

# Form No. MGT-7



Form language

English  Hindi

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

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

All fields marked in \* are mandatory

Refer instruction kit for filing the form

### I REGISTRATION AND OTHER DETAILS

i \*Corporate Identity Number (CIN)

L15133UR1990PLC023970

ii (a) \*Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) \*Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) \*Type of Annual filing

Original

Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	FLEX FOODS LIMITED	FLEX FOODS LIMITED
Registered office address	LAL TAPPAR INDUSTRIAL AREA,PO-RASHIEM MAGRI HARIDWAR ROAD,DEHRADUN,,NA,UTTRANCHAL,Uttarakhan d,India,000000	LAL TAPPAR INDUSTRIAL AREA,PO-RASHIEM MAGRI HARIDWAR ROAD,DEHRADUN,,NA,UTTRANCHAL,Uttarakhan d,India,000000
Latitude details	30.128153	78.166675
Longitude details	30.128153	78.166675

(a) \*Photograph of the registered office of the Company showing external building and name prominently visible

FINAL.jpg

(b) \*Permanent Account Number (PAN) of the company

AA\*\*\*\*\*8K

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

\*\*\*\*\*tarial@flexfoodsltd.com

(d) \*Telephone number with STD code

01\*\*\*\*\*34

(e) Website

https://flexfoodsltd.com/

iv \*Date of Incorporation (DD/MM/YYYY)

05/02/1990

v (a) \*Class of Company (as on the financial year end date)  
(Private company/Public Company/One Person Company)

Public company

(b) \*Category of the Company (as on the financial year end date)  
(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by shares

(c) \*Sub-category of the Company (as on the financial year end date)  
(Indian Non-Government company/Union Government Company/State Government Company/  
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi \*Whether company is having share capital (as on the financial year end date)

Yes  No

vii (a) Whether shares listed on recognized Stock Exchange(s)

Yes  No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	Bombay Stock Exchange (BSE)	A1 - Bombay Stock Exchange (BSE)

viii Number of Registrar and Transfer Agent

1

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent
U67120DL1993PTC052486	BEETAL FINANCIAL AND COMPUTER SERVICES PRIVATE LIMITED	99,MADANGIR, B/4, LOCAL SHOPPING CENTRE, NEAR DADA HARSUKH DAS MANDIR, NEW DELHI,Delhi,India,110062	INR000000262

ix \* (a) Whether Annual General Meeting (AGM) held

Yes  No

(b) If yes, date of AGM (DD/MM/YYYY)

21/08/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

Yes  No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i \*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	10	Manufacture of Food products	100

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

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

0

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held

## 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	15000000.00	12450000.00	12450000.00	12450000.00
Total amount of equity shares (in rupees)	150000000.00	124500000.00	124500000.00	124500000.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Equity share				
Number of equity shares	15000000	12450000	12450000	12450000
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees )	150000000.00	124500000.00	124500000	124500000

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	500000.00	0.00	0.00	0.00
Total amount of preference shares (in rupees)	50000000.00	0.00	0.00	0.00

Number of classes

1

Class of shares	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Preference share				
Number of preference shares	500000	0	0	0
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees )	50000000.00	0.00	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
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Total amount of unclassified shares

0

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

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>	297939	12152061	12450000.00	124500000	124500000	
<b>Increase during the year</b>	0.00	50381.00	50381.00	503810.00	503810.00	0
i Public Issues	0	0	0.00	0	0	
ii Rights issue	0	0	0.00	0	0	
iii Bonus issue	0	0	0.00	0	0	
iv Private Placement/ Preferential allotment	0	0	0.00	0	0	
v ESOPs	0	0	0.00	0	0	
vi Sweat equity shares allotted	0	0	0.00	0	0	
vii Conversion of Preference share	0	0	0.00	0	0	
viii Conversion of Debentures	0	0	0.00	0	0	
ix GDRs/ADRs	0	0	0.00	0	0	
x Others, specify  Increase In Demat Shareholding		50381		503810	503810	
<b>Decrease during the year</b>	50381.00	0.00	50381.00	503810.00	503810.00	0
i Buy-back of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify  Decrease In Demat Shareholding	50381		50381.00	503810	503810	
<b>At the end of the year</b>	247558.00	12202442.00	12450000.00	124500000.00	124500000.00	
<b>(ii) Preference shares</b>						

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
<b>At the beginning of the year</b>	0	0	0.00	0	0	
<b>Increase during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Issues of shares	0	0	0.00	0	0	
ii Re-issue of forfeited shares	0	0	0.00	0	0	
iii Others, specify <input type="text"/>			0			
<b>Decrease during the year</b>	0.00	0.00	0.00	0.00	0.00	0
i Redemption of shares	0	0	0.00	0	0	
ii Shares forfeited	0	0	0.00	0	0	
iii Reduction of share capital	0	0	0.00	0	0	
iv Others, specify <input type="text"/>			0			
<b>At the end of the year</b>	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

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

Class of shares		<input type="text"/>
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

Number of transfers

15

**Attachments:**

1. Details of shares/Debentures Transfers

Transfer Details.xlsm

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

**(a) Non-convertible debentures**

\*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of non-convertible 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
<b>Total</b>				

**(b) Partly convertible debentures**

\*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of partly convertible 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
<b>Total</b>				

**(c) Fully convertible debentures**

\*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of fully convertible 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
<b>Total</b>				

