



ANNEXURE - E
Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L15133UR1990PLC023970
 ii) Registration Date : 5th February, 1990
 iii) Name of the Company : Flex Foods Limited
 iv) Category / Sub-Category of the Company : Company Limited By Shares / Indian Non-Government Company
 v) Address of the Registered office and contact details : Lal Tappar Industrial Area, PO - Resham Majri Haridwar Road, Dehradun, UTTARAKHAND
Tel : 0135-2499262, 0135-2499234
 vi) Whether listed company Yes / No : YES
 vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : M/s Beetal Financial & Computer Services Pvt Ltd (UNIT : FLEX FOODS LIMITED)
Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre Near Dada Harsukh Dass Mandir New Delhi – 110 062
Tel : 011-29961281-283

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Processed Foods	10799	91
2	Fresh Mushrooms	01136	09

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - Nil

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

j) Category-wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the Year				No. of Shares held at the end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter and Promoter Group									
(1) Indian									
a) Individuals / Hindu Undivided Family	52620	--	52620	0.42	52620	--	52620	0.42	--
b) Central Government / State Government(s)	--	--	--	--	--	--	--	--	--
c) Bodies Corporate	7377115	--	7377115	59.26	7377115	--	7377115	59.26	--
d) Financial Institutions / Banks	--	--	--	--	--	--	--	--	--
e) Any Other (specify)	--	--	--	--	--	--	--	--	--
Sub - Total (A)(1)	7429735	--	7429735	59.68	7429735	--	7429735	59.68	--



Category of Shareholder	No. of Shares held at the beginning of the Year				No. of Shares held at the end of the Year				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) Individuals (Non-Resident Individuals / Foreign Individuals)	--	--	--	--	--	--	--	--	--
b) Bodies Corporate	--	--	--	--	--	--	--	--	--
c) Institutions	--	--	--	--	--	--	--	--	--
d) Qualified Foreign Investor	--	--	--	--	--	--	--	--	--
e) Any Other (specify)	--	--	--	--	--	--	--	--	--
Sub - Total (A)(2)	--	--	--	--	--	--	--	--	--
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	7429735	--	7429735	59.68	7429735	--	7429735	59.68	--
B. Public Shareholding									
1. Institutions									
a) Mutual Funds/ UTI	--	--	--	--	--	--	--	--	--
b) Banks / Financial Institutions	100	0-	100-	0	100	0	100	0	0
c) Central Government	--	--	--	--	--	--	--	--	--
d) State Government(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) Foreign Institutional Investors	--	--	--	--	--	--	--	--	--
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Other (specify)	--	--	--	--	--	--	--	--	--
Sub - Total (B)(1)	100	0	100	0	100	0	100	0	0
2. Non-Institutions									
a) Bodies Corporate									
i. Indian	207742	3800	211542	1.70	564980	1100	566080	4.55	2.85
ii. Overseas									
b) Individuals-									
i) Individual Shareholders holding Nominal Share Capital upto Rs.1 lakh	2349067	953251	3302318	26.52	2566211	595951	3162162	25.40	-1.12
ii) Individual Shareholders holding nominal Share Capital in excess of Rs.1 lakh	1299757	12500	1312257	10.54	1120757	12500	1133257	9.10	-1.44
c) Any Other (specify)	182533	--	182533	1.47	149786	--	149786	1.20	-0.27
- NRIs									
- Clearing Members (in Transit Position)	11515	--	11515	0.09	8880	--	8880	0.07	-0.02
Sub - Total (B)(2)	4050614	969551	5020165	40.32	4410614	609551	5020165	40.32	--
Total Public Shareholding (B) = (B)(1)+(B)(2)	4050714	969551	5020265	40.32	4410714	609551	5020265	40.32	--
C. Shares held by Custodians for GDRs & ADRs	--	--	--	--	--	--	--	--	--
GRAND TOTAL (A)+(B)+(C)	11480449	969551	124500000	100	11840449	609551	124500000	100	--



(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year
1	UFLEX Limited	5870000	47.15	--	5870000	47.15	--	--
2	Anshika Investments Pvt.Ltd.	1252630	10.06	--	1252630	10.06	--	--
3	Anshika Consultants Pvt Ltd	150000	1.20	--	150000	1.20	--	--
4	Rashmi Chaturvedi	45010	0.36	--	45010	0.36	--	--
5	Flex International Pvt Ltd	11300	0.09	--	11300	0.09	--	--
6	A R Leasing Pvt Ltd.	4000	0.03	--	4000	0.03	--	--
7	Ashok Kumar Chaturvedi	7610	0.06	--	7610	0.06	--	--
8	A.L. Consultants Private Limited	78685	0.63	--	78685	0.63	--	--
9	Magic Consultants Private Limited	10500	0.08	--	10500	0.08	--	--
	Total	7429735	59.68		7429735	59.68		

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	At the beginning of the year	7429735	59.68	7429735	59.68
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year			7429735	59.68

