

## ANNEXURE –‘C’ REPORT ON CORPORATE GOVERNANCE

### CORPORATE GOVERNANCE

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

#### 1. COMPANY’S PHILOSOPHY ON CODE OF GOVERNANCE

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

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

#### 2. BOARD OF DIRECTORS

##### a) Composition & Category of the Board (As on March 31, 2021)

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

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

Sl. No.	Name of Director	Designation	Category
1.	Shri Ashok Chaturvedi DIN : 00023452	Chairman & Managing Director	Promoter/Executive Chairman
2.	Shri Jagmohan Mongia (^) DIN : 09051022	Whole-time Director	Executive Director
3.	Shri Achintya Karati DIN : 00024412	Director	Independent, Non-Executive
4.	Shri Alok Sabharwal(@) DIN : 02144568	Director	Non-Executive, Nominee Director - IFCI Limited ( Lender)
5.	Shri Tara Sankar Bhattacharya DIN : 00157305	Director	Independent, Non-Executive
6.	Smt. Indu Liberhan DIN : 03341420	Director	Independent, Non-Executive
7.	Shri Arvind Mahajan DIN : 02410540	Director	Independent, Non-Executive
8.	Shri Pradeep Narendra Poddar DIN : 00025199	Director	Independent, Non-Executive

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

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

**Note:**

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

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

**b) Board Meetings and Attendance Record of each Director**

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

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

**(i) Four Board Meetings were held during the financial year 2020-2021. Attendance of each Director at the Meeting of the Board of Directors and the Last Annual General Meeting is as follows:**

Sl. No.	Name of the Director	Attendance Particulars	
		Board Meetings	Last AGM
1.	Shri Ashok Chaturvedi	4	No
2.	Shri Jagmohan Mongia (^)	1	No
3.	Shri Amitava Ray (#)	3	Yes
4.	Shri Achintya Karati	4	Yes
5.	Shri Anish Babu Venugopal (\$)	1	Yes
6.	Shri Alok Sabharwal (@)	1	No
7.	Shri Tara Sankar Bhattacharya	4	No
8.	Smt. Indu Liberhan	4	Yes
9.	Shri Arvind Mahajan	4	No
10.	Shri Pradeep Narendra Poddar	4	No

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

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

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

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

Note: *Due to the exceptional circumstances caused by the COVID-19 pandemic and consequent relaxations granted by MCA and SEBI, some of the members, attended the Board Meetings, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), during the FY 2020-21. Last AGM was held through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).*

**(ii) Directorships and Committee Memberships/Chairmanships in other Public Limited Companies / the names of the Listed Entities where the Person is a Director and the Category of Directorship as on 31<sup>st</sup> March, 2021**

Name of the Director	No. of other Directorship and Committee Membership / Chairpersonship			Names of the other Listed Entities where the person is a director and the category of directorship
	Other Directorship (in Public Co.)	No of Member-ship(s) of Board Committees in other Companies (*)	No. of Chairmanship(s) of Board Committees in other Companies (*)	
Shri Ashok Chaturvedi	1	--	--	1) Flex Foods Limited, (Non-Executive Chairman)
Shri Jagmohan Mongia (^)	--	--	--	--
Shri Achintya Karati	5	6	0	1) J. K. Cement Limited, (Independent , Non-Executive) 2) Jay Bharat Maruti Limited, (Independent , Non-Executive) 3) Delton Cables Limited, (Independent , Non-Executive) 4) Sangam (India) Limited, (Independent , Non-Executive)

Name of the Director	No. of other Directorship and Committee Membership / Chairpersonship			Names of the other Listed Entities where the person is a director and the category of directorship
	Other Directorship (in Public Co.)	No of Member-ship(s) of Board Committees in other Companies (*)	No. of Chairmanship(s) of Board Committees in other Companies (*)	
Shri Alok Sabharwal (@)	--	--	--	--
Shri Tara Sankar Bhattacharya	3	3	--	1) Surya Roshni Limited, (Independent , Non-Executive) 2) Nandan Denim Limited, (Independent , Non-Executive)
Smt. Indu Liberhan	1	1	1	1) Flex Foods Limited (Independent , Non-Executive)
Shri Arvind Mahajan	--	--	--	--
Shri Pradeep Narendra Poddar	3	2	2	1) Welspun India Limited, (Independent , Non-Executive) 2) Polycab India Limited (Independent , Non-Executive)

