We conducted audit in accordance with the Guidance Note on Audit of Internal Financial control over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Group's Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Control and, both issued by institute of Chartered Accountants of India. 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 control over financial

reporting was established and maintained end of such controls operate effectively in all material respects.

Our audit involves performing procedure to obtain audit evidence about the adequacy of the internal financial control systems over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting includes 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 assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of 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 Group's internal financial control system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Group's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated financial statement for external purpose in accordance with generally accepted accounting principles. A Group's internal financial control over financial reporting includes those policies and procedures that (1) pertains to maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the asset of the Group; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the Group are being made only in accordance with authorizations of management and directors of the Group; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the companies asset that could have a material effect on the consolidated financial statements.

Inherent Limitation 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 statement 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 subjected to the risk that the internal financial controls 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, the Group has, in all material respects, an adequate internal financial controls system over financial reporting and search internal financial controls over financial reporting were operating effectively as at March 31, 2025 based on the criteria for internal financial control with reference to consolidated financial statements established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **Mahesh C. Solanki & Co.**
Chartered Accountants
Firm's Registration No.: 006228C

Mahesh Solanki
Partner
Membership No.: 074991
UDIN: 25074991BMJAJ06555

Place: Indore
Date: May 30, 2025

CONSOLIDATED BALANCE SHEET AS AT 31st MARCH 2025

(All amounts in ₹ millions, unless otherwise stated)

Particulars	Notes	As at 31 st March 2025	As at 31 st March 2024
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	5	2,360.75	3,350.68
Other Intangible Assets	6	-	21.25
Right-of-Use Assets	7	0.45	84.58
Investments in equity accounted investees	8	-	-
Financial Assets			
(i) Investments	9	0.01	0.01
(ii) Other Non-current Financial Assets	10	86.35	56.46
Deferred Tax Assets (Net)	40	528.82	1,851.09
Non-current Tax Assets (Net)	11	48.48	37.15
Other Non-current Assets	12	1.65	2,030.30
Total Non-current Assets		3,026.51	7,431.52
Current Assets			
Inventories	13	282.08	907.92
Financial Assets			
(i) Trade Receivables	14	507.36	1,054.94
(ii) Cash and Cash Equivalents	15	119.25	1,552.26
(iii) Bank Balances other than Cash and Cash Equivalent	16	3.57	94.00
(iv) Loans	17	31.12	32.96
(v) Other Current Financial Assets	18	361.26	174.47
Current Tax Assets (Net)	19	9.90	11.38
Other Current Assets	20	342.19	575.92
Total Current Assets		1,656.73	4,403.85
Total Assets		4,683.24	11,835.38
EQUITY AND LIABILITIES			
Equity			
(i) Equity Share Capital	21	328.23	307.04
(ii) Other Equity	22	(181.13)	(650.16)
Total Equity Attributable to Equity Holders		147.10	(343.12)
Non Controlling Interests		(96.87)	(97.46)
Total Equity		50.23	(440.58)
Liabilities			
Non-current Liabilities			
Financial Liabilities			
(i) Borrowings	23	1,002.61	169.29
(ii) Lease Liabilities	24	0.16	72.33
Provisions	25	56.77	110.05
Total Non-current Liabilities		1,059.54	351.67
Current Liabilities			
Financial Liabilities			
(i) Borrowings	26	1,375.91	6,460.54
(ii) Lease Liabilities	27	0.40	19.40
(iii) Trade Payables	28		
a) Outstanding dues to micro enterprises and small enterprises		25.15	147.89
b) Outstanding dues to creditors other than micro enterprises and small enterprises		791.48	1,518.25
(iv) Other Current Financial Liabilities	29	738.19	1,264.10
Provisions	30	0.96	2.93
Other Current Liabilities	31	641.38	2,511.17
Total Current Liabilities		3,573.47	11,924.28
Total Liabilities		4,633.01	12,275.95
Total Equity and Liabilities		4,683.24	11,835.37
Summary of Material Accounting Policies	2		
The accompanying Notes are an integral part of the Consolidated Financial Statements.			

This is consolidated balance sheet
as per our Report of even date
For **Mahesh C. Solanki & Co.**
Chartered Accountants
Firm Registration No.: 006228C

Mahesh Solanki
Partner
Membership No.: 074991
Place: Indore
Date: May 30, 2025

For and on behalf of the Board of Directors
Flexituff Ventures International Limited
CIN: L25202MP1993PLC034616

Saurabh Kalani
Whole time director
DIN: 00699380
Place: Pithampur
Date: May 30, 2025

Rahul Chouhan
Whole time director
DIN: 03307553
Place: Pithampur
Date: May 30, 2025

Jagdish Prasad Pandey
Whole time director
DIN: 00225969
Place: Pithampur
Date: May 30, 2025

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2025

(All amounts in ₹ millions, unless otherwise stated)

Particulars	Notes	Year ended 31 st March 2025	Year ended 31 st March 2024
Income			
Revenue from Operations	32	2,885.72	5,985.64
Other Income	33	1,692.12	54.74
Total Income		4,577.84	6,040.38
Expenses			
Cost of Material Consumed	34	1,662.73	3,648.49
Purchase of Stock-in-Trade		47.34	257.90
Changes in Inventories of Finished Goods, Stock-in-Trade and Work-in-Progress	35	213.89	(36.41)
Employee Benefits Expense	36	857.61	1,697.77
Finance Costs	37	310.91	849.63
Depreciation and Amortization Expense	38	279.42	593.23
Other Expenses	39	1,165.45	1,592.12
Total Expenses		4,537.35	8,602.73
Profit/(Loss) before prior period items, exceptional item and tax		40.49	(2,562.35)
Prior Period Expenses (Refer Note 59)		(113.65)	
Exceptional Items		3,776.02	
Profit/(Loss) after exceptional items and before tax		3,702.86	(2,562.35)
Income Tax Expense / (Credit)	40		
a) Current Tax		-	-
b) Mat Credit Adjusted of Previous Year		279.77	-
c) Income Tax Charge for Previous Years		3.78	0.47
d) Deferred Tax Charge / (Benefit)		1,040.18	(721.88)
Total Income Tax (Credit) / Expense		1,323.73	(721.41)
Profit/(Loss) for the year		2,379.13	(1,840.94)
Profit/(Loss) from Continuing Operations for the Year Attributable to:			
Equity Holders of the Holding		2,378.54	(1,834.67)
Non Controlling Interest		0.59	(6.27)
		2,379.13	(1,840.94)
Other Comprehensive Profit/(Loss)/ Income			
Items that will not be reclassified to Profit or Loss			
Re-measurement gains/ (losses) on Defined Benefit Plans		9.23	(15.99)
Income Tax effect on above		(2.32)	4.99
Items that will be reclassified to Profit or Loss			
Exchange difference on Translation of Foreign Operation		0.07	17.47
Income Tax effect on above		(0.02)	(5.45)
Total Other Comprehensive Income for the Year		6.96	1.02
Other Comprehensive Income Attributable to:			
Equity Holders of the Holding		6.96	1.02
Non Controlling Interest		-	-
Total Comprehensive Profit/(Loss) for the Year Net of Tax		2,386.09	(1,839.92)
Total Comprehensive Profit/(Loss) for the Year Attributable to :			
Shareholders of the Company		2,385.50	(1,833.64)
Non Controlling Interest		0.59	(6.28)
Profit/(Loss) Per Equity Share			
Basic (in.Rs)	41	74.85	(64.35)
Diluted (in.Rs)	41	69.41	(64.35)
Summary of Material Accounting Policies	2		

The accompanying Notes are an integral part of the Consolidated Financial Statements.

This is consolidated statement of profit and loss
as per our report of even date
For **Mahesh C. Solanki & Co.**
Chartered Accountants
Firm Registration No.: 006228C

Mahesh Solanki
Partner
Membership No.: 074991
Place: Indore
Date: May 30, 2025

For and on behalf of the Board of Directors
Flexituff Ventures International Limited
CIN: L25202MP1993PLC034616

Saurabh Kalani
Whole time director
DIN: 00699380
Place: Pithampur
Date: May 30, 2025

Rahul Chouhan
Whole time director
DIN: 03307553
Place: Pithampur
Date: May 30, 2025

Jagdish Prasad Pandey
Whole time director
DIN: 00225969
Place: Pithampur
Date: May 30, 2025

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31st MARCH 2025

(All amounts in ₹ millions, unless otherwise stated)

Particulars	Year ended 31 st March 2025	Year ended 31 st March 2024
Cash Flow from Operating Activities		
Profit/(loss) before tax but after prior period adjustment	(73.16)	(2,562.36)
Adjustments for:		
- Depreciation and Amortization Expenses	279.42	593.23
- Finance Cost	424.56	849.63
- Interest Income	(21.88)	(10.12)
- Defined Benefits Reclassified to OCI	6.91	(11.00)
- Provision Written Back	-	-
- Liabilities Written Back	-	0.01
- Provision for Bad & Doubtful Debts	400.00	162.94
- Gain on Restructuring of Debt (Refer Note 54)	(1,658.51)	-
- Loss/(Profit) on Sale of Fixed Assets	-	-
- Unrealised Foreign Exchange Gain (Net)	(1.99)	(3.32)
- Foreign Currency Translation Reserve	0.05	12.02
- Share of loss in associates	5.76	-
Operating Profit Before Working Capital changes	(638.84)	(968.97)
Changes in Working Capital		
Increase/ (Decrease) in Trade Payables	(850.40)	(231.61)
Increase/ (Decrease) in Other Current Liabilities	167.13	2,241.91
Increase/ (Decrease) in Other Financial Liabilities	(1,921.01)	370.60
Increase/ (Decrease) in Provisions	(55.25)	48.60
Decrease/ (Increase) in Inventories	625.84	13.66
Decrease/ (Increase) in Trade Receivables	150.56	514.79
Decrease/ (Increase) in Other Bank Balances	90.43	(14.69)
Decrease/ (Increase) in Other Financial Assets	(423.33)	36.12
Decrease/ (Increase) in Loans	2.12	15.93
Decrease/ (Increase) in Other Assets	(326.13)	(1,877.05)
Cash Generated from Operations	(3,178.88)	149.29
Income Tax Paid	(10.94)	(21.36)
Net Cash Flows from Operating Activities (A)	(3,189.82)	127.93
Cash Flow from Investing Activities		
Net Proceeds/ (Payments) for Property, Plant and Equipment and Intangible Assets (Net)	732.72	(48.39)
Interest Received	23.81	9.25
Net proceeds from sale of business	3,980.39	-
Net Cash Outflows/(Inflows) from Investing Activities (B)	4,736.92	(39.14)
Cash Flow from Financing Activities		
Net Proceeds/(Repayment) of Borrowings	(2,362.36)	155.38
Proceeds from Issue of Shares Warrants	51.68	16.95
Proceeds from Issue of Shares	49.80	75.41
Principal Elements of Lease	(8.02)	(16.45)
Interest Paid	(711.21)	(831.19)
Proceeds from issue of CCDs	-	2,019.53
Net Cash Outflows from Financing Activities (C)	(2,980.11)	1,419.63
Net Increase/(Decrease) in Cash and Cash Equivalents (A+B+C)	(1,433.01)	1,508.42
Cash and Cash Equivalents at the Beginning of the Year	1,552.26	43.85
Cash and Cash Equivalents at the End of the Year	119.25	1,552.26
Cash and Cash Equivalents Comprise (Refer Note 15)		
Balances with Banks	-	-
In Current Accounts	11.58	1,544.39
In Fixed Deposits with Maturity of less than 3 Months	106.32	3.95
Cash on Hand	1.35	3.92
Total Cash and Bank Balances at end of the Year	119.25	1,552.26
The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS-7) - Statement of Cash Flow.		
The accompanying Notes are an integral part of the Consolidated Financial Statements.		

As per our report of even date
For **Mahesh C. Solanki & Co.**
Chartered Accountants
Firm Registration No.: 006228C

Mahesh Solanki
Partner
Membership No.: 074991
Place: Indore
Date: May 30, 2025

For and on behalf of the Board of Directors
Flexituff Ventures International Limited
CIN: L25202MP1993PLC034616

Saurabh Kalani
Whole time director
DIN: 00699380
Place: Pithampur
Date: May 30, 2025

Rahul Chouhan
Whole time director
DIN: 03307553
Place: Pithampur
Date: May 30, 2025

Jagdish Prasad Pandey
Whole time director
DIN: 00225969
Place: Pithampur
Date: May 30, 2025

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2025

(All amounts in ₹ millions, unless otherwise stated)

	As at 31 st March 2025		As at 31 st March 2024	
(A) Equity Share Capital	No. of shares	Amount	No. of shares	Amount
Equity shares of Rs.10 each issued, subscribed and fully paid				
Balance at the beginning of the year	30.70	307.04	26.88	268.83
Add: Issued during the year	2.12	21.19	3.82	38.21
Balance at the end of the year	32.82	328.23	30.70	307.04

The Company had converted 38,21,276 share warrants into same number of equity shares of Rs 10 each, at a premium of Rs. 21.50 each share during the year ended 31 March, 2024. Further, the Company has converted 21,18,724 share warrants into same number of equity shares of Rs 10 each, at a premium of Rs. 21.50 each share and has made allotment of 49,50,000 share warrants of issue price of Rs 41.75 each, Rs 10.44 paid per warrant during the year ended 31 March, 2025.

(B) Other Equity	Equity component of CCD	Money received against Share Warrants	Reserves & surplus			Non Controlling Interests	Total
			Securities Premium	General Reserve	Retained Earnings		
Balance as at 1 st April 2023	-	47.52	2,098.07	114.24	(3,131.45)	(91.18)	(962.80)
Profit/(Loss) for the year	-	-	-	-	(1,834.67)	(6.28)	(1,840.95)
Other comprehensive income / Profit/(Loss)	-	-	-	-	1.02	-	1.02
Total comprehensive loss for the year	-	-	-	-	(1,833.65)	(6.28)	(1,839.93)
Recognition of equity component of CCD	2,019.53	-	-	-	-	-	2,019.53
Issue of equity shares at premium	-	-	82.16	-	-	-	82.16
Balance amount received for the share warrants converted into equity shares	-	89.80	-	-	-	-	89.80
Conversion of share warrants into equity shares	-	(120.38)	-	-	-	-	(120.38)
Impairment of Investment in subsidiary	-	-	-	-	(16.01)	-	(16.01)
Balance as at 31st March 2024	2,019.53	16.94	2,180.23	114.24	(4,981.10)	(97.46)	(747.63)
Balance as at 1 st April 2024	2,019.53	16.94	2,180.23	114.24	(4,981.10)	(97.46)	(747.63)
Profit/(Loss) for the year	-	-	-	-	2,378.54	0.59	2,379.13
Other comprehensive income / Profit/(Loss)	-	-	-	-	6.96	-	6.96
Total comprehensive loss for the year	-	-	-	-	2,385.50	0.59	2,386.09
Loss of control in subsidiary (refer note no. 53)	(2,019.53)	-	-	-	-	-	(2,019.53)
Issue of equity shares at premium	-	-	45.55	-	-	-	45.55
Balance amount received for the share warrants converted into equity shares	-	49.80	-	-	-	-	49.80
Conversion of share warrants into equity shares	-	(66.74)	-	-	-	-	(66.74)
Issue of share warrants #	-	51.68	-	-	-	-	51.68
Impairment of Investment in subsidiary	-	-	-	-	22.77	-	22.77
Balance as at 31st March 2025	-	51.68	2,225.78	114.24	(2,572.83)	(96.87)	(278.01)

The Company had converted 38,21,276 share warrants into same number of equity shares of Rs 10 each, at a premium of Rs. 21.50 each share during the year ended 31 March, 2024. Further, the Company has converted 21,18,724 share warrants into same number of equity shares of Rs 10 each, at a premium of Rs. 21.50 each share and has made allotment of 49,50,000 share warrants of issue price of Rs 41.75 each, Rs 10.44 paid per warrant during the year ended 31 March, 2025.

The accompanying notes are an integral part of the Consolidated Financial Statements.

