

#### Annexure - E

# Form No. MGT-9 EXTRACT OF ANNUAL RETURN

## as on the financial year ended on 31st March, 2019

[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	:	L74899DL1988PLC032166
ii)	Registration Date	:	21 <sup>st</sup> June, 1988
iii)	Name of the Company	:	UFLEX 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	:	305, 3rd Floor, Bhanot Corner, Pamposh Enclave, Greater Kailash – I, New Delhi – 110 048 Tel : 011-2644 0917, 011-2644 0925
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: UFLEX LIMITED) Beetal House, 3 <sup>rd</sup> Floor, 99, Madangir, Behind Local Shopping Centre Near Dada Harsukh Dass Mandir New Delhi – 110 062 Tel: 011-29961281-83

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company have been stated:

SI. No.	Name and Description of main products/services	NIC Code of the Product/ service	% to total turnover of the company
1	Flexible Packaging Material	22209 - Manufacture of other plastics products n.e.c.	91.23%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SI. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	FLEX MIDDLE EAST FZE P.O. BOX 17930, NEAR ROUND ABOUT 12, JEBEL ALI FREE ZONE, DUBAI, UNITED ARAB EMIRATES	Foreign Company	Subsidiary	100%	2(87)
2	UFLEX EUROPE LIMITED SUITE 3, LEVEL 5, BERKELEY SQUARE, HOUSE, BERKELEY SQUARE, LONDON W1Y6BY, UK	Foreign Company	Subsidiary	100%	2(87)
3	UFLEX PACKAGING INC. 2115 LINWOOD AVENUE SUITE # 410 FORT LEE, NJ 07024	Foreign Company	Subsidiary	100%	2(87)
4	UPET HOLDINGS LIMITED C/O INTERNATIONAL MANAGEMENT (MAURITIUS) LTD, LES CASCADES BUILDING, EDITH CAVELL STREET, PORT LOUIS, MAURITIUS	Foreign Company	Subsidiary	100%	2(87)
5	FLEX AMERICAS S.A. de C.V. BOULEVARD DE LOS RIOS 5680, ZONA PUERTO INDUSTRIAL ALTAMIRA,TAMAULIPAS MEXICO C.P. 89603	Foreign Company	Subsidiary	100%	2(87)

SI. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
6	FLEX P. FILMS (EGYPT) S.A.E R2 PLOT NO. 3 IN ENGINEERING SQUARE (E2), IN NORTH EXTENSION OF INDUSTRIAL ZONE, 6 OCTOBER CITY, ARAB REPUBLIC OF EGYPT	Foreign Company	Subsidiary	100%	2(87)
7	FLEX FILMS (USA) INC. 1221, NORTH BLACK BRANCH ROAD, ELIZABETHTOWN, KY 42701	Foreign Company	Subsidiary	100%	2(87)
8	FLEX FILMS EUROPA SP. ZO.O. PO. BOX 62 300 WRZESNIA UL. GEN. WLADYSLAWA SIKORSKIEGO 48, POLAND	Foreign Company	Subsidiary	100%	2(87)
9	UPET (SINGAPORE) PTE. LIMITED 10, JALAN BESAR ,10-12 SIM LIM TOWER, SINGAPORE 208787	Foreign Company	Subsidiary	100%	2(87)
10	FLEX FILMS AFRICA PRIVATE LIMITED PLOT E1, LIGALI AYORINDE STREET VICTORIA ISLAND, LAGOS, NIGERIA (w.e.f 11th May, 2018)	Foreign Company	Subsidiary	100%	2(87)
11	DIGICYL PTE LIMITED 10, JALAN BESAR, #10-03 SIM LIM TOWER, SINGAPORE 208787 w.e.f. – 28th June, 2018	Foreign Company	Joint Venture	50%	2(6)
12	DIGICYL LIMITED MINISTER SHAPIRA MOSHE 4, RISHON LEZION ZIP CODE 7570406 ISRAEL (w.e.f. – 18th July, 2018)	Foreign Company	Joint Venture	100%	2(6)
13	FLEX CHEMICALS PRIVATE LIMITED RUSSIA, 107031, MOSCOW, ROGDESTVENKA STREET, 5/7, BUILDING 2, 3 <sup>RD</sup> FLOOR, OFFICE QUARTERS V, ROOM 4, OFFICE 65 (w.e.f. – 9 <sup>th</sup> August, 2018)	Foreign Company	Subsidiary	100%	2(87)
14	FLEX FILMS RUS, LLC RUSSIA, MOSCOW REGION, SHMATOVO VILLAGE, INDUSTRIALNAJA STREET. POSS. 4, BUILD 1, (w.e.f. – 23 <sup>rd</sup> November, 2018)	Foreign Company	Subsidiary	100%	2(87)
15	FLEX FILMS EUROPA KORLATOLT FELEOSSEGU TARSASAG 1051 BUDAPEST, JOZSEF ATTILA UTCA 1. 3. EM. 1A. HUNGARY (w.e.f. – 2 <sup>nd</sup> August, 2018)	Foreign Company	Subsidiary	100%	2(87)
16	UTECH DEVELOPERS LIMITED 305, 3RD FLOOR, BHANOT CORNER PAMPOSH ENCLAVE, GREATER KAILASH – I, NEW DELHI – 110 048	U45200DL2006PLC156675	Subsidiary	100%	2(87)
17	USC HOLOGRAMS PRIVATE LIMITED SURVEY NO. 50/2, BANDLAGUDA JAGIR, A.P. EXCISE ACADEMY, RAJENDRA NAGAR MANDAL, HYDERABAD, TELANGANA – 500 008	U74140TG2013PTC086996	Subsidiary	68%	2(87)
18	SD BUILDWELL (P) LIMITED 305, 3RD FLOOR, BHANOT CORNER PAMPOSH ENCLAVE, GREATER KAILASH – I, NEW DELHI – 110 048	U45400DL2008PTC174387	Subsidiary	100%	2(87)
19	FLEX FOODS LIMITED LAL TAPPAR INDUSTRIAL AREA, PO-RESHAM MAJRI, HARIDWAR ROAD, DEHRADUN, UTTARAKHAND	L15133UR1990PLC023970	Associate	47.15%	2(6)