(\*) In accordance with the Listing Regulations, Membership and Chairpersonship of the Audit Committee and Stakeholders' Relationship Committee alone in all Public Limited Companies whether Listed or not (excluding UFLEX Limited) have been considered. Further, every Director has informed the Company about the Committee positions he / she occupies in other Companies as on 1<sup>st</sup> April, 2021. Further, No. of Membership of Board Committees in other Companies is inclusive of Chairmanship(s) if any held by the respective Director(s).

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

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

Note:

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

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

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

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

As on 31<sup>st</sup> March, 2021, none of the Non-Executive Directors of the Company held shares and convertible instruments of the Company.

**e) Board Procedure**

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

**f) Information supplied to the Board**

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

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

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

The Company is a leading Indian multinational engaged in manufacturing, sale and export of flexible packaging products across the globe, therefore requires skills / expertise not only in flexible packaging business, but also in areas such as finance, banking, quality, operations, research & development, marketing and logistics.

Shri Ashok Chaturvedi, Company's Chairman & Managing Director is the Chief Promoter of UFLEX Group of Companies, who had set up the business himself being the first generation entrepreneur and has in depth knowledge in flexible packaging business of the company. Mr. Ashok Chaturvedi, conferred with Award of 'Father of Flexible Packaging' at 1st Global Conference on Plastic & Packaging 2019.

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

Sl. No.	Name of Director(s)	Skills / expertise / competence
1	Shri Ashok Chaturvedi	Leadership, Business Strategy, Industry Experience specially in Flexible Packaging Industry, Sales & Marketing, Strategic Planning, Product Innovation, etc.
2	Shri Jagmohan Mongia (^)	Operations, Sales & Marketing, Financial Management & Accounting, Research & Development (R&D), etc.
3	Shri Amitava Ray (#)	Business Strategy & Operations, Industry Experience, etc.
4	Shri Achintya Karati	Finance Management, Banking, Legal, Taxation and Capital Markets, Regulatory Affairs, etc.
5	Shri Anish Babu Venugopal (\$)	Finance Management, Credit Risk Management and NPA Resolution, Credit Appraisal & Monitoring, etc.
6	Shri Alok Sabharwal (@)	Finance Management, Credit, Merchant Banking, NPA Resolution, Corporate Advisory, etc.
7	Shri Tara Sankar Bhattacharya	Debt & Restructuring Advisory, Banking, etc.
8.	Smt. Indu Liberhan	Finance Management, Banking, Taxation and Capital Markets, Corporate Governance, etc.
9.	Shri Arvind Mahajan	Finance Management, Law, Sales, Marketing, Administration, Research, Corporate Governance, Technical operations, etc.
10.	Shri Pradeep Narendra Poddar	Strategic Planning, Business Operations, Industry Experience, Risk Management, Consumer insights & Supply Chain Management & Branding

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

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

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

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

**h) Compliance reports of all laws applicable to the Company**

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

**i) Compensation or Profit Sharing**

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

**j) Independent Directors**

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

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

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

#### Separate Meetings of Independent Directors

As stipulated the Code of Conduct for Independent Directors under the Companies Act, 2013 and the Listing Regulations, a separate Meeting of the Independent Directors of the Company was held on 11<sup>th</sup> February, 2021 to review the performance of Non-Independent Directors (including the Chairman) and the Board as whole. The Independent Directors also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Boards which is necessary to effectively and reasonably perform and discharge their duties.

