



Flexituff Ventures International Limited
C41-50, SEZ Sector-3
Pithampur – 454 775, Distt. Dhar (M.P.) India
Phone: 91-7292420200, 401681-82-83
Fax : 91-7292-401684
Email: mail@flexituff.com url: www.flexituff.com
CIN : L25202MP1993PLC034616

11th August, 2023

| | |
|--|--|
| To, The Manager (Listing Centre) BSE Limited 25 th Floor, P.J. Towers, Dalal Street, Mumbai-400 001 | To, The Manager - Corporate Compliance National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051 |
|--|--|

REF: Flexituff Ventures International Limited (ISIN - INE060J01017), BSE Code-533638, NSE Scrip- FLEXITUFF

Sub: Outcome of Board Meeting

Dear Sir/Madam,

Pursuant to Regulation 30 and 33 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we would like to inform you that the Board of Directors at their meeting held on Friday, 11th August, 2023, *inter alia*, have considered, approved and taken on record the following :-

1. Unaudited Standalone and Consolidated Financial Results for the quarter ended 30th June, 2023.
2. Limited Review Report on unaudited Standalone and Consolidated Financial Results for the quarter ended 30th June, 2023.

The financial results will be available on the websites of the Company and stock exchanges. The Board meeting commenced at 01:30 P.M. and concluded at 04: 10 P.M

This is for your information and needful.

Thanking you,

For Flexituff Ventures International Limited

**RISHABH
KUMAR
JAIN**

Digitally signed by RISHABH KUMAR JAIN
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Rishabh Kumar Jain
Company Secretary & Compliance Officer
[Membership No: F7271]

Limited Review Report on the unaudited standalone financial results of Flexituff Ventures International Limited for the quarter ended 30 June 2023 pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements), 2015 as amended

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

1. We have reviewed the accompanying statement of unaudited standalone financial results of Flexituff Ventures International Limited (hereinafter referred to as 'the Company') for the quarter ended 30 June 2023 ('the Statement'), attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('the Regulation').
2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 'Interim Financial Reporting', prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Basis for Qualified Conclusion

4. We draw attention to the following matters:
 - a) The Company has recognized deferred tax asset (net) of Rs 12,891.07 lakhs on its carried forward accumulated losses (including unabsorbed depreciation) and other temporary differences. In accordance with Ind AS 12 on Income Taxes, a deferred tax asset shall be recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilised. Due to the financial difficulties experienced by the Company as stated in Note 2 to the Statement and significant uncertainty stated in Note 3 to the Statement, we are unable to comment on the recoverability of deferred tax asset and consequential impact, if any, on the Statement. Had the Deferred tax asset not been created, the net loss and total comprehensive loss for the quarter ended 30 June 2023 would have been higher by Rs 12,891.07 lakhs and other equity as on that date would have been lower by the same amount. (Refer Note 4 forming part of the Statement).



- b) The Company's Cash Generating Unit ("CGU") viz. Kashipur cluster, has a carrying value of Rs. 28,993.91 lakhs as at 30 June 2023 comprising of tangible and intangible assets. The Company has performed an impairment assessment of the CGU as required under Ind AS 36 – Impairment of Assets. The Company is undergoing financial difficulties as stated in Note 2 to the Statement and there is significant uncertainty as cited in Note 3 to the Statement in respect of the Company's plan to monetize its assets, secure funding from the bankers / investors, restructure its liabilities and normalize its operations. We are unable to comment on the appropriateness of the assumptions for the projections used in the impairment assessment and consequential impairment provision, if any, to be made in the Statement with regard to the CGU.
- c) The Company has not provided for interest charge (including penal interest) amounting to Rs 532.24 lakhs, Rs 2,726.16 lakhs, Rs 2,030.70 lakhs, Rs 1,714.41 lakhs and Rs. 1,832.91 lakhs for the quarter ended 30 June 2023, for the year ended 31 March 2023, for the year ended 31 March 2022; for the year ended 31 March 2021 and for the year ended 31 March 2020 respectively on loans outstanding to certain lenders; this constitutes departure from the accrual basis of accounting stipulated under Ind AS 1 - Presentation of Financial Statements. Accordingly, interest due to lenders (gross of TDS deduction), the interest cost and loss for the quarter ended 30 June 2023, for the years ended 31 March 2023, 31 March 2022, 31 March 2021 and 31 March 2020 is understated by Rs 532.24 lakhs, Rs 2,726.16 lakhs, Rs 2,030.70 lakhs, Rs. 1,714.41 lakhs and 1,832.91 lakhs respectively. In the absence of sufficient appropriate review evidence, we are unable to comment upon the consequential impact, if any that may arise from this matter. (Refer Note 5 to the Statement).
5. We draw attention to Note 3 to the Statement which states that the Company has incurred net losses of Rs. 3,839.28 lakhs during the quarter ended 30 June 2023 and has a net current liability position of Rs. 58,665.97 lakhs as on that date and describes certain loans for which the Company is in default. Further, the Company's ability to meet its future obligations is dependent on restructuring of its loans. These conditions indicate significant doubt on the Company's ability to continue as going concern. The Company is in the process of executing an Inter Creditor Arrangement and proposing a resolution plan to the lenders. In view of the above, the Statement of the Company has been prepared on a going concern basis. Our conclusion on the Statement is not modified in respect of this matter.