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholder	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Subramanian P	225240	1.81	225240	1.81
2	Santosh Sitaram Goenka	221222	1.78	237090	1.90
3	Sunita Santosh Goenka	143030	1.15	143030	1.15
4	Supriya Punit Agarwal	--	--	103868	0.83
5	Ravindra Shankar Wagh	35995	0.29	36000	0.29
6	Avinash Baheti	35000	0.28	35000	0.28
7	Prabinaben Vora	32097	0.26	32097	0.26
8	Bharat J. Patel	28450	0.23	28450	0.23
9	Aniket Avdhut Agshikar	--	--	18200	0.15
10	Jitendra Kumar Gupta	--	--	18000	0.14

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
Mr. Ashok Chaturvedi					
1	At the beginning of the year	7610	0.06	7610	0.06
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
3	At the End of the year	--	--	7610	0.06
Mr. P.N. Sharma					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
3	At the End of the year	--	--	--	--
Mr. R.K. Mishra					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
3	At the End of the year	--	--	--	--
Mrs. Anupam Ahuja					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
3	At the End of the year	--	--	--	--
Mr. A. Raghavendra Rao					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
3	At the End of the year	--	--	--	--
Mr. T.N. Pandey (Resigned w.e.f. 14.08.2017)					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
3	At the End of the year	--	--	--	--
Mr. G.N. Gupta (Resigned w.e.f. 16.08.2017)					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
3	At the End of the year	--	--	--	--



Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
Mr. M.G. Gupta (Resigned w.e.f. 21.09.2017)					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
3	At the End of the year	--	--	--	--
Mr. S.K. Kaushik (Resigned w.e.f. 30.06.2017)					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
3	At the End of the year	--	--	--	--
Mr. R.K. Jain (Resigned w.e.f. 13.11.2017)					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
3	At the End of the year	--	--	--	--
Mr. Naval Duseja					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
3	At the End of the year	--	--	--	--
Mr. Rajesh Dheer					
1	At the beginning of the year	1	0	1	0
2	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
3	At the End of the year	--	--	1	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
Principal Amount	3644.05	--	--	3644.05
Interest due but not paid	--	--	--	--
Interest accrued but not due	14.66	--	--	14.66
Total (I + ii + iii)	3658.71	--	--	3658.71
Change in Indebtedness during the financial year				
Addition	8636.03	800.00	--	9436.03
Reduction	9956.76	--	--	9956.76
Net Change	(1320.73)	800.00	--	(520.73)
Indebtedness at the end of the financial year				
Principal Amount	2337.98	800.00	--	3137.98
Interest due but not paid	--	--	--	--
Interest accrued but not due	11.01	11.52	--	22.53
Total (i + ii + iii)	2348.99	811.52	--	3160.514



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs.in lacs)

Sl. No.	Particulars of Remuneration	Mr. A. Raghavendra Rao Whole-time Director (w.e.f. 14.08.2017)	Mr. S.K. Kaushik Whole-time Director (upto 30.06.2017)	Total Amount
1.	Gross salary			
	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	45.70	3.75	49.45
	Value of perquisites u/s 17(2) Income-tax Act, 1961	1.05	--	1.05
	Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2.	Stock Option			
3.	Sweat Equity			
4.	Commission - as % of profit - others, specify...			
5.	Others			
	- Ex-Gratia	0.17		0.17
	Total (A)	46.92	3.75	50.67
	Ceiling as per the Act			84.00

B. Remuneration to other directors:

1. Independent Directors

Amount (Rs. In Lacs)

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Mr. M. G. Gupta	Mr. T.N. Pandey	Mr. G.N. Gupta	Mrs. Anupum Ahuja	Mr. P.N. Sharma	Mr. R.K. Mishra	
1.	Fee for attending board / committee meetings	1.50	2.00	1.50	1.25	3.00	2.00	11.25
	Commission	--	--	--	--	--	--	--
	Others, please specify	--	--	--	--	--	--	--
	Total B(1)	1.50	2.00	1.50	1.25	3.00	2.00	11.25

2. Other Non-Executive Director

Amount (Rs. In Lacs)

Sl. No.	Particulars of Remuneration	Name of Directors		Total Amount
		Mr. Ashok Chaturvedi	Mr. R.K. Jain	
1.	Fee for attending board / committee meetings	1.00	2.25	3.25
	Commission	--	--	--
	Others, please specify	--	--	--
	Total B(1)	1.00	2.25	3.25



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Rs. in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Mr. A. Raghavendra Rao (CEO from 29.05.2017 to 13.08.2017)	Mr. Naval Duseja [CFO]	Mr. Rajesh Dheer Company Secretary	Total
1.	Gross salary				
	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	14.44	23.64	15.29	53.37
	Value of perquisites u/s 17(2) Income-tax Act, 1961	0.25	0.88	0.30	1.43
	Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option		--	--	--
3.	Sweat Equity		--	--	--
4.	Commission - as % of profit - others, specify...			-- --	-- --
5.	Others		0.17	0.17	0.34
	-Ex-Gratia				
	Total	14.69	24.69	15.76	55.14

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NOT APPLICABLE

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					