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

#### k) Familiarization Programme for Independent Directors

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

Further the company has familiarization programme for Independent Directors with regard to their roles, rights, responsibilities in the Company nature of the industry in which the Company operates, the business model of the Company etc. The details of familiarization programme imparted to the Independent directors during the year are available on the website of the Company (weblink : [https://www.uflexltd.com/pdf/Policies/UFlex\\_FP-Independent-Directors\\_20-21.pdf](https://www.uflexltd.com/pdf/Policies/UFlex_FP-Independent-Directors_20-21.pdf))

### 3. AUDIT COMMITTEE

Presently, the Audit Committee comprises of Five Members from the Board of Directors viz., Smt. Indu Liberhan, Shri Jagmohan Mongia, Shri Achintya Karati, Shri Tara Sankar Bhattacharya & Shri Pradeep Narendra Poddar. All the Members of the Audit Committee are Non-Executive and Independent Directors except Shri Jagmohan Mongia (Executive, Whole-time Director). Shri Jagmohan Mongia is appointed as the Member of the Audit Committee w.e.f. 11<sup>th</sup> February, 2021 in place of Shri Amitava Ray. Smt. Indu Liberhan is the Chairperson of the Audit Committee. Majority of the members of Audit Committee have accounting and financial management expertise. The Company Secretary of the Company acts as the Secretary to the Audit Committee.

Smt. Indu Liberhan (Chairperson of Audit Committee) was present in the last Annual General Meeting held on 17<sup>th</sup> September, 2020.

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

**Details of Meetings and Attendance**

During the year, the Audit Committee had met four times on 30.06.2020, 18.08.2020, 11.11.2020 & 11.02.2021. The attendance of each Committee members is as under:

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

**Note :**

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

Due to the exceptional circumstances caused by the COVID-19 pandemic and consequent relaxations granted by MCA and SEBI, some of the members, attended the Audit Committee Meetings, through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), during the FY 2020-21.

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

**4. NOMINATION AND REMUNERATION COMMITTEE**

**Terms of Reference**

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

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

**Composition and details of Meetings**

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

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

**Performance Evaluation for Independent Director**

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

**5. REMUNERATION OF DIRECTORS**

Details of Remuneration paid to Managing/Whole-time Directors for the year ended 31.03.2021 are given below:

(Rs. In Lacs)

Name	Sitting Fee	Salaries, Allowances and Employer's Contribution to PF	Perquisites	Commission	Total	Date of Appointment/ Re-Appointment	Service Term
Shri Ashok Chaturvedi (Chairman & Managing Director)	--	833.94	26.33	1135.00	1995.27	1 <sup>st</sup> February, 2019	5 Years
Shri Amitava Ray (Whole-time Director) (#)	--	117.12	13.46	--	130.58	2 <sup>nd</sup> February, 2016	5 Years
Shri Jagmohan Mongia (Whole-time Director) (^)	--	22.45	0.01	--	22.46	11 <sup>th</sup> February, 2021	5 Years

**Note:**

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

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

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

The company does not have any stock option scheme.

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

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

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

(Amount in Rs.)

Sl. No.	Name of Directors	Board Meetings	Committee Meetings*	Total
1.	Shri Achintya Karati	2,00,000	8,00,000	10,00,000
2.	Shri Alok Sabharwal Nominee- IFCI Limited (@)	50,000	--	50,000
3.	Shri Anish Babu Venugopal Nominee – IFCI Limited (\$)	50,000	--	50,000
4.	Shri Tara Sankar Bhattacharya	2,00,000	2,50,000	4,50,000
5.	Smt. Indu Liberhan	2,00,000	5,00,000	7,00,000
6.	Shri Arvind Mahajan	2,00,000	1,00,000	3,00,000
7.	Shri Pradeep Narendra Poddar	2,00,000	2,50,000	4,50,000

**Note:**

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

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

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

## 6. STAKEHOLDERS' RELATIONSHIP COMMITTEE

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

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

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

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

The total numbers of complaints received and resolved during the year under review were Nil Outstanding complaints as on 31.03.2021 were Nil. There were no valid share transfers pending for registration for more than 10 days as on the said date.

Shri Ajay Krishna, Sr. Vice President (Legal) & Company Secretary acts as Compliance Officer and Secretary to the Committee.

### Prohibition of Insider Trading

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

## 7. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

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

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

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

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

## 8. SUBSIDIARY COMPANIES

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

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



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

**9. GENERAL BODY MEETINGS**

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

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

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

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

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

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

(iii) **Procedure for Postal Ballot**

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

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

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

**10. MEANS OF COMMUNICATION**

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

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

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

**- NSE Electronic Application Processing System (NEAPS):**

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

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

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

**11. CEO/CFO CERTIFICATIONS**

The Chairman & Managing Director and the Chief Financial Officer of the Company have given annual certification on financial reporting and internal controls to the Board in terms of the Listing Regulations at its meeting held on 29<sup>th</sup> June, 2021.