Emphasis of Matters

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

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



7. Attention is drawn to the fact that the figures for the quarter ended 31 March 2023, as reported in the Statement, are the balancing figures between audited figures in respect of the full financial year ended 31 March 2023, and the published year to date figures up to the end of the third quarter of the said financial year.
8. Based on our review conducted as above, except for the effects of the matters described in the Basis for Qualified Conclusion section above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Regulation including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Mahesh C. Solanki & Co.

Chartered Accountants

ICAI Firm Registration No. 006228C

**Mahesh
Solanki**

Digitally signed by Mahesh Solanki
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Mahesh Solanki

Partner

Membership No.: 074991

UDIN: 23074991BGUWKZ4302



Place: Indore

Date: 11 August 2023

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

UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2023
(Rupees in lakhs, unless otherwise stated)

| Sr.No. | Particulars | Quarter Ended | | | Year Ended |
|-----------|---|-------------------|--------------------------------|-------------------|--------------------|
| | | 30 June 2023 | 31 Mar 2023 | 30 Jun 2022 | 31 Mar 2023 |
| | | (Unaudited) | (Unaudited) (Refer note 12) | (Unaudited) | (Audited) |
| 1 | Income | | | | |
| | Revenue from operations | 16,096.12 | 18,401.13 | 24,643.17 | 91,529.83 |
| | Other income | 193.20 | 239.10 | 458.17 | 1,417.61 |
| | Total income | 16,289.32 | 18,640.23 | 25,101.34 | 92,947.44 |
| 2 | Expenses | | | | |
| | (a) Cost of materials consumed | 10,774.19 | 11,568.81 | 15,622.65 | 53,311.01 |
| | (b) Purchase of stock-in-trade | 627.63 | 673.28 | 8.02 | 2,246.15 |
| | (c) Changes in stock of finished goods, work-in-progress and stock-in-trade | (1,516.95) | (1,351.29) | (1,485.54) | 1,478.48 |
| | (d) Employee benefits expense | 4,328.99 | 4,293.85 | 4,191.96 | 17,539.27 |
| | (e) Finance costs | 1,789.20 | 1,699.34 | 1,750.39 | 6,979.70 |
| | (f) Depreciation and amortisation expense | 1,524.61 | 1,614.15 | 1,778.17 | 6,825.13 |
| | (g) Other expenses | 4,187.15 | 5,469.40 | 4,546.65 | 18,917.74 |
| | Total expenses | 21,714.82 | 23,967.54 | 26,412.30 | 1,07,297.48 |
| 3 | (Loss) before tax (1-2) | (5,425.50) | (5,327.31) | (1,310.96) | (14,350.04) |
| 4 | Tax expense | | | | |
| | (a) Current tax | - | - | - | - |
| | (b) MAT charge of previous year | - | - | - | - |
| | Less: MAT credit entitlement of previous year | - | - | - | - |
| | (c) Income Tax charge for previous years | 8.92 | - | - | - |
| | (d) Deferred tax charge / (credit) | (1,595.14) | (3,183.22) | (295.38) | (3,899.77) |
| | Total tax charge / (credit) | (1,586.22) | (3,183.22) | (295.38) | (3,899.77) |
| 5 | (Loss) for the period / year (3-4) | (3,839.28) | (2,144.09) | (1,015.58) | (10,450.27) |
| 6 | Other comprehensive income / (loss) | | | | |
| | Items that will not be reclassified to profit or loss | | | | |
| | (a) Remeasurements of the net defined benefit plans | 2.35 | (9.25) | 6.22 | 9.42 |
| | (b) Tax relating to items that will not be reclassified to profit or loss | (0.73) | 2.89 | (1.94) | (2.94) |
| | Other comprehensive income / (loss) for the period / year | 1.62 | (6.36) | 4.28 | 6.48 |
| 7 | Total comprehensive (loss) for the period / year (5+6) | (3,837.66) | (2,150.45) | (1,011.30) | (10,443.79) |
| 8 | Paid-up equity share capital (Face value of Rs. 10/- each) | 2,688.28 | 2,688.28 | 2,488.28 | 2,688.28 |
| 9 | Other equity | | | | (6,879.64) |
| 10 | Earnings per share (of Rs 10/- each) (not annualised for the quarters) [in Rs.]: | | | | |
| | Basic & Diluted (Refer Note 10) | (14.28) | (8.61) | (4.08) | (41.96) |

