

TRANSCRIPT OF THE 34TH ANNUAL GENERAL MEETING OF UFLEX LIMITED HELD ON WEDNESDAY, 23RD AUGUST, 2023 AT 03:30 P.M. THROUGH VIDEO CONFERENCING

Mr. Ritesh Chaudhry:-

Good afternoon, ladies and Gentlemen, I am Ritesh Chaudhry, Company Secretary of your Company. On behalf of the Directors and the Company, I welcome all the members and stakeholders to the 34th Annual General Meeting of Uflex Limited being held today August 23, 2023.

This Annual General Meeting is being held through Video Conferencing / other audio-visual means in accordance with the circulars issued by the Ministry of Corporate Affairs and the Securities Exchange Board of India.

This facility of holding AGM through Video Conferencing / other audio-visual means is made available to 1000 members on first come first serve basis in addition to large shareholders, institutional investors, Directors, Key Managerial Personnel, Statutory Auditors and Secretarial Auditors, etc. who can also join.

I am taking the liberty to introduce our esteemed Board Members, Executives and other members on the panel, who have joined us for the meeting:

- 1) Mr. Ashok Chaturvedi, Chairman & Managing Director of the Company.
- 2) Mr. Jagmohan Mongia, Whole-time Director of the Company.
- 3) Mr. Paresh Nath Sharma, an Independent Director and Chairman of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee.
- 4) Mr. Sujit Varma, an Independent Director of the Company is joining this meeting through online portal mode. He is a panelist on this call.
- 5) Mr. Ghyanendra Nath Bajpai, an Independent Director of the company is also joining the meeting virtually.
- 6) Mrs. Rashmi Verma, Independent Director of the Company.
- 7) Mr. Rajesh Bhatia, Chief Financial Officer of the Company.
- 8) Mr. Vinod Gupta, Partner M/s MSKA & Associates, Chartered Accountants, the Joint Statutory Auditors of the Company.

- 9) Mr. Vijay Sehgal Partner M/s. Vijay Sehgal & Associates, Chartered Accountants, the Joint Statutory Auditors of the Company.
- 10) Mr. Mahesh Kumar Gupta, Practicing Company Secretary, the Secretarial Auditors of the Company.
- 11) Mr. S P Gupta of M/s Beetal Financial & Computer Services Pvt Ltd is joining as a host for this Annual General Meeting.
- 12) Mr. Rakesh Malhotra, Senior Vice President, Corporate Finance.

We, welcome all the Board Members and other panelists for being with us today.

The participation of members through Video Conference is being reckoned for the purpose quorum as per circular of Ministry of Corporate Affairs.

Quorum for the meeting being present, I request the Chair to call the meeting to order.

Mr. Ashok Chaturvedi, Chairman:-

Good Afternoon, I am coming in this AGM after a long time. I will have a lot of chat with you. But let us first do all the formalities of this AGM.

So, I see, since the Quorum is present here, I call the meeting to be on and ask Mr. Ritesh Chaudhry to read out this speech now and then after that, we, will be discussing, with you, answering all the questions, whatever you have in mind and what new paths company is going. I will also explain to you after this.

Thank You!

Now I Request Mr. Ritesh Chaudhry to read out the Chairman's Speech.

Mr. Ritesh Chaudhry, Company Secretary:-

Thank you sir, On Behalf of the Chairman, I read out the Chairman's Speech for the 34th AGM of Uflex Limited.

Dear Shareholders,

I welcome you all to the 34th Annual General Meeting of the Company. It gives me immense pleasure to share with you the key highlights of our performance for the year, a summary of the market outlook, and the way forward. I appreciate your support and confidence in us, which encourages the Management and employees to work towards achieving our business and organizational goals and creating greater value in the flexible packaging industry.

The year witnessed major macroeconomic factors that shaped the global economy—higher interest rates coupled with tightening liquidity, high commodity prices following the Russia-Ukraine conflict, high energy and food prices in Europe, and global supply-chain disruptions, amongst others.

