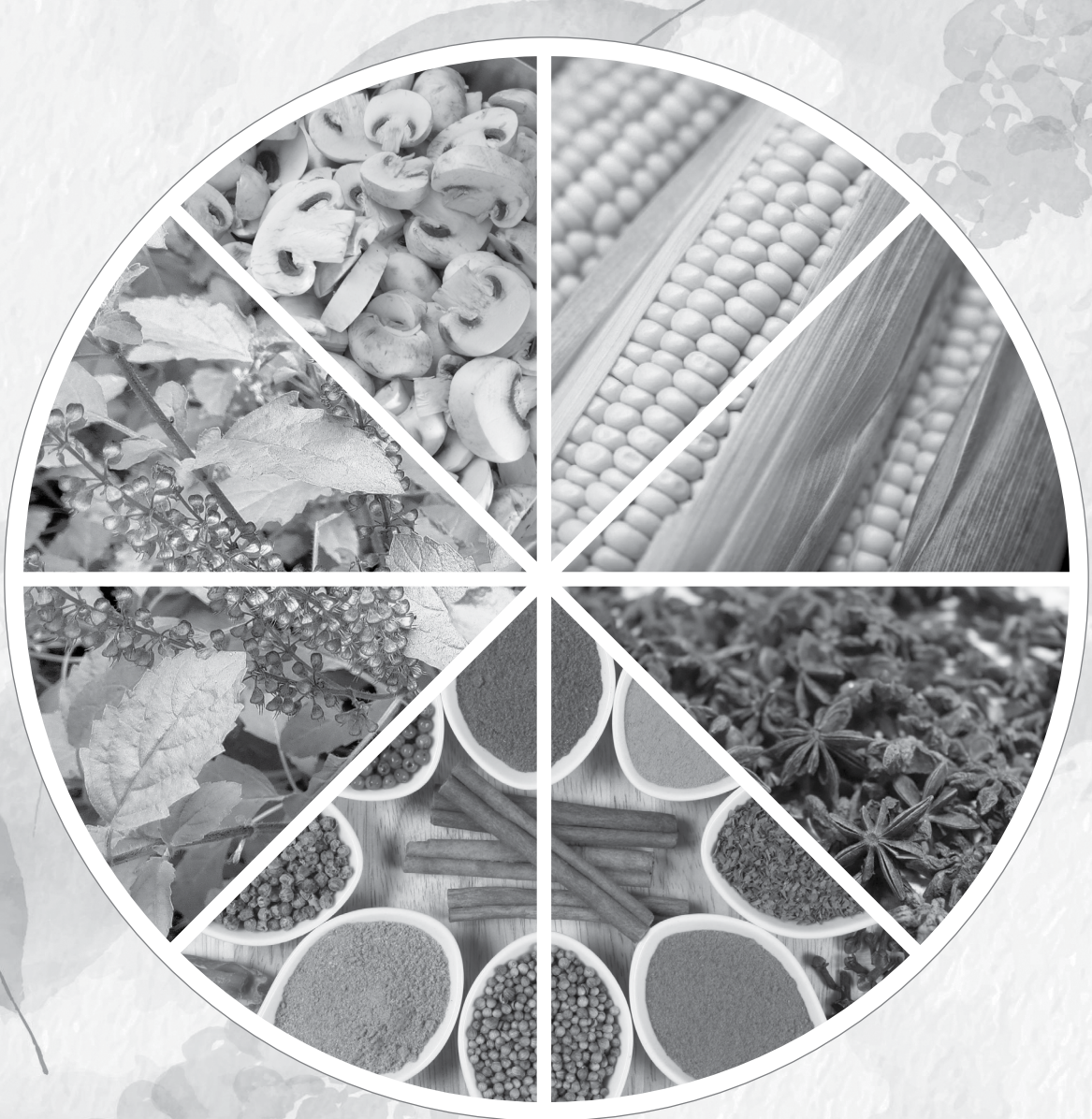


THIRTY SECOND
ANNUAL REPORT
2021-2022



FOODS LTD.

'Indian Produce, Global Delight'

FLEX FOODS LIMITED



FOODS LTD.

'Indian Produce, Global Delight'

FLEX FOODS LIMITED

(CIN L15133UR1990PLC023970)

THIRTY SECOND ANNUAL REPORT 2021-2022

BOARD OF DIRECTORS

ASHOK CHATURVEDI
Chairman

INDU LIBERHAN

RAJENDRA KUMAR MISHRA

RAJEEV SHARMA

ARVIND MAHAJAN (w.e.f. 24.08.2021)

RAHUL RAZDAN (w.e.f. 24.08.2021)
Whole Time Director

PARESH NATH SHARMA (upto 25.05.2022)

MADAN MOHAN VARSHNEY
(upto 05.05.2022)
Whole Time Director

COMPANY SECRETARY

RAJESH DHEER

AUDITORS

Statutory Auditor

MJMJ & ASSOCIATES, LLP
Flat No. 905, Millenia Emerald Heights Apartments,
Ramprastha Green, Sector 7, Vaishali,
Ghaziabad, Uttar Pradesh 201010

Internal Auditor

KAAP & ASSOCIATES
100, New Rajdhani Enclave
Delhi-110 092

Secretarial Auditor

MAHESH GUPTA & CO.
Wadhwa Complex, Chamber No. 110,
Ground Floor, D-288-299/10, Laxmi Nagar,
Delhi-110 092

BANKERS

CANARA BANK
INDIAN BANK
WOORI BANK

REGISTERED OFFICE

Lal Tappar Industrial Area,
P.O. Resham Majri,
Haridwar Road,
Dehradun (Uttarakhand)
Phone: (0135) 2499234, (0135) 2499262
Fax: (0135) 2499235

SHARE DEPARTMENT

305, Third Floor, Bhanot Corner,
Pamposh Enclave,
Greater Kailash - I
New Delhi - 110048
Phone Nos.: 011 26440917, 26440925
Fax No. : 011 26216922
E-mail : secretarial@uflexltd.com

REGISTRAR AND SHARE TRANSFER AGENT

Beetal Financial & Computer Services Pvt. Ltd
Beetal House, 3rd Floor
99, Madangiri, Beind Local Shopping Centre
Near Dada Harsnath Das Mandir
New Delhi
Phone Nos.: 011 29961281 - 83
Fax No. : 011 29961284
E-mail : beetal@beetalfinancial.com

WORKS

Lal Tappar Industrial Area,
P.O. Resham Majri,
Haridwar Road,
Dehradun
(Uttarakhand)

Devaganapalli,
Krishnagiri,
Tamil Nadu

Chidderwala,
Dehradun,
(Uttarakhand)

DIRECTORS' REPORT

To the Members,

Your Directors have pleasure in presenting this 32nd Annual Report together with Audited Financial Statements of the Company for the financial year ended 31st March, 2022.

FINANCIAL RESULTS

The summarized financial results for the year ended 31st March, 2022 and for the previous year ended 31st March, 2021 are as follows:

[Rs. in Lacs]

	Year Ended 31.03.2022	Year Ended 31.03.2021
Revenue from Operations	11041.79	10297.68
Other Income	178.78	246.98
Total Revenue	11220.57	10544.66
Profit before Finance Cost, Depreciation & Tax	2000.96	2272.44
Finance Cost	243.10	209.67
Depreciation	517.81	521.64
Profit before Tax	1240.05	1541.13
Less : Tax Expenses	328.44	341.62
Profit for the year	911.61	1199.51

During the year under review, your Company achieved total revenue and net profit of Rs 11220.57 Lacs and Rs 911.61 Lacs respectively as against total revenue and Net Profit of Rs. 10544.66 Lacs and Rs 1199.51 Lacs respectively during the previous financial year ended 31st March, 2021.

The Covid-19 pandemic has impacted the businesses around the world, including India. In response, Governments in several countries have imposed stringent lockdown in a bid to contain the spread of the disease and businesses worldwide have restricted access to public facing institutions, those deemed non-essential. These closures have led to significant, adverse changes in macroeconomic conditions – constraints on supply chain, sourcing of inputs and workforce availability. However the Company has not been materially impacted by the coronavirus as of now. Since Company's business falls within the category of manufacturing of essential commodities, therefore company has not seen any material impacts on its business activities for the financial year under report. However the extent to which the coronavirus will have additional impacts on the Company's business activities will depend on future developments, which are highly uncertain and can't be predicted. However, the company will continue to monitor any material changes to future economic conditions.

The details of performance of the Company have been given in the Management Discussion and Analysis Report appended hereto

TRANSFER OF UNCLAIMED DIVIDEND TO AUTHORITY

An amount of Rs. 14,74,928/- (Rupees Fourteen Lakhs Seventy Four Thousand Nine Hundred and Twenty Eight only)

was transferred to Investor Education and Protection Fund (IEPF) during the year under review.

TRANSFER OF UNCLAIMED SHARES TO AUTHORITY

As per the provision of Section 124(6) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the Company has transferred 37161 (Thirty Seven Thousand One Hundred and Sixty One) Equity Shares on which Dividend was unclaimed for more than seven years to the Investor Education and Protection Fund (IEPF) during the year under review.

DIVIDEND

Yours Directors are pleased to recommend a dividend @ Rs. 1/- per share for the financial year ended 31st March, 2022 after considering business exigencies.

The dividend, if approved at the forthcoming Annual General Meeting will be paid to Members whose names appear in the Register of Members as on 15/07/2022. In respect of share held in dematerialized form, it will be paid to those member whose names are furnished by National Securities Depository Limited and Central Depository Service (India) Limited as beneficial owner.

CHANGE IN NATURE OF BUSINESS

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

SHARE CAPITAL

The paid-up equity share capital outstanding as on 31st March, 2022 was Rs.12.45 Crore. During the year under review, the Company has neither issued Shares with Differential Voting Rights nor granted Stock Options nor Sweat Equity.

As on 31st March, 2022 none of the Directors of the Company except the following held shares or convertible instruments of the Company:

Shri Ashok Chaturvedi – 7,610 Equity shares

Shri Madan Mohan Varshney – 1300 Equity Shares

FIXED DEPOSITS

The Company neither had any fixed deposits outstanding as at 31st March 2022 nor any fresh/renewal of deposits were accepted during the financial year 2021-22. There were no unclaimed deposits as at 31st March, 2022.

DIRECTORS

None of the Director of the Company are disqualified under the provision of the Company's Act, 2013 or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year, Shri Rahul Razdan (DIN 09290572) and Shri Arvind Mahajan (DIN 02410540) were appointed as Additional Director (Whole-time) and Additional Director (Independent) respectively w.e.f. 24.08.2021 and their appointment as regular Director of the company were approved by the members of the company in the Annual General Meeting held on 24.09.2021. Your Directors welcome Shri Rahul Razdan and Shri Arvind Mahajan on the Board of the Company.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Shri Rajeev Sharma Director (DIN 08789214) of the Company retire by rotation and being eligible, offers himself for reappointment.

The first term of Smt Indu Liberhan, as an Independent Director of the Company is expiring on 15th August, 2022. On the recommendations of Nomination and Remuneration Committee, the Board has proposed the re-appointment of Smt Indu Liberhan for the approval of Shareholders through Special Resolution for a second term of five consecutive years.

The brief resume and other details as required under Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 and SS-2 issued by ICSI are provided in the Notice of Annual General Meeting of the Company.

Shri Madan Mohan Varshney resigned from the Board of Directors of the Company w.e.f. 05th May, 2022. Further, Shri Paresh Nath Sharma, whose second term as Independent Director expired on 25th May, 2022, has also ceased to be the Director of the Company. The Board of Directors place on record their appreciation for the valuable contribution made during their respective tenure as Directors of the Company.

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

RELATIONSHIP BETWEEN DIRECTORS INTER-SE

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a. that in the preparation of the Annual Accounts for the year ended 31st March, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that the Company has selected such accounting policies and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2022 and of the Profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual accounts have been prepared on a going concern basis;

- e. that proper Internal Financial Controls were in place and that the financial controls were adequate and were operating effectively.
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

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

STATUTORY AUDIT & AUDITORS

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the rules made thereunder, the present auditors of the Company, M/s MJMJ & Associates LLP, Chartered Accountants (Firm Registration No. 027706N/N400013), were appointed at the 27th Annual General Meeting of the Company held on 12th August, 2017 to hold office until the conclusion of the 32nd Annual General Meeting to be held for the financial year 2021-22. The term of appointment of the Statutory Auditors expires at the conclusion of this Annual General Meeting. The audit committee and Board of Directors subject to the approval of shareholder have recommended for re-appointment of M/s MJMJ & Associates LLP, Chartered Accountants (Firm Registration No. 027706N/N400013), as Statutory Auditors of the Company for a further term of 5 (Five) years to hold office from the conclusion of this meeting until the conclusion of the 37th Annual General Meeting of the Company, and to fix their remuneration.

The Report given by M/s. MJMJ & Associates LLP, Chartered Accountants (Firm Registration No. 027706N/N400013)), Statutory Auditors on the financial statement of the Company for the year 2021-2022 is part of the Annual Report. There is no qualification, reservation or adverse remark or disclaimer in their Report.

During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Act, therefore no detail is required to be disclosed to the Boards Report.

The Report of the Auditors on the financial statements including relevant notes on the accounts for the Financial Year ended 31st March, 2022 are self-explanatory and therefore do not call for any further comments.

INTERNAL AUDITORS

The Board of Directors of your Company has appointed M/s. KAAP & Associates, Chartered Accountants, New Delhi (Firm Registration No.019416N) as Internal Auditors pursuant to the provisions of Section 138 of the Companies Act, 2013 for the financial year 2022-2023.

SECRETARIAL AUDITORS

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

CORPORATE SOCIAL RESPONSIBILITY

In accordance with the requirements of Section 135 of Companies Act, 2013, your Company has a Corporate Social Responsibility (CSR) Committee, which comprises Shri Indu Liberhan, Chairperson, Shri Rajendra Kumar Mishra, Member and Shri Rahul Razdan, Member. The terms of reference of the Corporate Social Responsibility (CSR) Committee is provided in the Corporate Governance Report. Your Company has also formulated a Corporate Social Responsibility Policy (CSR Policy) which is available on the website of the Company at <http://www.flexfoodsltd.com/pdf/CSRPolicy.pdf>.

Shri Paresh Nath Sharma ceased to be the member of the CSR Committee on account of Cessation from the Directorship of the Company w.e.f. 25th May, 2022.

The Company considers social responsibility as an integral part of its business activities and endeavors to utilize allocable CSR budget for the benefit of society and environment.

Annual Report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as **Annexure “B”** is integral part of this Report.

CORPORATE GOVERNANCE

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

A separate Report on Corporate Governance along with Report on Management Discussion and Analysis is enclosed as part of this Report as **Annexure ‘C’ & ‘D’**.

Disclosure under Companies Act, 2013

(i) **Annual Return**

The draft Annual Return of the Company as on 31st March, 2022 is available on the Company’s website and can be accessed at www.flexfoodsltd.com/pdf/Annual_Return/Drart_of_Annual_Return_2021_2022.pdf

(ii) **Meetings**

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

(iii) **Composition of Audit Committee**

The Audit Committee, comprises of Smt. Indu Liberhan as the Chairperson, Shri Rajendra Kumar Mishra, Shri Rahul Razdan and Shri Arvind Mahajan as the Members. Shri Madan Mohan Varshney ceased to be Member of Committee w.e.f. 24.08.2021. More details about the Committee are given in the Corporate Governance Report appended hereto.

Shri Paresh Nath Sharma ceased to be the member of the Audit Committee on account of Cessation from the Directorship of the Company w.e.f. 25th May, 2022.

(iv) **Related Party Transactions**

All related party transactions are negotiated on an arms-length basis and are in ordinary course of business.

Therefore, the Provisions of Section 188(1) of the Companies Act, 2013 are not applicable. However, suitable disclosure has been made in the notes to the Financial Statements.

The Related Party Transactions Policy as approved by the Board is uploaded on the Company’s website www.flexfoodsltd.com at the weblink <https://www.flexfoodsltd.com/pdf/Related-Party-Policy.pdf>.

(v) **Particulars of Loans, Guarantees and Investments**

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

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

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

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

INTERNAL FINANCIAL CONTROLS

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

VIGIL MECHANISM AND WHISTLE BLOWER POLICY

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

To meet this objective, a Whistle Blower Policy has been laid down. The same policy as approved by the Board was uploaded on the Company’s website www.flexfoodsltd.com at weblink <http://www.flexfoodsltd.com/pdf/whistleblowerpolicy.pdf>

BOARD EVALUATION

Pursuant to the Provisions of the Companies Act, 2013 and under Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an Annual Performance Evaluation of its own performance and that of its committees and all the Directors individually.

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

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

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. No complaint was received from any employee during the financial year 2021-2022 and hence no complaint is outstanding as on 31st March, 2022 for redressal.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There has been no material change and commitments occurred, between the end of the financial year of the Company i.e. 31st March, 2022 and the date of this report affecting financial position of the Company.

COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND ANNUAL GENERAL MEETINGS

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

RISK MANAGEMENT

Risk Management is a very important part of any business. Company's Risk Management Policy divides Risk into two broad categories; one Risk Associated at the Transactional Level and the other Risk Associated at the Decision Making Level.

In respect of the Risk Associated at Transactional Level, the company has appropriate control mechanism and operating effectiveness of the Internal Financial Controls and ensure Legal Compliance.

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

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

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

POLICY ON REMUNERATION

The company has Nomination and Remuneration Policy for Directors, Key Management Personnel and Senior Management Personnel. The said policy is available at https://www.flexfoodsltd.com/pdf/Nomination_Remuneration_Policy.pdf

SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

The company does not have any subsidiary or Joint Venture. However, the company is associate company of Uflex Limited.

PARTICULARS OF EMPLOYEES

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

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

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

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

DISCLOSURE OF COST RECORD

The provisions of maintenance of cost records specified by the Central Government under subsection-(1) of section 148 of the Company's Act, 2013 for the products dealt/manufacture by the Company are not applicable to the Company.

PERSONNEL

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

ACKNOWLEDGEMENT

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

For & On behalf of the Board

Ashok Chaturvedi
Chairman
(DIN 00023452)

Place : NOIDA
Dated : 26th May, 2022

ANNEXURE-A
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

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

To

The Members

FLEX FOODS LIMITED

(CIN: L15133UR1990PLC023970)

Lal Tappar Industrial Area,

PO-Resham Majri, Haridwar Road,

Dehradun, Uttarakhand

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit; we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2022** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018– Not Applicable as the Company did not issue any securities during the financial year under review.

- d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not Applicable as the Company has not granted any Options to its employees during the financial year under review.**
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not applicable as the Company has not issued any debt securities during the financial year under review.**
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client- **Not Applicable as the Company is not registered as Registrars to an Issue and Share Transfer Agents during the financial year under review.**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009- **Not Applicable as the Company has not got delisted its equity shares from any stock exchange during the financial year under review.**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- **Not Applicable as the Company has not bought back any of its securities during the financial year under review.**
- (vi) The management has identified and informed the following laws as being specifically applicable to the Company:
 1. Indian Boilers Act, 1923 and Rules made thereunder
 2. Indian Explosives Act, 1984 and all other Acts and Rules Applicable
 3. Water (Prevention and Control of Pollution) Act, 1974 and Rules made thereunder
 4. Air (Prevention and Control of Pollution) Act, 1981
 5. Environment (Protection) Act, 1986 and Rules made thereunder
 6. Legal Metrology Act, 2009 and Rules made thereunder
 7. Food Safety and Standards Act, 2006

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

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

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

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

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

We further report that based on the compliance mechanism established by the Company and on the basis of the Certificates issued by the Whole-tome Director & CEO and CFO and taken on record by the Board of Directors at their meeting(s), we are

of the opinion that the management has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

Place : Delhi
Date : 26th May,2022

For Mahesh Gupta and Company
Company Secretaries

Mahesh Kumar Gupta
Proprietor
FCS No.: 2870
C P No.: 1999
UDIN NO.: F002870D000393106

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

ANNEXURE - A-1

To
The Members
FLEX FOODS LIMITED
(CIN: L15133UR1990PLC023970)
Lal Tappar Industrial Area,
PO-Resham Majri, Haridwar Road,
Dehradun, Uttarakhand

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

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

Place : Delhi
Date : 26TH May,2022

For Mahesh Gupta and Company
Company Secretaries

Mahesh Kumar Gupta
Proprietor
FCS No.: 2870
:C P No.: 1999
UDIN NO.: F002870D000393106

**ANNEXURE – ‘B’
CSR REPORT FOR THE FY 2021-22**

1.	Brief outline on CSR Policy of the Company	Flex Foods Limited strives to be a socially responsible company and strongly believes in development which is beneficial for the society at large. As a Corporate Citizen receiving various benefits out of society, it is our co-extensive responsibility to pay back in return to the society in terms of helping needy people by Promoting education and keeping the environment clean and safe for the society by adhering to the best industrial practices and adopting best technologies, and so on. It is the Company's intent to make a positive contribution to the society in which the Company lives and operates.			
2.	Composition of CSR Committee:				
	Sl. No.	Name of Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
	1.	Smt. Indu Liberhan #	Chairperson / Independent Director	N.A.	NIL
	2.	Shri Paresh Nath Sharma #	Chairman / Independent Director	1	1
	3.	Shri Rajendra Kumar Mishra	Member / Independent Director	1	1
	4.	Shri Rahul Razdan	Member / Executive Director	1	1
	# On account of Cessation from the Directorship of the Company, Shri Paresh Nath Sharma ceased to be the member of the Corporate Social Responsibility Committee w.e.f. 25 th May, 2022. Smt Indu Liberhan was appointed as the Member of the Committee and designated to act as the Chairperson of the Committee w.e.f. 26 th May, 2022				
3.	Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.	https://www.flexfoodsltd.com/pdf/CSRPolicy.pdf			
4.	Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report).	NOT APPLICABLE			
5.	Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any				
	Sl. No	Financial Year	Amount available for set-off from preceding financial years (in Rs)	Amount required to be set- off for the financial year, if any (in Rs)	
	1	2020-21	0.08	NIL	
	2	2019-20	NIL	NIL	
	3	2018-19	NIL	NIL	
		TOTAL	0.08	NIL	
6.	Average net profit of the company as per section 135(5).			Rs. 1097.90 Lacs	
7.	(a)	Two percent of average net profit of the company as per section 135(5)		Rs. 21.96 Lacs	
	(b)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years.		N.A.	
	(c)	Amount required to be set off for the financial year, if any		N.A.	
	(d)	Total CSR obligation for the financial year (7a+7b-7c)		Rs. 21.96 Lacs	
8.	(a)	CSR amount spent or unspent for the financial year:			
	Total Amount Spent for the Financial Year (Rs. in Lacs)	Amount Unspent (Rs. in lacs.)			
		Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).	
		Amount.	Date of transfer	Name of the Fund	Amount
	22.00	N.A.		N.A.	