**12. GENERAL SHAREHOLDERS INFORMATION**

**(a) Annual General Meeting to be held on:**

Date : 27<sup>th</sup> September, 2021  
 Day : Monday  
 Time : 3:00 PM  
 Venue : Annual General Meeting through Video Conferencing/ Other Audio Visual Means (VC/OAVM facility)

[Deemed Venue for Meeting: Registered Office: 305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash – I, New Delhi – 110 048]

**(b) Tentative Financial Calendar**

- Results for quarter ending 30.06.2021 : By mid of August, 2021
- Results for quarter ending 30.09.2021 : By mid of November, 2021
- Results for quarter ending 31.12.2021 : By mid of February, 2022
- Results for year ending 31.03.2022 : By 30th May, 2022

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

**(c) Book Closure date**

11<sup>th</sup> September, 2021 to 27<sup>th</sup> September, 2021 (both days inclusive)

**(d) Dividend payment date**

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

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

The equity shares are listed on the following Stock Exchanges:

1. BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001

2. National Stock Exchange of India Limited, Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051

Note: Annual Listing fees for the year 2021-2022 have been duly paid to the above Stock Exchanges.

**(f) Stock Code - (Equity shares)**

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

Trading symbol – BSE Limited: 500148

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

**(h) Stock Market Price High-Low Data of the Company for the year 2020-2021:**

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

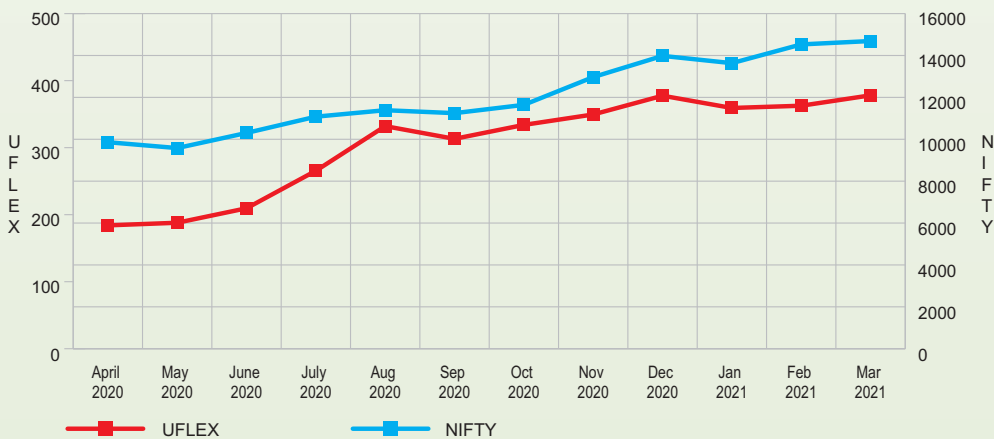
(Amount in Rs.)

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

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

Performance in comparison to NIFTY

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



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

**For shares held in physical form:**

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

Beetal Financial & Computer Services Pvt. Ltd.

(Unit : UFLEX Limited)

BEETAL House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre,

Near Dada Harsukh Dass Mandir, New Delhi – 110062

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

E-mail: beetal@beetalfinancial.com

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

**(k) Share Transfer System**

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

**(l) Distribution of Shareholding as on 31.03.2021**

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

**(m) Categories of Shareholders as on 31.03.2021**

Category	Category of Shareholder	Number of Shareholders	Total Number of Shares	As a percentage of (A+B+C)
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>			
(1)	Indian	11	31784239	44.02
(2)	Foreign	--	--	--
<b>Total Shareholding of Promoter and Promoter Group</b>		<b>11</b>	<b>31784239</b>	<b>44.02</b>
<b>(B)</b>	<b>Public Shareholding</b>			
(1)	Institutions	82	4886637	6.76
(2)	Non-Institutions	41831	35540610	49.22
<b>Total Public Shareholding</b>		<b>41913</b>	<b>40427247</b>	<b>55.98</b>
<b>(C)</b>	<b>Non Promoter-Non Public</b>			
(C1)	Shares underlying DRs	--	--	--
(C2)	Shares held by Employee Trusts	--	--	--
<b>Total (A+B+C)</b>		<b>41924</b>	<b>72211486</b>	<b>100.00</b>