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

## i) Category-wise Share Holding

	Categ	jory of Shareholder		o. of Shares beginning o	held at the of the Year		No. of S	hares held a	t end of the	Year	% Change during the
			Demat	Physical	Total	%	Demat	Physical	Total	%	year
(A) Pr	romote	er and Promoter Group									
(1	) Indi	ian									
	(a)	Individuals / Hindu Undivided Family	2321729		2321729	3.22	2321729		2321729	3.22	
	(b)	Central Government / State Government(s)									
	(c)	Bodies Corporate	29462110	500	29462610	40.80	29462110	400	29462510	40.80	
	(d)	Financial Institutions / Banks									
	(e)	Any Other (specify)									
Sı	ub - To	otal (A)(1)	31783839	500	31784339	44.02	31783839	400	31784239	44.02	0.
(2	) For	eign									
	(a)	Individuals (Non- Resident Individuals / Foreign Individuals)									
	(b)	Bodies Corporate									
	(c)	Institutions	-								
	(d)	Qualified Foreign Investor	-								
	(e)	Any Other (specify)	-								
Sı	ub - To	otal (A)(2)									
ar		pareholding of Promoter moter Group (A) = (A) 2)	31783839	500	31784339	44.02	31783839	400	31784239	44.02	
B) Pı	ublic S	Shareholding									
(1	) Inst	titutions									
	(a)	Mutual Funds/ UTI	238094	20330	258424	0.36	165025	7392	172417	0.24	-0
	(b)	Banks/Financial Institutions	1153647	542	1154189	1.60	114112	442	114554	0.16	-1
	(c)	Central Government									
	(d)	State Government(s)									
	(e)	Venture Capital Funds									
	(f)	Insurance Companies					1083805		1083805	1.50	1
	(g)	Foreign Institutional Investors	8422330	22904	8445234	11.70	4660172	19604	4679776	6.48	-5
	(h)	Foreign Venture Capital Funds									
		Any Other (specify)									
	_	otal (B)(1)	9814071	43776	9857847	13.65	6023114	27438	6050552	8.38	-5
(2		n-Institutions									
	(a)	Bodies Corporate									
		(i) Indian	7288277	9866	7298143	10.11	10412035	7404	10419439	14.43	4
		(ii) Overseas				-					
	(b)	Individuals-									
		<ul> <li>Individual         Shareholders holding         Nominal Share         Capital upto Rs.1 lakh     </li> </ul>	7855447	527708	8383155	11.61	8329854	440829	8770683	12.15	0
		ii. Individual Shareholders holding nominal Share Capital in excess of Rs.1 lakh	5498661	14900	5513561	7.64	5576606	14900	5591506	7.74	0
	(c)	Any Other (specify) - NRIs	3842139		3842139	5.32	4041755		4041755	5.60	0.