This is Consolidated Statement of Changes in Equity as per our report of even date
For **Mahesh C. Solanki & Co.**
Chartered Accountants
Firm Registration No.: 006228C

Mahesh Solanki
Partner
Membership No.: 074991
Place: Indore
Date: May 30, 2025

For and on behalf of the Board of Directors
Flexituff Ventures International Limited
CIN: L25202MP1993PLC034616

Saurabh Kalani Whole time director DIN: 00699380 Place: Pithampur Date: May 30, 2025	Rahul Chouhan Whole time director DIN: 03307553 Place: Pithampur Date: May 30, 2025
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Jagdish Prasad Pandey
Whole time director
DIN: 00225969
Place: Pithampur
Date: May 30, 2025

**NOTES FORMING PART OF THE CONSOLIDATED
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st
MARCH 2025**

(All amounts in ₹ millions, unless otherwise stated)

MATERIAL ACCOUNTING POLICIES

1. GENERAL INFORMATION

The consolidated financial statements comprise financial statements of Flexituff Ventures International Limited (the Holding Company), its subsidiaries (collectively, the Group) for the year ended 31st March, 2025.

The Holding Company is engaged in the business of technical textile. Manufacturing units of the Company are located at Pithampur in Madhya Pradesh which was transferred under BTA taken place on 30th April, 2024 and at Kashipur in Uttarakhand. The Holding Company is a public limited company domiciled in India and is incorporated under the provisions of the Companies Act. The Holding Company is listed on the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE). The registered office of the Holding Company is located at 6th Floor, Treasure Island 11 South Tukoganj, MG road, Indore, Madhya Pradesh, India, 452001.

These consolidated financial statements were authorised for issue by the Board of Directors of the Holding Company on May 30, 2025.

2. MATERIAL ACCOUNTING POLICIES

Material accounting policies adopted by the group are as under:

2.1 Basis of Preparation of Consolidated Financial Statements

(a). Statement of Compliance with Ind AS

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III).

Accounting policies have been consistently applied to all the years presented except where a newly issued accounting standard is initially adopted or a revision to an existing accounting

standard requires a change in the accounting policy hitherto in use.

(b). Basis of measurement

The financial statements have been prepared on a historical cost convention on accrual basis, except for the following:

- i) certain financial assets and liabilities (including derivative instruments) that is measured at fair value.
- ii) defined benefit plans - plan assets measured at fair value.

(c). Current / non current classification

The Group has ascertained its operating cycle as twelve months for the purpose of Current/ Non-Current classification of its Assets and Liabilities. The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

(d). Use of estimates

The preparation of financial statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying consolidated financial statements are based upon the Management's

evaluation of the relevant facts and circumstances as at the date of the consolidated financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected. Refer Note 3 for detailed discussion on estimates and judgments.

(e). Rounding off of amounts

All amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest million as per the requirement of Schedule III, unless otherwise stated.

2.2 Principles of consolidation

The consolidated financial statements relate to the Holding Company and its subsidiary companies (collectively referred herein under as the 'Group'). The consolidated financial statements have been prepared on the following basis:

(a). Subsidiaries

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date when control ceases.

The Group combines the financial statements of the Holding Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

(b). Change in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests or reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised within equity. When the Group ceases to consolidate for an investment because of a loss of control, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit and loss. The fair value becomes the initial carrying amount for the purposes of subsequent accounting for the retained interest. In addition, any amounts previously recognised in OCI in respect of that entity are reclassified to profit or loss as if the Group had directly disposed of the related assets and liabilities.

(c). The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's separate financial statements in preparing the financial statements to ensure conformity with the Group's accounting policies, wherever necessary and practicable.

(d). Two foreign subsidiaries, "Flexiglobal Holding Limited, Cyprus" and "Flexiglobal (UK) Limited, United Kingdom (step-down subsidiary)", have not prepared their financial statements on going concern basis (as considered in these Consolidated Financial Statements) as the same are under liquidation process. The financials of these subsidiaries as considered in these consolidated financial statements are management accounts and are not audited. These subsidiaries are not material to the Group.

2.3 Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation and impairment if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Spare parts are recognised when they meet the

definition of property, plant and equipment, otherwise, such items are classified as inventory.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to Statement of Profit and Loss during the year in which they are incurred.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

Depreciation methods, estimated useful lives

the Group depreciates property, plant and equipment over their estimated useful lives using the straight line method. The estimated useful lives of assets are as follows:

Property, plant and equipment	Estimated useful life (in years)
Factory building	30
Leasehold land	over the period of lease term
Office equipment	5
Plant and machinery	15
Electrical Installations	5 to 10
Furniture and fittings	10
Vehicles	8
Computers	3

Depreciation on addition to property plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/deduction from property plant and equipment is provided up to the date preceding the date of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in Statement of Profit and Loss under 'Other Income'.

Depreciation methods, useful lives and residual values are reviewed periodically at each financial year end and adjusted prospectively, as appropriate.

2.4 Intangible assets

Intangible assets are stated at cost of acquisition net of recoverable taxes less accumulated amortisation/ depletion and impairment loss, if any. The cost comprises of purchase price, borrowing costs and any cost directly attributable to bringing the asset to its working condition for the intended use.

Expenditure incurred on acquisition of intangible assets which are not ready to use at the reporting date is disclosed under "Intangible assets under development".

Amortisation method and periods

Amortisation is charged on a straight-line basis over the estimated useful lives. The estimated useful lives and amortization method are reviewed at the end of each annual reporting period, with the effect of any changes in the estimate being accounted for on a prospective basis.

The Group amortized intangible assets over their estimated useful lives using the straight line method. The estimated useful lives of intangible assets are as follows:

Intangible assets	Estimated useful life
Development assets	5 years
Computer software	3 years
Patents	5 years

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

2.5 Research and development expenditure

Research Costs are charged as an expense in the year in which they are incurred and are reflected under the appropriate heads of account.

Development costs that are directly attributable to the design and testing of identifiable and unique assets controlled by the Group are recognised as intangible assets when the following criteria are met:

- it is technically feasible to complete the asset so that it will be available for use- management intends to complete the asset to use it or sell it
- there is an ability to use or sell the asset
- it can be demonstrated how the asset will generate probable future economic benefits
- adequate technical, financial and other resources to complete the development and to use or sell the asset are available and

- the expenditure attributable to the asset during its development can be reliably measured

Directly attributable costs that are capitalised as part of the asset include employee cost and appropriate portion of relevant overheads. Capitalised development costs are recorded as intangible assets and amortised from the point at which the asset is available for future use.

Development expenditure that do not meet the above criteria are recognised as expense as incurred. Development costs previously recognised as expense are not recognised as an asset in the subsequent period.

2.6 Impairment of non financial assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. 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.

If such assets are 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 and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

For non financial assets, an assessment is made at each reporting period end or whenever triggering event occurs as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group makes an estimation of the recoverable amount.

A previously recognised impairment loss is reversed only if there has been a change in the estimations used to determine the asset's recoverable amount since the last impairment

loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, or had no impairment loss been recognised for the asset in prior years.

2.7 Foreign currency transactions

(a). Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Group's functional and presentation currency.

(b). Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. All exchange differences arising on reporting on foreign currency monetary items at rates different from those at which they were initially recorded are recognised in the Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalized as cost of assets.

In respect of foreign exchange differences arising on restatement or settlement of long term foreign currency monetary items attributable to depreciable assets, the Group has availed the option available in Ind AS 101 to continue the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items outstanding, wherein foreign exchange differences on account of depreciable asset, are adjusted in the cost of depreciable asset and would be depreciated over the balance life of asset.

Non-monetary items that are measured at historical cost in a foreign currency, are translated using the exchange rate at the date of the transaction. Nonmonetary items that are measured at fair value in a foreign currency, are translated using the exchange rates at the date when the fair value is measured.

(c). Translation of foreign operation

The results and financial positions of foreign operations (none of which has the currency of a

hyper inflationary economy) that have functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates
- all resulting exchange differences are recognised in other comprehensive income

When a foreign operation is sold, the associated exchange differences are reclassified to profit and loss, as a part of gain or loss on sale.

2.8 Fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- ▶ In the principal market for the asset or liability, or
- ▶ In the absence of a principal market, in the most advantageous market for the asset or liability accessible to the Group.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. the Group's management determines the policies and procedures for fair value measurement such as derivative instrument.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ▶ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ▶ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

2.9 Revenue recognition

Revenue from Sale of Goods and Services

Revenue from sale of goods is recognised when control of the products being sold is transferred to customers and when there are no longer any unfulfilled obligations. The Performance Obligations in contracts are fulfilled at the time of dispatch, delivery or upon formal customer acceptance depending on customer terms.

Revenue from irrevocable bill and hold contracts is recognised when the customer has the ability to direct the use of, and obtain substantially all of the remaining benefits from, the product even though the customer has decided not to exercise its right to take physical possession of that product.

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government such as goods and services tax, etc. Revenue is only recognised to the extent that it is highly probable a significant reversal will not occur.

Income from services rendered is recognised based on agreements/arrangements with the customers as the service is performed and there are no unfulfilled obligations.

Revenue is recognised when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met as described below.

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of indirect taxes, trade allowances, rebates and amounts collected on behalf of third parties and is not recognised in instances where there is uncertainty with regard to ultimate collection. In such cases revenue is recognised on reasonable certainty of collection.

In respect of above, the amounts received in advance are reflected in the Balance sheet under "Other Current Liabilities" as "Advance from customer".

Export benefits

Duty free imports of raw materials under Advance License for imports as per the Import and Export Policy are matched with the exports made against the said licenses and the net benefit / obligation is accounted by making suitable adjustments in raw material consumption.

The benefit accrued under the Duty Drawback, Focus Market Scheme, Merchandise Exports from India Scheme and other schemes as per the Import and Export Policy in respect of exports made under the said schemes are accounted in the year of export and included under the head 'Other operating revenue'.

Fixed price contracts

Revenues from fixed-price contracts are recognized using the "percentage-of-completion" method. Percentage of completion is determined based on project costs incurred to date as a percentage of total estimated project costs required to complete the project. The cost expended (or input) method has been used to measure progress towards completion as there is a direct relationship between input and productivity. As the financial reporting of these contracts depends on estimates that are assessed continually during the term of these contracts, recognized revenue and profit are subject to revisions as the contract progresses to completion. When estimates indicate that a loss will be incurred, the loss is provided for in the period in which the loss becomes probable.

If the Group does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of profit and loss in the period in which such losses become probable based on the current contract estimates.

'Unbilled revenues' represent cost and earnings in excess of billings as at the end of the reporting period.

Interest income

Interest Income is recognised on a basis of effective interest method as set out in Ind AS 109, Financial Instruments, and where no significant uncertainty as to measurability or collectability exists.

2.10 Taxes

Tax expense for the year, comprising current tax and deferred tax, are included in the determination of the net profit or loss for the year.

(a). Current income tax

Current tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

(b). Deferred tax

Deferred income tax is provided, using the balance sheet approach, on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Minimum Alternate Tax credit is recognised as deferred tax asset only when and to the extent there is convincing evidence that the Group will

pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Group will pay normal income tax during the specified period.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Group has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Group.

Deferred income taxes are not provided on the movement of foreign currency translation reserve as the Group does not expect to sell the foreign subsidiaries in the foreseeable future.

2.11 Leases

As a lessee

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group. Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of fixed payments (including in-substance fixed payments), less any lease incentives receivable.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to

produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs, and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

2.12 Inventories

Raw materials, stores, consumables, work in progress, traded goods and finished goods are valued at the lower of cost and net realisable value.

Cost of raw materials, stores, consumables and traded goods includes purchase price, (excluding those subsequently recoverable by the Group from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. In determining the cost, weighted average cost method is used.

Cost of work in progress and manufactured finished goods is determined on the weighted average basis and comprises direct material, cost of conversion and other costs incurred in bringing these inventories to their present location and condition.

Provision of obsolescence on inventories is considered on the basis of management's estimate based on demand and market of the inventories.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated cost of completion and the estimated costs necessary to make the sale.

The comparison of cost and net realizable value is made on item by item basis.

2.13 Non-current assets (or disposal groups) held for sale and discontinued operations

Non-current assets (or disposal groups) are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

An impairment loss is recognised for any initial or subsequent write-down of the asset (or disposal group) to fair value less costs to sell. A gain is recognised for any subsequent increases in fair value less costs to sell of an asset (or disposal group), but not in excess of any cumulative impairment loss previously recognised. A gain or loss not previously recognised by the date of the sale of the non-current asset (or disposal group) is recognised at the date of de-recognition.

Non-current assets (including those that are part of a disposal group) are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal group classified as held for sale continue to be recognised.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

A discontinued operation is a component of the entity that has been disposed of or is classified as held for sale.

and that represents a separate major line of business or geographical area of operations, is part of a single coordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.

2.14 Provisions and contingent liabilities

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to

settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The Group records a provision for decommissioning costs. Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognized as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognized in the statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.15 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits net of bank overdraft with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, cash in banks and short-term deposits net of bank overdraft.

2.16 Corporate social responsibility (CSR)

Provisions are recognised for all CSR activity undertaken by the Group for which an obligation has arisen during the year and are recognized in

Statement of profit on loss on accrual basis. No provision is made against unspent amount, if any.

2.17 Government grants and subsidies

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the group will comply with all attached conditions. Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

2.18 Borrowing Costs

Interest and other borrowing costs attributable to qualifying assets are capitalised. Other interest and borrowing costs are charged to Statement of Profit and Loss.

2.19 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a). Financial assets

(i). Initial recognition and measurement

At initial recognition, financial asset is measured at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

(ii). Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in following categories:

- a) at amortized cost; or
- b) at fair value through other comprehensive income; or
- c) at fair value through profit or loss.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. Interest income from these

financial assets is included in finance income using the effective interest rate method (EIR).

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to Statement of Profit and Loss and recognized in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. Interest income from these financial assets is included in other income.

Equity instruments:

All equity investments are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value (currently no such choice is made). the Group makes such election on an instrument- by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

(iii). Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses(ECL) associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

The impairment methodology for each class of financial assets stated above is as follows:

Trade receivables from customers: the Group applies the simplified approach to providing for expected credit losses prescribed by Ind AS 109, which requires the use of the lifetime expected loss provision for all trade receivables.

Debt investments measured at amortised cost and FVOCI: Debt investments at amortised cost and those at FVOCI where there has been a significant increase in credit risk, lifetime expected credit loss provision method is used and in all other cases, the impairment provision is determined as 12 months expected credit losses.

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria,

the Group does not reduce impairment allowance from the gross carrying amount.

(iv). Derecognition of financial assets

A financial asset is derecognized only when

- a) the rights to receive cash flows from the financial asset is transferred or
- b) retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Where the financial asset is transferred then in that case financial asset is derecognized only if substantially all risks and rewards of ownership of the financial asset is transferred. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

(b). Financial liabilities

(i). Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss and at amortized cost, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs.

(iii). Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

(iii). Compound financial instruments

Compound financial instruments issued by the Group which can be converted into fixed number of equity shares for fixed price at the option of the holders irrespective of changes in the fair value of the instrument are accounted by separately recognising the liability and the equity components. The liability component is initially recognised at the fair value of a comparable liability that does not have an equity conversion option. The equity component is initially recognised at the difference between the fair value of the compound financial instrument as a whole and the fair value of the liability component. The directly attributable transaction costs are allocated to the liability and the equity components in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of the compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not remeasured subsequently.

(iv). Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss as finance costs.

(c). Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an

intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

2.20 Derivative financial Instruments

The Group uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks and interest rate risks. Such derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value with changes in fair value recognized in the statement of profit and loss, under financial income or financial cost in the period when they arise.

2.21 Employee benefits**(a). Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the year in which the employees render the related service are recognized in respect of employees' services up to the end of the year and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

(b). Other long-term employee benefit obligations

Compensated Absences: Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end.

Accumulated compensated absences, which are expected to be availed or encashed beyond 12 months from the end of the year end are treated as other long term employee benefits. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the statement of profit and loss in the year in which they arise. Compensated absences can be encashed only on discontinuation of service by employee.

(c). Post employment obligations**(i). Defined contribution plan**

Provident Fund: Contribution towards provident fund is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

Employee's State Insurance Scheme: Contribution towards employees' state insurance scheme is made to the regulatory authorities, where the Group has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Group does not carry any further obligations, apart from the contributions made on a monthly basis which are charged to the Statement of Profit and Loss.

(ii). Defined benefit plans

Gratuity: The Group provides for gratuity, a defined benefit plan (the 'Gratuity Plan') covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary. The Group's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the other comprehensive income in the year in which they arise.

2.22 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Group's earnings per share is the net profit or loss for the year after deducting preference dividends and any attributable tax thereto for the year. The weighted average number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the

weighted average number of shares outstanding during the year is adjusted for the effects of all dilutive potential equity shares.