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

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

NIL

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act.	Local area (Yes/ No)	Location of the project		Amount spent for the project (Rs. in Lacs)	Mode of imple-mentation-Direct (Yes / No).	Mode of implementation – Through implementing agency.	
				State.	District.			Name	CSR registration number.
1.	Promoting Education and health care	Companies Act 2013; Section 135, Schedule VII, item i: Eradicating hunger, poverty and malnutrition, "promoting health care including preventive health care"] and sanitation 4[including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation] and making available safe drinking water. And item ii promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects	No	Uttar Pradesh	Ghaziabad	22.00	Yes	Dental & Medical Education Trust	CSR00023798
		TOTAL				22.00			
(d)	Amount spent in Administrative Overheads								
(e)	Amount spent on Impact Assessment, if applicable								
(f)	Total amount spent for the Financial Year (8b+8c+8d+8e)								
						22.00			

(g) Excess amount for set off, if any :

Sl. No.	Particular	Amount (Rs. in Lacs)
(i)	Two percent of average net profit of the company as per section 135(5)	21.96
(ii)	Total amount spent for the Financial Year	22.00
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.04
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.12

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

(b)	Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): N.A.								
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	
Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs)	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project-Completed / Ongoing	
1.									
2.									
3.									
TOTAL									

10.	In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).	Not Applicable
(a)	Date of creation or acquisition of the capital asset(s).	
(b)	Amount of CSR spent for creation or acquisition of capital asset.	
(c)	Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.	
(d)	Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).	
11.	Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5). Not Applicable	
(ASHOK CHATURVEDI) Chairman DIN : 00023452		(INDU LIBERHAN) Chairperson of CSR Committee DIN: 03341420

Place : NOIDA
Dated : 26th May, 2022

ANNEXURE 'C'

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31ST MARCH, 2022

Corporate Governance

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (The Listing Regulations) the Company submits the Report on Corporate Governance followed by the Company.

1. Company's Philosophy on Code of Governance

The Company's philosophy on Corporate Governance is to ensure the best possible management team with adequate numbers of professional experienced people. The Company firmly believes that sound practices adopted in the governance of its affairs based on openness, transparency, capability and accountability is sine-qua-non for long term success, building the confidence of its stakeholders, its functioning and conduct of business.

2. Board of Directors

(a) Composition and category of the Board (As on March 31, 2022)

The Board of Directors of the Company comprises of Eight Directors with Two Executive Director and Four Independent Non-executive Directors including a Woman Director and two Non-executive Directors. Chairman of the Company is Non-executive Director. The Board consists of eminent persons with considerable professional experience in the field of business, industry, finance, audit and law and public enterprises. None of the Independent Directors of the Company serve as an Independent Director in more than seven listed Companies and no Independent Director is serving as a Whole-time Director in any Listed Company. All the Directors have made disclosures regarding their directorship and memberships on various Committees across all Companies in which they are directors and/or members.

The composition and category of Directors as on 31.03.2022 are as follows:

S. No.	Name of Directors	DIN	Designation	Category
1.	Shri Ashok Chaturvedi	00023452	Chairman	Promoter –Non-executive
2.	Shri Paresh Nath Sharma #	00023625	Director	Independent, Non-executive
3.	Shri Rajendra Kumar. Mishra	07905342	Director	Independent, Non-executive
4.	Smt. Indu Liberhan	03341420	Director	Independent, Non-executive
5.	Shri Rajeev Sharma	08789214	Director	Non- Executive
6.	Shri Madan Mohan Varshney #	08349956	Whole-time Director	Executive
7.	Shri Rahul Razdan*	09290572	Whole-time Director	Executive
8.	Shri Arvind Mahajan*	02410540	Director	Independent, Non-executive

* Shri Arvind Mahajan and Shri Rahul Razdan were appointed as Additional Director (Independent) and Additional & Whole Time Director respectively, by the Board of Directors of the Company w.e.f 24/08/2021. Their appointments were regularised at the Annual General Meeting held on September 24, 2021.

Shri Madan Mohan Varshney resigned from the Directorship of the Company w.e.f. 05th May, 2022. Further, Shri Paresh Nath Sharma, ceased to be the Director of the Company w.e.f. 25th May, 2022 upon completion of second term as an Independent Director.

(b) Board Meetings and attendance record of each Director

Seven Board Meetings were held during the financial year 2021-2022. The dates on which the meetings were held are 1st June, 2021, 28th June, 2021, 11th August, 2021, 24th August, 2021, 2nd November, 2021, 15th December, 2021 and 10th February, 2022.

i. Attendance of each Director at the Board Meetings, last Annual General Meeting and number of other Directorship and Chairmanship/Membership of Committees of each Director in various Companies are as follows:

Name of the Directors	Attendance Particulars	
	Board Meetings	Last AGM
Shri Ashok Chaturvedi	7	No
Smt. Indu Liberhan	7	Yes
Shri Paresh Nath Sharma #	7	Yes
Shri Rajendra Kumar Mishra	7	Yes
Shri Rajeev Sharma	7	No
Shri Arvind Mahajan*	3	No
Shri Rahul Razdan*	4	Yes
Shri Madan Mohan Varshney #	5	Yes

* Shri Arvind Mahajan and Shri Rahul Razdan were appointed as Additional Director (Independent) and Additional & Whole Time Director respectively, by the Board of Directors of the Company w.e.f 24/08/2021. Their appointments were regularised at the Annual General Meeting held on September 24, 2021.

Shri Madan Mohan Varshney resigned from the Directorship of the Company w.e.f. 05th May, 2022. Further, Shri Paresh Nath Sharma, ceased to be the Director of the Company w.e.f. 25th May, 2022 upon completion of second term as an Independent Director.

ii. Directorship and Committee Membership / Chairmanship in other Public Limited Companies/ name of listed entities where the person is the Director and category of Directorship as on 31st March 2022

Name of Director	No. of other Directorship and Committee Membership / chairmanship			Name of Listed Entities where the person is Director and the category of Directorship
	Other Directorship in Public Companies	No. of Membership of board Committee in other Companies@	No. of Chairmanship of board Committee in other Companies@	
Shri Ashok Chaturvedi	1	-	-	1) Uflex Limited (Executive Chairman)
Shri Paresh Nath Sharma #	3	5	2	1) Singer India Limited (Independent Non-Executive) 2) UFLEX Limited (Independent Non-executive Director)
Smt. Indu Liberhan	1	2	1	1) Uflex Limited (Independent Non Executive Director)
Shri Rajendra Kumar Mishra	-	-	-	-
Shri Madan Mohan Varshney #	-	-	-	-
Shri Rajeew Sharma	-	-	-	-
Shri Arvind Mahajan	-	-	-	-
Shri Rahul Razdan	-	-	-	-

@ In accordance with the Listing Regulations, Membership and Chairpersonship of the Audit Committee and Stakeholders' Relationship Committee alone in all Public Limited Companies whether listed or not (excluding Flex Foods Limited) have been considered. Every Director has informed the Company about the Committee positions he / she occupies in other Companies. Further, Number of Membership of Board Committees in other Companies is inclusive of Chairmanship(s) if any held by the respective Director(s).

Shri Madan Mohan Varshney resigned from the Directorship of the Company w.e.f. 05th May, 2022. Further, Shri Paresh Nath Sharma, ceased to be the Director of the Company w.e.f. 25th May, 2022 upon completion of second term as an Independent Director.

(c) Disclosure of relationships between directors inter-se;

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

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

As on 31st March, 2022, none of the Directors of the Company held shares or convertible instruments of the Company except Shri Ashok Chaturvedi, Director who held 7610 equity shares.

(e) Board Procedure

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

(f) Information supplied to the Board

The Board has complete access to all information of the Company, inter-alia, the information as required to be placed before the Board of Directors under the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

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

(g) Skills / Expertise / Competence of the Board of Director (serving as at 31-03-2022)

The Company being in cultivation and processing of Mushroom, Herbs, Fruit and Vegetable business, the required skill / expertise / competence of Board of Directors are to solve issue concerning processing of foods products in various area such as cultivation, procurements, sales, quality assurance, operation, marketing, environmental science and logistics apart from finance and administrative.

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

S. No.	Name of Director(s)	Skills / expertise / competence
1.	Shri Ashok Chaturvedi	Leadership, Business Strategy, Industry Experience specially in Food Processing, Sales & Marketing, Strategic Planning, Product Innovation, etc.
2.	Smt. Indu Liberhan	Finance Management, Banking, Taxation and Capital Markets, Corporate Governance, etc.
3.	Shri Paresh Nath Sharma #	Financial competency, Decision making Ability, Independence & Objectivity and Accountancy & Audit.
4.	Shri Rajendra Kumar Mishra	Rich experience in administration, Project Management, Product Development, General Management including Change Management.
5.	Shri Rajeev Sharma	Project Planning, Management & Execution, Supply Chain Management and liaisoning.
6.	Shri Madan Mohan Varshney #	Strategic Planning, Industry Experience in Food Processing Technology, Product Innovation,
7.	Shri Rahul Razdan	Strategic Planning, Industry Experience in Food Processing Technology, Product Innovation, Sales & Marketing.
8.	Shri Arvind Mahajan	Finance Management, Law, Sales, Marketing, Administration, Research, Corporate Governance, Technical operations, etc

Shri Madan Mohan Varshney resigned from the Directorship of the Company w.e.f. 05th May, 2022. Further, Shri Paresh Nath Sharma, ceased to be the Director of the Company w.e.f. 25th May, 2022 upon completion of second term as an Independent Director.

(h) Compensation or Profit Sharing

No employee including Key Managerial personnel or director or promoter of the company has entered into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

(i) Compliance reports of all applicable laws to the Company

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

(j) Independent Directors

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

The appointment of independent Directors is carried out in structure manner. The Nomination and Remuneration Committee identifies potential candidates based on certain laid down criteria and take into consideration the diversity of the Board. The terms and conditions of appointment of Independent Directors are available on the website of the company www.flexfoodsltd.com (weblink : https://www.flexfoodsltd.com/pdf/terms-and-condition-of-appointment-of-independent-directors/Terms_and_Condition_Appointment_of_Independent_Directors.pdf)

The Independent Directors have confirmed that they meet with the criteria of independence laid down under the provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Separate Meetings of Independent Directors

As stipulated in the Code of Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate Meeting of the Independent Directors of the Company

was held on 10th February, 2022 to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole. The Independent Directors also reviewed the quality, quantity and timeliness of the flow of information between the Management and the Board and its Committee which is necessary to effectively and reasonably perform and discharge their duties.

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

(k) Familiarization Programme for Independent Directors

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

Further the company has familiarization programme for Independent Directors with regard to their roles, rights, responsibilities in the Company nature of the industry in which the Company operates, the business model of the Company etc. The familiarization programme along with details of the same imparted to the Independent directors during the year are available on the website of the Company (weblink : <https://www.flexfoodsltd.com/pdf/Familiarization-Program-for-Independent-Directors/Familiarization-Program-for-Independent-Directors-2021-2022.pdf>)

3. Audit Committee

Presently, the Audit Committee comprises of viz. Smt. Indu Liberhan, Shri Rajendra Kumar Mishra, Shri Arvind Mahajan, and Shri Rahul Razdan. Smt. Indu Liberhan is the Chairperson of the Audit Committee. All the members of the Audit Committee are Non-Executive and Independent Directors except Shri Rahul Razdan who is Whole-time Director of the Company. Majority of the members of Audit Committee have accounting and financial management expertise. The Company Secretary of the Company acts as the Secretary to the Audit Committee.

Smt. Indu Liberhan (Chairperson of Audit Committee) was present in the last Annual General Meeting held on 24th September, 2021.

During the year, Shri Arvind Mahajan and Shri Rahul Razdan were appointed and Shri Madan Mohan Varshney has ceased to be the Member of the committee w.e.f. 24th August, 2021.

Further Shri Paresh Nath Sharma ceased to be the member of the Audit Committee w.e.f. 25th May, 2022 on account of cessation from the Directorship of the Company.

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

Details of Meetings and Attendance

During the year, the Audit Committee met five times on 1st June, 2021, 28th June, 2021, 11th August, 2021, 2nd November, 2021 and 10th February, 2022. The attendance of each Committee members is as under:

Name of Members	Meeting attended
Shri Paresh Nath Sharma #	5
Shri Rajendra Kumar. Mishra	5
Smt. Indu Liberhan	5
Shri Rahul Razdan*	2
Shri Arvind Mahajan*	2
Shri Madan Mohan Varshney@	2

*Appointed as member of the Audit Committee w.e.f. 24.08.2021

@ Ceased to be the member of Audit Committee w.e.f. 24.08.2021.

ceased to be the Director of the Company w.e.f. 25.05.2022

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

4. Nomination and Remuneration Committee.

Terms of Reference

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

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

Composition and details of Meetings

During the year, the Nomination and Remuneration Committee consists of three members viz Shri Paresh Nath Sharma, Shri Rajendra Kumar Mishra and Smt. Indu Liberhan. All the members of the Nomination and Remuneration Committee are Non-Executive and Independent. Shri Paresh Nath Sharma (Chairman of the Nomination and Remuneration Committee) was present in the last Annual General Meeting held on 24th September, 2021. The Company Secretary acts as the Secretary to the Committee.

During the year, the Nomination and Remuneration Committee had met on 24th August, 2021. All the Members have attended the meeting.

On account of Cessation from the Directorship of the Company, Shri Paresh Nath Sharma ceased to be the member of the Nomination and Remuneration Committee w.e.f. 25th May, 2022. Shri Arvind Mahajan was appointed as the Member of the Committee and Shri Rajendra Kumar Mishra was elected as the Chairman of the Committee w.e.f. 26th May, 2022.

Performance Evaluation for Independent Director

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

5. Remuneration to Directors

Details of Remuneration paid to Whole-time Director for the year ended 31.03.2022 is given below:

(Rupees in lacs)

Name	Salary (Rs.)	Perquisites & Allowances (Rs.)	Commission (paid) (Rs.)	Total (Rs.)	Service Term
Shri Madan Mohan Varshney #	84,24,000	4,50,262	-	88,74,262	3 years
Shri Rahul Razdan @	42,39,149	4,73,438	-	47,12,587	3 years

#Shri Madan Mohan Varshney resigned from the Directorship of the Company w.e.f. 05th May, 2022

@ Shri Rahul Razdan was appointed as Whole-time Director w.e.f. 24th August, 2021

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

The company does not have any stock option scheme.

None of the Directors of the Company except the Whole-time Directors have any pecuniary relationship with the Company except to the extent of receipt of sitting fee for meetings of the Board/Committee(s) of Directors attended by them.

Sitting fees is paid to Non-executive directors for attending each meeting of the Board and Committees thereof. The criteria for making payment to Non-Executive Directors is available at the Company's website www.flexfoodsltd.com (weblink: <https://www.flexfoodsltd.com/pdf/CRITERIA%20FOR%20MAKING%20PAYMENT%20TO%20NON-EXECUTIVE%20DIRECTORS.pdf>)

Details of Sitting Fees paid to the Directors during the financial year are as follows:

(in Rs.)

Name of Directors	Board Meetings	Committee Meetings	Total
Shri Ashok Chaturvedi	175000	-	175000
Shri Paresh Nath Sharma #	175000	250000	425000
Shri Rajendra Kumar Mishra	175000	250000	425000
Smt. Indu Liberhan	175000	200000	375000
Shri Rajeev Sharma	175000	-	175000
Shri Arvind Mahajan	75000	75000	150000

ceased to be the Director of the Company w.e.f. 25.05.2022

6. Stakeholders' Relationship Committee

During the year, the Stakeholders' Relationship Committee consists of Shri Paresh Nath Sharma (Chairman), Shri Rajendra Kumar Mishra and Smt. Indu Liberhan. The Committee, inter-alia, approves issue of duplicate certificates, oversees & reviews all matters connected with the securities transfer(s)/transmission(s). The Committee also looks into redressal of shareholders'/investors' grievances. The Committee oversees the performance of the Registrar and Transfer Agent and recommends measures for overall improvement in the quality of investor services.

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

During the year, the Stakeholders' Relationship Committee met twice on 04th October, 2021 and 10th February, 2022. The attendance of each Committee members is as under:

Name of Members	Meeting attended
Shri Paresh Nath Sharma	2
Shri Rajendra Kumar. Mishra	2
Smt. Indu Liberhan	1

Shri Paresh Nath Sharma (Chairman of the Stakeholders' Relationship Committee) was present in the last Annual General Meeting held on 24th September, 2021.

The total numbers of complaints received and resolved during the year under review were Nil and the outstanding complaints as on 31.03.2022 were Nil. There was no valid share transfer pending for registration for more than 10 days as on the said date.

On account of Cessation from the Directorship of the Company, Shri Paresh Nath Sharma ceased to be the member of the Stakeholders' Relationship Committee w.e.f. 25th May, 2022. Shri Rajeev Sharma was appointed as the Member of the Committee and Shri Rajendra Kumar Mishra was elected as the Chairman of the Committee w.e.f. 26th May, 2022.

Shri Rajesh Dheer, Company Secretary has been designated as Compliance Officer and act as Secretary to the Committee.

Prohibition of Insider Trading

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

7. Corporate Social Responsibility Committee of Board

During the year, the CSR committee has three members consisting of Shri Paresh Nath Sharma (Chairman), Shri Rajendra Kumar Mishra and Shri Rahul Razdan. Shri. Madan Mohan Varshney ceased as member of Corporate Social Responsibility Committee. w.e.f. 24.08.2021

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

The terms of reference of the committee include formation and recommendation to the Board, a Corporate Social Responsibility Policy indicating activities to be undertaken by the Company in compliance with provision of the Companies Act, 2013 and rules made thereunder; recommending the amount of expenditure to be incurred on CSR activities and monitoring the CSR Policy of the Company from time to time as specified in Schedule VII of the Companies Act, 2013. The CSR Policy is available on the website of the company www.flexfoodsltd.com at weblink <https://www.flexfoodsltd.com/pdf/CSRPoly.pdf>.

The meeting of Corporate Social Responsibility Committee was held on 2nd November, 2021. All the members had attended the meeting.

On account of Cessation from the Directorship of the Company, Shri Paresh Nath Sharma ceased to be the member of the Corporate Social Responsibility Committee w.e.f. 25th May, 2022. Smt Indu Liberhan was appointed as the Member of the Committee and designated to act as the Chairperson of the Committee w.e.f. 26th May, 2022.

The Company Secretary acts as the secretary of the CSR Committee.

8. Subsidiary Companies

The Company does not have any Subsidiary Company.

9. General Body Meetings

(a) The details of Annual General Meetings/Extra Ordinary General Meetings held in the last 3 years are as under:

AGM/EGM	Day, Date & time	Venue	Special Resolution Passed
29 th	Monday , August 05, 2019 at 11:30 A.M.	Registered Office at: Lal Tappar Industrial Area P.O. Resham Majri Haridwar Road, Dehradun, Uttarakhand	- Re-appoint Shri Rajendra Kumar Mishra (DIN 07905342) as Independent Director for second term
30 th	Friday, 25 th September, 2020 at 11:30A.M.	Through Video Conferencing/ Other Audio Visual Means (VC/OAVM)	- Appointment of Shri Madan Mohan Varshney (DIN 08349956) as Whole-time Director and fix his remuneration
31 st	Friday, 24 th September, 2021 at 03:00P.M.	Through Video Conferencing/ Other Audio Visual Means (VC/OAVM)	- Appointment of Shri Rahul Razdan (DIN: 09290572) as Whole-time Director and fix his remuneration - Appointment of Shri Arvind Mahajan (DIN 02410540) as Director of the Company
EGM (1/2022)	Tuesday, January 04, 2022, at 11:30 A.M	Through Video Conferencing/ Other Audio Visual Means (VC/OAVM)	- Increasing the Borrowing Powers of the Company - Creation of Mortgage / Charge on the Assets of the Company - Availing / Acceptance of Inter Corporate Deposit(s) / Loan(s)

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

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

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

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

(iii) Procedure of Postal Ballot

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

10. Means of Communication

The quarterly un-audited financial results and annual audited financial results duly approved by the Board of Directors are sent to the Stock Exchange where the Company's shares are listed immediately after the Board Meeting. The same are also published in widely circulated Newspapers such as 'Financial express'(English) and 'Jansatta'(Hindi) in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 within the stipulated period and in the format as prescribed by the Stock Exchange. The Company posts its financial results on its website i.e. www.flexfoodsltd.com at weblink <https://www.flexfoodsltd.com/b2c-financial-results.php> and that of stock exchange i.e. The BSE Limited.

- BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):

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

Any presentation made to Institutional Investors and Analyst are also posted on the Company's website.

11. CEO/CFO Certifications

Shri Rahul Razdan, Whole-time Director and Shri Naval Duseja, Dy. General Manager (Finance & Account) CFO give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 at its meeting held on 26.05.2022.

12. General Shareholders Information

(a) Annual General Meeting to be held

Date : 05.08.2022
 Day : Friday
 Time : 3:00 P.M. (Annual General Meeting through video conferencing /other audio visual means (VC/OAVM)) facility)
 Deemed venue for meeting : Registered Office of the Company at Lal Tapper Industrial Area, P.O. Resham Majri, Haridwar Road, Dehradun, Uttarakhand

(b) Tentative Financial Calendar

- Results for quarter ending 30.06.2022 : By mid of August, 2022
- Results for quarter ending 30.09.2022: By mid of November, 2022
- Results for quarter ending 31.12.2022: By mid of February, 2023
- Results for year ending 31.03.2023: By 30th May, 2023

(c) Book Closure date

16.07.2022 to 05.08.2022 (both days inclusive)

(d) Dividend payment date

Dividend for the financial year 2021-2022, if declared will be paid/credited to the account of the shareholders on or after 05.08.2022,

(e) Listing of Equity Shares on Stock Exchanges

The equity shares are listed with the BSE Limited, Mumbai

Note : Annual Listing fee have been duly paid to The BSE Limited for the Year 2022-2023.

