

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	: L74899DL1988PLC032166
ii)	Registration Date	: 21 st 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 rd 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:-

Sl. 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.	90.31

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. 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)

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
5	UTECH DEVELOPERS LIMITED 305, 3RD FLOOR, BHANOT CORNER PAMPOSH ENCLAVE, GREATER KAILASH – I NEW DELHI – 110 048	U45200DL2006PLC156675	Subsidiary	100%	2(87)
6	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)
7	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)
8	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)
9	FLEX FILMS (USA) INC. 1221, NORTH BLACK BRANCH ROAD, ELIZABETHTOWN, KY 42701	Foreign Company	Subsidiary	100%	2(87)
10	FLEX FILMS EUROPA SP. ZO.O. PO. BOX 62 300 WRZESNIA UL. GEN. WLADYSLAWA SIKORSKIEGO 48, POLAND	Foreign Company	Subsidiary	100%	2(87)
11	UPET (SINGAPORE) PTE. LIMITED 10, JALAN BESAR ,10-12 SIM LIM TOWER, SINGAPORE 208787	Foreign Company	Subsidiary	100%	2(87)
12	DIGICYL PTE LIMITED 10, JALAN BESAR, #10-03 SIM LIM TOWER, SINGAPORE 208787	Foreign Company	Subsidiary	100%	2(87)
13	SD BUILDWELL (P) LIMITED 305, 3RD FLOOR, BHANOT CORNER PAMPOSH ENCLAVE, GREATER KAILASH – I, NEW DELHI – 110 048	U45400DL2008PTC174387	Subsidiary	100%	2(87)
13	FLEX FOODS LIMITED LAL TAPPAR INDUSTRIAL AREA, PO-RESHAM MAJRI, HARIDWAR ROAD, DEHRADUN, UTTARAKHAND	L15133UR1990PLC023970	Associate	47.15%	2(6)
14	REFEX ENERGY (RAJASTHAN) PRIVATE LIMITED* 305, 3RD FLOOR, BHANOT CORNER PAMPOSH ENCLAVE, GREATER KAILASH – I, NEW DELHI – 110 048	U40100DL2009PTC226628	Subsidiary	62.91%	2(87)
15	BUNDELKHAND PROJECTS PRIVATE LIMITED* A-108, SECTOR-4 NOIDA GAUTAM BUDDHA NAGAR, UP 201301	U74120UP2003PTC027714	Subsidiary	62.91%	2(87)

* Ceased to be Subsidiary w.e.f.. 31st May 2017.

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

i) Category-wise Share Holding

Category of Shareholder (II)	No. of Shares held at the beginning of the Year				No. of Shares held at end of the Year				% Change during the year
	Demat	Physi- cal	Total	% of the total shares	Demat	Physi- cal	Total	% of the total shares	
A. Promoter and Promoter Group									
(1) Indian									
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	500	29462610	40.80	--
d) Financial Institutions / Banks	--	--	--	--	--	--	--	--	--
e) Any Other (specify)	--	--	--	--	--	--	--	--	--
Sub - Total (A)(1)	31783839	500	31784339	44.02	31783839	500	31784339	44.02	--
(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)	31783839	500	31784339	44.02	31783839	500	31784339	44.02	--
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds/ UTI	37288	22030	59318	0.08	238094	20330	258424	0.36	+0.28
b) Banks / Financial Institutions	129631	2788	132419	0.18	1153647	542	1154189	1.60	+1.41
c) Central Government	--	--	--	--	--	--	--	--	--
d) State Government(s)	--	--	--	--	--	--	--	--	--
e) Venture Capital Funds	--	--	--	--	--	--	--	--	--
f) Insurance Companies	--	--	--	--	--	--	--	--	--
g) Foreign Institutional Investors	7922027	24204	7946231	11.00	8422330	22904	8445234	11.70	+0.69
h) Foreign Venture Capital Funds	--	--	--	--	--	--	--	--	--
i) Any Other (specify)	--	--	--	--	--	--	--	--	--
Sub - Total (B)(1)	8088946	49022	8137968	11.27	9814071	43776	9857847	13.65	+2.38
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	6919287	18548	6937835	9.61	7288277	9866	7298143	10.11	+0.50
ii) Overseas	--	--	--	--	--	--	--	--	--
b) Individuals-									
i. Individual Shareholders holding Nominal Share Capital upto Rs.1 lakh	8908329	730132	9638461	13.35	7855447	527708	8383155	11.61	-1.74

Category of Shareholder (II)	No. of Shares held at the beginning of the Year				No. of Shares held at end of the Year				% Change during the year
	Demat	Physi- cal	Total	% of the total shares	Demat	Physi- cal	Total	% of the total shares	
ii. Individual Shareholders holding nominal Share Capital in excess of Rs.1 lakh	5241550	14900	5256450	7.28	5498661	14900	5513561	7.64	+0.36
c. Any Other (specify)									
– NRIs	4886636	--	4886636	6.77	3842139	--	3842139	5.32	-1.45
– Foreign Bodies Corporate	5465840	--	5465840	7.57	5465840	--	5465840	7.57	--
– Clearing Members (in Transit Position)	103957	--	103957	0.14	66462	--	66462	0.09	-0.05
Sub - Total (B)(2)	31525599	763580	32289179	44.71	30016826	552474	30569300	42.33	-2.38
Total Public Shareholding (B) = (B)(1)+(B)(2)	39614545	812602	40427147	55.98	39830897	596250	40427147	55.98	--
C. Shares held by Custodians for GDRs & ADRs	--	--	--	--	--	--	--	--	--
GRAND TOTAL (A)+(B)+(C)	71398384	813102	72211486	100.00	71614736	596750	72211486	100.00	--