2.23 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker regularly monitors and reviews the operating result of the whole Group as one segment of manufacturing of technical textile. Thus, as defined in Ind AS 108 "Operating Segments", the Group's entire business falls under this one operational segment and hence the necessary information has already been disclosed in the Balance Sheet and the Statement of Profit and Loss.

2.24 Contributed equity

Equity Shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.25 Dividends

Provision is made for the amount of any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

2.26 Rounding off amounts

All amounts disclosed in financial statements and notes have been rounded off to the nearest millions as per requirement of Schedule III of the Act, unless otherwise stated.

3. SIGNIFICANT ACCOUNTING JUDGMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

3.1 Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the year end date, that have a significant risk of

causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

(a). Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

(b). Defined benefit plans and other long term benefits (gratuity benefits and leave encashment)

The cost of the defined benefit plans and other long term benefits such as gratuity and leave encashment are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each year end.

The principal assumptions are the discount and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis.

(c). Useful lives of property, plant and equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2025, MCA has notified Ind AS 117 - Insurance Contracts and amendments to Ind As 116 – Leases, relating to sale and lease back transactions, applicable from April 1, 2024. The Company has assessed that there is no significant impact on its Consolidated financial statements.

4. RECENT PRONOUNCEMENTS

(a). Ministry of Corporate Affairs ("MCA") notifies

5. PROPERTY, PLANT AND EQUIPMENT

Particulars	Gross block						Depreciation					Net block
	As at 1 April 2024	Additions	Exchange Difference	Deductions	Transferred under BTA	As at 31 st March 2025	As at 1 st April 2024	For the year	Deductions	Transferred under BTA	As at 31 st March 2025	As at 31 st March 2025
Owned assets												
Freehold Land	161.73	-	-	-	-	161.73	-	-	-	-	-	161.73
Buildings	1,307.71	-	-	-	296.36	1,011.36	375.64	38.71	-	96.00	318.35	693.01
Plant and Machinery	6,113.05	-	-	-	1,416.30	4,697.13	3,926.64	212.50	-	927.40	3,211.74	1,485.39
Electrical installations	205.05	-	-	-	58.56	146.49	179.79	1.00	-	47.35	133.44	13.05
Furniture and Fixtures	34.94	0.04	-	-	17.59	17.40	24.32	0.82	-	11.11	14.03	3.37
Office Equipment	29.22	-	-	-	11.13	18.09	24.32	0.27	-	7.40	17.19	0.90
Vehicles	19.20	1.17	-	1.17	10.82	8.38	14.88	1.14	-	10.07	5.95	2.43
Computers	22.65	0.11	-	-	13.95	8.82	17.11	1.41	-	10.57	7.95	0.87
Leased assets												
Leasehold land	21.50	-	-	-	21.50	-	2.08	0.02	-	2.10	-	-
Total	7,915.45	1.32	-	1.17	1,846.21	6,069.40	4,564.78	255.87	-	1,112.00	3,708.65	2,360.75

Particulars	Gross block						Depreciation					Net block
	As at 1 st April 2023	Additions	Exchange Difference	Deductions	Transferred under BTA	As at 31 st March 2024	As at 1 st April 2023	For the year	Deductions	Transferred under BTA	As at 31 st March 2024	As at 31 st March 2024
Owned assets												
Freehold Land	161.73	-	-	-	-	161.73	-	-	-	-	-	161.73
Buildings	1,283.64	18.52	5.56	-	-	1,307.72	326.04	49.60	-	-	375.64	932.08
Plant and Machinery	6,067.60	15.54	30.29	-	-	6,113.43	3,511.38	415.26	-	-	3,926.64	2,186.79
Electrical installations	194.08	10.48	0.49	-	-	205.05	168.50	11.29	-	-	179.79	25.27
Furniture and Fixtures	34.84	0.10	-	-	-	34.94	22.58	1.74	-	-	24.32	10.62
Office Equipment	28.57	0.65	-	-	-	29.22	23.44	0.88	-	-	24.32	4.90
Vehicles	19.20	-	-	-	-	19.20	12.07	2.81	-	-	14.88	4.33
Computers	19.57	3.08	-	-	-	22.65	15.22	1.89	-	-	17.11	5.54
Leased assets												
Leasehold land	21.50	-	-	-	-	21.50	1.82	0.26	-	-	2.08	19.42
Total	7,830.73	48.38	36.34	-	-	7,915.45	4,081.05	483.73	-	-	4,564.78	3,350.68

Note: Refer to Note 23 and 26 for information on property, plant and equipment pledged as security by the Group.

6. INTANGIBLE ASSETS

	Gross block					Amortisation					Net block
Particulars	As at 1 st April 2024	Additions	Deductions	Transferred under BTA	As at 31 st March 2025	As at 1 st April 2024	For the year	Deductions	Transferred under BTA	As at 31 st March 2025	As at 31 st March 2025
Other intangible assets											
Patents	0.35	-	-	0.35	-	0.35	-	-	0.35	-	-
Computer Software	4.34	-	-	4.34	-	4.15	-	-	4.15	-	-
Development assets	787.26	-	-	24.31	762.95	766.21	20.83	-	24.09	762.95	-
Total	791.95	-	-	29.01	762.95	770.71	20.83	-	28.59	762.95	-

	Gross block					Amortisation					Net block
Particulars	As at 1 st April 2023	Additions	Deductions	Transferred under BTA	As at 31 st March 2024	As at 1 st April 2023	For the year	Deductions	Transferred under BTA	As at 31 st March 2024	As at 31 st March 2024
Other intangible assets											
Patents	0.35	-	-	-	0.35	0.35	-	-	-	0.35	-
Computer Software	4.32	0.02	-	-	4.34	4.10	0.05	-	-	4.15	0.19
Development assets	787.26	-	-	-	787.26	678.28	87.93	-	-	766.21	21.06
Total	791.93	0.02	-	-	791.95	682.73	87.98	-	-	770.71	21.25

7. RIGHT OF USE ASSETS

	Gross block					Amortisation					Net block
Particulars	As at 1 st April 2024	Additions	Deductions	Transferred under BTA	As at 31 st March 2025	As at 1 st April 2024	For the year	Deductions	Transferred under BTA	As at 31 st March 2025	As at 31 st March 2025
Buildings	126	-	-	115.14	10.65	41	2.72	-	33.74	10.20	0.45
Total	125.80	-	-	115.14	10.65	41.22	2.72	-	33.74	10.20	0.45

	Gross block					Amortisation					Net block
Particulars	As at 1 st April 2023	Additions	Deductions	Transferred under BTA	As at 31 st March 2024	As at 1 st April 2023	For the year	Deductions	Transferred under BTA	As at 31 st March 2024	As at 31 st March 2024
Buildings	105.39	20.40	-	-	125.80	19.70	21.52	-	-	41.22	84.58
Total	105.39	20.40	-	-	125.80	19.70	21.52	-	-	41.22	84.58

8. INVESTMENTS IN EQUITY ACCOUNTED INVESTEEES

	31 st March 2025	31 st March 2024
Summary of carrying amount of the Company's interest in equity accounted investees:		
Carrying amount of the Company's interest in associates	-	-
Total	-	-
Fair value of investment in Flexituff Technology International Limited (refer note no. 53)	5.76	
Company's share of Profit/(loss) in associates *	(5.76)	-
Carrying amount of the Company's interest in associates	-	-

*As per Ind AS 28, once an entity's share of losses equals its interest in an associate, it discontinues further loss recognition. Accordingly, the consolidated financial statement include ₹5.76 million of loss (limited to the carrying amount), out of the total share in comprehensive net loss of ₹166.55 million from associates.

9. INVESTMENTS

	31 st March 2025	31 st March 2024
Investment in equity shares at fair value through profit and loss		
Unquoted		
1,100 (31 March 2024: 1,100) Equity Shares of Rs. 10 each fully paid-up in Neemuch Solid Waste Management Private Limited	0.01	0.01
Total Non Current Investment	0.01	0.01
Aggregate book value of:		
Unquoted investments	0.01	0.01
Aggregate amount of impairment in value of investments	-	-

10. NON-CURRENT FINANCIAL ASSETS - OTHERS

	31 st March 2025	31 st March 2024
Fixed deposits with maturity for more than 12 months from balance sheet date (refer note below)	61.80	4.00
Security deposits	24.55	52.46
Total Non-Current Financial Assets - Others	86.35	56.46

* Out of the total Fixed Deposits ("FD's") balance of Rs 61.80 millions (31 March 2024: Rs 4.00 millions), the FD's of Rs 51.43 millions (31 March 2024: Nil) million are given as tender money, FD of Rs Nil (31 March 2024: Nil) is pledged to a lender and the balance FD's of Rs. 10.37 millions (31 March 2024: Rs 4.00 millions) are earmarked against credit facilities and bank guarantees availed by the Parent.

11. NON-CURRENT TAX ASSETS

	31 st March 2025	31 st March 2024
Advance Income Tax (Net)	48.48	37.15
Total Non-current Tax Assets	48.48	37.15

12. OTHER NON-CURRENT ASSETS

	31 st March 2025	31 st March 2024
Prepaid expenses	1.42	0.07
Security deposits	0.23	0.23
Advance Against Business Transfer	-	2,030.00
Total Other Non-current Other Assets	1.65	2,030.30

13. INVENTORIES *

	31 st March 2025	31 st March 2024
Raw materials in stock	20.23	72.94
Raw materials in transit	-	0.50
Consumables	1.91	88.14
Work in progress	158.12	416.02
Finished goods	74.42	286.34
Store and spares parts including packing material	27.40	43.98
Total Inventories	282.08	907.92

*Hypothecated as charge against borrowings. Refer note 23 and 26

14. TRADE RECEIVABLE

	31 st March 2025	31 st March 2024
Trade receivables	1,341.32	1,650.40
Receivables from related parties (Refer Note 45)	10.65	21.30
Less: Loss Allowance	(844.61)	(616.76)
Total Trade Receivables	507.36	1,054.94
Break-up of security details		
Trade receivables considered good - Secured	-	-
Trade receivables considered good - Unsecured	1,340.47	1,632.40
Trade receivables which have significant increase in credit risk	-	-
Trade receivables - credit impaired	11.50	39.30
Total	1,351.97	1,671.70
Loss allowance	(844.61)	(616.76)
Total Trade Receivables	507.36	1,054.94

Trade Receivables Ageing Schedule *

	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	198.30	286.40	91.70	126.19	98.41	539.47	1340.47
(ii) Disputed Trade Receivables - credit impaired	-	-	0.82	-	-	10.68	11.50
As at March 31, 2025	198.30	286.40	92.52	126.19	98.41	550.15	1,351.97

Trade Receivables Ageing Schedule *							
	Not Due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	96.67	259.44	108.16	140.56	53.69	973.88	1,632.40
(ii) Disputed Trade Receivables - credit impaired	-	-	-	-	-	39.30	39.30
As at March 31, 2024	96.67	259.44	108.16	140.56	53.69	1,013.18	1,671.70
* The ageing schedule is prepared considering the credit period of 90 days for receivables from Domestic sales, 120 days for receivables from Merchant Export Sales and 180 days for receivables from Export Sales.							

15. CASH AND CASH EQUIVALENTS

	31 st March 2025	31 st March 2024
Balances with banks		
- in current accounts	11.58	1,544.39
- in fixed deposits with maturity of less than 3 months	106.32	3.95
Cash on hand	1.35	3.92
Total Cash and Cash Equivalents	119.25	1,552.26

* Out of total Fixed Deposits ("FD's") of Rs 106.32 million (31 March 2024 : 3.95 million), FD's of Rs 1.57 million (31 March 2024 : Nil) are given as tender money and balance FD's of Rs 104.75 million (31 March 2024 : 3.95 million) are earmarked against the credit facilities and bank guarantees availed by the parent.

16. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENT

	31 st March 2025	31 st March 2024
Fixed deposit with maturity for more than 3 months but less than 12 months from balance sheet date*	3.57	94.00
Unpaid dividend		-
Total Bank Balances other than Cash and Cash Equivalent	3.57	94.00

* Out of total Fixed Deposits ("FD's") of Rs 3.57 million (31 March 2024: 94.00 million), FD's of Rs 0.77 million (31 March 2024: 42.22 millions) are given as tender money and balance FD's of Rs 2.8 million (31 March 2024: 51.78 million) are earmarked against the credit facilities and bank guarantees availed by the parent.

17. CURRENT FINANCIAL ASSETS

	31 st March 2025	31 st March 2024
<u>Secured, considered good</u>		
Security Deposit	31.12	32.96
<u>Unsecured, considered good</u>		
Intercompany deposits	-	-
Total Current Financial Assets	31.12	32.96
Break-up of Loans		
Loans considered good - Secured	31.12	32.96
Loans considered good - Unsecured	-	-
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	-	-
Total Loans	31.12	32.96

18. CURRENT FINANCIAL ASSETS - OTHERS

	31 st March 2025	31 st March 2024
Interest accrued on fixed deposits	3.57	5.86
Advance to staff	11.76	19.47
Other advances	(0.00)	0.24
Unbilled revenue #	284.02	52.15
Security deposit	12.21	96.75
Slump Sale consideration Receivable	49.70	-
Total Current Financial Assets - Others	361.26	174.47
# Classified as financial asset as right to consideration is unconditional upon passage of time.		

19. CURRENT TAX ASSETS (NET)

	31 st March 2025	31 st March 2024
Current tax Assets	9.90	11.38
Total Current Tax Assets (Net)	9.90	11.38

20. OTHER CURRENT ASSETS

	31 st March 2025	31 st March 2024
Advance to suppliers *	189.14	153.34
Advance to employees	-	-
Balance with government authorities	60.94	299.76
Deposits with government authorities	31.72	59.97
Prepaid expenses	2.11	8.05
Other receivables	58.28	54.80
Total Other Current Assets	342.19	575.92
* Advance to Suppliers		
- Considered good	189.14	153.34
Total	189.14	153.34

21. EQUITY SHARE CAPITAL

	31 st March 2025	31 st March 2024
Authorized		
40,000,000 (31 March 2024: 40,000,000) Equity Shares of Rs.10 each	400.00	400.00
	400.00	400.00
Issued, subscribed and paid up		
32,822,806 (31 March 2024: 30,704,082) equity shares of Rs.10 each fully paid	328.23	307.04
Total	328.23	307.04

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year	31 st March 2025		31 st March 2024	
	Number of shares in millions	Amount	Number of shares in millions	Amount
Outstanding at the beginning of the year	30.70	307.04	26.88	268.83
Add: Issued during the year	2.12	21.19	3.82	38.21
Outstanding at the end of the year	32.82	328.23	30.70	307.04

(b) Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares having par value of Rs. 10 per share. Each shareholder is entitled to one vote per share held. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended March 31, 2025, the amount of per share dividend recognized as distributions to equity shareholders was Nil (March 31, 2024: Nil).

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company	31 st March 2025		31 st March 2024	
	Number of shares in millions	% of holding in the class	Number of shares in millions	% of holding in the class
Name of the shareholder				
1. Kalani Industries Pvt Ltd	3.62	11.03%	3.62	11.79%
2. International Finance Corporation	1.90	5.80%	1.90	6.20%
3. Saurabh Properties Pvt Ltd	1.64	4.99%	1.64	5.33%
4. Miscellani Global Pvt Ltd	1.36	4.14%	1.36	4.43%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(d) No class of shares have been issued as bonus shares or for consideration other than cash by the Company during the period of five years immediately preceding the current year end.

(e) No class of shares have been bought back by the Company during the period of five years immediately preceding the current year end.