(f) Stock Code - BSE Limited : 523672 (Equity shares)

(g) Demat ISIN Number in NSDL & CDSL : INE 954B01018

(h) Stock Market Price for the year 2021-2022:

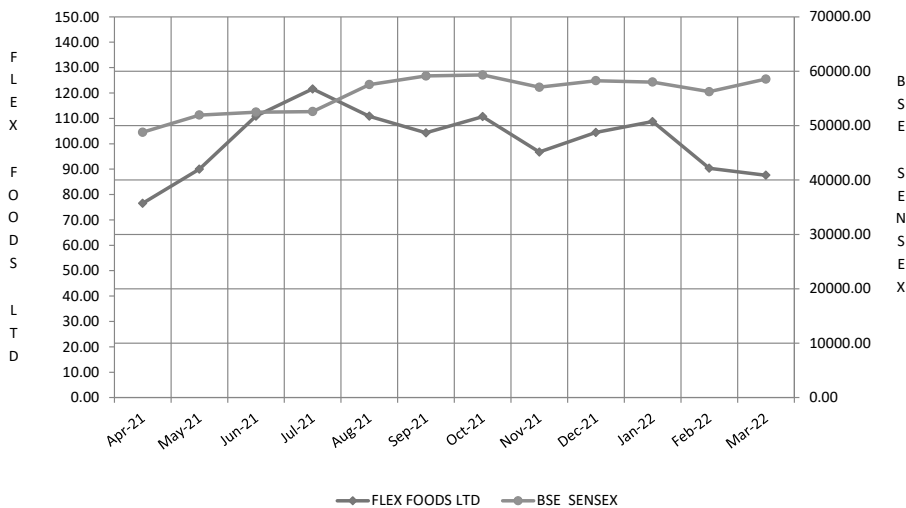
Share prices on BSE Limited are as under:

(Rs.)

Month	High	Low
Apr-2021	83.50	70.10
May-2021	93.45	75.00
Jun-2021	119.50	81.60
Jul-2021	128.00	104.40
Aug-2021	147.95	100.00
Sep-2021	113.50	102.00
Oct-2021	135.00	103.00
Nov-2021	116.95	96.00
Dec-2021	115.00	93.00
Jan-2022	118.50	102.00
Feb-2022	112.00	86.05
Mar-2022	102.90	85.00

(i) Performance in comparison to broad base in indices such as BSE Sensex, Crisil Index etc.

FLEX FOODS LIMITED VS BSE SENSEX (April 2021- March-2022)



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

For shares held in physical form:

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

Beetal Financial & Computer Services Pvt. Ltd.
(Unit : Flex Foods Ltd.)
Beetal House, 3rd Floor, 99, Madangir
Behind Local Shopping Centre
Near Dada Harsukhdas Mandir, New Delhi – 110062
Tel. No. 011-29961281,
Fax No. 011 – 29961284

For shares held in Demat form:

To the Depository Participants (DP)

(k) Share Transfer System

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

(l) Distribution of Shareholding as on 31.03.2022

Range	No. of Shareholders	No. of shares	% of total equity
Upto 500	11805	1366352	10.97
501 - 1000	524	428661	3.44
1001 - 2000	267	405951	3.27
2001 - 3000	85	214475	1.72
3001 - 4000	48	175896	1.41
4001 - 5000	32	151662	1.22
5001 - 10000	49	361643	2.90
10001 - 20000	17	225634	1.82
Above 20000	26	9119726	73.25
TOTAL	12853	12450000	100.00

(m) Categories of Shareholders as on 31.03.2022

Category Code	Category	No. of Shareholders	No. of shares held	% of share-holding
(A)	Shareholding of Promoters & Promoter Group			
1	Indian	9	7429735	59.68
2	Foreign	0	0	0
	Total Shareholding of Promoter and Promoter Group	9	7429735	59.68
(B)	Public Shareholding			-
1	Institution	1	100	0.00
2	Non-Institution	12843	5020165	40.32
	Total Public Shareholding	12844	5020265	40.32
(C)	Non Promoter-Non Public	--	--	--
(C1)	Share Underlying DRs	--	--	--
(C2)	Shares/held by Employee Trusts	--	--	--
	Total (A+B+C)	12853	12450000	100.00

(n) Dematerialization of Shares and liquidity

Nearly 96.90% of total equity share capital is held in dematerialized form upto 31.03.2022 with NSDL/CDSL. The shares of the Company are listed on BSE Limited, which provide sufficient liquidity to the investors.

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

The Company does not deal in future and options related to commodities and therefore disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be given. The Company is exposed to foreign exchange risks arising from transactions entered into foreign currency. However, the Company has not undertaken any hedging activity during the year.

(p) Outstanding ADRs / GDRs / Warrants

No ADRs/GDRs/ Warrants or any convertible instrument has been issued by the Company. Hence there were no outstanding ADRs. GDRs as on 31.03.2022.

(q) Plant Locations

- (i) Lal Tappar Industrial Area, P.O. Resham Majri, Haridwar Road, Dehradun, Uttarakhand. 248140
- (ii) Village Chhiddarwala, Haridwar Road, Dehradun, Uttarakhand.
- (iii) Devaganapalli, Krishnagiri, Tamil Nadu, 635114

(r) Address for Correspondence

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

Beetal Financial & Computer Services Pvt. Ltd.

(Unit Flex Foods Ltd.)
 BEETAL House
 3rd Floor, 99, Madangir
 Behind Local Shopping Centre
 Near Dada Harsukhdas Mandir
 New Delhi – 110062
 Tel. No.011- 29961281
 E-mail: beetal@beetalfinancial.com
 Fax No.011- 29961284

Flex Foods Limited

305, Third Floor
 Bhanot Corner
 Pamposh Enclave
 Greater Kailash – I
 New Delhi - 110048
 Tel. No.011-26440925
 Fax No.011-26216922
 E-mail : secretarial@uflexltd.com

(s) Credit Rating

The India Rating and Research (Ind-Ra) has affirmed Company's long term Rating at "Ind BBB." The outlook is Stable.

13. Disclosures
a) Related Party Transactions

None of the transactions with any of related parties were in potential conflict with the Company's interest at large. Suitable disclosure as required by the Indian Accounting Standard (Ind AS-24) has been made in the notes to the Financial Statements.

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

The Board has approved a policy for Related Party Transactions which has been uploaded on the Company's website. (weblink: <https://www.flexfoodsltd.com/pdf/Related-Party-Policy.pdf>)

b) Whistle Blower / Vigil Mechanism Policy

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

To meet this objective, a Whistle Blower Policy has been laid down. The policy as approved by the Board was uploaded on the Company's website www.flexfoodsltd.com at weblink <https://www.flexfoodsltd.com/pdf/whistleblowerpolicy.pdf>

c) Weblink where policy for determining "Material" subsidiaries

Presently, the Company is not having any subsidiary. However, in terms of requirements of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has framed a policy for determining "Material" subsidiaries. The policy as approved by the Board was uploaded on the Company's website www.flexfoodsltd.com at weblink https://www.flexfoodsltd.com/pdf/Policy_for_Determining_Material_Subsidiaries.pdf.

d) Accounting Treatment

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

e) Disclosures of Risk Management

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

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

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

g) Particulars of Directors to be appointed/re-appointed

Information pertaining to particulars of Directors to be appointed and re-appointed at the forth coming Annual General Meeting is being included in the Notice convening the Annual General Meeting.

h) Management Discussion and Analysis

A Management Discussion and Analysis Report is annexed and forms part of the Annual Report.

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

No penalties or strictures have been imposed on the Company by /stock Exchange or SEBI or any other statutory authority on any matter related to capital market.

j) Code of conduct

The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the directors and senior management. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been put on the Company's website (www.flexfoodsltd.com) (Weblink <https://www.flexfoodsltd.com/pdf/Code%20of%20Conduct.pdf>) . The Code has been circulated to all the members of the Board and Senior Management and its compliance is affirmed by them.

A declaration signed by the Company's Whole-time Director is published in this Report.

k) Review of Directors' Responsibility Statement

The Board in its Report to the Members of the Company have confirmed that the Annual Accounts for the year ended March 31, 2022 have been prepared as per applicable Indian Accounting Standards (Ind AS) and policies and that sufficient care has been taken for maintaining adequate accounting records.

l) The Company has complied with the conditions of Corporate Governance requirements as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

m) Company has obtained a Certificate from M/s Mahesh Gupta & Company, Company Secretary in practice, that none of directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by Board/Ministry of Corporate Affairs or any such statutory authority. The required certificate

is attached to the report on Corporate Governance as Annexure C-1.

- n) The Board of Directors of the Company has accepted the recommendations of all the Committee made recommendations.
- o) Total fees for all services paid by the company to Statutory Auditor, M/s MJMJ & Associates LLP, Chartered Accountants are Rs 22.07 Lacs.
- p) Disclosures in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been made elsewhere in Directors Report.
- q) Disclosure by the 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 – This Clause is not applicable to the Company as the Company not provided any Loans / advances in the nature of loans to the firms/companies in which directors are interested.
- r) Details of utilization of funds raised through preferential allotment or qualified institutional placement (QIP) as specified under Regulation 32(7A) This Clause is not applicable to the Company as the Company not raised any fund through preferential allotment and / or QIP

14. Other Requirements - Compliance with the Discretionary Requirements

(i) The Board

The Chairman of the Company is the Non-Executive Chairman and no expenses are incurred by the Company for the maintenance of the Chairman's office.

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

(ii) Shareholders Rights

The quarterly, half-yearly and annual financial results of the Company are published in the newspapers and are also posted on the Company's website www.flexfoodsltd.com (weblink <https://www.flexfoodsltd.com/b2c-financial-results.php>). The complete Annual Report is sent to each and every shareholder of the Company.

(iii) Audit Qualifications

There are no Qualifications from the Auditors on the Company's financial statements for the year under reference.

(iv) Reporting of Internal Auditors

The Internal Auditors directly report to the Audit Committee

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

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

Sl No.	Particulars	No. of Shareholders	No. of Equity share held
1	Aggregate number of shareholders and the outstanding shares in the unclaimed suspense account lying in the beginning of the year.	-	-
2	Number of shareholders who approached the Company for transfer of shares from unclaimed suspense account during the year	--	--
3	Number of shareholders to whom shares were transferred from unclaimed suspense account during the year	--	--
4	Aggregate number of shareholders and the outstanding shares in the unclaimed suspense account lying at the end of the year.	--	--

16. Compliance Certificate

Compliance Certificate for Corporate Governance from Statutory Auditors of the Company is annexed herewith.

The above report has been placed before the Board at its meeting held on 26th May, 2022 and the same was approved.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of Flex Foods Limited

We have examined the compliance of conditions of Corporate Governance by FLEX FOODS LIMITED ('the Company'), for the year ended 31st March, 2022 as per Regulations 17, 18, 19, 20, 22, 23, 25, 26, 27 and clause(b) to (i) of the Regulation 46(2) and paragraph C, D, E & F of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Agreement').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an Expression of Opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17, 18, 19, 20, 22, 23, 25, 26, 27 and clause(b) to (i) of the Regulation 46(2) and paragraph C, D, E & F of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

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

For **MJMJ & ASSOCIATES LLP.**
Chartered Accountants
Firm's Registration No. 027706N / C400013

Megha Jain
Partner
Membership No.415389

Dated : 26th May, 2022
Place : Noida

DECLARATION

To
The members of
Flex Foods Limited

I, Rahul Razdan, Whole Time Director of the Company, hereby certify that the Board Members and Senior Management Personnel have affirmed compliance with the rules of Code of Conduct for the financial year ended 31st March, 2022 pursuant to the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Flex Foods Limited

Rahul Razdan
Whole-Time-Director
DIN: 09290572

Place : NOIDA
Dated : 26th May, 2022

ANNEXURE – C1
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

FLEX FOODS LIMITED

(CIN: L15133UR1990PLC023970)

Lal Tapper Industrial Area,

P.O. Resham Majri,

Haridwar Road,

Dehradun (Uttarakhand)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Flex Foods Limited having **CIN L15133UR1990PLC023970** and having Registered Office at **Lal Tapper Industrial Area, P.O. Resham Majri, Haridwar Road, Dehradun (Uttarakhand)** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	Mr. Ashok Chaturvedi	00023452	05-02-1990
2	Mr. Paresh Nath Sharma	00023625	26-05-2016
3	Mrs. Indu Liberhan	03341420	16-08-2019
4	Mr. Rajendra Kumar Mishra	07905342	16-08-2017
5	Mr. Madan Mohan Varshney	08349956	27-06-2020
6	Mr. Rajeev Sharma	08789214	14-07-2020
7	Mr. Rahul Razdan	09290572	24-08-2021
8	Mr. Arvind Mahajan	02410540	24-08-2021

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

FOR MAHESH GUPTA AND COMPANY
COMPANY SECRETARIES

MAHESH KUMAR GUPTA
PROPRIETOR
FCS NO.: 2870
C P NO.: 1999

PLACE : DELHI
DATE : 26TH MAY,2022

UDIN NO.: F002870D000392721

ANNEXURE - D MANAGEMENT DISCUSSION AND ANALYSIS REPORT

FORWARD-LOOKING STATEMENTS

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

MACROECONOMIC OVERVIEW

Two years into the pandemic, COVID-19 continues to take surprising turns, disrupting the global economy through multiple channels—public health, work, education, travel, consumer spending patterns, production of goods and services, and international trade flows. Just as regions were rebounding from the Delta variant, the Omicron variant emerged, sending global COVID-19 infection rates to new highs. As 2022 begins, economies are adapting to the new, highly contagious variant. While considerably milder than previous strains, Omicron is dampening supply and demand in the most-affected regions, delaying resolution of market imbalances. However, the pandemic was coming to an end and optimism surged among companies and households. But then new shockwaves hit – before the former even had time to settle. The war in Ukraine has dampened growth prospects in the global economy and unleashed more uncertainty, new disruptions to trade and supply chains and spiralling market prices for raw materials, which fans the flames of inflation. This has particularly put the world's central banks under stress and sparked a considerable new risk of policy mistakes.

After rebounding to an estimated 5.5 percent in 2021, global growth is expected to decelerate markedly to 4.1 percent in 2022, reflecting continued COVID-19 flare-ups, diminished fiscal support, and lingering supply bottlenecks. The near-term outlook for global growth is somewhat weaker, and for global inflation notably higher, than previously envisioned, owing to pandemic resurgence, higher food and energy prices, and more pernicious supply disruptions. Global growth is projected to soften further to 3.2 percent in 2023, as pent-up demand wanes and supportive macroeconomic policies continue to unwind. Although output and investment in advanced economies are projected to return to pre-pandemic trends next year, in emerging market and developing economies (EMDEs)—particularly in small states and fragile and conflict-afflicted countries—they will remain markedly below, owing to lower vaccination rates, tighter fiscal and monetary policies, and more persistent scarring from the pandemic.

Various downside risks cloud the outlook, including simultaneous Omicron-driven economic disruptions, further supply bottlenecks, a de-anchoring of inflation expectations, financial stress, climate-related disasters, and a weakening of long-term growth drivers. As EMDEs have limited policy space

to provide additional support if needed, these downside risks heighten the possibility of a hard landing. This underscores the importance of strengthening global cooperation to foster rapid and equitable vaccine distribution, calibrate health and economic policies, enhance debt sustainability in the poorest countries, and tackle the mounting costs of climate change. EMDE policy makers also face the challenges of heightened inflationary pressures, spill overs from prospective advanced-economy monetary tightening, and constrained fiscal space. Despite budgetary consolidation, debt levels—which are already at record highs in many EMDEs—are likely to rise further owing to sustained revenue weakness.

Over the longer term, EMDEs will need to strengthen growth by pursuing decisive policy actions, including reforms that mitigate vulnerabilities to commodity shocks, reduce income and gender inequality, and enhance preparedness for health- and climate-related crises (**Source: www.worldbank.org**). Further, the Ukraine crisis is a major blow to the global economy that will hurt growth and raise prices. Beyond the suffering and humanitarian crisis of Russia's and Ukraine, the entire global economy will feel the effects of slower growth and higher inflation. While some effects may not fully come into focus for many years, there are already clear signs that the war and resulting jump in costs for essential commodities will make it harder for policymakers in some countries to strike the delicate balance between containing inflation and supporting the economic recovery from the pandemic.

From shifting consumer trends and rising competition, to advanced delivery methods and compliance requirements, the food and beverage industry is experiencing a unique evolution. The consumer food market continues to evolve at a rapid pace. The importance of healthier and sustainable food ecosystem continues to find increasing importance today, than it was ever before. The food processing industry is of enormous significance for India's development because of the vital linkages and synergies it promotes between the two pillars of our economy, industry and agriculture. Rapid growth in the food processing sector and simultaneous improvement in the development of value chain are also of great importance to achieve favourable terms of trade for Indian agriculture both in the domestic and the international markets. However, despite of the volatile economic situation across the globe due to the pandemic and Ukraine crisis, the food processing industry has become a mature sector which is experiencing a turbulent period due to the growing global demands for food safety, increasing food insecurity and consumer demand for higher quality and sustainability.

As far as the Indian Economy is concerned, Advance estimates of Economy Survey 2021-2022 suggest that the Indian economy is expected to witness real GDP expansion of 9.2 per cent in 2021-22 after contracting in 2020-21. This implies that overall economic activity has recovered past the pre-pandemic levels. Almost all indicators show that the economic impact of the "second wave" in Q1 was much smaller than that experienced during the full lockdown phase in 2020-21 even

though the health impact was more severe. Agriculture and allied sectors have been the least impacted by the pandemic and the sector is expected to grow by 3.9 per cent in 2021-22 after growing 3.6 per cent in the previous year.

Industry Scenario and Development

Innovation in food processing technology, upsurge in the demand for processed food, and rising research and development in food processing machinery are expected to drive the market over the years to come. The Food Processing Market size was valued at USD 143.51 Billion in 2020 and is projected to reach USD 235.67 Billion by 2028, growing at a CAGR of 6.6% from 2021 to 2028 (*Source: <https://www.verifiedmarketresearch.com/>*). The Global Food Processing Market is segmented based on Type, Application, and Geography.

- Based on the Type, the market is bifurcated into Depositors, Extruding Machines, Mixers, Refrigeration, Slicers and Dicers, and Others. The Refrigeration segment is expected to hold the largest market share. The factors can be attributed to the growing demand for refrigerators to store various food items for a longer period of time.
- Based on the Application, the market is bifurcated into Beverages, Dairy, Meat and Poultry, Bakery, Convenience Food and snacks, Fruits and Vegetables, Confectionery, and Other. The Bakery and Confectionery segment is anticipated to have the highest CAGR during the period 2021-2028. The factors can be attributed to the upsurge in the consumption of bakery products all over the globe and change in the dietary patterns of people.
- Based on regional analysis, the Global Food Processing Market is classified into North America, Europe, Asia Pacific, and the Rest of the world. The largest share in the market is dominated by the Asia Pacific owing to the growing number of working professionals and students and rising demand for ready-to-eat foods in this region.

The Indian food processing industry is evolving rapidly with rise of newer product segments. This trend is an indicator of shift in consumer preference for processed food. Further, many States which were traditionally not strong in food processing going for enhanced food processing capacities. The industry is thus expected to witness an expansion by product types and geographies. The food processing industry was among the least impacted sectors across most segments except meat and marine segment, which witnessed a negative impact. The sector is gradually moving to maturity due to rising income prosperity, increasing customer aspirations and globalisation. The sector is currently characterised with limited value addition and low usage of technology with MSMEs accounting for majority of market share. The cold chain infrastructure is nascent and with lesser shelf life of products coupled with low margins, beverage companies (especially fruit juice companies) are struggling to compete with the unorganised sector. Further, with Covid-19, out of home consumption has suffered significant losses. Segments such as hygiene,

health and wellness, and immunity-based products have seen increasing sales.

BUSINESS OVERVIEW

Food processing is a vast sector that encompasses activities such as agriculture, horticulture, plantation, dairy, animal husbandry, and aquaculture. The food processing industry across the globe is rapidly rising with changing demographics, increasing demand for branded and convenience food products, growing trend towards clean label products and other factors. Processed food products include, range of minimally processed food products to complex food preparations that combine a wide array of food processing ingredients. Increasing demand for processed food products along with increasing consumers spending on-the go food products is the prime factor creating market growth for food processing ingredients in the near future. Food processing ingredients covers ingredient such as, emulsifiers, flavours, spices, enzymes, proteins, preservatives and others.

The Asia Pacific is one of the fastest growing regions, with an increasing demand for packaged food products, with India being one of the largest exporters. Changing lifestyle, increasing working women and increasing consumption of ready to eat food products in urban areas is pushing the market for not only food processing products, but also for food processing ingredients. The food processing industry is expected to have a very bright future in our country, driven mainly by demand from the new generation.

The Company has an established presence of more than three decades in the domestic cultivation and processing of mushroom, herbs, fruits and vegetables. The company uses freeze dried (revenue contribution in FY21: 63.7%; FY20: 59.4%), air dried (7.4%; 6.9%), individually quick-frozen processing techniques (15.6%; 13.5%), while also selling fresh and processed mushrooms (13.3%; 20.3%) in the domestic market.

Established presence in the processed food industry, supported by diversified product profile and long-standing customer relationships: the Company is one of the established players in the processed foods industry and has diversified its product range by setting up the air dried (dehydrated - DHD) and frozen (individually quick frozen - IQF) facilities in Dehradun, Uttarakhand. It derives over half its revenue from sales of premium freeze dried products and the remaining from sales of air dried, IQF, canned, and fresh products. The Company is a single point source of supply of Frozen / IQF (Individually Quick Frozen), Air Dried, Canned as well as Freeze Dried products to the customers as per their requirements. Further, herbs, spices and fruits / *vegetables* business is also attracting the domestic customers. Retail packs of Culinary Herb for Indian customers are also available in various varieties. The Company has modernised freeze drying, hygienic and scientifically controlled mushroom cultivation, canning and cold storage facilities.

Further, the Company has filed an industrial Entrepreneurs' Memorandum, for setting up a new project for Air Drying/ Freeze Drying of Vegetables, Fruits,

Culinary Herbs and andSpices, at Krishnagiri in Tamil Nadu, and commissioning of the facility is in full swing.