While these economic challenges impacted the overall demand, your Company remained resilient, and the Management is grateful to its customers, business associates, partners, employees, and other stakeholders for their continued trust, commitment, and belief in our long-term vision.

Your Company's financial performance, industry trends, and expansion plans

During FY23, your Company was able to steer through the challenges of unpredictable market conditions effectively and achieved the highest-ever consolidated net revenue of Rs 14,784 crore and standalone revenue of Rs. 6817 crore.

Driven by both regulations and consumer preferences, we are witnessing an era of transformational change in the packaging industry and the pace of change is accelerating rapidly. Sustainability and e-commerce are the megatrends shaping this era that will provide opportunities on one hand and lead to uncertainties on the other. It is important for innovative products to be more sustainable and less expensive, and packaging companies will have to consider incorporating new materials, recycled content, and new substrates, into their portfolios.

As extended producer responsibility (EPR) and tax pressures make non-sustainable packaging more problematic, we expect recycling, reuse, refilling, and biodegradation to gain further traction.

I am confident that our focus on sustainability, distributed global manufacturing strategy, vertical integration, customer centricity, execution capabilities, investments in research and development, and product innovation will enable us to deliver on stakeholder expectations and achieve year-on-year profitable growth.

To update you all on the significant developments during the year, your Company commissioned a BOPET film plant and a CPP film plant at Dharwad, Karnataka, with a capacity of 45,000 MT per annum and 18,000 MT per annum respectively, and a CPP film plant at Dubai with a capacity of 18,000 MT per annum. In addition, your Company has set up a PCR line in Mexico to reprocess post-consumer PET bottles and manufacture polyester (PCR) chips.

Your Company continues its focus on backward integration for BOPET films by setting up polycondensation plants in Egypt and in Panipat, India, to produce polyester chips that are used to manufacture BOPET film, flexible packaging materials, and pet bottles. This will ensure consistent availability of quality raw materials at reasonable prices that will help improve margins.

Last year, your Company's aseptic packaging business achieved significant growth and expanded its Sanand, Gujarat, and manufacturing facility capacity to 7 billion packs per annum. By debottlenecking this plant, we aim to achieve a capacity utilization of 12 billion packs per annum by April 2024.

In addition, we remain bullish on our flexible packaging business, and our other business verticals such as holography and chemicals continue to gather momentum.

Research and Development

Since inception, we have focused on product innovation through sustained investments in research and development. Across all our business lines, we work with our customers to understand their products and brand ethos, consumer expectations, and packaging needs and invest in the latest technologies to deliver on their packaging and brand goals.

In FY23, we applied for several patents and were awarded two patents for our innovative research methodologies in packaging films and our inks and adhesives business.

ESG and Sustainability

As an integral part of our corporate strategy, we have always aligned our sustainability agenda with our business and technological transitions and organizational growth. Today, our business approach includes a holistic, sustainable strategy aimed at providing long-term value for our stakeholders.

From the way we allocate capital toward recycling facilities, and how we manage our operations to reduce greenhouse gas (GHG) emissions, to our supply chain and community partnerships, our business decisions have always been aligned with our sustainability vision and goals.

Continuing the momentum on our sustainability journey, your Company is in the process of commissioning a Multi-Layered Plastic (MLP) recycling facility in Poland.

Uflex's global sustainability initiative "Project Plastic Fix" is designed to form measures that focus on solutions to keep plastic in the economy and out of the environment. The Company

aims to manage plastic waste stock and flow through its 4R approach to transform 'Waste to Wealth' – Reduce, Reuse, Recycle, and Return. Further, for fulfilling our commitment toward ensuring a safe and healthy work environment, the Company continually works toward identifying, assessing, and managing environmental impacts and health and safety risks of all activities and products.

Our talent management, employee engagement, learning and development initiatives, CSR activities, environmental initiatives, and ethical corporate governance are focused on fulfilling our environmental, social, and governance (ESG) responsibilities.