(f) Details of Shares held by Promoters

As at March 31, 2025	Number of shares in millions at the beginning of the year	Changes during the year	Number of shares in millions at the end of the year	% of Total Shares	% Change during the year
Promoter Name					
Kalani Industries Private Limited	3.62		3.62	11.03%	0%
Miscellani Global Private Limited	1.36		1.36	4.14%	0%
Anshuman Properties Pvt Ltd	1.15		1.15	3.50%	0%
High Skey Properties Pvt. Ltd.	1.04		1.04	3.17%	0%
Sanovi Trading Private Limited	1.01		1.01	3.08%	0%
Green Enviorment Privat Trust	1.2		1.20	3.66%	0%
Gourment Private Trust	0.99	0.21	1.20	3.66%	21%
As at March 31, 2024	Number of shares in millions at the beginning of the year	Changes during the year	Number of shares in millions at the end of the year	% of Total Shares	% Change during the year
Promoter Name					
Kalani Industries Private Limited	3.62	-	3.62	11.79%	0%
Miscellani Global Private Limited	1.36	-	1.36	4.43%	0%
Anshuman Properties Pvt Ltd	1.15	-	1.15	3.75%	0%
High Skey Properties Pvt. Ltd.	1.04	-	1.04	3.39%	0%
Sanovi Trading Private Limited	1.01	-	1.01	3.29%	0%
Green Enviorment Privat Trust	0.60	0.60	1.20	3.91%	100%
Gourment Private Trust	0.60	0.39	0.99	3.22%	65%

22. OTHER EQUITY

	31 st March 2025	31 st March 2024
Securities premium	2,225.78	2,180.23
General reserve	114.24	114.24
Profit/(Loss) in the Statement of Profit and Loss	(2,572.83)	(4,981.10)
Money received against Share Warrants	51.68	16.94
Recognition of equity component of CCD	-	2,019.53
Total Other Equity	(181.13)	(650.16)

Nature and purpose of other reserves

Securities Premium	Securities premium reserve is used to record the premium on issue of shares. These reserve is utilised in accordance with the provisions of the Act.
General Reserve	The General Reserve is used from time to time to record transfer of profit from retained earnings, for appropriation purposes. As general reserve is created by transfer from one component of equity to another and it is not an item of other comprehensive income, item included in the General Reserve will not be reclassified subsequently to Profit or Loss.
Retained Earnings	All other net gains, losses and transactions with owners (e.g.: dividends) not recognised elsewhere.
Money received against Share Warrants	Money received against share warrants is the amount received by the Company which is converted into shares at a specified date at a specified rate.

	31 st March 2025	31 st March 2024
(A) Equity Component of CCD		
Opening Balance	2,019.53	
Recognition of equity component of CCD	-	2,019.53
Loss of control in subsidiary (refer note no. 53)	(2,019.53)	
Closing Balance	-	2,019.53
(B) Securities Premium		
Opening Balance	2,180.23	2,098.07
Add: Premium on issue of equity shares	45.55	82.16
Closing Balance	2,225.78	2,180.23
(C) General Reserve		
Opening Balance	114.24	114.24
Addition /(Transfer) during the year	-	-
Closing Balance	114.24	114.24

(D) Retained Earnings		
Opening Balance	(4,981.10)	(3,131.45)
Add: Net Profit/(Loss) for the current year	2,378.54	(1,834.67)
Add: Re-measurement gain/(loss) on post employment benefit obligation (net of tax)	6.91	(11.00)
Exchange difference on account of translation difference	0.05	12.02
Impairment of Investment in subsidiary	22.77	(16.01)
Closing Balance	(2,572.83)	(4,981.10)
(E) Money received against Share Warrants		
Opening Balance	16.94	47.52
Conversion of Share warrant into equity shares	(66.74)	(120.38)
Balance amount received for the share	49.80	89.80
Issue of share warrants #	51.68	
Closing Balance	51.68	16.94
Total Other Equity	(181.13)	(650.16)
# The Company had converted 38,21,276 share warrants into same number of equity shares of Rs 10 each, at a premium of Rs. 21.50 each share during the year ended 31 March, 2024. Further, the Company has converted 21,18,724 share warrants into same number of equity shares of Rs 10 each, at a premium of Rs. 21.50 each share and has made allotment of 49,50,000 share warrants of issue price of Rs 41.75 each, Rs 10.44 paid per warrant during the year ended 31 March, 2025.		

23. NON-CURRENT BORROWINGS

			31 st March 2025	31 st March 2024
Secured				
- Term loans				
From bank (refer note (a) and (b) below)			1,199.10	632.11
From others parties (refer note (a) and (b) below)			(1.56)	357.86
Less : Current Maturities of secured long term borrowings			(194.93)	(359.42)
			1,002.61	(1.56)
Unsecured				
Foreign Currency Convertible Bonds			-	2,626.28
- Liability component of compound financial instruments				
Convertible debentures			-	70.65
- Other loans				
From other parties			-	147.07
Less : Current Maturities of unsecured long term borrowings			-	2,673.15
			-	170.85
Total Non Current Borrowings			-	169.29
(a) Terms of secured borrowings are as under:				
Description	Rate of interest	Terms of Repayment	31 st March 2025	31 st March 2024
Term loans from Banks				
Working capital term loan	31 March 2025: 9.75%	Term loans from bank is repayable in 36 quarterly installments commencing from end of quarter in which restructuring of the account is implemented.	1,199.10	-
Term loan from other parties				
IFCI Limited	31 March 2024: 15.40%	As on year ended March 31, 2024 the Company has defaulted in repayment installments aggregating to Rs. 359.42 million. This amount is overdue and payable to IFCI Limited. The Company has entered into one time settlement arrangement with IFCI Limited during the year ended 31 March 2025.	-	359.42
Total			1,199.10	359.42
Less: Classified under current liabilities			194.93	359.42
Total			1,004.17	-

(b) Nature of security:

Term loans from banks are secured by by a first hypothecation charge on all present and future current assets of the Company, along with a collateral security on all present and future fixed assets. Additionally, Term loans are secured by Personal Guarantee of Mr. Saurabh Kalani, Mr. Manish Kalani, corporate guarantee of Kalani Industries Private Limited.

100% shareholding of all promoters have been pledged in the Company against term loans from banks.

24. LONG-TERM LEASE LIABILITIES

	31 st March 2025	31 st March 2024
Lease liability on application of Ind AS 116 (Refer note 44)	0.16	72.33
Total Lease Liabilities	0.16	72.33

25. LONG-TERM PROVISIONS

	31 st March 2025	31 st March 2024
Provision for employee benefits		
Provision for gratuity (funded) (refer note 43)	47.67	86.90
Provision for compensated absences (unfunded)	9.10	23.15
Total Provisions	56.77	110.05

26. SHORT-TERM BORROWINGS

	31 st March 2025	31 st March 2024
Secured		
Working capital demand loan from banks, cash credit and packing credit (refer note below)	1,155.36	3,310.10
Unsecured		
From other parties (refer note below)	25.62	30.81
Bills discounted		
- with Banks	-	87.07
Current maturities of long-term borrowings (refer note 23)	194.93	3,032.56
Total Short-Term Borrowings	1,375.91	6,460.54

(a) Terms and conditions of loans:

- Outstanding loans from banks carry interest from 8.10% to 12.90% p.a., repayable on demand.
- Outstanding loans from other parties carry interest of 9% to 12% p.a., repayable on demand.

(b) Nature of security:

- Outstanding loans are secured by first charge on all current assets viz. raw material, stores & spares, work-in-progress, finished goods and book debts & second charge on all fixed assets of the Holding Company
- Outstanding loans are further secured by personal guarantee of Mr. Manish Kalani and corporate guarantee of M/s Kalani Industries Private Limited.
- Outstanding loans are further secured by personal guarantee of Mr. Saurabh Kalani, director of the Holding Company.

27. LEASE LIABILITIES

	31 st March 2025	31 st March 2024
Lease liability (Current portion)	0.40	19.40
Total Lease Liabilities	0.40	19.40

28. TRADE PAYABLES

	31 st March 2025	31 st March 2024
Total outstanding dues of micro enterprises and small enterprises	25.15	147.89
Total outstanding dues of creditors other than micro enterprises and small enterprises	791.48	1,518.25
Total Trade Payables	816.63	1,666.14

	31 st March 2025	31 st March 2024
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	25.15	147.89
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year	2.06	11.51
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	-	-
Further interest remaining due and payable for earlier years	-	-

Trade Payables Ageing Schedule

	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	4.52	16.73	3.28	0.62	-	25.15
(ii) Others	358.39	160.96	39.43	10.93	221.77	791.48
As at March 31, 2025	362.91	177.69	42.71	11.55	221.77	816.63

Trade Payables Ageing Schedule

	Not Due	Outstanding for following periods from due date of payment				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	49.25	94.19	2.68	0.97	0.80	147.89
(ii) Others	907.53	465.09	88.45	16.82	40.35	1,518.25
As at March 31, 2024	956.78	559.28	91.13	17.79	41.15	1,666.14

* The ageing schedule is prepared considering the credit period of 90 days for domestic purchases and 180 days for import purchases.

* There are no disputed trade payables as at March 31, 2025 and March 31, 2024.

29. OTHER FINANCIAL LIABILITIES

	31 st March 2025	31 st March 2024
Interest accrued but not due on borrowings	347.75	634.41
Employee related payable	165.25	237.79
Intercompany settlement account	211.89	
Government grants #	-	0.40
Employee Security Deposits	7.25	7.50
Other payables	6.05	384.00
Total Other Financial Liabilities	738.19	1,264.10
# Government Grants	31st March 2025	31st March 2024
Opening balance	0.40	0.40
Grants received during the year	-	2.74
Less: Reclassed to profit or loss	(0.40)	(2.74)
Closing balance	-	0.40

30. SHORT-TERM PROVISIONS

	31 st March 2025	31 st March 2024
Provision for employee benefits		
Provision for compensated absences (unfunded)	0.96	2.93
Total Short-Term Provisions	0.96	2.93

31. OTHER CURRENT LIABILITIES

	31 st March 2025	31 st March 2024
Statutory dues payable	353.04	314.43
Advance received from customers	288.34	164.00
Other Payables	-	3.54
Advance Against Business Transfer	-	2,029.20
Total Other Current Liabilities	641.38	2,511.17

32. REVENUE FROM OPERATIONS

	31 st March 2025	31 st March 2024
Sale of products		
- Finished goods	2,588.64	5,570.78
- Traded goods	23.55	277.72
Sale of services	2.05	126.80
Other operating revenue	271.48	10.34
Total Revenue from Operations	2,885.72	5,985.64
Reconciliation of revenue recognised:		
Gross Revenue	2,621.97	5,867.84
Adjustment for:		
Less: Sales Return	1.84	15.70
Less : Discounts / Incentives	7.94	3.64
Revenue from operations	2,612.19	5,848.50

33. OTHER INCOME

	31 st March 2025	31 st March 2024
Interest income on financial assets at amortisation cost	21.52	10.12
Foreign Exchange Gain (net)	5.95	26.39
Government grants	-	2.74
Liabilities no longer required written back	-	0.01
Gain on Restructuring of Debt (Refer Note 54)	1,658.51	-
Other non operating income	6.14	15.48
Total Other Income	1,692.12	54.74

34. COST OF MATERIAL CONSUMED

	31 st March 2025	31 st March 2024
(a) Raw materials consumed		
Inventory at the beginning of the year	73.44	136.18
Add: Purchases	1,240.97	3,087.69
Less: Stock transfer under sale of business	74.53	
Less: Inventory at the end of the year	20.23	73.44
Cost of raw material consumed	1,219.65	3,150.43
(b) Consumables consumed		
Inventory at the beginning of the year	88.14	67.16
Add: Purchases during the year	441.39	519.04
Less: Stock transfer under sale of business	84.54	
Less: Inventory at the end of the year	1.91	88.14
Cost of consumables consumed	443.08	498.06
Total cost of material consumed (a+b)	1,662.73	3,648.49

35. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

	31 st March 2025	31 st March 2024
Inventories at the beginning of the year		
-Stock in trade	416.02	286.96
-Finished goods	286.34	378.99
	702.36	665.95
Less: Inventories at the end of the year		
-Work-in-progress	158.12	416.02
-Finished goods	74.42	286.34
	232.54	702.36
Less: Stock transferred under sale of business*	255.93	-
Net (increase)/ decrease	213.89	(36.41)

*Stock transferred under sale of business amounting to Rs. 255.93 million comprises of closing stock of finished goods and Work in progress of Pithampur units as at 30th April, 2024 which were transferred under sale of business.

36. EMPLOYEE BENEFITS EXPENSE

	31 st March 2025	31 st March 2024
Salaries, wages, bonus and other allowances	757.92	1,485.52
Contribution to provident and other funds	74.57	112.92
Gratuity expenses (refer note 43)	14.40	28.50
Staff welfare expenses	10.72	70.83
Total Employee Benefits Expense	857.61	1,697.77

37. FINANCE COSTS

	31 st March 2025	31 st March 2024
Interest expense		
- On borrowings	300.55	838.12
- On MSME	2.06	11.51
Interest on delay in payment of taxes	121.95	-
Total	424.56	849.63
Less: Prior period expense (Refer note 59)	(113.65)	-
Total Finance Costs	310.91	849.63

38. DEPRECIATION AND AMORTISATION EXPENSE

	31 st March 2025	31 st March 2024
Depreciation (refer note 5)	255.87	483.73
Amortization (refer note 6 and 7)	23.55	109.50
Total Depreciation and Amortization Expense	279.42	593.23

39. OTHER EXPENSES

	31 st March 2025	31 st March 2024
Consumption of stores and spares	47.64	109.57
Power, fuel & electricity	146.95	328.07
Job work charges	58.34	118.37
Repairs and maintenance	7.37	27.92
Rates and taxes	22.96	49.14
Postage, telephone and fax	3.05	14.82
Insurance	9.77	30.05
Legal, professional and consultancy charges	117.25	67.83
Printing and stationery	0.91	3.60
Carriage and freight	90.64	181.08
Brokerage & commission	2.59	12.52
Travelling expenses	70.44	116.41
Advertising and sales promotion	9.28	36.89
Rent	18.71	30.16
Provision for doubtful debts	400.00	162.94
Auditor's remuneration (refer note below)	1.91	3.28
Bad Debts and advances Written off **	-	20.31
Work Contract Execution Expenses	92.16	104.35
Share of net loss in associates	5.76	-
Miscellaneous expenses	59.72	174.81
Total Other Expenses	1,165.45	1,592.12

*Note: The following is the break-up of Auditors remuneration (exclusive of applicable taxes)

As auditor:	31st March 2025	31st March 2024
Statutory audit	0.96	1.58
Limited review fees	0.75	1.50
Tax audit	0.20	0.20
Total	1.91	3.28

40. INCOME TAX

(A) Deferred tax relates to the following:	31st March 2025	31st March 2024
Deferred Tax Assets		
On provision for employee benefits	23.81	48.19
On provision for doubtful debts	272.81	250.76
On unabsorbed depreciation and carry forward business losses	433.02	1,627.88
On lease obligations	0.05	2.23
	729.69	1,929.06
Deferred Tax Liabilities		
On property, plant and equipment	(200.87)	(357.74)
	(200.87)	(357.74)
Deferred tax assets/ (liabilities) net	528.82	1,571.32
Minimum Alternative Tax (MAT) entitlements		279.77
Total Deferred Tax Assets Net #	528.82	1,851.09
(B) Deferred tax charge to be recognized in Statement of Profit and Loss	31st March 2025	31st March 2024
Deferred tax liabilities/(assets) (net)	(528.82)	(1,571.32)
Less: Opening Deferred tax liabilities/(Assets) (net)	(1,571.32)	(849.90)
Add: Deferred tax impact on other comprehensive income	(2.32)	4.99
Deferred Tax Expense for the year (A)	1,040.18	(716.43)
Minimum Alternative Tax (MAT) entitlements:		
Closing balances	-	(279.77)
Less: Opening balances	(279.77)	(279.77)
MAT Credit adjusted for the year (B)	279.77	-
Net impact on Statement of profit & loss (A+B)	1,319.95	(716.43)
(C) Income Tax Expense	31st March 2025	31st March 2024
Current tax	-	-
MAT Credit adjusted	279.77	-
Deferred tax charge/(Benefit)	1,040.18	(716.43)
Income Tax charge of previous years	3.78	0.47
Total	1,323.73	(715.96)

(D) Reconciliation of effective tax rate

Due to unabsorbed losses and depreciation under income tax and MAT, no tax charge is recognised in the current and previous year. Since effective tax rate is Nil, numerical reconciliation between average effective rate and applicable tax rate is not given.

The Holding Company is carrying deferred tax asset (net) of ₹ 528.82 million as on March 31, 2025. Management is reasonably certain that the Company will earn sufficient taxable profit in future to utilise the Deferred Tax Asset 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.