Mushroom Business:

Major selling product of the Company is Processed Mushrooms. The global mushroom market size was valued at USD 50.3 billion in 2021 and is expected to expand at a compound annual growth rate (CAGR) of 9.7% from 2022 to 2030. The increasing vegan population demanding a protein-rich diet around the globe is expected to be a key driver for the market over the forecast period. Mushrooms are considered a superfood owing to their nutritional contents. Mushrooms are packed with four key nutrients namely selenium, vitamin D, glutathione, and ergothioneine. These nutrients help mitigate oxidative stress and prevent or decrease the risk of chronic conditions such as cancer, heart disease, and dementia. Moreover, it offers a strong natural umami flavour, allowing consumers to reduce salt proportion in mushroom meals by 30-40%, thereby benefitting health (**Source: <https://www.grandviewresearch.com/>**). The Company has a strong international presence (the US and European markets) through established distribution channels and exports, primarily to Europe and the **US, accounting for 70% of the company's revenue in FY21 (FY20: 59%)**

Fruits and Vegetables

India is the largest producer of Fruits and Vegetables and there is a huge opportunity in harnessing the potential of fruits and vegetables processing in India in the form of frozen (IQF), canned, pulp, puree, paste, sauces, snacks, dressings, flakes, dices, dehydration, pickles, juices, slices, chips, jams and jelly. The ongoing ramifications of the pandemic are still being felt across industries, and there will be plenty of new and ongoing trends to expect over the years to come. Evolving consumer demands and ESG requirements will continue to impact the industry's commitments to sustainability and will accelerate the rise of plant-based products.

Herbs and Spices

Indian herbs are renowned all over the world for their medicinal properties. India is the second highest producer of medicinal herbs in the world, after China. The Himalayas, Aravalli, and the Nilgiri mountains, are the greatest reserves of medicinal herbs in India. Ayurveda, the traditional Indian form of medicine, has been using herbs for thousands of years. Besides their medicinal use, herbs like basil, parsley, sage, rosemary, thyme, and mint, are used worldwide for culinary purposes. High on aroma and full of flavour, herbs are truly a chef's delight in preparing meals to please all kinds of palates.

Further, India is known as the home of spices and Indian spices are the most sought-after globally, given their exquisite aroma, texture, taste and medicinal value. India has the largest domestic market for spices in the world. Traditionally, spices in India have been grown in small land holdings, with organic farming gaining prominence in recent times. India is the world's largest producer, consumer and exporter of spices; the country produces about 75 of the 109 varieties listed by the International Organization for Standardization (ISO) and accounts for half of the global trading in spices.

PRODUCT-WISE PERFORMANCE

Sale of Finished Goods

Description	Current Year		Previous Year	
	Quantity (In MTS)	Value (Rupees in Lacs)	Quantity (In MTS)	Value (Rupees in Lacs)
Processed Foods	2262	9732.39	1800	8722.57
Other	970	1135.07	1191	1334.27
Total	3232	10867.46	2991	10056.84

OPPORTUNITIES AND THREATS

Food processing is the transformation of agricultural products. India's food ecosystem offers huge opportunities for investments with stimulating growth in the food retail sector, favourable economic policies and attractive fiscal incentives. The Indian food processing industry has seen significant growth and changes over the past few years, driven by changing trends in markets, consumer segments and regulations. These trends, such as changing demographics, growing population and rapid urbanisation are expected to continue in the future and therefore, will shape the demand for value added products and thus for food processing industry in India. India not only has the advantage of a huge domestic market but also with abundant raw material. The increase in the size of the food processing market can be attributed to changing consumption patterns due to urbanization, changes in the gender composition of workforce, and growing consumption rates.

Opportunities

India is one of the world's largest food producers where processed food is merely 8% of the total produce. However, the country's food processing market has immense potential in terms of production, consumption as well as export and import prospects. In comparison to other countries, Indian processed food industry has comparative advantage in terms of easy availability of manpower and raw materials, untapped market of over one billion populations, government initiatives in the form of loans, technical support, and tax holidays. Hence, the country is set for big leap in processing sector.

Agriculture Growth: The sector is expected to provide a cushion to the economy alongside fostering growth in exports. Even during the lockdown, agriculture activities were allowed, which has given resilience to the Indian agriculture industry and enabled it to largely absorb shockwaves. Growth in agriculture will naturally strengthen the backend of the food supplies and take the industry towards a growth trajectory.

Limited Risk in the face of the Pandemic: COVID has a limited impact on the aggregate food demand, as food consumption remains mostly inelastic. Even in case of a future crisis, food demand would be largely unaffected. There may have been changed in the pattern of consumption, but the aggregate trends remain largely unaffected.

Food E-commerce will grow: The recent pandemic has resulted in an unprecedented shift in consumer preferences.

As digital consumerism is on the rise in India, the demand for door-to-door online food delivery and grocery is on the upswing. Large horizontals (like Amazon and Flipkart), verticals (like Big Basket and Blinkit), Aggregators (such as Jio Mart), Food ordering apps (like Zomato and Swiggy), and Cloud Kitchens (like Fresh Menu and Rebel Foods) are aggressively extending their footprint. This will, in turn, offer strong impetus to the food processing industry in the country.

Global Food Production might Decline: Global food stocks are at a healthy level. However, the risk of a supply disruption can't be negated. Likewise, due to a shortage of animal feeds, fertilizers, and pesticides, the overall output might shrink in many parts of the world. Amidst supply disruptions, India might have to step up and fill the gaps.

Increased Branding: The extended lockdown, following the crisis, has given rise to YouTube chefs and the home chef culture, in India. This will also drive growth for processed food going forward. Interestingly already demand in a slew of categories such as pasta, bakeries, sauces, and Chinese items, are on an upswing.

Threats

Food Processing industry is full of challenges. The biggest challenge in the present scenario is the lack of infrastructure. The infrastructure requirements in the processing sector are different at different levels. These challenges need to be addressed in different phases starting from the points, the product have been produced at the farms till they reach their final destination. The real objective of processing industry would only be achieved when there will be least wastage of food products and consumer gets safe and healthy food materials. The food materials produced at farms are highly susceptible to spoilage due to microbial attack, pest infestation, biochemical reactors and enzymatic changes. Despite the large production of food products in India, post-harvest losses are of major concern. The key issue facing the food and agribusiness sector is the viability and scalability factor, which in turn is linked to absence of efficient food supply chain mechanics effectively integrating backward and forward linkages in a seamless manner. With the right policy in place investment is expected to flow into integrating the backward linkages in to the supply chain and thereby having an impact on farmer incomes.

Taking on the issues of food laws, taxation system, marketing channels, cold chain, consumer acceptance of processed items, the sector is far behind than the developed nations of the world. Despite improvement there is a need to pace up or speed up the processes like the development of cold chain, formation of links between the government institutes and industry, orientation of food laws to serve the purpose best, consumer awareness regarding advantages associated with processed foods.

Heavy Losses in the Food and Beverages (F&B) industry:

The F & B industry including fine-dining restaurants, pubs, and food outlets, is one of the major demand drivers of processed food in the country. The sector incurred heavy losses during the two phases of lockdown with virtually zero business.

Although e-commerce activities are picking up, outside dining has come to a near halt. Even after the suspension of lockdown, people are avoiding eating out and it will take some time for F & B industry to normalize.

Nascent Industry: Despite being touted as a sunrise sector, the Indian food processing industry is still in its infancy. India constitutes just 1.5% of the overall processed supply. However, it also indicates that the market has huge potential to grow in the times to come. Favourable demographics, growth in disposable income, and evolving lifestyle will continue to fuel demand for processed food in India.

FUTURE OUTLOOK

India's food processing and food retail industry is poised to grow at a vigorous pace. India is one of the largest producers of numerous food categories such as Dairy, Cereals, Fruits and Vegetables (FandV), Animal Proteins, Fishes, Spices, and Tea. This gives the South Asian economy a natural advantage in playing an extensive role in the global food supply chains. The global spread of the corona virus created an unprecedented situation across all the industries in India. Although the flow of materials and finished food products were affected due to the disruption in logistics and supply chain, the food processing industry in India was able to recover earlier as compared to other industries due to the increased consumption of packaged foods since these are scientifically processed and packaged and are considered safe to be consumed.

The growing food and beverage industry, along with the rising health consciousness among consumers across the globe, is one of the key factors driving the growth of the market. Owing to shifting dietary preferences toward vegan foods, mushrooms are being preferred as a protein, vitamin and mineral rich substitute of meat. Furthermore, widespread product adoption by the pharmaceutical industry is also providing a boost to the market growth. Mushrooms consist of compounds that aid in the treatment of diseases, such as hypercholesterolemia and hypertension. Furthermore, they have anti-inflammatory, antioxidant and antitumor properties, owing to which they are extensively utilized in the manufacturing of medicines. Additionally, various advancements in mushroom packaging technologies are acting as another major growth-inducing factor. Manufacturers are developing humidity-regulating packaging materials that prevent water condensation on mushrooms, thus prolonging their shelf-life. Other factors, including the increasing consumption of organic food products, rapid urbanization and rising consumer expenditure capacities, are projected to drive the market further

RISKS AND CONCERNS

In order to remain competitive and ensure sustainable success, the Company continuously monitors the macroeconomic environment and developments in the food processing industry as well as internal processes to identify risks. Risk management is an essential part of the internal control system of the Company and an active means to analyse and manage opportunities and threats related to the business strategy and operations. Risk may be caused by the Internal and External

factors and the occurrence of certain catastrophic acts. These may impair the assets of the Company which may adversely influence the achievement of organization strategies, operational and financial objectives, earning capacity and financial position.

INTERNAL CONTROL SYSTEM, THEIR ADEQUACY AND OPERATIVE EFFECTIVENESS

The Company believes that Internal Control is one of the key pillars of governance, which provides freedom to the Management within a framework of appropriate checks and balances as identification and monitoring the Internal Control System plays a crucial role in an organization. The Company has a well-established system of Internal Control including Internal Financial Controls and its adequacy is constantly supervised by the Management. The Company has a robust internal control framework, which has been instituted considering the nature, size and risks in the business. The framework comprises, inter alia, a well-defined organisation structure, roles and responsibilities, documented policies and procedures, and financial delegation of authority. Information Technology (IT) policies and processes also ensure that they mitigate the current business risks. These policies are complimented by a management information and monitoring system, which ensures compliance with internal processes, as well as with applicable laws and regulations. The Company's internal control environment ensures efficient conduct of operations, security of assets, prevention and detection of frauds/ errors, accuracy and completeness of accounting records and the timely preparation of reliable financial information.

The Company's internal auditors are responsible for providing assurance on compliance with operating systems, internal policies and legal requirements, as well as suggesting improvements to systems and processes. The Company has also identified and documented key internal financial controls for critical processes across plant, warehouses and offices wherein financial transactions are undertaken. The financial controls are evaluated for operating effectiveness through management's ongoing monitoring and review process, and independently by Internal Audit.

Key internal audit findings are presented to the Audit Committee at its quarterly meetings. Most importantly, the senior management sets the tone at the top of no tolerance to non-compliance and promotes a culture of continuous innovation and improvement.

Human Resources/Industrial Relations

The Company believes that the quality of employees is the key to its success and the Company seeks to attract and retain the best talent available. In view of this, it is committed to equip them with skills, enabling them to evolve with technological advancements. The Company provides an environment, which encourages initiatives, innovative thinking and recognizes and rewards performance.

The Company operates in food processing business and necessary training and development of its personnel are

conducted on a continuous basis. The Company continues to equip its employees with the skill which would enable them to meet the growing organizational challenges. The relationships with employees have been cordial and operations at the factory uninterrupted. Measures for safety of employees, welfare and development continue to receive top priorities. The Company's permanent employee strength stood at 439 as on 31st March, 2022.

Environment, Occupational Health and Safety

The aim of the Company is to develop business while improving its environmental performance in order to create a more sustainable future. In order to achieve this, the Company continues to focus on measures for the conservation and optimal utilization of energy in all the areas of its operations. Factories are encouraged to consistently improve operational efficiencies, minimize consumption of natural resources and reduce water usage, energy usage and carbon emissions while maximizing production volumes. The Company is committed to conducting its operations with due regard to the environment and providing a safe and healthy workplace for employees. The collective endeavour of the Company's employees, at all levels, is directed towards sustaining and continuously improving standards of environment, occupational health, and safety, in a bid to attain and exceed international benchmarks.

ANALYSIS OF FINANCIAL AND OPERATIONAL PERFORMANCE

The accompanying financial statements have been prepared in accordance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles and Accounting Standards prevailing in India.

A) FINANCIAL CONDITION

The composition and growth of assets was as under:

Particulars	[Rs. in lacs]		
	March 31, 2022	March 31, 2021	Growth %
Land & Investment Property	1397.81	1385.02	0.92
Buildings	2582.50	2318.75	11.37
Plant & Equipments	11139.58	10944.51	1.78
Electrical Fittings & Installations	451.40	408.56	10.49
Office Equipments	130.96	100.90	29.79
ERP Software	32.49	32.49	-
Furniture & Fixtures	46.18	22.80	102.54
Vehicles	192.48	99.71	93.04
Total	15973.40	15312.74	
Less: Acc. Depreciation	8178.95	7673.63	
Add: CWIP	12364.03	66.95	
Net Fixed Assets	20158.48	7706.06	

B) RESULTS OF OPERATIONS

The summary of operating performance for the year under review is given below:

(Rs.in lacs)

Particulars	Year ended March 31, 2022		Year ended March 31, 2021	
	Amount	%	Amount	%
INCOME				
Revenue from operations	11041.79	98.41	10297.68	97.66
Other income	178.78	1.59	246.98	2.34
Total Revenue	11220.57	100.00	10544.66	100.00
EXPENDITURE				
Raw Material Consumed	2389.59	21.30	2104.85	19.96
Purchase of Stock in Trade	244.88	2.18	51.84	0.49
(Increase)/Decrease in stock	120.02	1.07	461.82	4.38
Change in Inventory of Biological Assets	(6.52)	(0.06)	11.68	0.11
Gain in Change in fair value of Biological Assets	(2.66)	(0.02)	0.84	0.01
Manufacturing Exp.	2879.69	25.66	2375.29	22.53
Payment & Benefit to Emp.	1697.53	15.13	1757.13	16.66
Administrative, Selling & Other Expenses	1897.08	16.91	1508.77	14.31
OPERATING EXPENSES	9219.61	82.17	8272.22	78.45
EBDIT	2000.96	17.83	2272.44	21.55

C) SIGNIFICANT CHANGES IN FINANCIAL RATIOS

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

Financial Ratio	FY 2020-21	FY 2019-20	Change	Reason for change
Trade Receivable Turnover Ratio	4.11	5.55	-25.9%	Due to increase in Export sales
Interest Converge Ratio	10.68	7.09	50.6%	Due to the additional borrowings by the Company during the year for its Expansion Project at Kirishnagiri, Tamilnadu. The operation of this plant will commence in FY 22-23.
Current Ratio	1.09	1.95	-44.1%	
Debt Equity Ratio	1.31	0.15	773.3%	
Net-Profit Margin	8.39%	11.93%	-29.7%	Due to adverse foreign currency fluctuation and decrease in the production of fresh mushroom due to unfavourable climatic conditions
Return on Net-worth	8.3%	12.0%	-30.6%	

ANNEXURE 'E'
PARTICULARS OF REMUNERATION

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

The information required under section 197(12) of the Act and the Rules made there-under, in respect of the Company as follows:-

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

Non-Executive Director	Ratio to Median Remuneration
Shri Ashok Chaturvedi	0.72
Mrs. Indu Liberhan	1.53
Shri R.K. Mishra	1.74
Shri P.N. Sharma	1.74
Shri Rajeev Sharma	0.72
Shri Arvind Mahajan	0.61
Executive Director	
Shri M.M. Varshney	36.28
Shri Rahul Razdan (w.e.f. 24.08.2021)	19.27

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

Name of Person	% Increase in Remuneration
Non-Executive Director	
Shri Ashok Chaturvedi	75.00
Smt. Indu Liberhan	25.00
Shri R.K. Mishra	30.77
Shri P.N. Sharma	30.77
Shri Arvind Mahajan (w.e.f. 24.08.2021)^	N.A.
Shri Rajeev Sharma	133.33
Executive Directors	
Shri M.M. Varshney #	38.56
Shri Rahul Razdan (w.e.f. 24.08.2021) ^	N.A.
Key Managerial Personnel (KMP)	
Shri Naval Kishore Duseja (CFO)	23.87
Shri Rajesh Dheer (Company Secretary)	15.03
# Shri M. M. Varshney was appointed as Whole Time Director on 27/06/2020. Accordingly, the remuneration drawn in the capacity of Whole Time Director, during 2020-21 has been considered for calculating the % increase in his remuneration.	
^ Shri Rahul Razdan was appointed as Whole Time Director and Mr. Arvind Mahajan was appointed as an Independent director on 24.08.2021, therefore, it is not possible to ascertain % increase in their respective remunerations.	

- (c) **The percentage increase in the median remuneration of employees in the financial year:** 5.48

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

As on 31.03.2022 employees are 439 however the data taken for calculation of median remuneration of the employee is 465.

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

Average increase in salary of employees in 2021-22 was 6.31%. Percentage increase in the managerial remuneration for the year was 109.93%

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

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

ANNEXURE 'F'

INFORMATION REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO REQUIRED UNDER THE COMPANIES ACCOUNTS RULE, 2014 AND FORMING PART OF DIRECTORS' REPORT

Energy Conservation Measures Taken

Keeping in mind social accountability, efforts were undertaken to reduce energy consumption & emission of pollutants. Steam generation & consumption, electricity & water consumption patterns were studied & optimized for various processes.

Knowledge of energy consumption for each product & process, measuring & analyzing data on steam generation, distribution & consumption, measuring & analyzing data on electricity / water distribution & consumption, process analysis & improvement, proper selection of motors, identifying & eliminating distribution system loss, condition monitoring, frequent inspection & cleaning programs, VFD installation & maintaining unity power factor.

Company is continuously maintaining higher grade for Global Standard for Food safety (BRC), ULSAC (Unilever Sustainability Agriculture Code), ISO 22000:2018 & Global Gap certification for Mushroom Farm, Kosher certificate, Organic NPOP, NOP certificate (Organic), Recently company attained IFS certification with high level score.

Company is on continuous basis having, Halal certification for supplying its products, permissible & lawful as per traditional Islamic laws.

TECHNOLOGY ABSORPTION

Research & Development (R&D)

(i) Specific areas in which R&D carried out by the Company

The company prioritized and carried out R&D work in process and product development of Freeze-Dried Chamomile, Freeze Dried Strawberry, Freeze Dried Banana, IQF Ginger, IQF Garlic, IQF Cauliflower and Air-Dried Sweet Corn.

Sprouting Trials of cereals, millets & pulses for new product development like fortified rice crackers and instant rice.

(ii) Benefits derived as a result of R&D

Freeze-dried Kale Powder, & Red Cabbage powder & Spring Onion produced & dispatched successfully.

IQF Ginger, Garlic & Cauliflower and Air-Dried Beet Root developed for new Customers.

(iii) Future Plan of Action

- Steps are continuously being taken for innovation and renovation of products including new product development Freeze-Dried Chamomile, Freeze Dried Strawberry, Freeze Dried Banana, IQF Ginger, IQF Garlic, IQF Cauliflower and Air-Dried Sweet Corn, Sprouting of cereals, millets & pulses for new product development like fortified rice crackers & instant rice.
- Training programme has been initiated for farmers for growing of Organic & Conventional herbs for Good Agricultural Practices (GAP) to grow herbs as per US and EU norms.
- Backward integration for growing of herbs with increased area of cultivation for sustained and quality supply of fresh herbs for our new plant at Hosur Tamilnadu.
- Uni-directional process flow implemented by alteration in Building as per Food Safety guidelines Expansion of finished goods storage area of Freeze Dried & Air Dried Products with palletized rack system.
- GCMSMS & LCMSMS lab instruments installed for in house pesticide testing as per European Union, USFDA norms.

(iv) Expenditure incurred on Research and Development

No significant expenditure has been incurred on Research and Development Activities.

FOREIGN EXCHANGE EARNING AND OUTGO

Activities related to Exports: Initiatives were taken to increase exports, development of new export markets for products and services. The company is at present exporting its products to North America and Europe. The company is continuously exploring possibilities of exporting new and enhanced quantities of existing product mix to existing and new prospective markets.

During the year company has exported manufactured goods calculated on FOB basis amounting Rs 7876 lacs. The expenditure incurred in Foreign Exchange(including value of imports) during the year amounted to Rs. 4744 lacs.

For & On behalf of the Board

Ashok Chaturvedi
Chairman
(DIN 00023452)

Place : NOIDA
Dated : 26th May 2022

ANNEXURE 'G'
SECRETARIAL COMPLIANCE REPORT OF FLEX FOODS LIMITED
FOR THE YEAR ENDED 31ST MARCH, 2022

I **Mahesh Kumar Gupta** have examined:

- a) all the documents and records made available to us and explanation provided by **Flex Foods Limited** (the "Listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this clarification, for the year ended **31st March, 2022** ("Review Period") in respect of compliance with the provisions of:
 - i. the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - ii. the Securities Contracts (Regulations) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined include:

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 - **Not applicable as the Company did not issue any securities during the year under review**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **Not applicable as the Company has not bought back any of its securities during the year under review**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not applicable as the Company has not granted any Options to its employees during the year under review**
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not applicable as the Company has not issued any debt securities during the year under review**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **Not applicable as the Company has not issued any Non-Convertible and Redeemable Preference Shares during the year under review**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

And circulars/ guidelines issued thereunder;

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

- a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

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

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

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

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 17(1) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015	Regulation 17(1) of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 provide that top 2000 companies shall have six directors on the Board w.e.f. 1st April 2020. However, Company appointed sixth Director on the Board on 14th July, 2020.	The Company has paid a fine of Rs. 5,20,000/- +GST totaling to Rs.6,13,600/- for default in composition of Board. However, the fine was waived off vide email dated 17th June, 2021 by BSE	Upon representation of the Company, fine was waived off by BSE vide email dated 17th June, 2021.