Category of Shareholder	1	o. of Shares beginning o	held at the of the Year		No. of Shares held at end of the Year				% Change during the	
	Demat	Physical	Total	%	Demat	Physical	Total	%	year	
- Foreign Bodies Corporate	5465840		5465840	7.57	5465840		5465840	7.57	0.00	
- Clearing Members (in Transit Position)	66462		66462	0.09	87472		87472	0.12	0.03	
Sub - Total (B)(2)	30016826	552474	30569300	42.33	33913562	463133	34376695	47.61	5.27	
Total Public Shareholding (B) = (B)(1)+(B)(2)	39830897	596250	40427147	55.98	39936676	490571	40427247	55.98	0.00	
(C) Shares held by Custodians for GDRs & ADRs									-	
GRAND TOTAL (A)+(B)+(C)	71614736	596750	72211486	100.00	71720515	490971	72211486	100.00	0.00	

## (ii) Shareholding of Promoters

SI. No.	Shareholder's Name	Sharehold	ing at the be year	ginning of the	Shareholding at the end of the year			/ear
		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	Flex International Pvt Ltd	9197577	12.74		9197577	12.74	1.68	
2	Anshika Investments Pvt Ltd	5771092	7.99		5771092	7.99		
3	A.R. Leasing Pvt Ltd	4994891	6.92		4994891	6.92		
4	Apoorva Extrusion Pvt Ltd	4323162	5.99		4323162	5.99		
5	Anshika Consultants Pvt Ltd	3778524	5.23		3778524	5.23	2.52	
6	Ashok Kumar Chaturvedi (Karta)	1694051	2.35		1694051	2.35		
7	Anant Overseas Pvt Ltd	1000000	1.38		1000000	1.38		
8	Ashok Chaturvedi	502533	0.70		502533	0.70		
9	Rashmi Chaturvedi	125145	0.17		125145	0.17		-
10	A.L. Consultants Pvt Ltd	355486	0.49		355486	0.49		
11	Magic Consultants Pvt Ltd	41878	0.06		41778*	0.06		0.00
	Total	31784339	44.02		31784239	44.02	4.20	0.00

<sup>\*100</sup> shares out of 500 shares held by Magic Consultants Private Limited (Promoter Group) in physical mode which were sold in physical mode long back have been transferred to public shareholder on 11th March, 2019.

### (iii) Change in Promoters' Shareholding

SI. No.		Shareholding at the Cu beginning of the year			Cumulative Shareholding during the year		
		No. of Shares		No. of Shares	% of total Shares of the company		
1	At the beginning of the year	31784339	44.02	31784339	44.02		
2	Date wise Increase / <b>Decrease</b> in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			(-) 100*	(-) 0.00		
At th	e End of the year	31784339	44.02	31784239	44.02		

<sup>\*100</sup> shares out of 500 shares held by Magic Consultants Private Limited (Promoter Group) in physical mode which were sold in physical mode long back have been transferred to public shareholder on 11th March, 2019.



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

For E	Each of the Top 10 Shareholder	Shareholdin beginning of		Shareholding at the end of the year		
SI. No.	Name	No of shares at the beginning of the year (01/04/2018)	% of total Shares of the company	No of shares at the end of the year (31/03/2019)	% of total Shares of the company	
1	KEBALE TRADING COMPANY LIMITED	5465840	7.57	5465840	7.57	
2	IL AND FS TRUST CO LTD	1268556	1.76	3981085	5.51	
3	MONTAGE ENTERPRISES PRIVATE LIMITED	2468288	3.42	2966844	4.11	
4	DILIPKUMAR LAKHI	2022519	2.80	2014282	2.79	
5	KESWANI HARESH	1926004	2.67	1120719	1.55	
6	LIFE INSURANCE CORPORATION OF INDIA	1083805	1.50	1083805	1.50	
7	HARESH TIKAMDAS KESWANI			1000000	1.38	
8	RICKY ISHWARDAS KIRPALANI	698544	0.97	698554	0.97	
9	RICKY ISHWARDAS KIRPALANI	500000	0.69	500000	0.69	
10	SOYUZ TRADING COMPANY LIMITED			489757	0.68	
11	OLD MUTUAL GLOBAL INVESTORS SERIES PUBLIC LIMITED COMPANY	893447	1.24			
12	KOTHARI PRODUCTS LIMITED	492056	0.68			

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

SI. No.	For Each of the Directors and KMP		ding at the of the year	Cumulative Shareholding during the year		
		No. of Shares at the beginning of of the year	% of total Shares of the company	No. of Shares	% of total Shares of the company	
Mr. A	shok Chaturvedi					
1	At the beginning of the year	502533	0.70	502533	0.70	
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc.		1	1		
3	At the End of the year	502533	0.70	502533	0.70	
Mr. A	. Karati					
1	At the beginning of the year			-		
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):		1	-		
3	At the End of the year	-	-	-		
Mr. A	mitava Ray					
1	At the beginning of the year			ł		
2	Date wise Increase / Decrease in Shareholding 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	ara Sankar Bhattacharya					
1	At the beginning of the year					
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):			1		
3	At the End of the year					
Mrs.	Indu Liberhan					
1	At the beginning of the year					
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):					
3	At the End of the year					