For Flexituff Ventures International Limited

SAURA
BH
KALANI

Saurabh Kalani
Whole Time Director
(DIN: 00699380)
Place : Pithampur
Date: 11 August 2023



FLEXITUFF VENTURES INTERNATIONAL LIMITED

CIN – L25202MP1993PLC034616

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



NOTES TO UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2023

- 1) The unaudited standalone financial results which are published in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 11 August 2023. These unaudited standalone financial results have been prepared in accordance with recognition and measurement principles of Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder and the other accounting principles generally accepted in India

The Statutory Auditors have expressed a modified opinion on these results.

- 2) As on June 30, 2023 the Company has defaulted in repaying the principal and interest component of loan instalments amounting to Rs 3,808.34 lakhs and Rs. 2,568.95 lakhs respectively to financial institutions (The interest default cited here is net of TDS (as applicable).

As on June 30, 2023 the Company has defaulted in repaying the principal and interest component for FCCB issued to TPG Growth II SF Pte. Ltd. amounting to Rs 18,459.63 lakhs and Rs 7,455.18 lakhs respectively and also defaulted in redemption of FCCB from International Finance Corporation (IFC) amounting to Rs 7,383.85 lakhs. Interest accrued and payable to IFC amounts to Rs. 2,406.62 lakhs. The interest default cited here is net of TDS (as applicable) and before adjusting for the effects mentioned in Note 5 below.

The Company has devolved Letter of Credit issued by banks and such devolvement has resulted in over utilisation of cash credit facilities by Rs 18,908.30 lakhs (including interest) as on June 30, 2023, based on drawing power sanctioned by banks in May 2023.

- 3) The Company has incurred net losses of Rs 3,839.28 lakhs during the quarter ended June 30, 2023 and has a net current liability position of Rs 58,665.97 lakhs as on that date. Further, in respect of certain loan arrangements for which the amounts have fallen due as mentioned in Note 2 above; the Company is pursuing with its lenders for restructuring of loans through an Inter Creditor Agreement. Consequently, the Company's ability to meet its obligations is dependent on restructuring of loans. The Company will also require further financing to sustain its operations in the normal course of business for which the Company is also contemplating monetisation of certain assets. These events along with other conditions cast significant doubt on the ability of the Company to continue as a going concern. The Company is confident that such cash flows would enable it to service its debt and discharge its obligations. Accordingly, these results of the Company have been prepared on a going concern basis.
- 4) The Company is carrying deferred tax asset of Rs 12,891.07 lakhs (including MAT credit of Rs. 2,797.69 lakhs) as on June 30, 2023. Management is reasonably certain that the Company will earn sufficient taxable profit in future to utilise the Deferred Tax Asset and MAT credit within the time limit prescribed under the Income Tax Act, 1961. Accordingly, no adjustment is currently considered necessary by the management to the amount of deferred tax assets.
- 5) The Company is in the process of approaching TPG Growth II SF Pte. Ltd. and International Finance Corporation ("lenders") for one time settlement of its loan and envisages that the lenders shall forgo the interest charge (including penal interest) on its loans for the period April 1, 2019 to June 30, 2023.