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

For Mahesh Gupta & Company
Company Secretaries

Mahesh Kumar Gupta
Proprietor

FCS 2870::CP 1999

UDIN: **F002870D000392875**

Date : 26TH May,2022

Place : Delhi

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS OF
FLEX FOODS LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of **FLEX FOODS LIMITED** ("The Company"), which comprise the Balance Sheet as at 31st March 2022, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of the affairs of the Company as at 31st March, 2022, and the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 independence requirements that are relevant to our audit of the 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 ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr.No	Key Audit Matters	Auditor response
1.	<p>Evaluation of uncertain tax positions</p> <p>The Company has material uncertain tax positions including matters under dispute which involves significant judgment to determine the possible outcome of these disputes.</p> <p>Refer Notes 32 to the Financial Statements</p>	<p>Principal Audit Procedures</p> <p>Obtained details of completed tax assessments and demands for the year ended March 31, 2022 from management.</p> <p>We also considered legal precedence and other rulings in evaluating management's position on these uncertain tax positions. Additionally, we considered the effect of new information in respect of uncertain tax positions as at April 1, 2021 to evaluate whether any change was required to management's position on these uncertainties.</p>
2	<p>Capitalization of Property, Plant and Equipment (PPE) and Intangible Assets</p> <p>During the year ended March 31, 2022, the Company has incurred capital expenditure on various projects included in Capital Work-in-progress. Further, items of PPE that are ready for its intended use as determined by the management have been capitalized in the current year. Judgment is involved to determine that the aforesaid capitalization meet the recognition requirement under Ind AS - 16 on 'Property, Plant and Equipment', specifically in relation to determination of Whether the criteria for intended use as determined by the management has been met.</p>	<p>Our audit procedures included and were not limited to the following:</p> <ul style="list-style-type: none"> • Examined the useful economic lives with reference to the Company's historical experience, intended use and expected number of shifts PPE will be used and • Assessed the nature of the additions made to Property Plant and Equipment, intangible assets, Capital Work-in-progress on a test check basis to test whether they meet the recognition criteria as set out in Ind AS – 16 on 'Property, Plant and Equipment' and Ind – AS 38 on 'Intangible Assets'.

Sr.No	Key Audit Matters	Auditor response
3	<p>Revenue Recognition</p> <p>The Revenues of the Company consists primarily of sale of products.</p> <p>The Company assesses the activities promised in a contract and identifies distinct performance obligations in the contract, where applicable. Identification of distinct performance obligations to determine the deliverables and the ability of the customer to benefit independently from such deliverables involves significant judgment.</p>	<p>Our audit procedures included and were not limited to the following:</p> <ul style="list-style-type: none"> • Evaluation and testing of the design and operating effectiveness of the relevant business process controls, inter-alia controls over the capture, measurement, and authorization of revenue transactions. • Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, reperformance and inspection of evidence in respect of operation of these controls. • Selected a sample of continuing and new contracts and performed the following procedures: • Tested, on a sample basis, sales transactions to the underlying supporting documentation which includes goods dispatch notes and shipping documents. • Read, analysed and identified the distinct performance obligations in these contracts. • Compared these performance obligations with that identified and recorded by the Company. • Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration. • Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes. <p>Considering any trade discount/ volume discount given to the customer as adjustment to sales consideration and verifying the control process adopted by the company in recognizing the same in financial statement in accordance with Ind AS 115.</p>

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the 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 financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015.

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 Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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 financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:-

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant Books of Account.
- d) In our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act, read with relevant rules issued thereunder.
- e) On the basis of the written representations received from the directors as on 31st March 2022 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) There is no matter or transaction that in our opinion may have any adverse effect on the functioning of the Company;
- g) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
- h) With respect to the other matters to be included in the auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its director during the year is in accordance with the provisions of section 197 of the Act; and

- 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, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements – Refer Note 32 to the Financial Statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - iv. a) The management has represented, that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other source or kind of funds) by the company to or in any other persons or entities, including foreign entities 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 ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) The management has represented, that, to the best of its knowledge and belief, no funds have been received by the company from any other persons or entities, including foreign entities ("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 as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (iv) (a) and (b) contain any material mis-statement.
- (v) The dividend declared or paid during the year by the Company is in compliance with Section 123 of the Act.

FOR MJMJ & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 027706N/C400013

MEGHA JAIN
PARTNER

PLACE:- NOIDA

DATED: - 26.05.2022

MEMBERSHIP NO. 415389

UDIN No.22415389AJWGJA7918

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT OF “FLEX FOODS LIMITED” ON THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2022

Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date of “FLEX FOODS LIMITED” (‘the Company’) for the year Ended on 31st March 2022, we report that:

i. In respect of Property, Plant and Equipment and Intangible assets of the Company:

- a) A. According to information and explanation given to us, the Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
- B. According to information and explanation given to us, the Company has maintained proper records showing full particulars of Intangible Assets.
- b) According to information and explanation given to us, the Property, Plant & Equipment of the Company have been physically verified by the Management at reasonable intervals and no material discrepancies were noticed on such verification as compared to books of accounts.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) including investment property are held 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 hasn’t revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year as the company follows Cost model.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings that have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

ii. In respect of Inventories of the Company:

- a) According to the information and explanation given to us, Physical verification of inventory has been conducted at reasonable intervals by the Management of the Company, and no material discrepancies were noticed on physical verification conducted by the management and in our opinion the coverage and procedure of such verification by the management is appropriate and No discrepancies were noticed on verification between the physical stocks and the book records that were 10% or more in the aggregate for each class of inventory.

- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets and the quarterly returns or statements filed by the company with banks or financial institution are in agreement with the books of account of the company.
- 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 hasn’t made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or any other parties during the year.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The company has not accepted any deposits. Therefore, the provision of clause (v) of Para 3 of the Companies (Auditor’s Report) Order, 2020 is not applicable to the company.
- vi. The Provisions of maintenance of cost records specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the products dealt / manufactured by the company are not applicable to the company. Therefore, the provisions of clause (vi) of Para 3 of the Companies (Auditor’s Report) Order, 2020 are not applicable to the company.
- vii. a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employee’s State Insurance, Income Tax, Goods and Service Tax, Customs duty, Cess and any other material statutory dues as applicable with the appropriate authorities.

And according to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, Employees’ state insurance, income tax, duty of customs, Cess, Goods and Service Tax and other applicable statutory dues were in arrears as at 31st March 2022 for a period of more than six months from the date they became payable.

- b) According to the information and explanations given to us, there are no pending dues in respect of Sales Tax, Service tax, Value added tax, Goods and Service Tax and Cess which has not been deposited on account of any dispute except dues of customs and central excise which have not been deposited as at 31 March 2022 on account of dispute are given below:

Disputed Customs and Central Excise Dues:- Aggregate Duty of Rs. 526.96 lakhs pending before CESTAT New Delhi

- viii. According to the information and explanations given to us and the records of the Company examined by us, the company has not surrendered or disclosed any transaction previously unrecorded as income in the books of account in the tax assessments under the Income Tax Act, 1961 as income during the year.
- ix. a) According to the information and explanations given to us and the records of the Company examined by us the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b) According to the information and explanations given to us and the records of the Company examined by us the Company has not been declared as a willful defaulter by bank, financial institution or other lender;
- c) According to the information and explanations given to us and the records of the Company examined by us the term loans were applied for the purpose for which the loans were obtained.
- d) According to the information and explanations given to us and the records of the Company examined by us the Company, the funds raised on short term basis have not been utilised for long term purposes.
- e) According to the information and explanations given to us and the records of the Company examined by us the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) According to the information and explanations given to us and the records of the Company examined by us, the company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. a) According to the information and explanations given to us and the records of the Company examined by us, the company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year. Therefore, the provision of clause (x)(a) of Para 3 of the Companies (Auditor's Report) Order, 2020 is not applicable to the company.
- b) According to the information and explanations given to us and the records of the Company examined by us, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Therefore, the provision of clause (x)(b) of Para 3 of the Companies (Auditor's Report) Order, 2020 is not applicable to the company.
- xi. a) According to the information and explanations given to us and the records of the Company examined by us, there is no fraud by the company or any fraud on the company has been noticed or reported during the year.
- b) According to the information and explanations given to us and the records of the Company examined by us, there is no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government,
- c) According to the information and explanations given to us and the records of the Company examined by us, there are no whistle-blower complaints received during the year by the company.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act wherever applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable Accounting Standards.
- xiv. a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports of the company issued till date for the period under audit.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with Directors or persons connected with him. Therefore, the provisions of section 192 of clause (xv) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- xvi. a) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the provisions of clause (xvi)(a) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- b) According to the information and explanations given to us and the records of the Company examined by us, the company has not conducted any Non-Banking Financial or Housing Finance activities and is not required to hold Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934. Therefore, the provisions of clause (xvi)(b) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.

- c) According to the information and explanations given to us and the records of the Company examined by us, the company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Therefore, the provisions of clause (xvi)(c) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- d) According to the information and explanations given to us and the records of the Company examined by us, The company does not have any CIC in the group. Therefore, the provisions of clause (xvi)(d) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- xvii. According to the information and explanations given to us and the records of the Company examined by us, the Company has not incurred cash losses in the immediately preceding financial year.
- xviii. There has not been any resignation of the statutory auditors during the year. Therefore, the provisions of clause (xviii) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.
- xix. According to the information and explanations given to us and the records of the Company examined by us, On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans, in our opinion there is no material uncertainty exists as on the date of the audit report that company is 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 our reporting is based on the facts upto 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. According to the information and explanations given to us and the records of the Company examined by us, there is no unspent amount under sub-section (5) of section 135 of Companies Act, pursuant to any project. Therefore, the provisions of clause (xx)(a) and (xx)(b) of Para 3 of the Companies (Auditor's Report) Order, 2020 are not applicable to the Company.

**FOR MJMJ & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 027706N/C400013**

**MEGHA JAIN
PARTNER**

**PLACE:- NOIDA
DATED: - 26.05.2022**

**MEMBERSHIP NO. 415389
UDIN No. 22415389AJWGJA7918**

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT OF “FLEX FOODS LIMITED” FOR THE YEAR ENDED 31ST MARCH 2022

Referred to in paragraph 1(g) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Flex Foods Limited of even date.

Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of the Section 143 of the Companies Act, 2013.

Report on the Internal Financial Controls

We have audited the Internal Financial Controls over financial reporting of “**FLEX FOODS LIMITED**” (“the Company”) as of 31st March 2022 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting 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 the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls 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 Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s Judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2022, 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.

**FOR MJM & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
FIRM REGISTRATION NO. 027706N/C400013**

**MEGHA JAIN
PARTNER**

**PLACE:- NOIDA
DATED:- 26.05.2022**

**MEMBERSHIP NO. 415389
UDINNo. 22415389AJWGJA7918**

BALANCE SHEET AS AT 31ST MARCH, 2022

(Rs. in Lacs)

Particulars	Note No.	As at 31.03.2022	As at 31.03.2021
I ASSETS			
1 Non-Current Assets			
a) Property, Plant and Equipment	2(A)	7,793.28	7,637.94
b) Capital work-in-progress	2(B)	12,364.03	66.95
c) Investment Property	2(C)	1.17	1.17
d) Intangible assets	2(D)	-	-
e) Financial assets			
i) Loans	3(A)	-	1.50
ii) Other financial assets	4(A)	144.22	154.24
f) Other Non-Current Assets	5(A)	1,890.48	346.76
Total Non-Current Assets		22,193.18	8,208.56
2 Current Assets			
a) Inventories	6	1,937.41	2,003.91
b) Biological Asset	7	56.45	49.93
c) Financial assets			
i) Trade Receivables	8	2,720.77	2,565.06
ii) Cash and Cash Equivalents	9	1,269.33	496.25
iii) Bank Balances other than (ii) above	10	294.74	773.29
iv) Loans	3(B)	5.13	8.30
v) Other financial assets	4(B)	74.20	74.72
d) Other Current Assets	5(B)	1,461.17	694.42
Total Current Assets		7,819.20	6,665.88
TOTAL ASSETS		30,012.38	14,874.44
II EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	11(A)	1,245.00	1,245.00
b) Other equity	11(B)	10,141.51	9,348.22
Total Equity		11,386.51	10,593.22
Liabilities			
1 Non-current liabilities			
a) Deferred Government Grants	12	147.61	162.33
b) Financial liabilities			
Borrowings	13(A)	10,606.72	-
c) Provisions	14(A)	137.13	114.07
d) Deferred Tax Liabilities(Net)	15	572.06	595.12
Total Non-current liabilities		11,463.52	871.52
2 Current Liabilities			
a) Financial liabilities			
i) Borrowings	13(B)	4,263.35	1,538.37
ii) Trade Payables:	16		
Total Outstanding dues of micro enterprises and small enterprises		342.59	177.81
Total Outstanding dues of creditors other than micro enterprises and small enterprises		707.71	546.33
iii) Other financial Liabilities	17	786.27	95.76
b) Other current liabilities	19	399.98	325.03
c) Provisions	14(B)	453.47	433.79
d) Current tax liabilities(Net)	18	208.98	292.61
Total Current liabilities		7,162.35	3,409.70
TOTAL EQUITY AND LIABILITIES		30,012.38	14,874.44

III. NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-42

For and on behalf of the Board of Directors

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

Ashok Chaturvedi
Chairman
DIN -00023452

Rahul Razdan
Whole Time Director
DIN - 09290572

For MJMJ & Associates LLP
Chartered Accountants
Firm Registration No 027706N/C400013

Rajesh Dheer
Company Secretary

Naval Duseja
Chief Financial Officer

Megha Jain
Partner
Membership No. 415389

Place : Noida
Dated : 26th May, 2022

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. in Lacs)

Particulars	Note No.	For the year ended 31.03.2022	For the year ended 31.03.2021
Income			
I Revenue from Operations	20	11,041.79	10,297.68
II Other Income	21	178.78	246.98
III Total Income		11,220.57	10,544.66
IV Expenses			
Cost of Materials Consumed	22	2,389.59	2,104.85
Purchases of Stock in Trade		244.88	51.84
Changes in inventories of Finished Goods, Work-In-Progress & Stock-in-Trade	23(A)	120.02	461.82
Changes in inventory of Biological Asset	23(B)	(6.52)	11.68
Gain from Change in Fair Value of Biological Assets	7	(2.66)	0.84
Employee benefits expenses	24	1,697.53	1,757.13
Finance Cost	25	243.10	209.67
Depreciation and Amortization Expenses	2(A) & (C)	517.81	521.64
Manufacturing Expenses	26	2,879.69	2,375.29
Administration and Selling Expenses	27	1,897.08	1,508.77
Total Expenses		9,980.52	9,003.53
V Profit before tax (III-IV)		1,240.05	1,541.13
VI Tax expense:			
(1) Current tax		366.04	371.62
(2) Deferred Tax Liability		(23.05)	(13.89)
(Add): Excess Provision of Income Tax for earlier year		(14.55)	(16.11)
Total Tax Expenses (VI)		328.44	341.62
VII Profit for the Period (V-VI)		911.61	1,199.51
VIII Other Comprehensive Income			
<i>Item that will not be reclassified to Profit or Loss</i>			
Remeasurement of the net Defined benefit liability/ Assets		6.18	19.65
Less: Income Tax on Other Comprehensive Income		-	-
Total Comprehensive Income for the period (VII+VIII)		917.79	1,219.16
IX Earnings per equity share:			
(1) Basic	28	7.32	9.63
(2) Diluted	28	7.32	9.63

X NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-42

For and on behalf of the Board of Directors

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

Ashok Chaturvedi
Chairman
DIN -00023452

Rahul Razdan
Whole Time Director
DIN - 09290572

For MJMJ & Associates LLP
Chartered Accountants
Firm Registration No 027706N/C400013

Rajesh Dheer
Company Secretary

Naval Duseja
Chief Financial Officer

Megha Jain
Partner
Membership No. 415389

Place : Noida
Dated : 26th May, 2022

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31st MARCH, 2022

(Rs. in Lacs)

Particulars	Note No.	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
I CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before tax		1,240.05	1,541.13
Adjustments for :			
Depreciation and Amortization		518.61	521.64
Deferred Income on Capital Subsidy		(14.72)	(15.86)
Exchange Rate Fluctuations (Net)		(146.37)	(136.06)
Interest expenses		243.10	209.67
Provision for doubtful debts		-	1.47
Sundry Debit Balances Written Off		17.17	44.29
Sundry Credit Balances Written Back		(3.85)	(4.35)
Loss/(Profit) on Sale of Fixed Assets (Net)		(0.02)	-
Interest Income		(25.63)	(40.23)
Operating Profit before Working Capital Changes		1,828.34	2,121.70
Adjustments for :			
(Increase)/Decrease in Inventories		66.50	387.78
(Increase)/Decrease in Inventories of Biological Asset		(6.52)	11.68
(Increase)/Decrease in Trade Receivables, Current Financial Assets & Other Current Assets		(932.09)	(1,099.12)
(Increase)/Decrease in Non Current Financial Assets & Other Non Current Assets		(1,532.20)	(44.17)
Increase/(Decrease) in Trade Payables, Financial Liabilities, Other Liabilities & Current Provisions		987.52	133.21
Increase/(Decrease) in Non Current Provisions		23.06	(12.25)
		434.61	1,498.83
Cash Generated From Operating activities			
Income Tax paid		(351.49)	(355.51)
Exchange Rate Fluctuations (Net)		146.37	136.06
Net Cash Generated From Operating Activities		229.49	1,279.38
II CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Property, Plant & Equipment, Capital Work-In -Progress & Investment property		(12,971.28)	(164.23)
Capital Subsidy Received During The Year			
Proceeds from Sale of Property, Plant & Equipment		0.26	13.62
Interest Received		25.63	40.23
Net cash used in Investing Activities		(12,945.39)	(110.38)
III CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds /(Repayment) of non Current Borrowing (Net)		10,606.72	(316.40)
Proceeds from Current Borrowing (Net)		2,724.98	105.01
Dividend Paid		(124.50)	(93.38)
Interest & Finance charges		(196.77)	(208.07)
Net cash generated from/ (used in) Financing Activities		13,010.43	(512.84)
Net increase in Cash & Cash Equivalents	(I+II+III)	294.53	656.16
Cash & Cash Equivalents at beginning of the year	9 & 10	1,269.54	613.38
Cash & Cash Equivalents at end of the year #	9 & 10	1,564.07	1,269.54

Note:

Includes Rs.294.74 lacs (Previous Year Rs.773.29 lacs) in respect of amount lying in unclaimed dividend account, Demand Deposits more than 3 months, margin money for bank guarantee.

IV NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-42

For and on behalf of the Board of Directors

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

Ashok Chaturvedi
Chairman
DIN -00023452

Rahul Razdan
Whole Time Director
DIN - 09290572

For MJMJ & Associates LLP
Chartered Accountants
Firm Registration No 027706N/C400013

Rajesh Dheer
Company Secretary

Naval Duseja
Chief Financial Officer

Megha Jain
Partner
Membership No. 415389

Place : Noida
Dated : 26th May, 2022

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2022

Particulars	Equity Share Capital	Other equity			Total	Total Equity & Other Equity
		Reserve & surplus		Other Comprehensive Income		
		Retained Earnings	General Reserve			
Balance as at April 1,2021	1,245.00	8,417.12	1,007.84	(76.74)	9,348.22	10,593.22
Changes in Equity Share Capital due to prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-
Changes in equity during the year						
Dividend Paid		(124.50)	-	-	(124.50)	(124.50)
Remeasurement of the net defined benefit liability/assets, (net of tax)		-	-	6.18	6.18	6.18
Profit for the Period	-	911.61	-	-	911.61	911.61
Balance as at March 31,2022	1,245.00	9,204.23	1,007.84	(70.56)	10,141.51	11,386.51
Balance as at April 1,2020	1,245.00	7,310.99	1,007.84	(96.39)	8,222.44	9,467.44
Changes in Equity Share Capital due to prior period errors	-	-	-	-	-	-
Restated balance at the beginning of the current reporting period	-	-	-	-	-	-
Changes in equity during the year						
Dividend Paid	-	(93.38)	-	-	(93.38)	(93.38)
Remeasurement of the net defined benefit liability/assets, (net of tax)	-	-	-	19.65	19.65	19.65
Profit for the Period	-	1,199.51	-	-	1,199.51	1,199.51
Balance as at March 31,2021	1,245.00	8,417.12	1,007.84	(76.74)	9,348.22	10,593.22

NOTES FORMING PART OF THE FINANCIAL STATEMENTS 1-42

For and on behalf of the Board of Directors

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

Ashok Chaturvedi
Chairman
DIN -00023452

Rahul Razdan
Whole Time Director
DIN - 09290572

For MJMJ & Associates LLP
Chartered Accountants
Firm Registration No 027706N/C400013

Rajesh Dheer
Company Secretary

Naval Duseja
Chief Financial Officer

Megha Jain
Partner
Membership No. 415389

Place : Noida
Dated : 26th May, 2022

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2022

1 COMPANY OVERVIEW & SIGNIFICANT ACCOUNTING POLICIES

I COMPANY OVERVIEW

Flex Foods Ltd. is a public limited company and incorporated on 5th February, 1990 with the Registrar of Companies, having Corporate Identification Number (CIN) L15133UR1990PLC023970. The Registered office of Company is situated at Lal Tappar Industrial Area, P. O. Resham Majri, Haridwar Road, Dehradun (Uttarakhand).

Flex Foods Ltd. is engaged mainly in the business of cultivation and processing of Mushrooms, Herbs, Fruits & Vegetables in Freeze Dried, Air Dried and Individually Quick Frozen form. Flex Foods Ltd. has been selling its products mainly to the European and US markets.

II SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements of the company have been prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Accounting Standards) Rules 2015 as amend from time to time by the ministry of corporate affairs and Companies (Accounting Standards) Rules 2016, the provisions of Companies Act, 2013, and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Financial statements of the company are prepared under the historical cost convention on the accrual basis except for the following assets and liabilities which have been measured at their fair value.

- Certain financial assets and liabilities measured at fair value (refer relevant accounting policies for more details).
- Biological Assets which are valued at fair value less cost to sale at each reporting period.

The financial statements are presented in Indian Rupees (INR). Amount has been rounded off to nearest thousands.

B. USE OF ESTIMATES AND JUDGEMENTS

The preparation of the financial statements is in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates.

The estimates and underlying assumptions are reviewed on a going concern basis.

Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, in the period of the revision and future periods if the revision affects both current and future period.

C. CLASSIFICATION OF EXPENDITURE/INCOME

Except Otherwise Indicated:-

- All expenditure and income are accounted for under the natural heads of account.
- All expenditure and income are accounted for on accrual basis except when ultimate realisation of income is uncertain.

D. REVENUES

- Revenues from sales of goods are recognized when the significant risk and rewards of the ownership of the goods have been transferred to the buyer, recovery of the consideration is probable, the associated costs and possible return of goods can be estimated reliably, there is no continuing effective control over, or managerial involvement with, the goods and the amount of revenue can be measured reliably. The timing of transfers of risks and rewards normally happen upon shipment.
- Sales returns / rate differences are adjusted from the sales of the year in which the returns take place / rate differences accepted.
- Sales are adjusted for Rebate & Discount allowed

- (iv) Interest income is recognized on time apportionment basis. Effective interest method is used to compute the interest income on long terms loans and advances.
- (v) Further, revenue is recognized with Gross Amount of consideration received excluding Goods and Service Tax(GST).