**(n) Dematerialization of Shares and liquidity**

Nearly 99.43% of total equity share capital is held in dematerialized form upto 31.03.2021 with NSDL and CDSL. The shares of the Company are listed on BSE and NSE, which provide sufficient liquidity to the investors.

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

No ADRs / GDRs / Warrants or any Convertible Instruments have been issued by the Company during the year under review and there is no outstanding ADRs / GDRs / Warrants or any convertible instruments as on 31<sup>st</sup> March, 2021.

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

A section on the Risk Management is covered in detail under Management Discussion and Analysis Report forming part of Annual Report. The details of Commodity Price Risk and Foreign Currency Risk are discussed

in the Notes on the Financial Statements. However, Company has not undertaken any hedging activity during the year.

**(q) Plant Locations**

The Company has following Plant Locations in India:

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

**(r) Address for Correspondence**

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

Beetal Financial & Computer Services Private Limited (Unit: UFLEX Limited) BEETAL House, 3rd Floor, 99 Madangir Behind Local Shopping Centre Near Dada Harsukh Dass Mandir New Delhi – 110062 Tel. No. : 011- 29961281-83 Fax No. : 011- 29961284 E-mail: <a href="mailto:beetal@beetalfinancial.com">beetal@beetalfinancial.com</a>	UFLEX Limited 305, 3rd Floor, Bhanot Corner Pamposh Enclave, Greater Kailash-I New Delhi - 110048 Tel. No. : 011-26440917, 26440925 Fax No. : 011-26216922 E-mail : <a href="mailto:secretarial@uflexltd.com">secretarial@uflexltd.com</a>
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**(s) Credit Ratings**

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

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

**13. DISCLOSURES**

**a) Related Party Transactions**

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

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

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

**b) Whistle Blower Policy / Vigil Mechanism**

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

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

**c) Weblink where policy for determining "Material" subsidiaries**

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



**d) Accounting Treatment**

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

**e) Risk Management**

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

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

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

**g) Management Discussion and Analysis**

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

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

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

**i) Code of conduct**

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

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

**j) Review of Directors' Responsibility Statement**

The Board in its Report to the Members of the Company have confirmed that the Annual Accounts for the year ended March 31, 2021 have been prepared as per applicable Indian Accounting Standards (Ind AS) and policies and that sufficient care has been taken for maintaining adequate accounting records.

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

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

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

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

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

**p)** Disclosures in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been made elsewhere in the Director's Report.

**q) Details of utilization of funds raised through preferential allotment or qualified institutional placement (QIP) as specified under Regulation 32(7A)**

This Clause is not applicable to the Company as the Company not raised any fund through preferential allotment and / or QIP

**14. OTHER REQUIREMENT AS PER THE LISTING REGULATIONS**

**(i) The Board**

The Chairman of the Company is the Executive Chairman.

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

**(ii) Shareholders' Rights**

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

**(iii) Audit Qualifications**

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

**(iv) Business Responsibility Report ("BRR")**

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

**(v) Reporting of Internal Auditors**

The Internal Auditors directly report to the Audit Committee.

**15. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT**

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

Sl. No.	Particulars	Number of Shareholders	Total Number of equity shares held
1.	Aggregate number of shareholders and the outstanding shares in the unclaimed suspense account lying at the beginning of the year	39	2022
2.	Number of shareholders who approached the Company for transfer of shares from unclaimed suspense account during the year	--	--
3.	Number of shareholders to whom shares were transferred from unclaimed suspense account during the year	--	--
4.	Transferred to Investor Education and Protection Fund (IEPF) in accordance with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016	20	1293
5.	Aggregate number of shareholders and the outstanding shares in the unclaimed suspense account lying at the end of the year	19	729

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

**16. COMPLIANCE CERTIFICATE**

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

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