Accordingly, the Company has not accrued interest amounting to Rs 532.24 lakhs, Rs 2,726.16 lakhs, Rs 2,030.70 lakhs, Rs.1,714.41 lakhs and Rs. 1,832.91 lakhs for the quarter ended June 30, 2023, for the year ended March 31, 2023, for the year ended March 31, 2022, for the year ended March 31, 2021 and for the year ended March 31, 2020 respectively. The aggregate interest not accrued for the period April 1, 2019 to June 30, 2023 amounts to Rs 8,836.43 lakhs.

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



FLEXITUFF VENTURES INTERNATIONAL LIMITED

CIN – L25202MP1993PLC034616

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



NOTES TO UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2023

- 7) Claims amounting to Rs 1,499.22 lakhs of export incentives are receivable by the Company. The Company was getting export incentive under Merchandise Export from India Scheme and recognized export incentive receivable till 30 June 2020. Government of India has withdrawn this scheme with retrospective that is from 7 March 2019. FIBC manufacturer association (IFIBCA) has challenged retrospective withdrawal of incentive scheme by the Government before Hon'ble High Court, New Delhi. The Hon'ble High Court has issued interim order and final order is awaited in this regard. The Company is confident that final order of High Court will be issued in favour of manufacturers.
- 8) The Company is engaged in only one Segment viz. Technical Textile. As such there is no separate reportable segment as per Ind AS 108 'Operating Segments'.
- 9) The Company has made preferential allotment of 20,00,000 equity shares of Rs 10 each, fully paid at a premium of Rs 21.50 each share and 59,40,000 share warrants of Rs 31.50 each, Rs 8 paid per warrant during the year ended 31 March 2023.
- 10) The Company has incurred a loss for the quarter ended 30 June 2023 and accordingly, the effect of potential equity shares to be issued would be antidilutive.
- 11) Previous period's / year's figures have been re-grouped wherever necessary to correspond with the current period's figures.
- 12) The figures for the quarter ended March 31, 2023 are the balancing figures between audited figures in respect of full financial year and the published year to date figures upto the third quarter of the financial year ended March 31, 2023.

For Flexituff Ventures International Limited

SAURA
BH
KALANI

Saurabh Kalani
Whole Time Director
(DIN: 00699380)
Place : Pithampur
Date: 11 August 2023



Limited Review Report on the unaudited consolidated financial results of Flexituff Ventures International Limited for the quarter ended 30 June 2023 pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

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

1. We have reviewed the accompanying statement of unaudited consolidated financial results of Flexituff Ventures International Limited (hereinafter referred to as 'the Holding Company'), its subsidiaries, (the Holding Company and its fourteen subsidiaries together referred to as 'the Group') for the quarter ended 30 June 2023 ('the Statement'), attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('the Regulation').
2. This Statement, which is the responsibility of the Holding Company's Management and approved by the Holding Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 'Interim Financial Reporting' ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We also performed procedures in accordance with the circular issued by Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.
4. The Statement includes the results of the following entities:

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



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

reckoned as subsidiary on the basis of control

Basis for Qualified Conclusion

5. We draw attention to the following matters:

- The Holding Company has recognized deferred tax asset (net) of Rs 12,891.07 lakhs on its carried forward accumulated losses (including unabsorbed depreciation) and other temporary differences. In accordance with Ind AS 12 on Income Taxes, a deferred tax asset shall be recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilised. Due to the financial difficulties experienced by the Holding Company as stated in Note 2 to the Statement and significant uncertainty stated in Note 3 to the Statement, we are unable to comment on the recoverability of deferred tax asset and consequential impact, if any, on the Statement. Had the Deferred tax asset not been created, the net loss and total comprehensive loss for the quarter would have been higher by Rs 12,891.07 lakhs and other equity as on that date would have been lower by the same amount. (Refer Note 4 forming part of the Statement).
- The Holding Company's Cash Generating Unit ("CGU") viz. Kashipur cluster, has a carrying value of Rs. 28,993.91 lakhs as at 30 June 2023 comprising of tangible and intangible assets. The Holding Company has performed an impairment assessment of the CGU as required under Ind AS 36 – Impairment of Assets. The Holding Company is undergoing financial difficulties as stated in Note 2 to the Statement and there is significant uncertainty as cited in Note 3 to the Statement in respect of the Holding Company's plan to monetize its assets, secure funding from the bankers / investors, restructure its liabilities and normalize its operations. We are unable to comment on the appropriateness of the assumptions for the projections used in the impairment assessment and consequential impairment provision, if any, to be made in the Statement with regard to the CGU.
- The Holding Company has not provided for interest charge (including penal interest) amounting to Rs 532.24 lakhs, Rs 2,726.16 lakhs, Rs 2,030.70 lakhs, Rs 1,714.41 lakhs and Rs. 1,832.91 lakhs for the quarter ended 30 June 2023, for the year ended 31 March 2023, for the year ended 31 March 2022; for the year ended 31 March 2021 and for the year ended 31 March 2020 respectively on loans outstanding to certain lenders; this constitutes departure from the accrual basis of accounting stipulated under Ind AS 1 - Presentation of Financial Statements. Accordingly, interest due to lenders (gross of TDS deduction), the interest cost and loss for the quarter ended 30 June 2023, for the years ended 31 March 2023, 31 March 2022, 31 March 2021 and 31 March 2020 is understated by Rs 532.24 lakhs, Rs 2,726.16 lakhs, Rs 2,030.70 lakhs, Rs. 1,714.41 lakhs and 1,832.91 lakhs respectively. In the absence of sufficient appropriate review evidence, we are unable to comment upon the consequential impact, if any that may arise from this matter. (Refer Note 5 to the Statement).