E. PROPERTY, PLANT AND EQUIPMENT (PPE)

Recognition and measurement:

Property, plant and equipment are initially recognized at cost after deducting refundable purchase taxes and including the cost directly attributable for bringing the asset to the location and conditions necessary for it to be capable of operating in the manner intended by the management, borrowing cost in accordance with the established accounting policy, cost of restoring and dismantling, if any, initially estimated by the management. After the initial recognition the property, plant and equipment are carried at cost less accumulated depreciation and impairment losses.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

Depreciation on all property,plant & equipment are provided for,from the date of put to use for commercial production on straight line method at the useful lives prescribed in Schedule-II to the Companies Act,2013, except for the for the following ,where the management believes that technical useful lives is different form those prescribed in Schedule II of the Company Act,2013 based on technical evaluation

Particulars	Description
Plactic Crate JR-85425 (useful life of 6 Year)	Over the useful life as technically specified by the management based on the past experience

The estimated useful lives, residual values and depreciation method are reviewed at each financial year end and the effect of any change is accounted for on prospective basis.

The carrying amount of the all property, plant and equipment are derecognized on its disposal or when no future economic benefits are expected from its use or disposal and the gain or loss on de-recognition is recongised in the statement of profit & loss.

Reclassification to investment property:

When the use of a property changes from owner-occupied to investment property, the property is reclassified as investment property at its carrying amount on the date of reclassification.

F. INTANGIBLE ASSETS

- (i) Customised or separately purchased software is classified as intangible assets at their cost and amortised over a period of five years from date of put to use.
- (ii) All revenue expenditure on research & development activities are accounted for under their natural heads of revenue expenses accounts.
- (iii) Intangible asset is derecognized on disposal or when no future economic benefits are expected from continuing use or disposal.
- (iv) The estimated useful lives, residual values and amortization method are reviewed at each financial year end and the effect of any change is accounted for on prospective basis.

G. INVESTMENT PROPERTIES

- (i) Investment properties are initially recognized at cost after deducting refundable purchase taxes and including the transaction cost, if any. After initial recognition the investment property are carried at cost less accumulated depreciation and impairment losses.
- (ii) Transfer to and from the investment properties are made when and only when, there is change in the use of the investment property as evidenced by the conditions laid down under the Indian accounting standard. The carrying amount of the property as on the date of classification is considered as carrying value of the investment property and vice-versa.
- (iii) Depreciation on investment properties are provided for from the date of put to use for on straight line method at the useful lives prescribed in Schedule-II to the Companies Act, 2013.
- (iv) The carrying amount of the investment properties are derecognized on its disposal or when no future economic benefits are expected from its use or disposal and the gain or loss on de-recognition is recongised in the statement of profit & loss.

- (v) The estimated useful lives, residual values and depreciation method are reviewed at each financial year end and the effect of any change is accounted for on prospective basis.
- (vi) The fair value of the investment properties are disclosed in the note.

H. INVENTORIES

- (i) Finished Goods are valued at lower of cost, based on First in First Out (FIFO) method, arrived at after including depreciation on Plant & Machinery, Electrical Installation and Factory Building, Repair & Maintenance on Factory Building, specific Manufacturing expenses including Goods and Service Tax(GST) and specific Payments and Benefits to Employees or net realizable.
- (ii) Work-in-Progress is valued at lower of cost based on First in First Out (FIFO) method, arrived at after including depreciation on Plant & Machinery, Electrical Installation and Factory Building, Repair & Maintenance on Factory Building , specific Manufacturing expenses and specific Payments and Benefits to Employees or net realizable value.
- (iii) Raw Materials & other materials including packing materials, imported spares, stores ,fuel and consumables are valued at lower of cost, based on first-in-first-out method arrived at after including freight inward and other expenditure directly attributable to acquisition or net realisable value.
- (iv) Inventories of traded goods are valued at lower of cost based on First in First Out (FIFO) method, after including any direct expenses incurred thereon or net realizable value.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

I. BIOLOGICAL ASSETS

The Company recognizes biological assets when, and only when, the Company controls the assets as a result of past events, it is probable that future economic benefits associated with such assets will flow to the Company and the fair value or cost of the assets can be measured reliably. Expenditure incurred on biological assets are measured on initial recognition and at the end of each reporting period at its fair value less costs to sell in terms of Ind AS 41. The gain or loss arising on initial recognition of such biological assets at fair value less costs to sell and from a change in fair value less costs to sell of biological assets are included in Statement of Profit and Loss for the period in which it arises.

J. AGRICULTURAL PRODUCE

Agricultural produce harvested from the Company's biological assets are valued at fair value less cost to sell at the point of harvest. A gain or loss arising on initial recognition of agricultural produce at fair value less costs to sell shall be included in Statement of Profit and Loss for the period in which it arises.

K. FINANCIAL INSTRUMENTS

Initial Recognition:

- (i) The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables/payables and where cost of generation of fair value exceeds benefits, which are initially measured at transaction price. Transaction costs directly related to the acquisition or issue of the financial assets and financial liabilities (other than financial assets and financial liabilities through profit & loss account) are added to or deducted from the cost of financial assets or financial liabilities. Transaction cost directly attributed to the acquisition of financial assets or financial liabilities at fair value through profit & loss account are recognized immediately in the statement of profit & loss.

Subsequent Recognition:

Non-derivative financial instruments

- (i) Financial assets carried at amortised cost: A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- (ii) Financial assets at fair value through other comprehensive income: A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

L. TRADE RECEIVABLES

Trade receivables represents amount billed to customers as credit sales and are net off;

- a) any amount billed but for which revenues are reversed under the different accounting standard and
- b) impairment for trade receivables, which is estimated for amounts not expected to be collected in full.

M. LOANS AND ADVANCES

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

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

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

N. FINANCIAL LIABILITIES

- (i) Financial liabilities are initially recognised at the fair value of the consideration received less directly attributable transaction cost.
- (ii) Subsequent to initial measurement, financial liabilities are measured at amortised cost. The difference in the initial carrying amount of the financial liabilities and their redemption value is recognised in the statement of profit & loss over the contractual term using the effective interest rate method. This category includes the following class of liabilities; trade and other payables, borrowing; and other financial liabilities.
- (iii) Financial liabilities are further classified as current and non-current depending whether they are payable within 12 months after the balance sheet date or beyond.
- (iv) Financial liabilities are derecognized when the company is discharge from its obligation, they expire, are cancelled or replaced by a new liability with substantial modified terms.

O. EARNING PER SHARE

Basic Earnings Per Share is computed by dividing the net profit attributable to the equity shareholders of the company to the weighted average number of Shares outstanding during the period & Diluted earnings per share is computed by dividing the net profit attributable to the equity shareholders of the company after adjusting the effect of all dilutive potential equity shares that were outstanding during the period, the weighted average number of shares outstanding during the period including the weighted average number of equity shares that could have issued upon conversion of all dilutive potential.

P. INCOME TAXES

(i) CURRENT TAX

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

Current tax is expected tax payable on the taxable income for the year, using the tax rate enacted at the reporting date.

Current tax assets and liabilities are offset where the company has legal enforceable right to offset and intends either to settle on net basis, or to realise the assets and settle the liability simultaneously.

(ii) DEFERRED TAX ASSETS / LIABILITIES

Deferred tax is recognised for all taxable temporary differences and is calculated based on the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax is measured at the tax rates that are expected to be applied when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted at the reporting date.

Deferred tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the assets can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset and when the deferred tax balances relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but the Group intends to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

(iii) CURRENT AND DEFERRED TAX FOR THE YEAR

Current and deferred tax are recognised in the statement of profit & loss, except when they relates to items that are recognized in other comprehensive income or directly in equity, in which case, the current tax and deferred tax is recognized directly in other comprehensive income or equity respectively.

Q. EMPLOYEES BENEFITS

The company provides for the various benefits plans to the employees. These are categorized into defined benefits plans and defined contributions plans. Defined benefit plans includes the amount paid by the company towards the liability for Provident fund to the employees provident fund organization and Employee State Insurance fund in respect of ESI and defined benefits plans includes the retirement benefit such as gratuity and company absentees both accumulated and non-accumulated.

- (i) In respect of Defined Contribution Plans contribution made to the specified fund based on the services rendered by the employees are charged to Statement of Profit & Loss in the year in which services are rendered by the employee.
- (ii) Liability in respect of Defined Long Term benefit plan is determined at the present value of the amounts payable determined using actuarial valuation techniques performed by an independent actuarial at each balance sheet date using the projected unit credit methods. Gains and losses through re-measurements of the net defined benefit liability/assets are recognized in other comprehensive income. Past Service cost is recognized in the statement of profit & loss in the period of plan amendment.
- (iii) Liabilities for accumulating paid absences is determined at the present value of the amounts payable determined using the actuarial valuation techniques performed by an independent actuarial at each balance sheet date using the projected unit credit method. Actuarial gain or losses in respect of accumulating paid absences are charged to statement of profit & loss account.
- (iv) Liabilities for short term employee benefits are measured at undiscounted amount of the benefits expected to be paid and charged to Statement of Profit & Loss in the year in which the related service is rendered.

R. IMPAIRMENT

Financial assets

The company recognizes loss allowances using the expected credit loss model for the financial assets which are not fair valued through statement of profit and loss. Loss allowance on trade receivables, with no significant financing component is measured at an amount equal to lifetime expected credit loss. For all financial assets expected credit losses are measured at an amount equal to 12-month ECL unless there has been significant increase in credit risk from initial recognition in which case these are measured at lifetime expected credit loss. The amount of expected credit losses or reversal that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in the profit or loss for the period.

For impairment testing, assets that do not generate independent cash flows are grouped together into cash generating units (CGUs).

For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost of disposal and the value in use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such asset is considered to be impaired, the impairment to be recognised in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit & loss if there have been changes in the estimates used to determine the recoverable amount. The carrying amount is increased to its revised recoverable amount, provided that this amount does not exceeds the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss has been recognized for the asset in prior years.

S. LEASES

The Company as a Lessee

The Company's lease asset classes primarily consist of leases for land and Office building. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use (ROU) asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 months or less (short-term leases) and low value leases. For these short-term and low-value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The ROU assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses. ROU assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. ROU assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates of the Company. Lease liabilities are remeasured with a corresponding adjustment to the related ROU asset if the Company changes its assessment of whether it will exercise an extension or a termination option.

The Company as a Lessor

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

For operating leases, rental income is recognized on a straight line basis over the term of the relevant lease.

T. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

- (i) A provision is recognized, if as a result of past event the company has present legal or constructive obligations that is reasonably estimable and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pretax rate that reflects current market assessments of the time value of money and the risk specific to liability.
- (ii) Contingent liabilities are disclosed for possible obligations arising out of uncertain events not wholly in control of the company. Contingent assets are not recognised in the financial statements. However due disclosures are made in the financial statements for the contingent assets, where economic benefits is probable and amount can be estimated reliably.

U. FOREIGN CURRENCY TRANSACTIONS

- (i) The Company's functional currency is Indian Rupees. Transactions in currency other than Indian Rupees are recorded at the rate, as declared by the Central Board of Indirect Taxes and Customs department, ruling on the date of transaction.
- (ii) Foreign Currency monetary assets and liabilities remaining unsettled as at the balance sheet date are translated using the exchange rates as at the balance sheet date. Non-monetary assets and liabilities which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction; and non-monetary assets and liabilities which are carried at fair value or other similar valuation denominated in foreign currency are reported using the exchange rates that existed when the fair values were determined.
- (iii) Exchange differences arises on settlement/translation of Foreign Currency monetary assets and liabilities are recognised as income/expense through the Exchange Fluctuation Account in the year they arise.
- (iv) Transaction gain or losses realized upon settlement of foreign currency transaction are included in determining the net profit for the period in which transaction is settled.
- (v) Exchanges difference arises on settlement / translation of foreign currency monetary assets and liabilities relating to acquisition of Property, Plant and Equipment till the period they are put to use for commercial production, are capitalized to the cost of assets acquired and provided for over the useful life of the Property, Plant and Equipment .

V. DEPRECIATION

- (i) Normal depreciation on all property, plant & equipment except Land & Intangible Assets are provided from the date of put to use for commercial production on Straight Line Method at the useful lives prescribed in Schedule-II to The Companies Act, 2013 and after providing for the residual value (maximum to the extent of 5%) of the Fixed Assets as determined by the management.
- (ii) Depreciation/Amortization on addition /deletions to Fixed Assets is provided on pro-rata basis from/to the date of addition/deletions.
- (iii) Depreciation/Amortization on additions/deletions to the fixed assets due to exchange rate fluctuation is provided on pro-rata basis since inception.
- (iv) The estimated useful lives, residual values and depreciation method are reviewed at each financial year end and the effect of any change is accounted for on prospective basis.

W. GOVERNMENT GRANTS

- (i) Capital Subsidy received from Government as contribution towards Capital Outlay for setting up the PPE is treated as Capital Grants which is recognized as Income in the Statement of Profit & Loss over the period and in the proportion in which depreciation is charged.
- (ii) Revenue Grants are recognized in Statement of Profit & Loss.

X. PURCHASES

- (i) Purchases returns / rebates are adjusted from the purchases of the year in which the returns take place / rebates allowed.
- (ii) Purchases are accounted for "Net of GST Credit availed on eligible inputs" .

Y. CLAIMS BY/AGAINST THE COMPANY

Claims by/ against the Company arising on any account are provided for in the accounts on receipts/acceptances.

Z. BORROWING COST

Borrowing cost are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing cost directly attributable to the acquisition or construction of qualifying /eligible assets, intended for commercial production are capitalised as part of the cost of such assets. All other borrowing costs are recognized as an expense in the year in which they are incurred.

Recent Accounting Pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1, 2022, as below:

Ind AS 103 – Business Combinations
Ind AS 16 – Property, Plant and Equipment
Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets
Ind AS 109 – Financial Instruments
Ind AS 41 – Biological Assets

The Company is in the process of assessing the changes required/ possible impact of these Ind AS's on the financial statements in the period of initial application and accordingly will adopt these changes bu suitably amending its accounting policies as well the presentations and disclosures in the financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022
Note No-2(A) Property, Plant and Equipment

Sr. No.	Particulars	GROSS CARRYING VALUE			DEPRECIATION/AMORTISATION			NET CARRYING VALUE			
		As At 01-04-2021	Additions/Adjustment During the Year	Deductions/Adjustment During the Year	As At 31-03-2022	As At 01-04-2021	Provided During the Year	Deduction/Adjustment During the Year	Upto 31-03-2022	As At 31-03-2022	As At 31-03-2021
1	Freehold Land	1,383.84	12.80	-	1,396.64	-	-	-	-	1,396.64	1,383.84
2	Building	2,258.19	283.75	-	2,521.94	1,112.71	77.18	-	1,189.89	1,332.05	1,145.48
	-Factory	60.56	-	-	60.56	38.81	0.83	-	39.64	20.92	21.75
	-Administration	10,944.52	208.27	13.21	11,139.58	6,017.54	394.62	13.21	6,398.95	4,740.63	4,926.98
3	Furniture & Fixtures	22.80	23.38	-	46.18	15.56	2.47	-	18.03	28.15	7.24
4	Vehicles	99.71	92.77	-	192.48	87.59	8.74	-	96.33	96.15	12.12
5	Office Equipments	100.90	30.38	0.32	130.96	83.51	8.99	0.08	92.42	38.54	17.39
6	Electrical Installation	408.56	42.84	-	451.40	285.42	25.78	-	311.20	140.20	123.14
7	SUB TOTAL(A)	15,279.08	674.19	13.53	15,939.74	7,641.14	518.61	13.29	8,146.46	7,793.28	7,637.94
	PREVIOUS YEAR	15,142.06	160.82	23.80	15,279.08	7,128.61	521.54	9.01	7,641.14	7,637.94	8,013.45

Note No-2(B) Capital Work In Progress

Capital work in progress											
SUB TOTAL(B)										12,364.03	66.95
										12,364.03	66.95

Note:

a) Borrowed Fund Capitalised during the year is Rs. 175.65 Lacs

b) Out of total depreciation of Rs.518.61 Lacs depreciation of Rs. 517.81 Lacs transferred to P&L A/C and Rs. 0.80 Lacs transferred to Pre-Operative Expense.

Note No-2(C) Investment Property

Sr. No.	Particulars	GROSS CARRYING VALUE			DEPRECIATION/AMORTISATION			NET CARRYING VALUE			
		As At 01-04-2021	Additions/Adjustment During the Year	Deductions/Adjustment During the Year	As At 31-03-2022	As At 01-04-2021	Provided During the Year	Deduction/Adjustment During the Year	Upto 31-03-2022	As At 31-03-2022	As At 31-03-2021
1	Freehold Land	1.17	-	-	1.17	-	-	-	-	1.17	1.17
	TOTAL	1.17	-	-	1.17	-	-	-	-	1.17	1.17
	PREVIOUS YEAR		1.17		1.17					1.17	-

Notes:-

1 Fair value of the Investment property is of Rs 83.77 lacs as valued by Independent government approved valuer and engineer.

2 No amount have been recognised in Profit and Loss account related to Investment Property during the year.

Note No-2(D) Intangible assets

Sr. No.	Particulars	GROSS CARRYING VALUE			DEPRECIATION/AMORTISATION			NET CARRYING VALUE			
		As At 01-04-2021	Additions/Adjustment During the Year	Deductions/Adjustment During the Year	As At 31-03-2022	As At 01-04-2021	Provided During the Year	Deduction/Adjustment During the Year	Upto 31-03-2022	As At 31-03-2022	As At 31-03-2021
	Software	32.49	-	-	32.49	32.49	-	-	32.49	-	-
	TOTAL	32.49	-	-	32.49	32.49	-	-	32.49	-	-
	PREVIOUS YEAR	32.49	-	-	32.49	32.38	0.11	-	32.49	-	0.11

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

3 LOANS		(Rs. In Lacs)	
Particulars	As At 31.03.2022	As At 31.03.2021	
A <u>Non-Current</u>			
<u>(Unsecured, Considered Good)</u>			
a) Loans/Advances to Employees	-	1.50	
Total (A)	-	1.50	
B <u>Current</u>			
<u>(Unsecured, Considered Good)</u>			
a) Loans/Advances to Employees	5.13	8.30	
Total (B)	5.13	8.30	
Total (A+B)	5.13	9.80	
4 OTHER FINANCIAL ASSETS			
A <u>Non-Current</u>			
<u>(Unsecured, Considered Good)</u>			
a) Security Deposits	143.77	154.24	
b) Margin Money with maturity after 12 months	0.45	-	
Total	144.22	154.24	
B <u>Current</u>			
<u>(Unsecured, Considered Good)</u>			
a) Security Deposits	51.24	51.23	
b) <u>Interest Recoverable</u>			
i) On Fixed Deposits with Banks	17.47	17.67	
ii) Others	5.49	23.49	
Total	74.20	74.72	
Total (A+B)	218.42	228.96	
5 OTHER ASSETS			
A <u>Non-Current</u>			
a) Capital Advances	1,890.48	346.76	
b) Income Tax Refund (Net)	-	-	
Total (A)	1,890.48	346.76	
B <u>Current</u>			
a) Advances Recoverable in Cash or In kind or for Value to be Received	484.43	343.30	
b) Balances with GST Authorities	871.16	245.12	
c) Balances with Excise Authorities	28.02	28.02	
d) Income Tax Assets (Net)	77.56	77.98	
Total (B)	1,461.17	694.42	
Total (A+B)	3,351.65	1,041.18	
6 INVENTORIES			
a) Raw Material	181.38	119.71	
b) Work-in-progress	794.82	697.13	
c) Finished Goods	762.30	1,022.34	
d) Stock in Trade	49.69	7.36	
e) Stores & Spares	87.68	90.73	
f) Packing Material	61.54	66.64	
Total	1,937.41	2,003.91	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

7 BIOLOGICAL ASSETS (Rs. In Lacs)

<u>Particulars</u>	<u>As At</u> <u>31.03.2022</u>	<u>As At</u> <u>31.03.2021</u>
Current		
Mushroom Under cultivation	56.45	49.93
	<u>56.45</u>	<u>49.93</u>
Reconciliation of changes in carrying amount of Biological Assets		
Opening balance	49.93	61.61
Add: Gain arising from change in fair value	2.66	(0.84)
Add: Increase due to physical changes / transfer from immature	1,686.79	1,900.87
Less: Decrease due to harvest	(1,682.93)	(1,911.71)
Closing Balance	<u>56.45</u>	<u>49.93</u>

8 TRADE RECEIVABLES (Rs. In Lacs)

Current		
Unsecured		
Considered Good	2,720.77	2,565.06
Having significant increase in credit risk	-	2.13
Credit Impaired	8.40	8.73
	<u>2,729.17</u>	<u>2,575.92</u>
Less: Allowances for bad and doubtful trade receivables	8.40	10.86
Total	<u><u>2,720.77</u></u>	<u><u>2,565.06</u></u>

Movements in allowance for bad and doubtful Trade receivable:

Opening Balance	10.86	17.48
(+) Provision made during the year	-	1.47
(-) Amount utilised from provision	2.46	8.09
Closing Balance	<u>8.40</u>	<u>10.86</u>

Trade Receivable Ageing Schedule as at 31.03.2022

Particulars	Un Billed	Not Due as on 31.03.2022	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	-	1,973.23	746.24	-	-	-	-	2,719.47
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	0.14	-	1.16	1.30
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit Impaired	-	-	-	-	-	-	8.40	8.40
Total	-	1,973.23	746.24	-	0.14	-	9.56	2,729.17
Less: Provision for doubtful trade receivable								8.40
Total Trade Receivable								2,720.77

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

Trade Receivable Ageing Schedule as at 31.03.2021

Particulars	Un Billed	Not Due as on 31.03.2021	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	-	2,152.50	412.56	-	-	-	-	2,565.06
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-	-
(iv) Disputed Trade Receivables – considered good	-	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	1.26	-	0.87	2.13
(vi) Disputed Trade Receivables – credit Impaired	-	-	-	-	0.33	-	8.40	8.73
Total	-	2,152.50	412.56	-	1.59	-	9.27	2,575.92
Less: Provision for doubtful trade receivable								10.86
Total Trade Receivable								2,565.06

9 CASH & CASH EQUIVALENTS (Rs. In Lacs)

Particulars	As At 31.03.2022	As At 31.03.2021
-------------	------------------	------------------

Cash and Cash Equivalents

i) Balances with Banks (in Current accounts)	645.49	361.55
ii) Demand deposits with maturity before 3 months	126.57	120.04
iii) Margin Money*	480.00	
iv) Cash on Hand	17.27	14.66
Total	1,269.33	496.25

* Pledged against letter of credit

10 BANK BALANCES OTHER THAN ABOVE

i) Demand deposits with maturity after 3 months	210.07	667.76
ii) Earmarked Balances		
- Unclaimed Dividend Account	64.24	75.60
iii) Margin Money*	20.43	29.93
Total	294.74	773.29

* Pledged against guarantee

11(A) EQUITY SHARE CAPITAL (Rs. In Lacs)

(i) <u>Share Capital</u>	As At 31.03.2022		As At 31.03.2021	
	Number	Amount	Number	Amount
<u>Authorised Capital</u>				
Equity Shares of Rs.10 each	1,50,00,000	1,500.00	1,50,00,000	1,500.00
Redeemable Preference Shares of Rs.100/- each	5,00,000	500.00	5,00,000	500.00
		2,000.00		2,000.00
<u>Issued, Subscribed & Paid up</u>				
Equity Shares of Rs.10 each	1,24,50,000	1,245.00	1,24,50,000	1,245.00
Total	1,24,50,000	1,245.00	1,24,50,000	1,245.00

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022
(ii) Reconciliation of Number of Equity Shares (Rs. In Lacs)

<u>Particulars</u>	<u>Current Year</u>		<u>Previous Year</u>	
	<u>Number</u>	<u>Amount</u>	<u>Number</u>	<u>Amount</u>
Shares outstanding at the beginning of the year	1,24,50,000	1,245.00	1,24,50,000	1,245.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	1,24,50,000	1,245.00	1,24,50,000	1,245.00

(iii) Rights, preferences and restrictions attached to shares
Equity Shares

The Company has one class of equity shares having a par value of Rs.10/- each. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

(iv) Details of shares held by shareholders holding more than 5% of the aggregate shares in the company.