41. EARNING PER SHARE

	31 st March 2025	31 st March 2024
Profit/(Loss) for the year attributable to:		
Equity holders of the Holding	2,378.54	(1,834.67)
Non-controlling interest	0.59	(6.27)
Profit/(Loss) attributable to equity holders	2,378.54	(1,834.67)
Weighted average number of equity shares for basic earning per share	31.79	28.61
Effect of dilution:		
Add: Share warrants issued during the year	2.48	-
Weighted average number of equity shares adjusted for the effect of dilution	34.27	28.61
Basic EPS (INR)	74.85	(64.35)
Diluted EPS (INR)	69.41	(64.35)

42. CONTINGENT LIABILITIES, CONTINGENT ASSETS AND COMMITMENTS

	31 st March 2025	31 st March 2024
Corporate guarantees given on behalf of:		
- Related party	-	-
- Others	20.11	20.11
Disputed tax demands		
- Income Tax	76.93	83.65
- Sales tax / VAT	43.49	43.49
- Entry tax	13.89	13.89
- Customs, Excise & GST	22.17	590.95
- GST	610.07	
Other Matters	1.65	1.65
Total contingent liabilities	788.31	753.74

Note:

1. It is not practicable for the Group to estimate the timings of cash outflows, if any, in respect of the above pending resolution of the respective proceedings as it is determinable only on receipt of judgements/decisions pending with various forums/authorities.

2. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed as contingent liabilities where applicable, in its financial statements. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial statements.

Contingent Assets

Contingent assets as on 31 March 2025: Nil (31 March 2024: Nil)

Commitments

Commitments as on 31 March 2025: Nil (31 March 2024: Nil)

43. EMPLOYEE BENEFITS

The Group has the following employee benefit plans:	31 st March 2025	31 st March 2024
<u>(A) Defined Contribution Plans:</u>		
Expense recognised during the year	74.57	112.92
<u>(B) Defined benefit plan: Gratuity payable to employees</u>		
Expense recognised during the year	14.40	28.50

i) Actuarial Assumptions	31 st March 2025	31 st March 2024
Discount rate (per annum)	6.99%	7.22%
Rate of increase in Salary	4.00%	4.00%
Expected average remaining working lives of employees (years)	22.79	21.78
Attrition rate		
-upto 30 years	3%	3%
-31 to 44 years	2%	2%
-above 44 years	1%	1%

ii) Changes in the Present Value of Defined Benefit Obligation	31 st March 2025	31 st March 2024
Present value of obligation at the beginning of the year	185.60	152.90
Acquisition adjustment (Out)	(121.46)	-
Interest cost	13.41	11.25
Current service cost	8.13	25.29
Benefits paid	(1.59)	(17.62)
Actuarial (gain)/ loss on obligations	(15.68)	13.78
Present value of obligation at the end of the year	68.41	185.60

iii) Change in the fair value of plan assets:	31 st March 2025	31 st March 2024
Opening fair value of plan assets	98.69	109.35
Fund Transfer (Out)	(78.90)	-
Expected return on plan assets	1.46	7.56
Less- FMC Charges	(0.78)	(1.72)
Contributions by employer	1.85	1.12
Benefits paid	(1.58)	(17.62)
Closing fair value of plan assets	20.74	98.69

iv) Assets and liabilities recognized in the Balance Sheet:	31 st March 2025	31 st March 2024
Liabilities at the end of the year	68.41	185.60
Fair value of plan assets at the end of the year	(20.74)	(98.69)
Liabilities recognised in the Balance Sheet (Classified as Non Current, Refer Note 25)	47.67	86.91

v) Actual return on plan assets:	31 st March 2025	31 st March 2024
Expected return on plan assets	1.46	7.56
Actuarial (losses)/ gains on plan assets	(6.44)	(2.21)
Actual return on plan assets	(4.98)	5.35

vi) Expense recognized in the Statement of Profit and Loss	31st March 2025	31st March 2024
Employee benefits expense		
Net Interest cost	6.27	3.20
Current service cost	8.13	25.29
Total expenses**	14.40	28.49
**Included in employee benefit expenses (Refer note 36)		
Other comprehensive income		
Actuarial gain / Profit/(Loss) for the year on obligations	15.68	(13.78)
Actuarial gain /Profit/(Loss) for the year on plan assets	(6.44)	(2.21)
Total actuarial [losses]/ gains to be recognised	9.24	(15.99)
Total expense recognised in Statement of profit and loss	5.16	44.48

vii) Expected contribution to the fund in the next year	31st March 2025	31st March 2024
Gratuity	12.08	28.50

Employee's gratuity fund

viii) A quantitative sensitivity analysis for significant is as shown below:	31st March 2025	31st March 2024
Impact on defined benefit obligation		
Discount rate		
0.5% increase	(3.59)	(9.27)
0.5% decrease	3.92	10.09
Rate of increase in salary		
0.5% increase	3.93	10.21
0.5% decrease	(3.62)	(9.44)

ix) Maturity profile of defined benefit obligation	31st March 2025	31st March 2024
Year		
0 to 1 Year	4.62	11.05
1 to 2 Year	3.58	8.46
2 to 3 Year	3.43	11.24
3 to 4 Year	2.72	8.77
4 year onwards	54.00	146.06
	68.35	185.58

x) The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:	31st March 2025	31st March 2024
Particulars		
Insurance policy with LIC Life Insurance (%)	100.00%	100.00%

44. LEASES

The Group continues to account for leases with term of twelve months or less as a operating lease and lease rentals for the same are accounted as expenses.

The Group leases various office premises and depots. Pursuant to the adoption of Ind AS 116, leased assets are presented as a separate line item in the balance sheet as at March 31, 2024.

(i) Amounts recognised in balance sheet		31 st March 2025	31 st March 2024
The balance sheet shows the following amounts relating to leases:			
Right-of-use assets			
Buildings		0.45	84.58
Total		0.45	84.58
Lease Liabilities			
Current		0.40	19.40
Non - Current		0.16	72.33
Total		0.55	91.73
(ii) Amounts recognised in the statement of profit and loss		31 st March 2025	31 st March 2024
The statement of profit or loss shows the following amounts relating to leases:			
Depreciation charge of right-of-use assets			
Buildings		2.72	21.52
Total		2.72	21.52
	Notes	31st March 2025	31st March 2024
Interest expense (included in finance costs)	37	0.15	14.25
Expense relating to short-term leases (included in other expenses)	39	18.71	29.80
Total		18.86	44.05

45. RELATED PARTY DISCLOSURES:

(A) Names of related parties and description of relationship as identified and certified by the Company:

Associate

- i. Flexituff Technology International Limited (Subsidiary Upto 20 April 2024)

Trust

- i. Flexituff Ventures Int. Employees Group Gratuity Trust

Entities over which Key Management Personnel and their relatives have significant influence

- i. Kalani Industries Pvt Ltd.
- ii. Ecstasy Heights LLP
- iii. Venetian Realty LLP
- iv. Ambika Commercial LLP
- v. Rising Sun Properties LLP
- vi. Chitrakoot Mercantiles LLP
- vii. Wanderland Real Estate Pvt Ltd
- viii. Herbal Dream Ayurveda Creations Private Limited
- ix. Indore Land & Finance Private Limited
- x. Ratangiri Vinmay Pvt Ltd
- xi. Sunrise Properties Private Limited
- xii. Pusti Trading Pvt. Ltd

- xiii. Seven Star Properties Pvt. Ltd
- xiv. Sanovi Trading Pvt. Ltd
- xv. Saurabh Properties Pvt. Ltd
- xvi. Dumet Wire India Pvt. Ltd
- xvii. Treasure Management Malls Private Limited
- xviii. Dreamworld Digital Shopping Pvt. Ltd.
- xix. Indore Treasure Town Pvt. Ltd.

Key Management Personnel (KMP)

- i. Mr. Saurabh Kalani, (Whole Time Director)
- ii. Mr. Anirudh Sonpal (Independent Director)
- iii. Ms. Alka Sagar (Non Executive Woman Director)
- iv. Mr. Dharmendra Pawar (Independent Director)
- v. Mr. Jagdish Prasad Pandey (Whole-Time Director from September 11, 2020)
- vi. Mr. Ramesh Chand Sharma (Chief Financial Officer from January 01, 2021)
- vii. Mr. Rishabh Jain (Company Secretary from February 10, 2021)
- viii. Mr. Rahul Chouhan (Whole -Time Director from November 12, 2021)

Relatives of Key Management Personnel

- i. Mrs. Padma Kalani (Mother of Mr. Saurabh Kalani)
- ii. Mr. Manish Kalani (Brother of Mr. Saurabh Kalani)
- iii. Mr. Kartikeya Kalani (Son of Mr. Saurabh Kalani)
- iv. Mrs. Devakshi Kalani (Daughter in Law of Mr. Saurabh Kalani)
- v. Mr. Rahul Pandey (Son of Mr. Jagdish Prasad Pandey)
- vi. Mrs. Rajkumari Sharma (Wife of Mr. Ramesh Chand Sharma)
- vii. Mrs. Namita Kalani (Wife of Mr. Saurabh Kalani)

(B) Details of transactions with related party in the ordinary course of business for the year ended:

(i) Sale of goods	31st March 2025	31st March 2024
Wanderland Real Estate Pvt Ltd	-	122.87
Indore Treasure Town Pvt. Ltd.	10.62	-
Dreamworld Digital Shopping Private Limited	-	2.65
Herbal Dream Ayurveda Creations Private Limited	-	33.56
Total	10.62	159.08
(ii) Sale of Services	31st March 2025	31st March 2024
Dreamworld Digital Shopping Pvt Ltd.	-	17.47
Herbal Dream Ayurveda Creations Private Limited	-	4.38
Total	-	21.85
(iii) Purchase of goods	31st March 2025	31st March 2024
Herbal Dream Ayurveda Creations Private Limited	-	0.38
Total	-	0.38
(iv) Rent expenses	31st March 2025	31st March 2024
Kalani Industries Private Limited	-	0.76
Mrs. Padma Kalani	-	0.46
Herbal Dream Ayurveda Creations Private Limited	0.16	1.90
Indore Land & Finance Private Limited	0.03	0.41
Namita Kalani	0.07	0.63
Total	0.26	4.16

(v) Reimbursement of Expenses	31st March 2025	31st March 2024
Herbal Dream Ayurveda Creations Private Limited	-	0.14
Namita Kalani	-	0.10
Indore Land & Finance Private Limited	-	0.11
Total	-	0.35
(vi) Salaries, wages, bonus and other allowances	31st March 2025	31st March 2024
Mr. Kartikeya Kalani	11.04	11.01
Mr. Ramesh Chand Sharma	1.91	1.92
Mrs. Rajkumari Sharma	0.15	1.81
Mr. Rishabh Jain	1.41	1.30
Mr. Rahul Pandey	0.02	0.31
Total	14.53	16.35
(vii) Sitting Fees	31st March 2025	31st March 2024
Ms. Alka Sagar	0.18	0.27
Mr. Anirudh Sonpal	0.10	0.22
Mr. Dharmendra Pawar	0.10	0.27
Total	0.38	0.76
(viii) Movement in Security Deposit - given/(repaid)	31st March 2025	31st March 2024
Herbal Dream Ayurveda Creations Private Limited	-	-
Indore Land & Finance Private Limited	-	0.07
Total	-	0.07
(ix) Travelling Advances given/(expensed out) during the year (net)	31st March 2025	31st March 2024
Mr. Saurabh Kalani	-	8.04
Mr. Kartikeya Kalani	0.37	11.79
Total	0.37	19.83
(x) Sale of business	31st March 2025	31st March 2024
Flexituff Technology International Limited	4,030.09	-
Total	4,030.09	-

(C) Amount due to/from related party as on:

(i) Trade Payables	31st March 2025	31st March 2024
Kalani Industries Private Limited	-	(0.24)
Herbal Dream Ayurveda Creations Private Limited	-	1.04
Indore Land & Finance Private Limited	-	-
Mr. Manish Kalani	-	0.97
Mrs. Manisha Kalani	-	0.21
Mrs. Padma Kalani	-	0.06
Total	-	2.04
(ii) Travelling Advances	31st March 2025	31st March 2024
Mr. Saurabh Kalani	(0.03)	(0.03)
Mr. Kartikeya Kalani	13.09	13.46
Total	13.06	13.43

(iii) Security Deposits given	31st March 2025	31st March 2024
Herbal Dream Ayurveda Creations Private Limited	-	1.50
Indore Land & Finance Private Limited	-	0.48
Total	-	1.98
(iv) Security Deposit given for equity shares pledged by third parties	31st March 2025	31st March 2024
Sunrise Properties Private Limited	-	10.00
Pusti Trading Pvt. Ltd	-	10.00
Seven Star Properties Pvt. Ltd	-	10.00
Sanovi Trading Pvt. Ltd	0.01	10.00
Saurabh Properties Pvt. Ltd	-	10.00
Dumet Wire India Pvt. Ltd	-	10.00
Total	0.01	60.00
(v) Other Payables	31st March 2025	31st March 2024
Mr. Ramesh Chand sharma	0.83	0.24
Mr. Kartikeya Kalani	4.12	0.36
Mr. Rishabh Jain	0.51	0.07
Mr. Rahul Pandey	-	0.02
Mrs. Rajkumari Sharma	-	0.22
Mrs. Alka Sagar	-	0.05
Mr. Dharmendra Pawar	-	0.05
Total	5.46	1.01
(vi) Trade Receivables	31st March 2025	31st March 2024
Indore Treasure Town private Ltd, Madhya Pradesh	-	6.66
Herbal Dream Ayurveda Creations Private Limited	-	3.20
Dreamworld Digital Shoping Pvt Ltd., Indore	-	1.61
Wanderland Real Estate Pvt Ltd , Indore	10.65	9.83
Total	10.65	21.30
(vii) Non current investments	31st March 2025	31st March 2024
Flexituff Technology International Limited	5.76	
Less: Share of loss in associate	(5.76)	
Total	0.01	0.01
(viii) Intercompany Balances (net of receivables)	31st March 2025	31st March 2024
Flexituff Technology International Ltd	211.89	
Total	211.89	
(ix) Slump sale consideration receivable	31st March 2025	31st March 2024
Flexituff Technology International Ltd	49.70	
Total	49.70	

(D) Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free except for borrowings and settlement occurs in cash. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2025, the Group has recorded impairment of interest receivables amounting to Rs. Nil relating to amounts owed by related parties (31 March 2024: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

46. SEGMENT REPORTING

The Group operations predominantly relate to manufacturing of technical textile. The Chief Operating Decision Maker (CODM) reviews the operations of the Group as one operating segment. Hence no separate segment information has been furnished herewith.

The Group does receives 10% or more of its revenue from transactions with any single external customer, the details of which are given in table below:

External customer*	31 st March 2025	31 st March 2024
Customer A	224.45	768.16
Customer B	193.45	527.79
Other Customers	2,467.82	4,689.20
	2,885.72	5,985.15

* For confidentiality reasons, the name of cutomers are not disclosed herewith.

The amount of its revenue from external customers, broken down by location of its customers is shown in the table below:

Revenue from External Customers	31 st March 2025	31 st March 2024
India	2,325.73	3,967.95
USA	61.00	268.61
Singapore	8.37	701.36
Other countries	490.62	1,047.22
	2,885.72	5,985.15

The amount of non-current assets other than financial instruments, broken down by location of the asset is shown in the table below:

Non-Current Asset	31 st March 2025	31 st March 2024
India	2,411.33	5,523.95
Outside India	-	-
	2,411.33	5,523.95

47.

(a) Interest in Other Entities

Subsidiaries and Associates

The group's subsidiaries and associates as at 31st March 2025 are set out below. Unless otherwise stated, they have share capital consisting solely of equity shares that are held directly by the group, and the proportion of ownership interests held equals the voting rights held by the group. The country of incorporation or registration is also their principal place of business.