On behalf of the Company, I extend my sincere gratitude to all the shareholders, vendors, suppliers, customers, business associates, the Indian and international financial institutions and banks, and government authorities, both in India and overseas where the Company's operations are carried out, for their continued support and patronage.

I would also like to thank each member of the Board and the Management of Uflex for their active support and trust in our abilities to deliver on our vision. You continue to motivate us to unleash our potential for the next phase of our growth.

Thank you!

Now, I shall brief the members on the procedure and the objects and reasons for the resolutions proposed for consideration and approval by the members.

With the permission of Chair, let me quickly take you through the general instructions to members for participation in this meeting:

- 1) The Facility of Joining this Meeting through VC is made available to 1000 members of the company on First Come First Serve Basis. In addition, large shareholders, Directors, KMPs and Institutional Investors can also join the meeting.
- 2) Registered Office of the Company at New Delhi will be deemed venue for the meeting and all the proceedings of AGM shall be deemed to be made thereat.
- 3) Register of Directors and Key Managerial Personnel and the Register of Contracts are available electronically, at the website of the Company, for inspection of the members during the AGM.
- 4) Pursuant to MCA circulars, the facility for appointment of proxy by the members is not applicable and therefore, the proxy register is not available for inspection. Similarly, facility for voting by show of hand is not available.

- 5) The Company had provided the facility to cast votes electronically via remote e-voting on all resolutions set forth in the notice from 20th August (9:00 a.m.), 2023 to 22nd August (5:00 p.m.), 2023.
- 6) Members who have not cast their votes via remote e-voting and who are participating in this meeting will now have an opportunity to cast their votes today through the e-voting system provided by CDSL.
- 7) E-voting facility is already open for Members to cast their vote and shall be available for 30 minutes after this meeting.
- 8) The Board of Directors has appointed Mr. Mahesh Kumar Gupta, Practicing Company Secretary, as Scrutinizer to supervise the e-voting process. He is also present as a Panelist to this meeting.
- 9) The resolutions set forth in the notice shall be deemed to be passed today, subject to receipt of requisite majority votes. The results of this AGM will be posted on website of the company and also sent to stock exchange and also given to service provider viz. CDSL.

❖ **Business of the Meeting:**

Notice of AGM along with Directors Report, Statutory Auditors & Secretarial Auditors Report and Annual Accounts for FY 22-23 have been sent to the members within the prescribed timelines. Also, in accordance with circulars of the Ministry of Corporate Affairs, the Company has given mandatory pre and post-dispatch advertisements regarding the AGM.

Since, the notice has been circulated with the shareholders, we take the notice dated 30th May, 2023 of this Annual General Meeting as read. Further, members may note that there are no qualifications, observations or adverse remarks in the report of Statutory Auditors and Secretarial Auditors for FY 22-23. These reports being unqualified are too being taken as read.

❖ **Business for the AGM**

Business to be transacted through e-voting at the meeting today is split into 2 segments :-

- Ordinary Business
- Special Business

Ordinary Business:

- A. Item no. 1 of the Notice:** Ordinary Resolution to consider and adopt Audited Standalone and Consolidated Financial Statements for the financial year ended 31st March, 2023, the reports of the Board of Directors and the Auditors thereon.
- B. Item no. 2 of the Notice:** Ordinary Resolution to declare the dividend for the year 2022-23 on the equity shares of the Company.
- C. Item no. 3 of the Notice:** Ordinary Resolution to appoint a Director in place of Mr. Ashok Chaturvedi, Chairman & Managing Director, who retires by rotation and, being eligible, offers himself for re-appointment.

(We would like to point out the members, that, Mr. Ashok Chaturvedi, Chairman & Managing Director is interested in this item i.e. Item No. 3 of the Notice of 34th AGM)

Special Business:

- D. Item no. 4 of the Notice:** Special Resolution to appoint Mrs. Rashmi Verma as an Independent Woman Director of the Company for a term of 3 (three) years w.e.f. 26th May, 2023.
- E. Item no. 5 of the Notice:** Ordinary Resolution for ratification & confirmation of remuneration of Cost Auditors of the Company.