<u>Particulars</u>	<u>As At 31.03.2022</u>		<u>As At 31.03.2021</u>	
	<u>No. of Shares Held</u>	<u>% of Holding</u>	<u>No. of Shares Held</u>	<u>% of Holding</u>
Uflex Ltd	58,70,000	47.15	58,70,000	47.15
Anshika Investments Pvt Ltd	12,52,630	10.06	12,52,630	10.06
Total	71,22,630	57.21	71,22,630	57.21

(v) Disclosure Pursuant to Clause (h)(i)(j)(k)(l) of Note 6D of Part I Division II of Schedule III of Companies Act, 2013 are not required.
(vi) Disclosure of shareholding :
a) Promoters

Disclosure of shareholding of promoters as at March 31, 2022 is as follows:

S . No.	Promoter Name	AS AT 31.03.2022		AS AT 31.03.2021		% Change during the year
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
1	UFLEX Limited	58,70,000	47.15	58,70,000	47.15	-
2	Anshika Investment Pvt.Ltd.	12,52,630	10.06	12,52,630	10.06	-
3	Anshika Consultants Pvt.Ltd.	1,50,000	1.20	1,50,000	1.20	-
4	Rashmi Chaturvedi	45,010	0.36	45,010	0.36	-
5	Flex International Pvt. Ltd.	11,300	0.09	11,300	0.09	-
6	A R Leasing Pvt. Ltd.	4,000	0.03	4,000	0.03	-
7	Ashok Kumar Chaturvedi	7,610	0.06	7,610	0.06	-
8	A.L. Consultants Private Limited	78,685	0.63	78,685	0.63	-
9	Magic Consultants private Limited	10,500	0.08	10,500	0.08	-
Total		74,29,735	59.68	74,29,735	59.68	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

b) Public:

S. No.	Public	AS AT 31.03.2022		AS AT 31.03.2021		% Change during the year
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
1	Shareholding of public more than 5%	-	-	-	-	-
2	Shareholding of public less than 5%	50,20,265	40.32	50,20,265	40.32	-
Total		50,20,265	40.32	50,20,265	40.32	-

11(B) OTHER EQUITY

(Rs. In Lacs)

Particulars	Reserve & surplus		Other Comprehensive Income	Total
	Retained Earnings	General Reserve		
Balance as at April 1,2021	8,417.12	1,007.84	(76.74)	9,348.22
Changes in equity during the year				
Transfer to general reserve	-	-	-	-
Dividend Paid	(124.50)	-	-	(124.50)
Remeasurement of the net defined benefit liability/ assets, (net of tax)	-	-	6.18	6.18
Profit for the Period	911.61	-	-	911.61
Balance as at March 31,2022	9,204.23	1,007.84	(70.56)	10,141.51
Balance as at April 1,2020	7,310.99	1,007.84	(96.39)	8,222.44
Changes in equity during the year				
Transfer to general reserve	-	-	-	-
Dividend Paid	(93.38)	-	-	(93.38)
Remeasurement of the net defined benefit liability/ assets, (net of tax)	-	-	19.65	19.65
Profit for the Period	1,199.51	-	-	1,199.51
Balance as at March 31,2021	8,417.12	1,007.84	(76.74)	9,348.22

General Reserve

General reserve was created in accordance with erst while Companies Act, 1956 and rules there under by transferring the surplus of profit and loss to the general reserve, as per the limits laid down thereunder on distribution of profits to shareholders as dividend. This is a part of free reserves and can be used for the purpose of distribution to shareholders

12 DEFERRED GOVERNMENT GRANTS (To the extent pending apportionment to Statement of Profit & Loss)

(Rs. In Lacs)

Particulars	As At 31.03.2022	As At 31.03.2021	
Capital Subsidy on			
a) Cold Storage	-	1.14	
b) Individually Quick Frozen and Air Dried Plant	29.82	34.20	
c) Cold Storage (New)	59.42	65.30	
d) Freeze Drying Cabinet	53.59	57.11	
e) Zig Zag Classifier	19.50	20.44	178.19
	<u>162.33</u>	<u>20.44</u>	
Less: Deferred Income Apportioned to Statement of Profit & Loss			
a) Cold Storage	-	1.14	
b) Individually Quick Frozen and Air Dried Plant	4.38	4.38	
c) Cold Storage (New)	5.88	5.88	
d) Freeze Drying Cabinet	3.52	3.52	
e) Zig Zag Classifier	0.94	0.94	15.86
	<u>14.72</u>	<u>0.94</u>	
Total	147.61	162.33	15.86

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

13 BORROWINGS

	(Rs. In Lacs)	
Particulars	As At 31.03.2022	As At 31.03.2021
(A) Non Current		
a) Secured		
Term Loans:-		
From Banks	10,351.21	122.70
	10,351.21	122.70
b) Vehicle Loans:-		
From Others	52.01	-
	52.01	-
c) Unsecured Loans:-		
From Others	1,000.00	-
	1,000.00	-
Sub- Total (A+B+C)	11,403.22	122.70
Less:- current Portion	796.50	122.70
Total	10,606.72	-
(B) Current		
a) Secured		
Working Capital Facilities From Banks: #		
From -Canara Bank	1,966.85	1,333.92
From -Indian Bank, IFB	-	81.75
b) Unsecured		
From Related Parties	1,500.00	-
c) Current maturities of Long term borrowings	796.50	122.70
Total	4,263.35	1,538.37
Total(A+B)	14,870.07	1,538.37

(Rs. In Lacs)

Name of the Institution/ Banks/Others	Note No.	Sanctioned amount	O/s as at 31.03.2022	Short Term	Long term	Original Repayment terms
PART A:- TERM LOANS						
Woori Bank	(i)	2,000.00	1,800.00	800.00	1,000.00	Repayable in 10 equal quarterly installments of Rs. 200 lakhs each commencing from 31st January' 2022
Canara Bank	(ii)	14,150.00	8,608.92	-	8,608.92	Repayable in 7 years in 28 quarterly ballooning installments commencing from 30th June'2023 (First 4 quarterly Installment Rs. 176.87 lakhs each, next 4 quarterly installment Rs. 353.75 lakhs each, next 12 installments of Rs. 530.62 lakhs each and last 8 installments of Rs. 707.58 lakhs each)
Indian Bank		1,650.00 (1,650.00)	- (122.70)	- (122.70)	-	- Repayable in 20 equal quarterly installments of Rs. 82.50 lakhs commencing from June' 2016
Less:- Adjustment for transaction cost (Pending amortisation)			57.71	13.32	44.39	
Sub total (A)			10,351.21	786.68	9,564.53	
Previous Year			(122.70)	(122.70)	-	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(Rs. In Lacs)

Name of the Institution/ Banks/Others	Note No.	Sanctioned amount	O/s as at 31.03.2022	Short Term	Long term	Original Repayment terms
PART B:- VEHICLE LOANS						
	(iii)					
Kotak Mahindra Prime Limited		40.83	37.99	7.26	30.73	Repayable in 60 equal monthly installments of Rs. 0.81 lakhs each commencing from 1st November'2021 including interest
Kotak Mahindra Prime Limited		14.65	14.02	2.56	11.46	Repayable in 60 equal monthly installments of Rs. 0.29 Lakhs each commencing from 1st January'2022 including interest
Sub total (B)			52.01	9.82	42.19	
Total (A+B)			10,403.22	796.50	9,606.72	
Previous Year			-	-	-	
PART C:- UNSECURED LOANS						
UFLEX Limited			1,500.00	1,500.00	-	
Shri Hari Tradex Private Limited			250.00	-	250.00	
Murlidhar Ssles Private. Limited			750.00	-	750.00	
Total (C)			2,500.00	1,500.00	1,000.00	

- (i) These are secured a) by way of first pari passu charge on the entire movable and immovable fixed assets of the company present as well as future b) second pari passu charge by way of hypothecation on the entire current assets of the company, both present and future c) Personal Guarantee by one of the Director of the company.
- (ii) These are secured a) by the way of first pari passu charge of movable fixed assets-plant and machinery and other specific movable fixed assets (excluding vehicle), present and future along with term lenders b) on Second pari passu charge by way of Hypothecation on entire current assets of the company including stocks of Raw material, WIP, Finished Goods, Stores and Spares, Book Debts and all other current assets (both present and Future) of the company c) personal guarantee of one of the Director of the company, First pari passu charge of company's immovable fixed assets-Land and Building situated at Dehradun (Uttarakhand) and at Devaganapalli, Krishnagiri.
- (iii) Vehicle Loans are secured by way of hypothecation of Specific Vehicles of the Company.

Working capital facilities are secured on first Pari passu charge basis (i) by way of hypothecation of stock and book debts of the company; and (ii) collaterally secured on second pari passu charge basis; (a) by way of hypothecation of fixed assets; (b) by mortgage of immovable properties of the company situated at Lal Tappar Industrial Area and Chak Jogiwala (Chidderewala), Dehradun (Uttarakhand) and at Devaganapalli, Krishnagiri, Tamil Nadu (c) by personal guarantee of one of the Director of the Company.

14 PROVISIONS

(Rs. In Lacs)

Particulars	As At	As At
	31.03.2022	31.03.2021
A Non-Current		
Provision for Leave Encashment	137.13	114.07
Total	137.13	114.07
B Current		
Provisions for :		
i) Gratuity	429.52	416.76
ii) Leave Encashment	23.95	17.03
Total	453.47	433.79
Total (A+B)	590.60	547.86

The gross movement in the deferred tax for the year ended March 31,2022 and March 31, 2021 are as follows

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

15 INCOME TAXES

Income Tax Expense in the Statement of Profit and Loss comprise: (Rs. In Lacs)

Particulars	For The Year ended 31.03.2022	For The Year ended 31.03.2021
Current Income Taxes	366.04	371.62
Deferred Taxes	(23.05)	(13.89)
Income Tax Expense#	342.99	357.73

A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below :

Profit before Income Taxes	1,240.05	1,541.13
Enacted Tax Rates in India	25.168%	25.168%
Computed expected tax expense	312.10	387.87
Tax Reversals	21.41	20.33
Effect of Exempted Income	(1.30)	(62.42)
Effect of non-deductible expenses	10.78	11.95
Income Tax Expense	342.99	357.73

The tax effects of significant temporary differences that resulted in deferred income tax assets and liabilities are as follows:

Particulars	As At 31.03.2022	As at 31.03.2021
Deferred Tax Assets		
Unused Tax Credits	-	-
Others	208.54	201.02
Total Deferred Tax Assets	208.54	201.02
Deferred Tax Liabilities		
Excess of book WDV of Property, Plant and Equipment over tax WDV of property, plant and equipment	780.60	796.14
Others	-	-
Total Deferred Tax Liabilities	780.60	796.14
Deferred Tax Liabilities (Net)	572.06	595.12

The gross movement in the deferred tax for the year ended March 31,2022 and March 31, 2021 are as follows:

Net deferred tax liabilities at the beginning	595.12	609.01
Credits/(charge) relating to temporary differences	(23.06)	(13.89)
Temporary differences on other comprehensive income	-	-
Net Deferred Tax Liabilities at the end	572.06	595.12

16 TRADE PAYABLES

(Rs. In Lacs)

Particulars	As At 31.03.2022	As At 31.03.2021
Total Outstanding dues of creditors other than micro enterprises and small enterprises-Suppliers other than related party	695.73	546.33
Total Outstanding dues of micro enterprises and small enterprises	342.59	177.81
Due to Related Parties	11.98	-
Total	1,050.30	724.14

* The details of amounts outstanding to Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprise Development Act,2006 (MSMED Act) based on the information given by the management, are as under:

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

Sr. No.	Particulars	As At 31.03.2022	As At 31.03.2021
1	Principal amount due and remaining unpaid	Nil	Nil
2	Interest due on (1) above and the unpaid interest	Nil	Nil
3	Interest paid on all delayed payment under the MSMED Act	Nil	Nil
4	Payment made beyond the appointed day during the year	Nil	Nil
5	Interest due and payable for the period of delay ther than (3) above	Nil	Nil
6	Interest accrued and remaining unpaid	Nil	Nil
7	Amount of further interest remaining due and payable in succeeding years	Nil	Nil

Trade Payable Ageing Schedule as at 31.03.2022

Particulars	Un Billed	Not Due as on 31.03.2022	Outstanding for following periods from due date of payment				
			Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSE	50.91	342.59	-	-	-	-	393.50
(ii) Others	43.29	508.00	197.04	0.07	2.60	-	751.00
(iii) Disputed dues-MSE	-	-	-	-	-	-	-
(iv) Disputed due- Others	-	-	-	-	-	-	-
TOTAL	94.20	850.59	197.04	0.07	2.60	-	1,144.50
Less: Unbilled Due							94.20
Total Trade Payable							1,050.30

Trade Payable Ageing Schedule as at 31.03.2021

Particulars	Un Billed	Not Due as on 31.03.2021	Outstanding for following periods from due date of payment				
			Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
(i) MSE	7.60	177.81	-	-	-	-	185.41
(ii) Others	62.33	498.13	46.27	0.51	1.42	-	608.66
(iii) Disputed dues-MSE	-	-	-	-	-	-	-
(iv) Disputed due- Others	-	-	-	-	-	-	-
TOTAL	69.93	675.94	46.27	0.51	1.42	-	794.07
Less: Unbilled Due							69.93
Total Trade Payable							724.14

17 OTHER FINANCIAL LIABILITIES

(Rs. In Lacs)

Particulars	As At 31.03.2022	As At 31.03.2021
a) Interest Accrued but not due on borrowings	46.33	1.60
b) Unclaimed Dividend #	64.24	75.60
c) Security Deposit from Customers	9.60	8.60
d) Performance Guarantee	192.32	
e) Capital Creditors	473.78	9.96
Total	786.27	95.76

These do not include any amount due and payable to Investor Education and Protection Fund Account.

18 Current Tax Liabilities

Provision for Current Tax (Net)	208.98	292.61
Total	208.98	292.61

19 OTHER LIABILITIES

Current

a) Advance Received from Customers	0.56	1.16
b) Statutory Liabilities	286.57	241.95
c) Other Liabilities	112.85	81.92
Total	399.98	325.03

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

20 REVENUE FROM OPERATIONS		(Rs. In Lacs)	
Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021	
a) Sale of Products	10,867.46		10,056.84
b) Other Operating Revenues			
i) Export Incentive	75.46		171.66
ii) Deferred Income on Capital Grant (Government Grant)	14.71		15.86
iii) Transport & Marketing Assistance (TMA)	55.25		30.65
iv) Sale of Miscellaneous Items	28.91	174.33	22.67
Total	11,041.79		10,297.68
21 OTHER INCOME			
a) Interest Income			
From Banks	19.44		27.07
From Others	6.19	25.63	40.23
b) Exchange Rate Fluctuation (Net)		146.37	136.06
c) Miscellaneous Income		2.91	11.32
d) Sundry credit Balance Written Back		3.85	4.35
e) Profit on Sale of Fixed Assets		0.02	-
f) Interest on Income Tax Refund		-	55.02
Total		178.78	246.98
22 COST OF MATERIAL CONSUMED			
Opening Stock		119.71	59.54
Add: Purchases		2,451.26	2,165.02
		2,570.97	2,224.56
Less: Closing Stock		181.38	119.71
Raw Material consumed		2,389.59	2,104.85
23 A) (INCREASE)/DECREASE IN FINISHED GOODS & WORK-IN-PROGRESS & STOCK-IN-TRADE			
Closing Stock			
Finished Stock	762.30		1,022.34
Work-In-Progress	794.82		697.13
Stock In Trade	49.69	1,606.81	7.36
Opening Stock			
Finished Stock	1,022.34		1,705.72
Work-In-Progress	697.13		471.92
Stock In Trade	7.36	1,726.83	11.01
Total		120.02	461.82
B) (INCREASE)/DECREASE IN BIOLOGICAL ASSET			
Closing Stock			
Biological Asset		56.45	49.93
Opening Stock			
Biological Asset		49.93	61.61
Total		(6.52)	11.68

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

24 EMPLOYEES BENEFIT EXPENSES

Particulars	(Rs. In Lacs)	
	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
a) Salaries, Wages, Benefits & Amenities	1,524.99	1,588.96
b) Contribution to Provident Fund	77.60	73.04
c) Gratuity (Refer Note No.29)	61.11	60.11
d) Employees Welfare Expenses	33.83	35.02
Total	1,697.53	1,757.13

25 FINANCE COST

Interest on:

i) Secured Loans	44.73	30.32
ii) Working Capital Facilities	28.64	12.44
iii) Shortfall in payment of Advance Tax	39.54	24.34
iv) Interest to Others	0.37	0.36
v) Interest to Unsecured Loans	1.47	22.40
Discounting & Bank Charges	128.35	119.81
Total	243.10	209.67

26 MANUFACTURING EXPENSES

Power & Fuel Consumed	1,550.21	1,390.16
Repair & Maintenance - Machineries	220.62	167.52
Stores, Spares, Tools, Jigs & Dies Consumed	181.97	169.10
Labour Charges	367.25	323.82
Sorting & Picking Charges	68.34	128.10
Tractor Hire & Shifting Charges	152.86	154.06
Lease Rent Short Term (Refer Note No.41)	2.40	2.40
Processing Charges	274.54	0.08
Others Manufacturing Expenses	61.50	40.05
Total	2,879.69	2,375.29

27 ADMINISTRATION & SELLING EXPENSES

Power & Fuel	102.32	93.51
Insurance Charges	91.40	76.51
Postage & Telephone Expenses	18.41	18.12
Vehicle Hire, Running & Maintenance Expenses	26.55	25.62
Conveyance & Travelling Expenses	69.38	51.77
Repair & Maintenance - Building	28.12	31.65
Repair & Maintenance - Others	38.80	34.60
Legal & Professional Charges	99.32	89.81
General Expenses	126.79	115.71
Lease Rent Short Term (Refer Note No.41)	9.00	10.21
CSR Expenditure	22.00	18.75
Charity & Donation	5.27	4.40
Provision for Doubtful Debts	-	1.47

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

Particulars	(Rs. In Lacs)	
	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Rates & Taxes	1.94	1.91
Loss on Sale of Fixed Assets (Net)	-	13.63
Sundry debit Balance written off	17.17	44.29
GST Expenses	57.89	69.95
Rebate & Discount	-	2.96
Sample Testing Charges	1.51	22.09
Commission on Sale	11.03	16.00
Packing & Forwarding Charges	335.67	295.40
Freight Outward	834.51	470.41
Total	1,897.08	1,508.77

28 EARNINGS PER SHARE (EPS)

a) Profit for the year (Rs. In Lacs)	911.61	1,199.51
b) Weighted Average number of Equity Shares for computation of Basic and Diluted Earning Per Share (In Numbers)	1,24,50,000	1,24,50,000
c) Nominal value per share (Rs.)	10	10
d) Basic & Diluted Earning Per Share (Rs.)	7.32	9.63

29 GRATUITY & POST EMPLOYMENT BENEFIT

The Employees' Group Gratuity Scheme is managed by Life Insurance Corporation of India. The present value of obligation for Gratuity & other Post Employment benefit (i.e. Leave encashment) are determined based on actuarial valuation using the Projected Unit Credit Method. The additional disclosure in terms of Indian Accounting Standards-19 "Employees Benefits" is as under:

Particulars	(Rs. In Lacs)			
	Gratuity (Funded)		Leave Encashment (Unfunded)	
	Current Year	Previous Year	Current Year	Previous Year
a) Reconciliation of opening and closing balances of obligation				
Obligation at beginning of the year	774.35	748.93	131.10	139.79
Current Service Cost	34.12	32.53	14.93	11.20
Past Service Cost	-	-	-	-
Interest Cost	50.57	49.65	8.56	9.27
Actuarial (gain) /loss	(8.31)	(23.21)	12.26	(23.55)
Less: Benefits paid	75.03	33.55	5.77	5.61
Obligation at the end of the year	775.70	774.35	161.08	131.10
b) Reconciliation of opening and closing balances of fair value assets				
Fair value of plan assets at beginning of the year	357.59	332.92	-	-
Employer contribution	42.40	39.71	-	-
Less: Benefits Paid	75.02	33.55	-	-
Add: Expected return on plan assets	23.35	22.07	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

Particulars	(Rs. In Lacs)			
	Gratuity (Funded)		Leave Encashment (Unfunded)	
	Current Year	Previous Year	Current Year	Previous Year
Add: Actuarial Gain /(Loss) on plan assets	(2.14)	(3.56)	-	-
Fair value of plan assets at the end of the year	346.18	357.59	-	-
c) Amount Recognized in Balance Sheet				
Present value of obligation	775.70	774.35	161.08	131.10
Less: Fair value of plan assets	346.18	357.59	-	-
Amount recognized in Balance Sheet	429.52	416.76	161.08	131.10
d) Gratuity & other Post Employment benefit cost for the period				
Current Service Cost	34.12	32.53	14.93	11.20
Past Service Cost	-	-	-	-
Interest Cost	50.57	49.65	8.56	9.27
Expected return on plan assets	(23.35)	(22.07)	-	-
Actuarial (gain) /loss	-	-	12.26	(23.55)
Net amount recognized in Statement of Profit & Loss	61.34	60.11	35.75	(3.08)
e) Gratuity & other Post Employment benefit cost for the period				
Remeasurement of the net defined benefit liability/assets				
Actuarial (gains)/losses	(6.18)	(19.65)	-	-
Net amount recognized in Statement of other comprehensive income	(6.18)	(19.65)		
f) Principal actuarial assumption at the Balance Sheet date:				
Interest Rate	6.53%	6.53%	6.53%	6.53%
Salary Escalation	5.00%	5.00%	5.00%	5.00%

The expected benefits increases are based on the same assumptions as are used to measure the Company's defined benefit plan obligations as at 31st March 2022. The Company is expected to contribute Rs. 89.50 lacs to defined benefits plan obligation fund for the year ending 31st March 2022.