6. We draw attention to Note 3 to the Statement which states that the Holding Company has incurred net losses of Rs. 3,839.28 lakhs during the quarter ended 30 June 2023 and has a net current liability position of Rs. 58,665.97 lakhs and which describes certain loans for which the Holding Company is in default. Further, the Holding Company's ability to meet its future obligations is dependent on restructuring of its loans. These conditions indicate significant doubt on the Holding Company's ability to continue as going concern. The Holding Company is in the process of executing an Inter Creditor Arrangement and proposing a resolution plan to the lenders. In view of the above, the Statement has been prepared on a going concern basis. Our conclusion on the Statement is not modified in respect of this matter.

Emphasis of Matters

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

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

8. Attention is drawn to the fact that the figures for the quarter ended 31 March 2023, as reported in the Statement, are the balancing figures between audited figures in respect of the full financial year ended 31 March 2023, and the published year to date figures up to the end of the third quarter of the said financial year.
9. Based on our review conducted as above, except for the effects of the matters described in the *Basis for Qualified Conclusion* section, nothing has come to our attention that causes us to believe that the accompanying Statement prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of the Regulation including the manner in which it is to be disclosed, or that it contains any material misstatement.



Other Matters

10. We did not review the interim financial information of twelve subsidiaries included in the Statement, whose interim financial information before consolidation adjustment reflect total assets of Rs 4,446.00 lakhs as at 30 June 2023, total revenue of Rs Nil and total net loss after tax of Rs. 110.30 lakhs and total comprehensive loss of Rs. 110.30 lakhs for the quarter ended 30 June 2023, as considered in the consolidated unaudited financial results. This interim financial information have been reviewed by other auditors whose reports have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, is based solely on the reports of the other auditors and the procedures performed by us as stated in paragraph 3 above.

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

11. The Statement include the interim financial information of two foreign subsidiaries which have not been reviewed, whose interim financial information before consolidation adjustment reflect total assets of Rs 12.03 lakhs as at 30 June 2023, total revenue of Rs Nil, total net loss after tax of Rs. 0.41 lakhs and total comprehensive loss of Rs. 0.41 lakhs for the quarter ended 30 June 2023 as considered in the Statement. This unaudited interim financial information has been approved and furnished to us by the Management and our conclusion on the Statement, in so far as it relates to affairs of these subsidiaries, is based solely on such unaudited interim financial information. According to the information and explanations given to us by the Management, these interim financial information are not material to the Group.

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

For Mahesh C. Solanki & Co.

Chartered Accountants

ICAI Firm Registration No. 006228C

**Mahesh
Solanki**

Mahesh Solanki

Partner

Membership No.: 074991

UDIN: 23074991BGUWLA1076



Place: Indore

Date: 11 August 2023

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2023

(Rupees in lakhs, unless otherwise stated)