As a reminder to all the shareholders, e-voting facility is being opened and will remain open for 30 minutes after the close of meeting. Such shareholders who have not cast their votes so far can cast their votes.

I would like to bring to the notice of panelist and the shareholders that the company has received requests from the shareholders to be speakers at this AGM.

In the event of shareholders have any questions, the board members and the CFO will address all those issues.

Now may I request Mr. Gupta to kindly unmute the speakers please.

Mr. S.P. Gupta, Beetal: OK Sir, one speaker, Mohit Luthra, I will Just do it.

Mr. Mohit Luthra is not present here.

Mr. Ritesh Chaudhry: Okay, Any other speaker?

Mr. S.P. Gupta: Mohit Luthra, Right now he is not present.

Mr. Ritesh Chaudhry: So no other speaker? Okay.

Chairman Sir, do you want to brief anything to the board members otherwise we can continue.

Mr. Ashok Chaturvedi, Chairman: No, Nothing.

Mr. Ritesh Chaudhry: Alright sir.

Mr. S.P. Gupta, Beetal: Sir, Mr. Mohit Luthra has come, so we are making him as a panelist.

Mr. Ritesh Chaudhry: Alright.

Mr. S.P. Gupta, Beetal: Mr. Mohit Luthra, Please Speak.

Mr. Mohit Luthra:

Hello, Gentlemen. I am Mohit. I need to ask a few queries. Latest developments and an update on the upcoming expansion project of the company in Panipat and any expansion plans. And my second Question is any plan for bonus share.

Mr. Ashok Chaturvedi: Panipat expansion, you know as informed by Mr. Ritesh, we are starting, you know, next year, by March 24, the project will be commissioned.

And the work is going on, inspite of all the issues of the time factor we are taking the projects absolutely on the record time.

You know the project has been selected next to the IOCL to get the raw materials next door.

That is the plus point of that, so Panipat Project is on as far as your second Question is concerned, Earlier expansion, Right now, you know the expansion, lot of places we are doing the water debottlenecking and doing the balancing, of the machine needs to increase the production as mentioned in the aseptic. You know, so that we are doing it into it. For overseas, you know, overseas safe, like panipat, we are putting a project in Egypt for the CP Line, to feed all our other overseas unit on the films. This will be a dedicated line at Egypt to feed the film grade chips to various other flex units. So, that is what is Right now in the plan. As, I mentioned earlier that, we are debottlenecking at a lot of present projects into it to take the project capacity up into it.

That's how aseptic we are taking you know, from 7 Billion to 12 Billion. And this will also get completed by next year. Bonus issue is always a request. Whenever the Right time comes, we will be very glad and very happy to offer the Bonus Shares, to all my shareholders, to all my

stakeholders, to all my friends and everyone you know including me, because I'm also the shareholder of the of the company. So, when the right time comes with the permission of the Board, We will move this, but we have made a noting of your request. Yeah, thank you, very much Mr. Mohit Luthra.

Mr. S.P. Gupta, Beetal:

Okay, so no other speaker is there, you can proceed now.

Mr. Ritesh Chaudhry:

Since, there's no speakers, and the only questions which have been already replied by the Chairman. In case we receive any further queries over e-mail. May be we will respond to them suitably.

As mentioned earlier, members may note that the E-voting facility will remain open for 30 minutes after the close of meeting. Therefore, members who have not cast their votes are requested to do so. The results of the voting will be declared by posting the same on the company's website and also by sending it to the stock exchange.

I thank all the Shareholders, Directors and other stakeholders who have taken their time to attend this meeting through Video Conferencing.

Thank You! The Board and the management of the company wishes all the members to stay safe and healthy.

Thank you!
