

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L15133UR1990PLC023970

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACF0108K

(ii) (a) Name of the company

FLEX FOODS LIMITED

(b) Registered office address

LAL TAPPAR INDUSTRIAL AREA,PO-RASHIEM MAGRI  
HARIDWAR ROAD,DEHRADUN,  
UTTANCHAL  
Uttarakhand  
000000

(c) \*e-mail ID of the company

secretarial@flexfoodsltd.com

(d) \*Telephone number with STD code

01352499234

(e) Website

www.flexfoodsltd.com

(iii) Date of Incorporation

05/02/1990

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☒ Yes

☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U67120DL1993PTC052486

Pre-fill

Name of the Registrar and Transfer Agent

BEETAL FINANCIAL AND COMPUTER SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

99,MADANGIR, B/4, LOCAL SHOPPING CENTRE,  
NEAR DADA HARSUKH DAS MANDIR

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, beverages and tobacco products	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

0

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1				

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	15,000,000	12,450,000	12,450,000	12,450,000
Total amount of equity shares (in Rupees)	150,000,000	124,500,000	124,500,000	124,500,000

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	15,000,000	12,450,000	12,450,000	12,450,000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	150,000,000	124,500,000	124,500,000	124,500,000

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	500,000	0	0	0
Total amount of preference shares (in rupees)	50,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	500,000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	50,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	426,159	12,023,841	12450000	124,500,000	124,500,000	

<b>Increase during the year</b>	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	0	0
Increase in Physical Shareholding						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
Decrease in Physical Shareholding						
<b>At the end of the year</b>	426,159	12,023,841	12450000	124,500,000	124,500,000	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE954B01018

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

☐ Nil

[Details being provided in a CD/Digital Media]

☒ Yes ☐ No ☐ Not Applicable

Separate sheet attached for details of transfers

☐ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		
Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)

Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>		
	Surname		middle name		first name		
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>		
	Surname		middle name		first name		

Date of registration of transfer (Date Month Year)				<input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock					
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>		Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>			
Ledger Folio of Transferor				<input type="text"/>			
Transferor's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>		
	Surname		middle name		first name		
Ledger Folio of Transferee				<input type="text"/>			
Transferee's Name	<input type="text"/>		<input type="text"/>		<input type="text"/>		
	Surname		middle name		first name		

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			0

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

1,173,260,450.18

**(ii) Net worth of the Company**

1,020,205,770.53

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	52,620	0.42	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	7,398,571	59.43	0	
10.	Others	0	0	0	
	<b>Total</b>	7,451,191	59.85	0	0

**Total number of shareholders (promoters)**

9

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,981,170	31.98	0	
	(ii) Non-resident Indian (NRI)	71,956	0.58	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	100	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	



8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	167,082	1.34	0	
10.	Others IEPF, OTHERS	778,501	6.25	0	
	<b>Total</b>	4,998,809	40.15	0	0

**Total number of shareholders (other than promoters)**

12,073

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

12,082

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	9	9
Members (other than promoters)	12,844	12,073
Debenture holders	0	0

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	1	0	1	0	0.06
<b>B. Non-Promoter</b>	2	5	1	4	0	0
(i) Non-Independent	2	1	1	1	0	0
(ii) Independent	0	4	0	3	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0

(v) Others	0	0	0	0	0	0
Total	2	6	1	5	0	0.06

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Ashok Chaturvedi	00023452	Director	7,610	
Rahul Razdan	09290572	Whole-time director	0	
Rajeev Sharma	08789214	Director	0	
Indu Liberhan	03341420	Director	0	
Rajendra Kumar Mishra	07905342	Director	0	
Arvind Mahajan	02410540	Director	0	
Naval Duseja	AFBPD0559F	CFO	0	
Himanshu Luthra	AIAPL1163F	Company Secretary	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year**

4

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Madan Mohan Varshney	08349956	Whole-time director	05/05/2022	Cessation
Paresh Nath Sharma	00023625	Director	25/05/2022	Cessation
Rajesh Dheer	AACPD8442R	Company Secretary	30/09/2022	Cessation
Himanshu Luthra	AIAPL1163F	Company Secretary	11/11/2022	Appointment

**IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**

**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	05/08/2022	12,936	64	60
Extra Ordinary General Meeting	04/01/2022	13,159	47	49.28

## B. BOARD MEETINGS

\*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	26/05/2022	6	6	100
2	09/08/2022	6	6	100
3	11/11/2022	6	6	100
4	13/02/2023	6	6	100

## C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	26/05/2022	4	4	100
2	Audit Committee	09/08/2022	4	4	100
3	Audit Committee	11/11/2022	4	4	100
4	Audit Committee	13/02/2023	4	4	100
5	CSR Committee	25/05/2022	3	2	66.67
6	NRC Committee	25/05/2022	3	3	100
7	NRC Committee	11/11/2022	3	3	100
8	Stakeholders Forum	17/06/2022	3	3	100
9	Stakeholders Forum	08/10/2022	3	3	100
10	Stakeholders Forum	16/03/2023	3	3	100

## D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	Ashok Chaturvedi	4	4	100	0	0	0	
2	Rahul Razdan	4	4	100	5	4	80	
3	Rajeev Sharm	4	4	100	3	3	100	
4	Indu Liberhan	4	4	100	9	9	100	
5	Rajendra Kum	4	4	100	10	10	100	
6	Arvind Mahaja	4	4	100	5	5	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Rahul Razdan	Whole-time Dire +	7,410,816	0	0	1,000,000	8,410,816
2	Madan Mohan Vars +	Whole-time Dire +	832,645	0	0	0	832,645
	Total		8,243,461	0	0	1,000,000	9,243,461

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Naval Duseja	CFO	3,360,830	0	0	0	3,360,830
2	Himanshu Luthra	Company Secre +	347,699	0	0	0	347,699
3	Rajesh Dheer	Company Secre +	1,075,893				1,075,893
	Total		4,784,422	0	0	0	4,784,422

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Ashok Chaturvedi	Chairman	0	0	0	125,000	125,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Rajendra Kumar M	Director	0	0	0	375,000	375,000
3	Indu Liberhan	Director	0	0	0	350,000	350,000
4	Rajeev Sharma	Director	0	0	0	225,000	225,000
5	Arvind Mahajan	Director	0	0	0	250,000	250,000
6	Paresh Nath Sharm	Director	0	0	0	50,000	50,000
	Total		0	0	0	1,375,000	1,375,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

MAHESH KUMAR GUPTA

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

1999

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

09290572

**To be digitally signed by**

☒ Company Secretary

☐ Company secretary in practice

Membership number

10694

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

**Attach****Attach****Attach****Attach****List of attachments****Remove attachment**

Modify

Check Form

Prescrutiny

Submit

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**DRAFT**