| Sr.No. | Particulars | Quarter Ended | | | Year Ended |
|----------|--|-------------------|--------------------------------|-------------------|--------------------|
| | | 30 June 2023 | 31 Mar 2023 | 30 Jun 2022 | 31 Mar 2023 |
| | | (Unaudited) | (Unaudited) (Refer note 13) | (Unaudited) | (Audited) |
| 1 | Income | | | | |
| | Revenue from operations | 16,096.12 | 18,401.13 | 24,643.17 | 91,529.83 |
| | Other income | 135.09 | 209.94 | 394.17 | 1,264.27 |
| | Total income | 16,231.21 | 18,611.07 | 25,037.34 | 92,794.10 |
| 2 | Expenses | | | | |
| | (a) Cost of materials consumed | 10,774.19 | 11,568.81 | 15,622.65 | 53,311.01 |
| | (b) Purchase of stock-in-trade | 627.63 | 673.28 | 8.02 | 2,246.15 |
| | (c) Changes in stock of finished goods, work-in-progress | (1,516.95) | (1,351.29) | (1,355.99) | 3,615.55 |
| | (d) Employee benefits expense | 4,328.99 | 4,293.84 | 4,191.96 | 17,539.27 |
| | (e) Finance costs | 1,789.75 | 1,734.69 | 1,751.28 | 7,010.36 |
| | (f) Depreciation and amortisation expense | 1,524.67 | 1,614.38 | 1,778.17 | 6,825.36 |
| | (g) Other expenses | 4,138.23 | 5,234.93 | 4,572.61 | 18,735.26 |
| | Total expenses | 21,666.51 | 23,768.64 | 26,568.70 | 1,09,282.96 |
| 3 | (Loss) before tax (1-2) | (5,435.30) | (5,157.57) | (1,531.36) | (16,488.86) |
| 4 | Tax expense / (credit) | | | | |
| | (a) Current tax | - | (0.53) | - | (0.53) |
| | (b) MAT charge of previous year | - | - | - | - |
| | Less: MAT credit entitlement of previous year | - | - | - | - |
| | (c) Income Tax charge / (credit) for previous year | 8.92 | - | (33.61) | - |
| | (d) Deferred tax (credit) | (1,594.30) | (3,149.43) | (295.95) | (3,867.92) |
| | Tax expense (credit) | (1,585.38) | (3,149.96) | (329.56) | (3,868.45) |
| 5 | (Loss) for the period / year after tax (3-4) | (3,849.92) | (2,007.61) | (1,201.80) | (12,620.41) |
| 6 | (Loss) for the period / year attributable to: | | | | |
| | Equity holders of the parent | (3,825.46) | (2,188.31) | (1,134.49) | (11,966.43) |
| | Non-controlling interest | (24.46) | 180.70 | (67.31) | (653.98) |
| 7 | Other comprehensive income / (loss) | | | | |
| | Items that will not be reclassified to profit or loss | | | | |
| | (a) Remeasurements of the net defined benefit plans | 2.35 | (9.25) | 6.22 | 9.42 |
| | (b) Income tax effect on above | (0.73) | 2.88 | (1.94) | (2.94) |
| | Items that will be reclassified to profit or loss | | | | |
| | (a) Exchange differences on translation of foreign | (2.69) | (108.33) | 1.83 | (102.08) |
| | (b) Income tax effect on above | 0.84 | 33.80 | (0.57) | 31.85 |
| | Total Other comprehensive income/(loss) | (0.23) | (80.90) | 5.54 | (63.75) |



STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2023

(Rupees in lakhs, unless otherwise stated)

| Sr.No. | Particulars | Quarter Ended | | | Year Ended |
|-----------|---|-------------------|--------------------------------|-------------------|--------------------|
| | | 30 June 2023 | 31 Mar 2023 | 30 Jun 2022 | 31 Mar 2023 |
| | | (Unaudited) | (Unaudited) (Refer note 13) | (Unaudited) | (Audited) |
| 8 | Other comprehensive income/(loss) attributable to: | | | | |
| | Equity holders of the parent | (0.23) | (80.90) | 5.54 | (63.75) |
| | Non-controlling interest | - | - | - | - |
| 9 | Total comprehensive income / (loss) (5+7) | (3,850.15) | (2,088.51) | (1,196.26) | (12,684.16) |
| 10 | Total comprehensive income / (loss) attributable to: | | | | |
| | Equity holders of the parent | (3,825.69) | (2,269.21) | (1,128.95) | (12,030.18) |
| | Non-controlling interest | (24.46) | 180.70 | (67.31) | (653.98) |
| 11 | Paid-up equity share capital (Face value of Rs. 10/- each) | 2,688.28 | 2,688.28 | 2,488.28 | 2,688.28 |
| 12 | Other equity and Non-controlling interest | | | | (9,627.91) |
| 13 | Earnings per share (of Rs. 10/- each) [in Rs.]: | | | | |
| | Basic & Diluted (Refer Note 11) | (14.23) | (8.79) | (4.56) | (48.05) |