Name of the entity	Place of business/ country of incorporation	Ownership interest held by the group		Interest held by non controlling interest		Principal activities
		31 st March 2025	31 st March 2024	31 st March 2025	31 st March 2024	
Subsidiaries						
a) Flexiglobal Holding Ltd.	Cyprus	100.00%	100.00%	0.00%	0.00%	Investment Company
b) Flexiglobal (UK) Limited #	UK	100.00%	100.00%	0.00%	0.00%	Trading Company
c) Flexituff SA Enterprises LLP*	India	75.00%	75.00%	25.00%	25.00%	Government Contracting
d) Flexituff Javed LLP*	India	80.00%	80.00%	20.00%	20.00%	Government Contracting
e) Flexituff Hi Tech LLP*	India	80.00%	80.00%	20.00%	20.00%	Government Contracting
f) Ujjivan Luit LLP*	India	60.64%	60.64%	39.36%	39.36%	Government Contracting
g) Flexituff Sailendra Kalita LLP*	India	80.00%	80.00%	20.00%	20.00%	Government Contracting
h) Budheswar Das Flexituff International Limited JV **	India	45.00%	45.00%	55.00%	55.00%	Government Contracting
i) Sanyug Enterprise Flexituff International Limited JV **	India	80.00%	80.00%	20.00%	20.00%	Government Contracting
j) Vishnu Construction Flexituff International Limited JV **	India	75.00%	75.00%	25.00%	25.00%	Government Contracting
k) Mayur Kartick Barooah Flexituff International Limited JV **	India	50.00%	50.00%	50.00%	50.00%	Government Contracting
l) Flexituff Sailendra Kalita JV **	India	80.00%	80.00%	20.00%	20.00%	Government Contracting
m) Flexituff Pulin Borgohain JV **	India	80.00%	80.00%	20.00%	20.00%	Government Contracting
n) Flexituff DIRD JV**	Bangladesh	NA	NA	NA	NA	Government Contracting
Associates						
a) Flexituff Technology International Limited ##	India	58.31%	69.24%	41.69%	30.76%	Trading Company

indirect subsidiary through Flexiglobal holdings Ltd.

* Limited liability partnership - ownership through capital

** Association of person - ownership through control over all activities of the entity

Refer Note No. 53

For disclosure mandated by Schedule III of Companies Act 2013, by way of additional information refer below:

Statement of Net assets and profit and loss attributable to owners and non controlling interests:

Name of the entity in the group	Net assets (total assets less total liabilities)		Share in Profit or loss		Share in Other comprehensive income		Share in total comprehensive income	
	As a % of consolidated assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated OCI	Amount	As a % of consolidated total comprehensive income	Amount
Holding								
Flexituff Ventures International Limited								
31 st March 2025	995.54%	500.06	101.25%	2,408.85	100.00%	6.96	101.25%	2,415.81
31 st March 2024	496.25%	(1,998.10)	98.31%	(1,809.84)	100.00%	0.65	98.31%	(1,809.19)
Subsidiaries								
Indian								
Flexituff SA Enterprises LLP								
31 st March 2025	-528.71%	(265.57)	-0.29%	(6.85)			-0.29%	(6.85)
31 st March 2024	64.28%	(258.80)	0.40%	(7.29)	0.00%	0.00	0.40%	(7.29)
Flexituff Javed LLP								
31 st March 2025	-266.33%	(133.78)	-0.44%	(10.50)			-0.44%	(10.50)
31 st March 2024	30.64%	(123.36)	0.81%	(14.92)	0.00%	0.00	0.81%	(14.92)
Flexituff Hi Tech LLP								
31 st March 2025	-48.42%	(24.32)	-0.15%	(3.53)			-0.15%	(3.53)
31 st March 2024	5.18%	(20.87)	0.20%	(3.65)	0.00%	0.00	0.20%	(3.65)
Ujjivan Luit LLP								
31 st March 2025	-4.60%	(2.31)	0.00%	(0.04)			0.00%	(0.04)
31 st March 2024	0.58%	(2.34)	0.00%	(0.04)	0.00%	0.00	0.00%	(0.04)
Flexituff Sailendra Kalita LLP								
31 st March 2025	-14.23%	(7.15)	-0.02%	(0.57)			-0.02%	(0.57)
31 st March 2024	1.65%	(6.66)	0.04%	(0.81)	0.00%	-	0.04%	(0.81)
Budheswar Das Flexituff International Limited JV								
31 st March 2025	-0.94%	(0.47)	-0.02%	(0.41)			-0.02%	(0.41)
31 st March 2024	0.01%	(0.06)	0.02%	(0.41)	0.00%	-	0.02%	(0.41)
Sanyug Enterprise Flexituff International Limited JV								
31 st March 2025	0.32%	0.16	0.00%	(0.03)			0.00%	(0.03)
31 st March 2024	-0.04%	0.18	0.00%	(0.03)	0.00%	-	0.00%	(0.03)
Vishnu Construction Flexituff International Limited JV								
31 st March 2025	-2.39%	(1.20)	-0.01%	(0.13)			-0.01%	(0.03)
31 st March 2024	0.27%	(1.07)	0.01%	(0.13)	0.00%	-	0.01%	(0.13)
Mayur Kartick Barooah Flexituff International Limited JV								
31 st March 2025	-4.42%	(2.22)	-0.01%	(0.27)			-0.01%	(0.27)
31 st March 2024	0.48%	(1.95)	0.01%	(0.27)	0.00%	-	0.01%	(0.27)
Sailendra Kalita JV								
31 st March 2025	-23.17%	(11.64)	-0.07%	(1.62)			-0.07%	(1.62)
31 st March 2024	2.49%	(10.03)	0.20%	(3.62)	0.00%	-	0.20%	(3.62)
Pulin Borgohain JV								
31 st March 2025	6.03%	3.03	0.00%	(0.01)			0.00%	(0.01)
31 st March 2024	-0.76%	3.04	0.00%	(0.01)	0.00%	-	0.00%	(0.01)
Foreign subsidiaries								
Flexiglobal Holding Ltd.								
31 st March 2025	2.79%	1.40	0.00%	-			0.00%	-
31 st March 2024	-0.33%	1.33	-0.26%	4.83	0.00%	-	-0.26%	4.83
Flexiglobal (UK) Limited (Indirect subsidiary)								
31 st March 2025	-	-	-	-	-	-	-	-
31 st March 2024	-	-	-	-	-	-	-	-

Associates								
Indian								
Flexituff Technology International Limited								
31 st March 2025	-11.47%	(5.76)	-0.24%	(5.76)			-0.24%	(5.76)
31 st March 2024	-500.71%	2,016.05	0.26%	(4.75)	0.00%	0.00	0.26%	(4.75)
31st March 2025	100%	50.23	100%	2,379.13	100%	6.96	100%	2,386.19
31st March 2024	100%	(402.64)	100%	(1,840.94)	100%	0.65	100%	(1,840.29)

(b) Non Controlling Interests

The following table summarises the financial information relating to subsidiaries that have non controlling interests

	31 st March 2025	31 st March 2024
Non current assets	0.02	624.65
Current assets	101.99	118.10
Total Liabilities	(205.72)	(374.95)
Net liabilities attributable to non controlling interests	(103.71)	367.81
	31 st March 2025	31 st March 2024
Profit / (loss) for the year attributable to non controlling interests	0.59	(6.27)
Other comprehensive income	-	-
Total comprehensive income	0.59	(6.27)

48. FAIR VALUES OF FINANCIAL ASSETS AND FINANCIAL LIABILITIES

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The amortized cost using effective interest rate (EIR) of non-current financial assets/liabilities are not significantly different from the carrying amount and therefore the impact of fair value is not considered for above disclosure.

Financial assets that are neither past due nor impaired include cash and cash equivalents, security deposits, term deposits, and other financial assets.

The carrying value and fair value of financial instruments by categories as at 31st March 2025 were as follows:

Particulars	Note	Amortised Cost	Financial assets/ liabilities at fair value through		Total Carrying Value	Total Fair Value
			Profit or Loss	OCI		
Assets						
Investments in Equity Instruments - Unquoted	9	0.00	0.01	-	0.01	0.01
Non current Fixed deposits	10	61.80	-	-	61.80	61.80
Security deposit	10	24.55	-	-	24.55	24.55
Trade receivable	14	507.36	-	-	507.36	507.36
Loans	17	31.12	-	-	31.12	31.12
Other financial assets	18	361.26	-	-	361.26	361.26
Cash and cash equivalents	15	0.00	-	-	119.25	119.25
Bank balances other than cash and cash equivalent	16	3.57	-	-	3.57	3.57
Liabilities						
Long term Borrowings	23	1,002.61	-	-	1,002.61	1,002.61
Short term borrowings	26	1375.91	-	-	1375.91	1375.91
Trade payables	28	816.63	-	-	816.63	816.63
Other financial liabilities	29	738.19	-	-	738.19	738.19

The carrying value and fair value of financial instruments by categories as at 31st March 2024 were as follows:

Particulars	Note	Amortised Cost	Financial assets/ liabilities at fair value through		Total Carrying Value	Total Fair Value
			Profit or Loss	OCI		
Assets						
Investments in Equity Instruments - Unquoted	9	-	0.01	-	0.01	0.01
Non current Fixed deposits	10	4.00	-	-	4.00	4.00
Security deposit	10	52.46	-	-	52.46	52.46
Trade receivable	14	1,054.94	-	-	1,054.94	1,054.94
Loans	17	32.96	-	-	32.96	32.96
Other financial assets	18	174.47	-	-	174.47	174.47
Cash and cash equivalents	15	1,552.26	-	-	1,552.26	1,552.26
Bank balances other than cash and cash equivalent	16	94.00	-	-	94.00	94.00
Liabilities						
Long term Borrowings	23	169.29	-	-	169.29	169.29
Short term borrowings	26	6,460.54	-	-	6,460.54	6,460.54
Trade payables	28	1,666.14	-	-	1,666.14	1,666.14
Other financial liabilities	29	1,264.10	-	-	1,264.10	1,264.10

49. FAIR VALUE HIERARCHY

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset 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).

No financial assets/liabilities have been valued using level 1 fair value measurements.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

Level 3	31 st March 2025	31 st March 2024
Investments in Equity Instruments		
Unquoted equity instruments	0.01	0.01
Financial assets measured at amortized cost		
Non current Fixed deposits	61.80	4.00
Security deposit	24.55	52.46
Trade receivable	507.36	1,054.94
Loans	31.12	32.96
Other financial assets	361.26	174.47
Cash and cash equivalents	119.25	1,552.26
Other Bank balances	3.57	94.00
Financial liabilities measured at amortized cost		
Long term Borrowings	1,002.61	169.29
Short term borrowings	1,375.91	6,460.54
Trade payables	816.63	1,666.14
Other financial liabilities	738.19	1,264.10

50. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Groups' risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Group does not engage in trading of financial assets for speculative purposes.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk. Financial instruments affected by market risk include borrowings and derivative financial instruments.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Groups' exposure to the risk of changes in market interest rates relates primarily to the Groups' long-term debt obligations with floating interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Groups' profit before tax is affected through the impact on floating rate borrowings, as follows:

Exposure to interest risk	Increase/ decrease in basis points	Effect on profit before tax
2025		
INR in Millions	+50	(4.12)
INR in Millions	-50	4.12
2024		
INR in Millions	+50	(18.33)
INR in Millions	-50	18.33

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Groups' exposure to the risk of changes in foreign exchange rates relates primarily to the Groups' operating activities (when revenue or expense is denominated in a different currency from the Groups' functional currency).

The following table shows foreign currency exposures receivable and payable at the end of the reporting period

Particulars		31 st March 2025		31 st March 2024	
		Foreign currency in million	Rs. in million	Foreign currency in million	Rs. in million
Assets					
Cash & cash equivalents	GBP	0.01	1.22	0.01	1.16
Trade Recievables	USD	2.36	202.40	3.89	324.29
	GBP	0.34	37.53	0.11	11.26
	EURO	0.17	15.58	0.19	17.47
	AUD			0.03	1.60
	CAD			0.30	18.21
Loans	GBP			0.01	0.70
Advance to Suppliers	USD			0.04	3.36
	EURO			-	-
	CHF			-	-
Liabilities					
Foreign Currency Convertible Bonds	USD			31.50	2,589.93
Trade Payables	USD			0.35	27.93
	EURO			0.00	0.06
	GBP			0.00	0.42
Advance From Customers	USD			0.61	42.11
Other payables	USD			0.00	0.10
	GBP			-	-

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in the foreign exchange rate, with all other variables held constant, of the Groups' Profit/(Loss) before tax (due to changes in the fair value of monetary assets and liabilities).

	5% increase in exchange rate		5% decrease in exchange rate	
	31 st March 2025	31 st March 2024	31 st March 2025	31 st March 2024
Assets				
Cash & cash equivalents	0.06	0.06	(0.06)	(0.06)
Trade Recievables	12.78	18.64	(12.78)	(18.64)
Loans		0.97	-	(0.97)
Advance to Suppliers		0.17	-	(0.17)
Liabilities				
Foreign Currency Convertible Bonds		(131.31)	-	131.31
Trade Payables		(1.40)	-	1.40
Advance From Customers		(2.11)	-	2.11
Other payables		(0.00)	-	0.00

(B) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk is primarily attributable to the Groups' trade and other receivables. The amounts presented in this consolidated statement of financial position are net of allowances for doubtful receivables, estimated by management based on prior experience and their assessment of the current economic environment.

The Group measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

The ageing analysis for accounts receivables has been considered from the date the invoice falls due:		
	31 st March 2025	31 st March 2024
Not due	198.30	96.67
0-3 months	158.26	178.98
3-6 months	128.14	80.46
6 months to 12 months	91.70	108.16
beyond 12 months	764.07	1,168.13
Total	1,340.47	1,632.40

The following table summarizes the change in the loss allowances estimated using life time expected credit loss method:		
	31 st March 2025	31 st March 2024
Opening provision	616.76	453.82
Add: additional provision made	227.85	162.94
Less: Provision utilised during the year	-	-
Closing provisions	844.61	616.76

(C) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due. Processes and policies related to such risks are overseen by senior management who monitors the Groups' net liquidity position through rolling forecasts on the basis of expected cash flows.

The table below summarizes the maturity profile of the Groups' financial liabilities:						
31 st March 2025	Payable on demand	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
Long-term borrowings	-	-	-	1,002.61	-	1,002.61
Short term borrowings	1,375.91	-	-	-	-	1,375.91
Trade payables	-	816.63	-	-	-	816.63
Other financial liability	347.75	390.44	-	-	-	738.19
	1,723.66	1,207.07	-	1,002.61	-	3,933.35

31 st March 2024	Payable on demand	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
Long-term borrowings	169.29	-	-	-	-	169.29
Short term borrowings	6,460.54	-	-	-	-	6,460.54
Trade payables	-	1,666.14	-	-	-	1,666.14
Other financial liability	634.41	629.69	-	-	-	1,264.10
	7,264.24	2,295.83	-	-	-	9,560.07

51. CAPITAL MANAGEMENT

For the purpose of the Groups' capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the Groups' capital management is to maximize the shareholder value and to ensure the Groups' ability to continue as a going concern.

The Group has not distributed any dividend to its shareholders. The Group monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of non-current borrowing which represents liability component of Convertible Preference Shares and current borrowing from ultimate Holding Company. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

		31 st March 2025	31 st March 2024
Total equity	(i)	147.10	[343.12]
Total debt	(ii)	2,378.52	6,629.83
Overall financing	(iii) = (i) + (ii)	2,525.62	6,286.71
Gearing ratio	(ii)/ (iii)	0.94	1.05
No changes were made in the objectives, policies or processes for managing capital during the years ended 31 st March 2025 and 31 st March 2024.			

52. CORPORATE SOCIAL RESPONSIBILITY

Provisions of section of 135 of Companies Act, 2013 'Corporate Social Responsibility' are not applicable to the group.

- 53.** During the year ended 31 March 2025, the Group lost control over its subsidiary Flexituff Technology International Limited, pursuant to the issuance of Compulsorily Convertible Debentures (CCDs) held by an external investor into equity shares. Although the Group continues to hold 58.31% of the equity share capital of Flexituff Technology International Limited, it no longer has the power to govern the financial and operating policies of the entity due to changes in the governance structure and shareholder agreements.

As a result Group has derecognized the assets, liabilities, and non-controlling interest of Flexituff Technology International Limited from the consolidated financial statements. The retained interest in Flexituff Technology International Limited has been remeasured at fair value on the date of loss of control and is now accounted for as an investment in associate under the equity method in accordance with Ind AS 28.

- 54.** As on March 31, 2024, the Holding Company has defaulted in repaying the principal and interest component of loan instalments amounting to Rs 359.42 millions and Rs. 273.96 millions respectively to IFCI LTD (The interest default cited here is net of TDS (as applicable). Loan of IFCI Ltd has been assigned to Phoenix ARC Private Limited on 19th April, 2024 vide confirmation letter dated 22nd April, 2024.

As on March 31, 2024, the Holding Company was in default in repaying the principal and interest component for FCCB issued to TPG Growth II SF Pte. Ltd. amounting to Rs 1,875.91 millions and Rs 885.33 millions respectively and also was in default in redemption of FCCB from International Finance Corporation (IFC) amounting to Rs 750.37 millions. Interest accrued and payable to IFC amounts to Rs. 286.37 millions.