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding 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	FLEX INTERNATIONAL PVT LTD	9197577	12.74	--	9197577	12.74	--	--
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	--	--
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	--	41878	0.06	--	--
	Total	31784339	44.02	--	31784339	44.02	--	--

(iii) Change in Promoters' Shareholding

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	31784339	44.02	31784339	44.02
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--
	At the End of the year	31784339	44.02	31784339	44.02

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

For Each of the Top 10 Shareholder		Shareholding at the beginning of the year		Shareholding at the end of the year	
Sl. No.	Name	No of shares at the beginning the year (01/04/2017)	% of total Shares of the company	No of shares at the end of the year (31/03/2018)	% of total Shares of the company
1	KEBALE TRADING COMPANY LIMITED	5465840	7.57	5465840	7.57
2	MONTAGE ENTERPRISES PRIVATE LIMITED	2204695	3.05	2468288	3.42
3	DILIPKUMAR LAKHI	2410858	3.34	2022519	2.80
4	KESWANI HARESH	2618401	3.63	1926004	2.67
5	IL AND FS TRUST CO LTD	1113631	1.54	1268556	1.76
6	LIFE INSURANCE CORPORATION OF INDIA	--	--	1083805	1.50
7	OLD MUTUAL GLOBAL INVESTORS SERIES PUBLIC LIMITED COMPANY	584794	0.81	893447	1.24
8	RICKY ISHWARDAS KIRPALANI	897956	1.24	698544	0.97
9	RICKY ISHWARDAS KIRPALANI	500000	0.69	500000	0.69
10	KOTHARI PRODUCTS LIMITED	492056	0.68	492056	0.68
11	DIMENSIONAL EMERGING MARKETS VALUE FUND	500947	0.69	455786	0.63

(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	502533	0.70	502533	0.70
2	Date wise Increase / Decrease in Promoters 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	502533	0.70	502533	0.70
Mr. A. Karati					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters 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. Amitava Ray					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters 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. S. Bhattacharya					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters 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	--	--	--	--
Mrs. Indu Liberhan					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	--	--	--	--

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
3	At the End of the year	--	--	--	--
Mr. Arvind Mahajan					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters 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. Pradeep Narendranath Poddar (w.e.f. 30.05.2017)					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters 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. V. Anish Babu (w.e.f. 16.05.2017)					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters 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. Madan Gopal Gupta @					
1	At the beginning of the year	8061	0.01		
2	Date wise Increase / Decrease in Promoters 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. R. K. Jain*					
1	At the beginning of the year				
2	Date wise Increase / Decrease in Promoters 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. Rajesh Bhatia**					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters 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. Ajay Krishna					
1	At the beginning of the year	--	--	--	--
2	Date wise Increase / Decrease in Promoters 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. Madan Gopal Gupta was ceased to be a Director w.e.f. 1st August, 2017

*Mr. R.K. Jain resigned from the position of CFO w.e.f 31/08/2017.

** Mr. Rajesh Bhatia has been appointed as CFO w.e.f. 01/09/2017.

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				
I) Principal Amount	98264.35	25915.98	-	124180.33
II) Interest due but not paid	-	-	-	-
III) Interest accrued but not due	469.83	71.06	-	540.89
Total (I + II + III)	98734.18	25987.04	-	124721.22
Change in Indebtedness during the financial year				
• Addition	32415.08	21667.92	-	54083.00
• Reduction	11270.64	24647.82	-	35918.46
Net Change	21144.44	(2979.90)	-	18164.54
Indebtedness at the end of the financial year				
i) Principal Amount	119408.79	22936.08	-	142344.87
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	393.22	65.60	-	458.82
Total (i + ii + iii)	119802.01	23001.68	-	142803.69

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. 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	521.79	228.13	749.92
b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	25.10	-	25.10
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.	57.00	-	57.00
	Total (A)	603.89	228.13	832.02
	Ceiling as per the Act	603.92	603.92	1207.84

B. Remuneration to other Directors:

1. Independent Directors

(Rs. In Lacs)

Sl. No.	Particulars of Remuneration	Name of Directors					Total Amount	
		Mr. A. Karati	Mrs. Indu Liberhan	Mr. T.S. Bhattacharya	Mr. Arvind Mahajan	Mr. Pradeep Narendranath Poddar \$		Mr. M.G. Gupta
1.	• Fee for attending board / committee meetings	8.50	7.00	3.50	3.00	3.50	2.50	28.00
	• Commission	--	--	--	--	--	--	--
	• Others, please specify	--	--	--	--	--	--	--
	Total B(1)	8.50	7.00	3.50	3.00	3.50	2.50	28.00

(\$) Mr. Pradeep Narendranath Poddar was appointed as Director w.e.f. 30th May, 2017.

2. Other Non-Executive Director

(Rs. In Lacs)

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
		Mr. V. Anish Babu, Nominee – IFCI	
1.	<ul style="list-style-type: none"> • Fee for attending board / committee meetings • Commission • Others, please specify 	1.00	1.00
		--	--
Total B(2)		1.00	1.00
Total (B) = (1+2)			29.00
Total Managerial Remuneration			861.02
Overall Ceiling as per the Act			1328.63

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

(Rs. in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		Mr. R.K. Jain, Group President (F&A) [CFO]*	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 17(1) of the Income-tax Act, 1961	85.59	131.37	78.33	295.29
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.12	0.05	0.11	0.28
	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	4.31	-	0.15	4.46
Total		90.02	131.42	78.59	300.03

*Mr. R.K. Jain resigned from the position of CFO w.e.f 01/09/2017.

** Mr. Rajesh Bhatia has been appointed as CFO w.e.f. 01/09/2017.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

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				