For Flexituff Ventures International Limited

**SAURA
BH
KALANI**

Saurabh Kalani
Whole Time Director
(DIN: 00699380)
Place : Pithampur
Date: 11 August 2023



NOTES TO UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2023

- 1) The unaudited consolidated financial results which are published in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') have been reviewed by the Audit Committee and approved by the Board of Directors at their respective meetings held on 11 August 2023. These unaudited consolidated financial results have been prepared in accordance with recognition and measurement principles of Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Companies Act, 2013, read with the relevant rules issued thereunder and the other accounting principles generally accepted in India
The Statutory Auditors have expressed a modified opinion on these results.

- 2) As on June 30, 2023 the Holding Company has defaulted in repaying the principal and interest component of loan instalments amounting to Rs 3,808.34 lakhs and Rs. 2,568.95 lakhs respectively to financial institutions (The interest default cited here is net of TDS (as applicable).

As on June 30, 2023 the Holding Company has defaulted in repaying the principal and interest component for FCCB issued to TPG Growth II SF Pte. Ltd. amounting to Rs 18,459.63 lakhs and Rs 7,455.18 lakhs respectively and also defaulted in redemption of FCCB from International Finance Corporation (IFC) amounting to Rs 7,383.85 lakhs. Interest accrued and payable to IFC amounts to Rs. 2,406.62 lakhs. The interest default cited here is net of TDS (as applicable) and before adjusting for the effects mentioned in Note 5 below.

The Holding Company has devolved Letter of Credit issued by banks and such devolvement has resulted in over utilisation of cash credit facilities Rs 18,908.30 lakhs (including interest) as on June 30, 2023, based on drawing power sanctioned by banks in May 2023.

- 3) The Holding Company has incurred net losses of Rs 3,839.28 lakhs during the quarter ended June 30, 2023 and has a net current liability position of Rs 58,665.97 lakhs as on that date. Further, in respect of certain loan arrangements for which the amounts have fallen due as mentioned in Note 2 above; the Holding Company is pursuing with its lenders for restructuring of loans through an Inter Creditor Agreement. Consequently, the Holding Company's ability to meet its obligations is dependent on restructuring of loans. The Holding Company will also require further financing to sustain its operations in the normal course of business for which the Holding Company is also contemplating monetisation of certain assets. These events along with other conditions cast significant doubt on the ability of the Holding Company to continue as a going concern. The Holding Company is confident that such cash flows would enable it to service its debt and discharge its obligations. Accordingly, these results have been prepared on a going concern basis.
- 4) The Holding Company is carrying deferred tax asset of Rs 12,891.07 lakhs (including MAT credit of Rs. 2,797.69 lakhs) as on June 30, 2023. Management is reasonably certain that the Company will earn sufficient taxable profit in future to utilise the Deferred Tax Asset and MAT credit within the time limit prescribed under the Income Tax Act, 1961. Accordingly, no adjustment is currently considered necessary by the management to the amount of deferred tax assets.
- 5) The Holding Company is in the process of approaching TPG Growth II SF Pte. Ltd. and International Finance Corporation ("lenders") for restructuring its loan and envisages that the lenders shall forgo the interest charge (including penal interest) on its loans for the period April 1, 2019 to June 30, 2023.

Accordingly, the Holding Company has not accrued interest amounting to Rs 532.24 lakhs, Rs 2,726.16 lakhs, Rs 2,030.70 lakhs, Rs.1,714.41 lakhs and Rs. 1,832.91 lakhs for the quarter ended June 30, 2023, for the year ended March 31, 2023, for the year ended March 31, 2022, for the year ended March 31, 2021 and for the year ended March 31, 2020 respectively. The aggregate interest not accrued for the period April 1, 2019 to June 30, 2023 amounts to Rs 8,836.43 lakhs.



NOTES TO UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER ENDED JUNE 30, 2023

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

For Flexituff Ventures International Limited

SAURA
BH
KALANI

Saurabh Kalani
Whole Time Director
(DIN: 00699380)
Place : Pithampur
Date: 11 August 2023