As per correspondence with TPG Growth II SF Pte. Ltd. dated 15 February 2024, the Holding Company has entered into a one time settlement of the FCCBs and waiver of interest. Settlement amount was payable on or before 31 March 2024. Time line for payment further extended uptill 30th April, 2024 and the Holding Company has paid settlement amount on 30th April, 2024.

IFC has also agreed for a one time settlement of the FCCB and waiver of interest, Settlement amount was payable by 15th February 2024. This time line further extended uptill 30th April, 2024. The Holding Company has paid settlement amount on 29th April, 2024. As per the correspondence with IFC, the Holding Company has received no dues certificate dated 8 May 2024.

Total gain to the Holding Company on one time settlement of principal amount of FCCBs is USD 21.42 Million.

The Holding Company has entered into one time settlement arrangement with IFCI LTD and FCCBs with TPG Growth II SF Pte. Ltd. and International Finance Corporation (IFC) and booked gain on one time settlement of Rs 1,658.51 million during the year ended 31 March 2025 which is included in Other Income.

55. The Holding Company is still in the process of raising additional finance to sustain its operations in the normal course of business. Currently the company is facing financial and operational difficulties causing default in statutory payments, other financial obligations and operational losses. These events along with other conditions may cast an impact 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 financial statement of the Holding Company have been prepared on a going concern basis.

56. The Holding Company had executed Business Transfer Agreement (BTA) with, Flexituff Technology International Limited (FTIL) on 28 August 2023 for sale of Flexible Intermediate Bulk Container (FIBC) business of Pithampur units of the Holding Company. The sale is completed on 30 April 2024 via slump sale for a lumpsum consideration.

As per BTA, sale consideration was Rs. 3,190.60 million considering transfer of bank limits of Rs 839.50 million to FTIL. However, consortium banks have sanctioned fresh limits to FTIL to the extent amount restructured and appropriated that amount disbursed for reduction of banks limits of the Holding Company. By virtue of modus operandi adopted by banks, sale consideration as well as net assets transferred increased by Rs 839.50 million.

The cost of acquisition of FIBC business comprises of net book value of assets and liabilities of FIBC business of Pithampur units as at 30 April 2024 amounting to Rs 254.07 million.

The total profit on sale of business to the Holding Company is Rs 3,776.02 million which is shown as an exceptional item in the Statement. (The calculation is depicted in the table below)

Particulars	Amount (Rs in million)
Sales consideration	4,030.09
Less: Cost of acquisition	254.07
Profit on sale of business	3,776.02

57. The Holding Company has undertaken sales, purchase and incurred payments on behalf of FTIL post BTA i.e. 30 April 2024, also, has received money from customers and paid to vendors on behalf of FTIL where the Holding Company is acting as an agent. The same transactions are accounted for through an inter company receivable/ payable account on net basis.

58. Pursuant to the sale of FIBC business of Pithampur units w.e.f. 30 April 2024, total income, total expenses (including purchases) and profit/ (loss) before tax during the year ended 31 March, 2025 is not comparable with the total income, total expenses (including purchases) and profit/ (loss) before tax during the year ended 31 March, 2024. The details of the same of FIBC business of Pithampur units for the relevant periods are given below:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Total income	320.37	4,005.37
Total expenses	620.45	4,505.85
(Loss) before tax	(300.08)	(500.49)

59. Prior period expenses of Rs 113.65 million comprise of finance cost pertaining to the period prior April 2024 which were accrued and accordingly, then booked during the year ended 31st March, 2025 by the Holding Company.

60. The Group has not granted loans and advances in the nature of loans to promoters, directors, key managerial personnel and related parties (as defined under Companies Act, 2013) either severally or jointly with any other person.

61. The Group does not have any Benami property, where any proceeding has been initiated or pending against the Holding Company for holding any Benami property.

62. The Group has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the group with banks and financial institutions are in agreement with the books of accounts and there were no material discrepancies noted. However in the view of restructuring implementation during the period, the Holding Company could not make available such quarterly returns or statements to the Statutory Auditors.

63. The Holding Company has not been declared wilful defaulter by any Bank or Financial Institutions or other lender.

64. The Holding Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or section 560 of Companies Act, 1956.

- 65.** The Holding Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- 66.** Utilisation of borrowed funds and share premium:
The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or
b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries
The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group shall:
a. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- 67.** There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of accounts.
- 68.** The Group has not traded or invested in crypto currency or virtual currency during the current or previous year.
- 69.** The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.
- 70.** The borrowings obtained by the group from banks and financial institutions have been applied for the purposes for which such loans were taken.
- 71.** The financials are presented in Rs Million and decimal thereof except for the per share information or as otherwise stated.
- 72.** Previous year figures have been regrouped/ reclassified to confirm presentation as per Ind AS as required by Schedule III of the Act.

The accompanying Notes are an integral part of the Consolidated Financial Statements

This is consolidated balance sheet
as per our Report of even date
For **Mahesh C. Solanki & Co.**
Chartered Accountants
Firm Registration No.: 006228C

Mahesh Solanki
Partner
Membership No.: 074991
Place: Indore
Date: May 30, 2025

For and on behalf of the Board of Directors of
Flexituff Ventures International Limited
CIN: L25202MP1993PLC034616

Saurabh Kalani
Whole time director
DIN: 00699380
Place: Pithampur
Date: May 30, 2025

Rahul Chouhan
Whole time director
DIN: 03307553
Place: Pithampur
Date: May 30, 2025

Jagdish Prasad Pandey
Whole time director
DIN: 00225969
Place: Pithampur
Date: May 30, 2025

NOTICE

NOTICE OF 32nd ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 32nd ANNUAL GENERAL MEETING OF FLEXITUFF VENTURES INTERNATIONAL LIMITED WILL BE HELD ON TUESDAY 30TH SEPTEMBER, 2025, AT 2:00 P.M. IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2025 together with the reports of the Board of Directors and Auditors thereon, to consider and if thought fit, to pass, the following resolution as Ordinary Resolution;**

"RESOLVED THAT pursuant to the provisions of section 129 of Companies Act, 2013 and rules made thereunder, the Audited Standalone Financial Statements of the Company consisting of the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended 31st March, 2025 and the Explanatory Notes annexed to, and forming part of, any of the said documents together with the reports of the Board of Directors and the Auditors report, as circulated to the Members, be and are hereby considered and adopted."

- b) The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 together with the report of Auditors thereon, to consider and if thought fit, to pass, the following resolution as Ordinary Resolution.**

"RESOLVED THAT pursuant to the provisions of section 129 of Companies Act, 2013 and rules made thereunder, the Audited Consolidated Financial Statements of the Company consisting of the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss, Cash Flow Statement and Statement of Changes in Equity for the year ended 31st March, 2025 and the Explanatory Notes annexed to, and forming part of, any of the said documents together with the

reports of the Auditors, as circulated to the Members, be and are hereby considered and adopted."

- 2. To appoint a director in place of Mr. Jagdish Prasad Pandey (DIN: 00225969), Whole-time Director of the Company, who retires by rotation and being eligible has offered himself for re-appointment, to consider and if thought fit, to pass, the following resolution as Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the rules made there under and as per the Company's Articles of Association, **Mr. Jagdish Prasad Pandey (DIN: 00225969)** Whole-time Director be and is hereby re-appointed as the Whole-time Director of the Company."

- 3. To re-appoint M/s Mahesh C Solanki, Chartered Accountants, as the Statutory Auditors of the Company, and to fix their remuneration. To consider and if thought fit, to pass, the following resolution as Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 made thereunder, (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for the re-appointment of Statutory Auditor M/s Mahesh C Solanki & Co., Chartered Accountants, Indore (bearing Firm Registration No.006228C), to hold office for a period of 5 years, from the conclusion of Thirty Second (32nd) Annual General Meeting till the conclusion of Thirty Seventh (37th) Annual General Meeting of the Company, on a remuneration of Rs. 18,00,000/- per annum plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.;

SPECIAL BUSINESS

- 4. To consider and take on record appointment of M/s. Ritesh Gupta & Co. (Unique Identification No: P2025MP106200) as the Secretarial Auditor of the Company for term of five consecutive years starting from the FY 2025-26 till the FY 2029-30.**

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

"RESOLVED THAT pursuant to the provisions of the Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulation, 2015 ('SEBI Listing Regulations') and other applicable law, if any, and read with applicable provisions of the Companies Act, 2013, each as amended, and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company ('Board') (including any statutory modification's and re-enactment's, thereof for the time being in force) the approval of the members be and are hereby accorded to appoint **M/s Ritesh Gupta & Co., Peer Reviewed Firm of Company Secretaries in Practice (Unique Identification No: P2025MP106200)** as Secretarial Auditor of the company for the term of five consecutive years to hold the office from the financial year 2025-26 till the financial year 2029-30, to conduct the secretarial audit of the company and to issue the secretarial audit report and any other services in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with Regulation 24A and other applicable provisions of the SEBI Listing Regulations, at such remuneration, plus applicable taxes and other out-of-pocket expenses, as may be mutually agreed upon by the Board of Directors, based on the recommendation(s) of the Audit Committee, and the Secretarial Auditor of the Company;

RESOLVED FURTHER THAT the Board and/or any person authorized by the Board, be and is hereby authorized, severally, to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, as may be considered necessary, desirable and expedient to give effect to this Resolution and/ or otherwise considered by them to be in the best interest of the Company."

5. To approve the Material Related Party Transactions between the Company and its Associate Company Flexituff Technology International Limited, and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 read with the rules framed thereunder, including any statutory amendment(s) or reenactment(s) thereof, for the time being in force, and in terms of Regulation 23(4) and Regulation 2(l)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, including any statutory modification(s) or re-enactment thereof, read with the Company's Policy on Related Party Transactions, as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, consent of the Members be and is hereby accorded to the

Company to enter into contracts/arrangements/ transactions or modification(s) of earlier contracts/ arrangements/transactions (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), between the Company and its Associate Company **Flexituff Technology International Limited (FTIL)**, 'related party' of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(l)(zb) of the SEBI Listing Regulations, in relation to sale or purchase of any goods or services from/to FTIL upto an amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only), on such terms and conditions as may be mutually agreed between the Company and **FTIL**, for a period of one year from the date of 32nd Annual General Meeting to 33rd Annual General Meeting, as set out in the Explanatory Statement annexed hereto, provided that the transactions so carried out shall at all times be on an arm's length basis and in the ordinary course of business;

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution or otherwise considered by the Board of Directors to be in the interest of the Company;

RESOLVED FURTHER THAT all the Directors of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, Madhya Pradesh & to do all such acts, deeds, things required for the aforesaid purpose."

By Order of the Board of Directors
Flexituff Ventures International Limited

Place: Indore
Date: 14/08/2025

Rahul Chouhan
Whole Time Director
(Holding DIN: 03307553)

NOTES:

1. In view of general circular nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA") (collectively "MCA Circulars") permitting the

holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members.

2. Further, Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively "SEBI Circulars"), has provided relaxation from compliance with certain provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") regarding sending of hard copy of annual report and proxy form in line with aforesaid MCA Circulars. The registered office of the Company shall be deemed to be the venue for the AGM.
3. In compliance with the provisions of the Companies Act, 2013 (the "Act"), SEBI Listing Regulations as amended, MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM which does not require physical presence of members at a common venue on Tuesday, 30th September, 2025 at 02:00 P.M. (IST). The proceedings of the 32nd AGM of the Company will be deemed to be conducted at the Registered Office of the Company situated at 6th Floor Treasure Island 11 South Tukoganj, MG road, Indore Tukoganj, Indore, (M.P.)-452001 which shall be the deemed Venue of the AGM.
4. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the Act), in respect of the Special Business to be transacted at the Meeting under item no. 4 and 5 is annexed hereto and forms part of this Notice. Further the relevant details with respect to item no. 2 to 4 pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are also annexed.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
6. Corporate Members whose Authorized Representatives are intending to attend the Meeting, pursuant to Section 112 and Section 113 of the Companies Act, 2013, through VC/OAVM and to vote on their behalf at the Meeting and through remote e-voting are requested to send a certified copy of the Board Resolution (in PDF/JPG form) authorizing their representative to the Scrutinizer by e-mail at rgc1@yahoo.com with a copy marked to cs@flexituff.com.
7. 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 State or Body Corporate can attend the AGM through VC/OAVM.
8. Electronic copy of the Notice for the AGM and the Annual Report for the financial year 2024-25 is being sent to all the Members whose e-mail id's are or to be registered upto the date of dispatch of this notice with the Company/Depository Participant(s). A letter containing the web link, along with the exact path to access the complete details of the Annual Report, is being sent to the shareholders who have not registered their e-mail id with the Company's RTA or DP.
9. Dispatching of physical copies of the Financial Statements (including Board's Report, Auditors' Report and other documents required to be attached therewith) has been dispensed with in line with the aforementioned circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India unless the member has specifically requested for hard copy of the Annual Report to the Company at cs@flexituff.com mentioning there Folio No./DP ID and Client Id.
10. Members holding shares in electronic/demat mode and who have not got their e-mail addresses updated with the Depository Participants are requested to update their e-mail address and any changes therein through their Depository Participants. Members holding shares in physical mode are requested to update their e-mail address and mobile number, by sending e-mail quoting their Folio Number along with scanned copy of PAN (self-attested scanned copy) or AADHAR (self-attested scanned copy) to our Registrar and Share Transfer Agent, viz., MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at rnt.helpdesk@in.mpms.mufig.com and mark cc to Company: cs@flexituff.com. Also for any queries you may contact on 022-49186270.
11. All shareholder queries or service requests in electronic mode can be raised through MUFG Intime

India Private Limited (formerly known as Link Intime India Private Limited) website, the link for which is https://web.in.mpms.mufig.com/helpdesk/Service_Request.html.

12. SEBI vide its circulars SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated July 31, 2023 and August 04, 2023 respectively has introduced Online Dispute Resolution Portal ("ODR Portal"). Through this ODR portal, the aggrieved party can initiate the mechanism, after exercising the primary options to resolve its issue, directly with the Company and through the SEBI Complaint Redress System (SCORES) platform. The Company has complied with the above circulars and the same are available at the website of the Company i.e. <https://flexituff.com/>.
13. In line with SEBI Circular SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025, SEBI has provided a **special window from July 7, 2025, to January 6, 2026, for investors to re-lodge transfer requests for physical shares** that were initially submitted before April 1, 2019, but were rejected or not processed due to document deficiencies. All such re-lodged shares will be transferred only in dematerialized form following the due process. This initiative aims to ease investment processes and protect investor rights.
14. 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 Participant with whom they are having demat accounts. Members holding shares in physical form are requested to submit PAN details to the Company/Registrar.
15. SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17th May, 2023 read with SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023, in supersession of earlier Circular(s) issued on the subject, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (contact details, bank details and specimen signature) and nomination details. As per the said Circulars, it is mandatory for the shareholders holding securities in physical form to, inter alia, furnish PAN, KYC, and nomination details.

Accordingly, the Company had sent an intimation letter to all the shareholders holding shares in physical form at their registered address requesting them to comply with the provisions of the aforesaid SEBI Circulars. The forms for updating the aforesaid details are available on the website of the RTA and the Company and the members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.
16. Members are requested to ensure that the abovementioned KYC details are updated as and when there is a change in order to receive all important shareholder communications and corporate benefits. Members holding shares in electronic mode may update the KYC details with their respective Depository Participants.
17. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the website of the Company's Registrar and Transfer Agents, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at www.in.mpms.mufig.com. Members are requested to submit the said details to their depository participant in case the shares are held by them in dematerialized form and to MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) in case the shares are held in physical form.
18. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested as maintained under Section 170 and Section 189 of the Act, respectively will be available for inspection by the Members at the AGM in pdf mode.
19. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 24th day of September, 2025 to Tuesday, 30th day of September, 2025 (both days inclusive).
20. Members are requested to quote their Folio Number / Demat Account Number and contact details such as email address, contact number and complete address in all correspondence with the Company/Company's Registrar.
21. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company, as of the cut-off date, will be entitled to vote at the AGM.
22. 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 statements of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

23. Investor should register with their depository participant for the SMS alert facility. Both Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) alert investors through SMS of the debits and credits in their demat account.
24. M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), RTA of the Company has launched Investor Self-Service Portal called "SWAYAM" which is a secure, user-friendly web-based application that empowers shareholders to effortlessly access information through a dashboard for all companies, in which they hold shares, which are serviced by MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited). This portal can be accessed at <https://swayam.in.mpms.mufig.com>. This portal enables shareholders to obtain an updated status on their electronic holdings across various companies as also to track dividend and other corporate action details. Shareholders can also raise queries/complaints on the same and track them till resolution. Physical holders can also avail of the portal services for folios which are KYC compliant.
25. The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 29, 2011 stating that the service of document by a Company can be made through electronic mode and in compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020. Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Registrar and Share Transfer Agent in case the shares are held by them in physical form.
26. Members who hold shares in dematerialized form are requested to quote Depository Account Number (Client ID No.) for recording of attendance at the meeting.
27. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Registrar and Share Transfer Agents of the Company i.e. M/s MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) in prescribed forms. The Company has sent communication to shareholders in this regard.
28. Members who are holding shares in identical names in more than one folios, are requested to write to the Company/Registrar and Share Transfer Agent, to consolidate their holding in one folio.
29. Shareholders who are still holding physical share certificate are advised to dematerialize their shareholding to avail benefit of dematerialization.
30. Members desirous of obtaining any information concerning on the Annual Report, Financial results or any other matters, are requested to send their queries to the Company Secretary via e-mail at cs@flexituff.com at least seven working days before the date of the AGM so that the required information can be made available at the meeting.
31. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
32. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the registered office of the Company during the office hours on all working days (except Sundays and Public Holidays) up to the date of this AGM.
33. 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 for 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.

34. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
35. 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 and Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 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 agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

The facility for voting through electronic voting system shall be made available at this AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
36. 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.flexituff.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) 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 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
37. The Board of Directors of the Company has appointed M/s Ritesh Gupta & Co., Practicing Company Secretaries as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed 23rd

September, 2025 (Tuesday) as the 'Cut-off Date'. The remote e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. 23rd September, 2025 (Tuesday) only.

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

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

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

- (i) The voting period begins on 27th September, 2025 at 09.00 A.M. IST and ends on 29th September, 2025 at 05.00 P.M. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No.

SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders

holding shares in demat mode.

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

Pursuant to above said 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
Individual Shareholders holding securities in Demat mode with CDSL Depository	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.

Individual Shareholders
(holding securities in demat mode)
login through their
Depository Participants (DP)

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period 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 above mentioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

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

- (v) Login method for e-Voting 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:

Login type	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) • 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. • 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 the relevant **Flexituff Ventures International Limited** on which you choose to vote.

- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@flexituff.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/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@flexituff.com The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **07 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at cs@flexituff.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 EGM/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 may 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 cs@flexituff.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.

Other Instructions:

- I. The e-voting module shall be disabled by CDSL for voting after 05:00 P.M. at 29th September, 2025 (Monday). Members holding shares in physical or in demat form as on 23rd September, 2025 (Tuesday) shall only be eligible for e-voting.
- II. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 23rd September, 2025 (Tuesday).
- III. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.
- IV. M/s Ritesh Gupta & Co., Practicing Company Secretaries (Unique Identification No: P2025MP106200) (Address: G-1, 56-Anil Nagar, M. R. 9 Road, Indore-8 (MP) has been appointed as the scrutinizer to conduct the e-voting process.
- V. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company.
- VI. The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company **www.flexituff.com** and on the website of CDSL.
- VII. The resolutions shall be deemed to be passed on the date of Annual General Meeting of the Company, subject to receipt of sufficient votes.
- VIII. The result declared along with the Scrutinizer's Report shall be placed on the Company's website **www.flexituff.com** and the Company shall simultaneously forward the results to BSE Limited and NSE Limited, where the shares of the Company are listed.

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 toll free no. 1800 21 09911

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 toll free no. 1800 21 09911.

By Order of the Board of Directors
Flexituff Ventures International Limited

Place: Indore
Date: 14/08/2025

Rahul Chouhan
Whole Time Director
DIN: 03307553

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("ACT")

Item 4: To consider and take on record appointment of M/s. Ritesh Gupta & Co. as the Secretarial Auditor of the Company for term of five consecutive financial year starting from FY 2025-26 till the FY 2029-30

As per the provisions of Section 204 of the Act and Regulation 24A of the SEBI Listing Regulations, the Company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and as per recent amendment under Regulation 24A of the SEBI Listing Regulations, approval of members of the company required for such appointment or re-appointment of the Secretarial Auditors.

The Board of Director of the company at its meeting held on 14th August, 2025, has recommended the appointment of the **M/s Ritesh Gupta & Co, Peer Reviewed Firm of Company Secretaries in Practice (Unique Identification No: P2025MP106200)**, as Secretarial Auditor of the company for the term of five consecutive years commencing from the financial year 2025-26 till the financial year 2029-30 to undertake the secretarial audit of the company and to issue the secretarial audit report and any other services as may be approved by the board for the aforesaid period.

Mr. Ritesh Gupta, (Proprietor) of **M/s Ritesh Gupta & Co, Company Secretaries in Practice (Unique Identification No: P2025MP106200)** has consented to the said appointment and confirmed that their appointment, if made, would be within the limit specified by the Institute of Companies Secretaries of India. Mr. Ritesh Gupta (Proprietor) of **M/s Ritesh Gupta & Co**, has also confirmed that the firm has not incurred any disqualification and is eligible to be appointed as Secretarial Auditor of the Company in terms of Regulation 24A (1A) of SEBI Listing Regulations, provisions of Section 204 of the Companies Act, 2013 read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December 2024.

Your Directors recommend the Resolution at Item No. 4 for approval by the Members by way of Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out at Item No. 4 of the Notice.

Item 5: To approve the Material Related Party Transactions between the Company and its Associate Company Flexituff Technology International Limited, and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution

Flexituff Technology International Limited ("FTIL") is an Associate Company and qualifies as a "Related Party" under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Company proposes to enter into Related Party Transactions ("RPTs") with FTIL for an aggregate amount not exceeding ₹150 Crores (Rupees One Hundred and Fifty Crores Only), during the period commencing from the conclusion of the 32nd Annual General Meeting (AGM) up to the date of the 33rd AGM to be held in the year 2026.

These transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis, based on commercial considerations such as operational synergies, supply chain efficiencies, and alignment with the Company's strategic objectives. The Audit Committee and the Board of Directors have reviewed and approved the proposed RPTs and are of the opinion that they are in the best interest of the Company.

Regulation 23 of the Listing Regulations mandates prior approval of the shareholders of a listed entity by means of an ordinary resolution for all "material" related party transactions ("RPTs") to which the listed entity or its subsidiary are a party, even if such transactions are in the ordinary course of business and at an arm's length basis. For this purpose, related party transaction shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed(s) Rs. 1,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Considering that the material threshold for these transactions are exceeding 10% of the annual consolidated turnover of the Company as on 31st March, 2025.

Accordingly, approval of the Members is being sought for entering into material RPTs with FTIL to sale or purchase any goods or services from/to FTIL upto an amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only)

None of the Directors, Key Managerial Personnel, or their relatives, except those who may be deemed to be interested in FTIL, are concerned or interested in the resolution.

In addition to the aforesaid details, Minimum information for approval of Related Party Transactions, as per the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 read with SEBI Master Circular dated 11th November, 2024 may also be noted.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26th June, 2025 and SEBI Master Circular dated 11th November, 2024, are as under:

S. No.	Particulars of the information	Details of RPTS															
PART A: Minimum information of the proposed RPT																	
A(1): Basic details of the related party																	
1.	Name of the related party	Flexituff Technology International Limited ("FTIL")															
2.	Country of incorporation of the related party	India															
3.	Nature of business of the related party	Technical Textiles															
A(2): Relationship and ownership of the related party																	
1.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party - including nature of its concern (financial or otherwise) and the following: - Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. - Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). - Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/ Subsidiary/ related party has control. While calculating indirect shareholding, held by relatives shall also be considered.	- Flexituff Technology International Limited (FTIL) is an Associate Company of Flexituff Ventures International Limited ("FVIL"). 576000 shares of Rs. 10/- each - NA - NA															
A(3): Details of previous transactions with the related party																	
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Rs. 45,805.21 Lakhs															
	<table> <tr> <th>S. No.</th><th>Nature of Transactions</th><th>FY 2024-25 (In Lakhs)</th></tr> <tr> <td>01</td><td>Sale of Business</td><td>40300.93</td></tr> <tr> <td>02</td><td>Sale of Goods</td><td>1942.49</td></tr> <tr> <td>03</td><td>Sale of services</td><td>2714.81</td></tr> <tr> <td>04</td><td>Purchase of Goods</td><td>846.98</td></tr> </table> Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	S. No.	Nature of Transactions	FY 2024-25 (In Lakhs)	01	Sale of Business	40300.93	02	Sale of Goods	1942.49	03	Sale of services	2714.81	04	Purchase of Goods	846.98	
S. No.	Nature of Transactions	FY 2024-25 (In Lakhs)															
01	Sale of Business	40300.93															
02	Sale of Goods	1942.49															
03	Sale of services	2714.81															
04	Purchase of Goods	846.98															
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Total amount of all the transactions undertaken by the Company with FTIL for FY 2025-26 (till Quarter ended 30 th June 2025): Rs. 174.13 Lakhs															
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity.															

A(4): Amount of the proposed transaction(s)										
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	An amount not exceeding Rs. 150,00,00,000/- (Rupees One Hundred and Fifty Crores Only)								
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes								
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	52%								
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA								
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	37%								
6.	Financial performance of the related party for the immediately preceding financial year:	-								
	<table><tr><th>Particulars</th><th>FY 2024-25 (INR)</th></tr><tr><td>Turnover</td><td>4,045,834,149</td></tr><tr><td>Profit After Tax</td><td>(286,593,771)</td></tr><tr><td>Net worth</td><td>2,337,199,841</td></tr></table>	Particulars	FY 2024-25 (INR)	Turnover	4,045,834,149	Profit After Tax	(286,593,771)	Net worth	2,337,199,841	
Particulars	FY 2024-25 (INR)									
Turnover	4,045,834,149									
Profit After Tax	(286,593,771)									
Net worth	2,337,199,841									
	Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.									
A(5): Basic details of the proposed transaction										
1.	Specific type of the proposed transaction (e.g. sale of goods /services, purchase of goods/services, giving loan, borrowing etc.)	Sale and purchase of goods/services								
2.	Details of each type of the proposed transaction	1. Job Work Transactions 2. Sale and Purchase of Raw Material 3. Sale and Purchase of Finished Goods								
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year								
4.	Whether omnibus approval is being sought?	Yes								
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	NA								
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	These transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis, based on commercial considerations such as operational synergies, supply chain efficiencies, and alignment with the Company's strategic objectives. The Audit Committee and the Board of Directors have reviewed and approved the proposed RPTs and are of the opinion that they are in the best interest of the Company.								

7.	Details of the promoter(s)/ director(s)/ key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	NA NA NA
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	NA
9.	Other information relevant for decision making.	All relevant/important information forms part of this Explanatory Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

PART B

Information to be provided only if a specific type of RPT as mentioned below is proposed to be undertaken and is in addition to Part A,

B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction

1.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	NA
2.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	NA
3.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	NA
4.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	The Company and its associate FTIL both are engaged in the same business. Their transactions are based on commercial considerations such as operational synergies, supply chain efficiencies, and alignment with the Company's strategic objectives.
5.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	The Company and its associate FTIL both are engaged in the same business. Their transactions are based on commercial considerations such as operational synergies, supply chain efficiencies, and alignment with the Company's strategic objectives. The Audit Committee and the Board of Directors have reviewed and approved the proposed RPTs and are of the opinion that they are in the best interest of the Company and its Shareholders.

Your Directors recommend the Resolution at Item No. 5 for approval by the Members by way of an Ordinary Resolution.

Members may note that as per the provisions of the Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the proposed resolutions.

None of the Directors and/or Key Managerial Personnel (as defined under the Act) of the Company and/or their respective relatives are concerned or interested either directly or indirectly, either financially or otherwise, in the Resolutions mentioned at Item no. 05 of the Notice.

ANNEXURE TO THE EXPLANATORY STATEMENT

PURSUANT TO REGULATION 36 OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS AND AUDITORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Name of Director	Mr. Jagdish Prasad Pandey
DIN	00225969
Date of Birth	05/07/1967
Age	58 Years
Appointment/Re-appointment	Re-appointment on retire by rotation.
Qualifications	B.Com
Expertise in specific functional area	Mr. Jagdish Prasad Pandey is a professional with over 40 years of rich experience in accountancy, finance, and corporate advisory. He possesses deep expertise in areas such as financial planning, statutory compliance, taxation, auditing, and risk management, and has contributed significantly to strengthening the financial frameworks of various organizations. Over the past 10 to 15 years, Mr. Pandey has served as a Director on the boards of multiple companies, providing valuable insights on financial strategy, governance, and regulatory compliance. His long standing board experience reflects his sound judgment, integrity, and commitment to upholding high standards of corporate governance.
Date of Appointment on the Board of the Company	11 th September, 2020
Shareholding in the Company as on date	Nil
Terms and conditions of appointment/re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Jagdish Prasad Pandey, Whole-time Director of the Company is liable to retire by rotation.
Details of remuneration sought to be paid and the remuneration last drawn.	Nil
Number of Meetings of the Board attended during the year 2024-25	6 (Six)
Names of listed entities in which the person also holds the directorship	Sunrise Properties Private Limited
Membership of Committees of the board along with listed entities from which the Director has resigned in the past three years.	2 (Two)
Relationship with Directors	Nil
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	NA

Brief Details of Statutory Auditor seeking re-appointment

Name of Statutory Auditors	M/s Mahesh C Solanki & Co.
Firm Registration Number	006228C
Proposed fees payable	Rs. 18,00,000/- (Rupees Eighteen Lakhs only) per annum plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit
Terms of Appointment	From the conclusion of 32 nd Annual General Meeting till the conclusion of the 37 th Annual General Meeting.
Any material change in the fees payable to the auditor from that paid to the outgoing auditor along with the rationale for such change.	NA

Basis of recommendation for appointment including the details in relation to and credentials of the Statutory Auditors	Based on the recommendation of the Audit Committee, the Board of Directors proposes the reappointment of M/s Mahesh C Solanki & Co, Chartered Accountants (Firm Registration No. 006228C), as the Statutory Auditors of the Company for a second term of five consecutive years from the conclusion of 32 nd Annual General Meeting till the conclusion of the 37 th Annual General Meeting, subject to approval of the shareholders at the ensuing Annual General Meeting. The firm has demonstrated professional competence and maintained independence throughout its previous tenure.
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Brief Details of Secretarial Auditor seeking Appointment	
Name of Secretarial Auditors	M/s. Ritesh Gupta & Co.
Firm Registration Number	(Unique Identification No: P2025MP106200)
Proposed fees payable	Rs. 75000/- (Rupees Seventy Five only) per annum plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit
Terms of Appointment	For the term of five consecutive years commencing from the financial year 2025-26 till the financial year 2029-30
Any material change in the fees payable to the auditor from that paid to the outgoing auditor along with the rationale for such change.	NA
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditors	M/s Ritesh Gupta & Co., Company Secretaries, is a leading firm of Practicing Company Secretaries with 25 years of excellence in Corporate Governance and Compliance in Indore (MP). They engage in providing various types of corporate & professional services in the field of Corporate Laws, Finance & Accounting, Legal Compliances, Corporate Governance, Corporate Social Responsibility and allied services including Secretarial Audit; Due Diligences; SEBI and Stock Exchanges Compliances; Advising, organizing and implementing corporate restructuring; Compromises, arrangements and merger, Advising, organizing and implementing corporate restructuring; Acquisition of shares and control; Incorporation of Companies, Partnership Firms, Limited Liability Partnerships; Restoration and strike-off of The Companies; Certification and preparation of forms, returns and documentation; other services under Companies Act and allied acts.

By Order of the Board of Directors
Flexituff Ventures International Limited

Place: Indore
Date: 14/08/2025

Rahul Chouhan
Whole Time Director
DIN: 03307553

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CONTINENTS

USA, EUROPE, ASIA, AFRICA, AUSTRALIA

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COUNTRIES

India, France, Ireland, Netherlands, Spain, Mexico, UK, Belgium, Italy, Portugal, Greece, Brazil, USA, UAE, Russia, Kenya, Rwanda, Chile, Canada, Switzerland, Australia, Algeria, Japan, New Zealand, China, Egypt, Singapore, Sweden, Israel, Austria, Germany, Thailand, Malaysia, and more...



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