SI. No.	For Each of the Directors and KMP		ding at the of the year	Cumulative Shareholding during the year		
		No. of Shares at the beginning of of the year	% of total Shares of the company	No. of Shares	% of total Shares of the company	
Mr. A	rvind Mahajan					
1	At the beginning of the year					
2	Date wise Increase / Decrease in Shareholding 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. F	Pradeep Narendra Poddar					
1	At the beginning of the year					
2	Date wise Increase / Decrease in Shareholding 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	nish Babu Venugopal					
1	At the beginning of the year					
2	Date wise Increase / Decrease in Shareholding 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. F	Rajesh Bhatia					
1	At the beginning of the year	-				
2	Date wise Increase / Decrease in Shareholding 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	sjay Krishna					
1	At the beginning of the year					
2	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):					
3	At the End of the year					

## V. INDEBTEDNESS

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

(Rs. in Lacs)

				(110: 111 = 400)
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
I) Principal Amount	119,408.79	22,936.08	-	142,344.87
II) Interest due but not paid	-	-	-	-
III) Interest accrued but not due	393.22	65.60	-	458.82
Total (I + ii + iii)	119,802.01	23,001.68	-	142,803.69
Change in Indebtedness during the financial year				
Addition	19,517.31	16,789.98	-	36,307.29
Reduction	18,769.94	18,839.33	-	37,609.27
Net Change	747.37	(2,049.35)	-	(1,301.98)
Indebtedness at the end of the financial year				
i) Principal Amount	120,156.16	20,886.73	-	141,042.89
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	77.79	179.49	-	257.28
Total (i + ii + iii)	120,233.95	21,066.22	-	141,300.17



### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. in Lacs)

SI. No.	Particulars of Remuneration	Mr. Ashok Chaturvedi Chairman & Managing Director	Mr. Amitava Ray Whole-time Director	Total Amount
1.	Gross salary  a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	410.96	231.22	642.18
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	23.07		23.07
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2.	Stock Option			
3.	Sweat Equity			
4.	Commission (Payable)			
5.	Others - Medical Reimbursement and Contribution to Provident Fund etc.	0.95		0.95
	Total (A)	434.98	231.22	666.20
	Ceiling as per the Act	481.03	481.03	962.06

## B. Remuneration to other Directors:

## 1. Independent Directors

(Rs. In Lacs)

SI.	Particulars of	Name of Directors					Total
No.	Remuneration	Mr. A. Karati	Mrs. Indu Liberhan	Mr. Tara Sankar Bhattacharya	Mr. Arvind Mahajan	Mr. Pradeep Narendra Poddar	Amount
1.	Fee for attending board / committee meetings	9.50	8.50	3.50	3.50	3.50	28.50
	<ul><li>Commission</li><li>Others, please</li></ul>				 		
	specify						
	Total B(1)	9.50	8.50	3.50	3.00	3.50	28.50

### 2. Other Non-Executive Director

(Rs. In Lacs)

SI.	Particulars of Remuneration	Name of Directors	Total Amount	
No.		Mr. Anish Babu Venugopal, Nominee – IFCI		
1.	<ul><li>Fee for attending board / committee meetings</li><li>Commission</li><li>Others, please specify</li></ul>	0.50	0.50	
Tota	<b>Total B(2)</b> 0.50		0.50	
Total (B) = (1+2)			29.00	
Total Managerial Remuneration			695.20	
Ove	1058.27			

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

(Rs. in Lacs)

SI.	Particulars of Remuneration	Key Managerial Personnel			
No.		Mr. Rajesh Bhatia, Group President (F&A) [CFO]	Mr. Ajay Krishna, Sr. Vice President (Legal) & Company Secretary	Total	
1.	Gross salary a) Salary as per provisions contained in section	232.01	81.29	313.30	
	17(1) of the Income-tax Act, 1961 b) Value of perquisites u/s 17(2) Income-tax Act,	0.11	0.11	0.22	
	1961 c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission				
5.	Others - Medical Reimbursement and Contribution to Provident Fund				
Total		232.12	81.40	313.52	

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Тур	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.	A. COMPANY						
	Penalty						
	Punishment						
	Compounding						
B.	DIRECTORS						
	Penalty						
	Punishment						
	Compounding						
C.	OTHER OFFICERS IN DEFAULT						
	Penalty						
	Punishment						
	Compounding						