The significant accounting assumptions are the discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonable possible changes of the respective assumptions occurring at the end of the reporting period while other assumptions are constant.

If the discount rate increases/(decreases by 0.5%), the defined benefit plan obligations would decrease by Rs. 22.29 Lacs (increase by Rs.23.43 Lacs) as at 31st March 2022.

If the expected salary growth increases/(decreases by 0.5%), the defined benefit plan obligations would increase by Rs. 22.98 Lacs (decrease by Rs.21.11 Lacs) as at 31st March 2022.

The sensitivity analysis presented about may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

30 SEGMENT DISCLOSURE

Based on Business risk & synergies there is only one reportable segment hence segment reporting is not given, however geographical distribution of revenue is as under:-

Particulars	(Rs. In Lacs)	
	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021
Domestic Revenue #	2,581.20	3,094.84
Export Revenue:		
USA##	2,232.94	703.93
Europe##	5,919.51	6,241.14
Australia	61.37	26.06
Asia	232.06	215.85
Total	11,027.08	10,281.82

Includes sales of Miscellaneous Items amounting to Rs.28.91 Lacs (previous year Rs.22.67 Lacs) shown under - Note No. -20 (b)(iv)

31 PAYMENT TO AUDITORS

a) Statutory Audit	12.50	12.50
b) Tax Audit	4.00	4.00
c) Certification & other services	5.10	5.10
d) For Reimbursement of Expenses	0.47	0.40
Total	22.07	22.00

32 CONTINGENT LIABILITIES AND COMMITMENTS

Particulars	(Rs. In Lacs)	
	As At 31.03.2022	As At 31.03.2021
A Contingent Liabilities		
Claims against the company not acknowledged as debt :-		
(i) Demand raised by Customs & Central Excise Department which are contested by the company (Including interest & Net of Demand Deposits).	526.96	526.96
ii) Guarantees Issued by the Bank(Net of Margin)	51.31	100.64
iii) Letters of Credit (Unexpired) issued by Banks (Net of Margin)	1,651.93	
iv) Retrospective Payout for Payment of Bonus for the Financial Year 2014-15 has not been provided for in the Books of Accounts based on the matter being contested by third parties and/ or stay granted by various High Courts of India in respect of this matter.	39.28	39.28
Total (A)	2,269.48	666.88
B Commitments		
Estimated amount of contracts remaining to be executed on capital account (Net of Advances) and not provided for in the Books of Accounts.	2,717.18	1,744.89
Total (B)	2,717.18	1,744.89

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

33 RELATED PARTY TRANSACTION

Following disclosures are made, as per the definition of Related Parties defined in Indian Accounting Standard–24 " Related Party Disclosures " and Section 2(76) of the Companies Act,2013.

(A) List of Related Parties

i) Enterprise for which Reporting Enterprise is an Associate:

Uflex Limited

ii) Chairman,Key Management Personnel and their Relatives:

- 1 Mr. Ashok Chaturvedi
- 2 Mr. Rahul Razdan, Whole-time Director, w.e.f 24.08.2021 (and his relatives)
- 3 Mr. M.M. Varshney, Whole-time Director (and his relatives) (till 05.05.2022)
- 4 Mr. Rajesh Dheer, Company Secretary (and his relatives)
- 5 Mr. Naval Duseja ,Chief Financial Officer (and his relatives)
- 6 Ashok Kumar Chaturvedi (HUF)
- 7 Mrs. Rashmi Chaturvedi
- 8 Mr. Anantshree Chaturvedi
- 9 Mr. Apoorvshree Chaturvedi
- 10 Ms. Anshika Chaturvedi

iii) Other Related Enterprises

- 1 Ultimate Flexipack Ltd.
- 2 AKC Retailers Pvt. Ltd
- 3 Anshika Investments Pvt. Ltd.
- 4 Anant Overseas Pvt. Ltd.
- 5 Apoorva Extrusion Pvt. Ltd.
- 6 Anshika Consultants Pvt. Ltd.
- 7 A.R.Leasing Pvt. Ltd.
- 8 A.R.Infrastructures & Projects Pvt. Ltd.
- 9 AC Infrastructures Pvt.Ltd.
- 10 Cinflex Infotech Pvt. Ltd.
- 11 Flex International Pvt. Ltd.
- 12 Ultimate Infratech Pvt. Ltd.
- 13 Modern Info Technology Pvt. Ltd
- 14 Magic Consultants Pvt. Ltd.
- 15 A.L. Consultants Pvt. Ltd
- 16 Ultimate Prepress LLP
- 17 Naveli Collections Pvt. Ltd. (till 21.12.2021)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

(B) Transactions with Related Parties		(Rs. In Lacs)		
Nature of Transaction		Enterprise for which Reporting Enterprise is an Associate	Chairman, Key Management Personnel and their Relatives as referred to in A(ii)	Other Related Enterprises as referred to in A(iii)
i)	Purchase of Packing Material/Others	53.28 (53.62)	-	-
ii)	Purchase of fixed assets	2.00	-	-
iii)	Loan Taken	3,000.00	-	3,440.00
iv)	Refund of Loan	1,500.00	-	3,440.00
v)	Interest Paid	73.56	-	35.54
vi)	Recovery of Loan Given	-	-	-
vii)	Interest Received	(100.00)	-	-
viii)	Leases Rent	10.62 (10.62)	-	-
ix)	Dividend Paid	58.70 (44.03)	0.54 (0.41)	15.08 (11.30)
x)	Reimbursement of Expenses	-	0.90 (0.90)	-
xi)	Remuneration	-	185.56 (109.19)	-
xii)	Sitting Fees	-	1.75 (1.00)	-
xiii)	Sales of (MEIS) Licence	- (71.91)	-	-
Balance Outstanding at the end of the year				
	Credit	1,554.76	2.19	-
	Debit	-	(6.80)	-
Outstanding Guarantee against Term Loans and working capital facilities			12,375.77 (1,538.37)	-

Note: Previous year's figures have been given in brackets.

34 Information in respect of CSR Expenditure required to be spent by the Company		(Rs. In Lacs)	
Particulars	For the Year Ended 31.03.2022	For the Year Ended 31.03.2021	
i)	Gross Amount required to be spent by the Company	21.96	18.67
ii)	Amount spent during the year on :		
a)	Construction / acquisition of any asset	-	-
b)	On purpose other than (i) above	22.00	18.75
iii)	Shortfall at the end of the year	-	-
iv)	Total of previous years shortfall	-	-
v)	Reason for shortfall	NA	NA
vi)	Nature of CSR activities	Dental education & health care	Environment sustainability
iii)	Amount payable as at Year End	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

- 35 In the opinion of the board and to the best of their knowledge, value of realisation of assets, other than property, plant & equipment in the ordinary course of the business, would not be less than the amount at which they are stated in the balance sheet.
- 36 Balances of some of the parties are subject to reconciliation & confirmations.
- 37 The Board of Directors of the company has recommended a final dividend of Rs. 1.00 (Previous Year Rs.1.00) per share aggregating to Rs. 124.50 Lacs (Previous Year Rs.124.50 Lacs) for the Financial Year ended 31st March 2022 subject to the approval of the shareholder in their ensuing Annual General Meeting.
- 38 The Previous year's figures have been regrouped and reclassified wherever necessary.
- 39 Impact of Covid-19 Pandemic

The Covid-19 pandemic has impacted the businesses around the world, including India. In response, Governments in several countries have imposed stringent lockdown in a bid to contain the spread of the disease and businesses worldwide have restricted access to public facing institutions, those deemed non-essential. These closures have led to significant, adverse changes in macroeconomic conditions – constraints on supply chain, sourcing of inputs and workforce availability. However the Company has not been materially impacted by the coronavirus as of now. Since Company's business falls within the category of manufacturing of essential commodities, therefore company has not seen any material impacts on its business activities for the financial year under report. However the extent to which the coronavirus will have additional impacts on the Company's business activities will depend on future developments, which are highly uncertain and can't be predicted. However, the company will continue to monitor any material changes to future economic conditions.

40 Financial Instruments

Financial Instruments by category:

The carrying value and fair value of financial instruments by categories as of March, 31 2022 & as of March,31 2021 were as follows:

		(Rs in Lacs)				
Particulars		Amortised Cost	Financial assets / liabilities at fair value through Profit or Loss	Financial assets / liabilities at fair value through OCI	Total Carrying Value	Total fair value
Assets						
Cash and cash equivalents	CY	1564.07	-	-	1564.07	1564.07
(refer note no 9 & 10)	PY	1269.54			1269.54	1269.54
Trade Receivables	CY	2720.77	-	-	2720.77	2720.77
(refer note no 8)	PY	2565.06			2565.06	2565.06
Loans	CY	5.13	-	-	5.13	5.13
(refer note no 3A and 3B)	PY	9.80			9.80	9.80
Other financial assets	CY	218.42	-	-	218.42	218.42
(refer note no 4 A and 4B)	PY	228.96			228.96	228.96
Total	CY	4508.39	-	-	4508.39	4508.39
	PY	4073.36	-	-	4073.36	4073.36
Liabilities						
Trade payables	CY	1050.30	-	-	1050.30	1050.30
(refer note no 16)	PY	724.14	-	-	724.14	724.14
Other financial liabilities	CY	786.27	-	-	786.27	786.27
(refer note no 17)	PY	95.76	-	-	95.76	95.76
Borrowings	CY	14870.07			14870.07	14870.07
(refer note no 13A and 13B)	PY	1538.37			1538.37	1538.37
Total	CY	16706.64	-	-	16706.64	16706.64
	PY	2,358.27	-	-	2,358.27	2,358.27

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

Financial Risk Management :

In the course of business, amongst others, the Company is exposed to several financial risks such as Credit Risk, Liquidity Risk, Interest Rate Risk, Exchange Risk & Commodity Price Risk. These risks may be caused by the internal and external factors resulting into impairment of the assets of the Company causing adverse influence on the achievement of Company's strategies, operational and financial objectives, earning capacity and financial position.

The Company has formulated an appropriate policy and established a risk management framework which encompass the following process.

- identify the major financial risks which may cause financial losses to the company
- assess the probability of occurrence and severity of financial losses
- mitigate and control them by formulation of appropriate policies, strategies, structures, systems and procedures
- monitor and review periodically the adherence, adequacy and efficacy of the financial risk management system.

The Company enterprise risk management system is monitored and reviewed at all levels of management, Internal Auditors, Statutory Auditors, Audit Committee and the Board of Directors from time to time.

Credit Risk:

Credit Risk refers to the risks that arise on default by the counter party on its contractual obligation resulting into financial loss to the company. The company may carry this Risk on Trade and other receivables, liquid assets and some of the non current financial assets.

In case of Trade receivables, the company has framed appropriate policy for extending credits period & limit to each customer based on their profile, financial position and their external rating etc. The collections of trade dues are strictly monitored . In case of Export customers, even credit guarantee insurance is also obtained.

Company's exposure to Credit Risk is also influenced by the concentration of risk from top five customers. The details in respect of the % of sales generated from the top customer and top five customers are given hereunder.

Particulars	Current Year	Previous Year
Revenue from Top Customer	31%	36%
Revenue from Top Five Customers	69%	66%

The credit risk on cash, cash equivalent and fixed deposit are insignificant as counter parties are public sector banks. The non current financial assets include security deposit with Govt. body, hence no associated credit risk

Liquidity Risk

Liquidity Risk arises when the company is unable to meet its short term financial obligations as and when they fall due.

The company maintains adequate liquidity in the system so as to meet its all financial liabilities timely. In addition to this, the company's overall financial position is very strong so as to meet any eventuality of liquidity tightness.

Contractual maturities of financial liabilities are given as under:

Particulars	(Rs in Lacs)		
	As at 31st March 2022	Due within 12 months from Balance Sheet Date	Due beyond 12 months of Balance Sheet Date
Borrowings	14,870.07	4,263.35	10,606.72
Trade payables	1,050.30	1,050.30	-
Other Financial Liability	786.27	786.27	-
Other Liabilities	399.98	399.98	-
Current Tax Liability	208.98	208.98	-

Interest Rate Risk

Generally market linked financial instruments are subject to interest rate risk. The company does not have any marked linked financial instrument both on the asset or liability side. Hence no interest rate risk.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

In case of the borrowings by the company, the company is subject to interest rate risk on account of any fluctuation in the base rate fixed by the banks. Every fluctuation in the base rate of the bank either on the higher or lower side will result into financial loss or gain to the company

The amount which is subject to the change in the interest rate is of Rs.12318.06 Lacs out of the total debt of Rs.14870.07 Lacs

Based on the structure of debt as at year end, a one percentage point increase in the debt would cause an additional expense in the net financing cost of Rs. 123.18 Lacs.

Foreign Exchange Risk :

The company is exposed to the foreign currency risk from transactions. Transactional exposures are arising from the transactions entered into foreign currency. Management keeps a close watch of the maturity of the financial assets in foreign currency and payment obligations of the financial liabilities.

The company imported goods for insignificant amounts on trade account. Approximately 77.72% of revenue were earned in foreign currency due to nature of business being exports. In a way, Company is a net foreign exchange earner.

The Company did not undertake hedging to cover exchange risk and kept its foreign exchange exposure open mainly due to its supplies to customers overseas which were on Credit and it resorted to discounting of such supply bills with its bankers. In this situation, the Exchange rate was crystallised on the date of discounting & did not remain open ended till the date of realization of Export proceeds. This measure also mitigated the Exchange Rate Risk.

Based on one percentage point variations in the exchange rate, the profit for the year based on the foreign currency transaction entered during the period will be effected by 6.79%.

Commodity Price Risk :

Raw materials which company procures from the open market are agricultural products, production of which is directly effected by weather conditions and pricing is linked to the prevailing demand & supply conditions of the products. Company mitigate this risk by bulk buying during season for off season use.

The company has been operating in a global competitive environment due to its dependence mainly on Exports. The competition has been becoming more fierce and it has been subject to major competition from other Asian Countries largely China which has been causing pressure on the product prices & volumes resulting into drop in the selling prices and profit margins.

In order to combat this situation, the Company formulated manifold plans and strategies to develop new customers, focus on newer product developments to increase its product portfolio and also accelerate its efforts to develop domestic market for its products. In addition to this, it has also been focusing on improvement in products quality and productivity of operations. With these measures, company expects to counter the commodity price risk.

Risk Management Strategy Related to Biological Assets

Regulatory and Environmental Risks

The Company is subject to laws and regulations in the locations in which it operates. The company has established environmental policies and procedures aimed at compliance with local environmental and other laws.

Supply and Demand Risk

The Company is exposed to risks arising from fluctuations in the price and sales volume of its product i.e. Fresh Mushroom. Management performs regular industry trend analysis to project harvest volumes and pricing. Where possible, the company manages this risk by aligning its harvest volumes to market supply and demand.

Climate and other Risks

The company's biological asset is exposed to the risk of damage from climatic changes, diseases and other natural forces. The company has extensive processes in place aimed at monitoring and mitigating these risks, including growing under controlled conditions.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

41 Disclosures for Leases as per Ind AS -116 on "Leases"

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

S. No.	Particulars	Note No	As at 31.03.2022	As at 31.03.2021
(i)	Depreciation Charge on Right to Use Assets		-	-
(ii)	Interest Expense on Lease Liabilities		-	-
(iii)	Short Term Leases	26 & 27	11.40	12.61
(iv)	Low value leases		-	-
(v)	variable Lease payments		-	-
(vi)	Total Cash outflow on Right on Use Assets		-	-
(vii)	Additions to Right to use Assets		-	-
(viii)	Carrying amount of Right to Use Assets		-	-

42 Additional Regulatory Information

(i) Capital-Work-in progress (CWIP)

a) Capital-Work in Progress ageing Schedule

(Rs in Lacs)
As At 31.03.2022

CWIP	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in Progress					
(i) Krishnagiri (Tamilnadu)	11,847.56	0.83	6.14	-	11,854.53
(ii) Dehradun (Uttarakhand)	509.50	-	-	-	509.50
Projects temporarily suspended					
(i) Krishnagiri (Tamilnadu)	-	-	-	-	-
(ii) Dehradun (Uttarakhand)	-	-	-	-	-
Total	12,357.06	0.83	6.14	-	12,364.03

b) There is no Capital-Work in Progress whose Completion is Overdue or has exceeded its cost compared to its original plan.

(ii) The Company has filed all quarterly returns with banks and all of these statements are in agreement with books of accounts.

(iii) Disclosure of Ratios:

Following disclosures are made in relation to the Ratios to be disclosed as per Schedule-III

			(Rs.in lacs except for Ratio)		% Change During the Year
			Current Year	Previous Year	
(i) Current Ratio	[a/b]	# Refer Note below	1.09	1.95	-44.1%
Current Assets	a		7819.20	6665.88	
Current Liabilities	b		7162.35	3409.70	
(ii) Debt-Equity Ratio	[a/b]	# Refer Note below	1.31	0.15	773.3%
Total Borrowings	a		14870.07	1538.37	
Shareholder's Fund	b		11386.51	10593.22	
(iii) Debt Service Coverage Ratio	[a/b]	# Refer Note below	10.68	7.09	50.6%
Earnings available for Debt Services (EBITDA)	a		1804.04	2129.12	
Debt Obligations :					
Instalments			122.70	247.50	
Interest Expense			46.20	52.72	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022

			(Rs.in lacs except for Ratio)		% Change During the Year
			Current Year	Previous Year	
	Total Debt Service	b	168.90	300.22	
(iv)	Return on Equity	[a/b] ## Refer Note below	8.3%	12.0%	-30.6%
	Profit after Tax	a	911.61	1199.51	
	Opening Shareholders Fund	b(i)	10593.22	9467.44	
	Closing Shareholders Fund	b(ii)	11386.51	10593.22	
	Average Shareholders Fund	b ((i+ii)/2)	10989.87	10030.33	
(v)	Inventory Turnover Ratio	[a/b]	1.36	1.17	16.2%
	Cost of Goods Sold	a	2745.31	2631.03	
	Opening Inventory	b(i)	2053.84	2453.30	
	Closing Inventory	b(ii)	1993.86	2053.84	
	Average Inventory	b ((i+ii)/2)	2023.85	2253.57	
(vi)	Trade Receivables Turnover Ratio	[a/b] ### Refer Note below	4.11	5.55	-25.9%
	Revenue from Sale of Goods & Services	a	10867.46	10056.84	
	Average Trade Receivable	b	2642.92	1810.59	
(vii)	Trade Payables Turnover Ratio	[a/b]	3.04	2.78	9.4%
	Purchases	a	2696.14	2216.86	
	Average Trade Payables	b	887.22	798.56	
(viii)	Net Capital Turnover Ratio	[a/b] # Refer Note below	16.54	3.09	435.3%
	Revenue from Sale of Goods & Services	a	10867.46	10056.84	
	Working Capital	b	656.85	3256.18	
(ix)	Net Profit Ratio	[a/b] ## Refer Note below	8.39%	11.93%	-29.7%
	Profit for the Year	a	911.61	1199.51	
	Revenue from Sale of Goods & Services	b	10867.46	10056.84	
(x)	Return on Capital Employed	[a/b] # Refer Note below	4.79%	12.52%	-61.7%
	Earning before Interest & Tax	a	1286.25	1593.85	
	Capital Employed	b	26828.64	12726.71	
(xi)	Return on Investment		-	-	
(a)	From Quoted Equity Instruments	[a/b]	-	-	N.A
	Dividend Income	a	-	-	
	Average Investment in Quoted Equity Instruments	b	-	-	
(b)	From Unquoted Investments	[a/b]	-	-	N.A
	Investment Income (including Capital Gain / (Loss))	a	-	-	
	Average Unquoted Investments	b	-	-	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2022**Note:**

- # The significant Change in these ratios are due to the additional borrowings raised by the Company during the year for its Expansion Project at Kirishnagiri, Tamilnadu. The operation of this plant will commence in FY 22-23.
- ## Change is due to adverse foreign currency fluctuation and decrease in the production of fresh mushroom due to unfavorable climatic conditions during the F.Y.
- ### Change is due to increase in Export sales during the F.Y.
- (iv) No proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transaction (Prohibition) Act, 1988 (43 of 1988) and the rules made thereunder.
- (v) As per information available with the Management, the Company does not have any transaction with companies struck off under Section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- (vi) No funds have been received by the Company from any person(s) or entity(ies), including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other person(s) or entity(ies) identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (vii) There was no charge or satisfaction, which is yet to be registered with concerned Registrar of Companies, beyond the period permitted under the Companies Act, 2013.
- (viii) The Company has not been declared as wilful defaulter by any bank or financial institution or other lender.
- (ix) There's no transaction which has not been recorded in the books of accounts and disclosed or surrendered as income during the year in the tax assessments under the Income Tax Act, 1961.
- (x) The Company is in compliance with the regulation as to the number of layers of companies prescribed under clause (87) of section 2 of the Companies Act, 2013 read with Companies (Restoration on number of Layers) Rules, 2014.
- (xi) The Company has not traded or invested in Crypto Currency or Virtual Currency during the financial year.
- (xii) No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Note : Signatories to Notes 1 to 42

For and on behalf of the Board of Directors

Ashok Chaturvedi
Chairman
DIN -00023452

Rahul Razdan
Whole Time Director
DIN - 09290572

For MJMJ & Associates LLP
Chartered Accountants
Firm Registration No 027706N/C400013

Rajesh Dheer
Company Secretary

Naval Duseja
Chief Financial Officer

Megha Jain
Partner
Membership No. 415389

Place : Noida
Dated : 26th May, 2022



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