**(d) Summary of Indebtedness**

Particulars	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	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
<b>Total</b>	0.00	0.00	0.00	0.00

**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
<b>Total</b>					

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

i \*Turnover

1500119285.26

ii \* Net worth of the Company

418020748.83

**VI SHARE HOLDING PATTERN****A Promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	52620	0.42	0	0.00
	(ii) Non-resident Indian (NRI)	0	0.00	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	0	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	7398571	59.43	0	0.00

10	Others <input type="text"/>				
	<b>Total</b>	7451191.00	59.85	0.00	0

Total number of shareholders (promoters)

**B Public/Other than promoters**

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian	4093322	32.88	0	0.00
	(ii) Non-resident Indian (NRI)	84689	0.68	0	0.00
	(iii) Foreign national (other than NRI)	0	0.00	0	0.00
2	Government				
	(i) Central Government	0	0.00	0	0.00
	(ii) State Government	0	0.00	0	0.00
	(iii) Government companies	0	0.00	0	0.00
3	Insurance companies	0	0.00	0	0.00
4	Banks	100	0.00	0	0.00
5	Financial institutions	0	0.00	0	0.00
6	Foreign institutional investors	0	0.00	0	0.00
7	Mutual funds	0	0.00	0	0.00
8	Venture capital	0	0.00	0	0.00
9	Body corporate (not mentioned above)	203441	1.63	0	0.00

10	Others (IEPF, Others)	617257	4.96		
	<b>Total</b>	4998809.00	40.15	0.00	0

Total number of shareholders (other than promoters)

9465

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

9474.00

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	2513
2	Individual - Male	1201
3	Individual - Transgender	0
4	Other than individuals	5760
	<b>Total</b>	9474.00

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

#### VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of 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)	10153	9465
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>	1	4	1	4	0.00	0.00
i Non-Independent	1	1	1	1	0	0
ii Independent	0	3	0	3	0	0
<b>C Nominee Directors representing</b>	0	0	0	0	0.00	0.00
i. Banks and 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
<b>Total</b>	1	5	1	5	0.00	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 shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
ASHOK CHATURVEDI	00023452	Director	7610	
RAHUL RAZDAN	09290572	Whole-time director	0	
RAJEEV SHARMA	08789214	Director	0	
INDU LIBERHAN	03341420	Director	0	
ARVIND MAHAJAN	02410540	Director	0	

PRADEEP NARENDRA PODDAR	00025199	Director	0	
SHEKHAR TIWARI	ADFPT3189B	CFO	0	
HIMANSHU LUTHRA	AIAPL1163F	Company Secretary	0	

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

2

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)
NAVAL DUSEJA	AFBPD0559F	CFO	12/11/2024	Cessation
SHEKHAR TIWARI	ADFPT3189B	CFO	12/11/2024	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

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	27/08/2024	9858	45	51.76

**B BOARD MEETINGS**

\*Number of meetings held

4

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	27/05/2024	6	6	100
2	09/08/2024	6	6	100

3	12/11/2024	6	6	100
4	10/02/2025	6	5	83.33

### C COMMITTEE MEETINGS

Number of meetings held

15

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance
1	Stakeholders Relationship Committee	09/05/2024	3	2	66.67
2	NRC Committee	22/05/2024	3	2	66.67
3	Audit Committee	27/05/2024	4	4	100
4	Stakeholders Relationship Committee	01/08/2024	3	3	100
5	Audit Committee	09/08/2024	4	4	100
6	Committee of Directors	03/09/2024	3	2	66.67
7	Stakeholders Relationship Committee	16/10/2024	3	2	66.67
8	Committee of Directors	29/10/2024	3	3	100
9	Audit Committee	12/11/2024	4	4	100
10	NRC Committee	12/11/2024	3	3	100
11	Stakeholders Relationship Committee	13/12/2024	3	3	100
12	Committee of Directors	31/01/2025	3	3	100
13	Audit Committee	10/02/2025	4	4	100
14	Stakeholders Relationship Committee	20/02/2025	3	3	100
15	CSR Committee	28/03/2025	3	3	100

### D ATTENDANCE OF DIRECTORS

S.No	Name of the Director	Board Meetings	Committee Meetings	Whether attended AGM held on
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		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	21/08/2025 (Y/N/NA)
1	PRADEEP NARENDRA PODDAR	4	4	100	12	9	75	No
2	ASHOK CHATURVEDI	4	3	75	3	3	100	No
3	RAHUL RAZDAN	4	4	100	8	8	100	Yes
4	RAJEEV SHARMA	4	4	100	8	7	87	Yes
5	INDU LIBERHAN	4	4	100	12	12	100	Yes
6	ARVIND MAHAJAN	4	4	100	6	6	100	No

#### X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

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

1

S. No.	Name	Designation	Gross salary	Commission	Stock Option/Sweat equity	Others	Total amount
1	Rahul Razdan	Whole-time director	9280608	0	0	1000000	10280608.00
	<b>Total</b>		9280608.00	0.00	0.00	1000000.00	10280608.00

B \*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	Shekhar Tiwari	CFO	1513557	0	0	0	1513557.00
2	Naval Duseja	CFO	2321856	0	0	0	2321856.00
3	Himanshu Luthra	Company Secretary	1135616	0	0	0	1135616.00
	<b>Total</b>		4971029.00	0.00	0.00	0.00	4971029.00

C \*Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
1	Ashok Chaturvedi	Director	0	0	0	150000	150000.00
2	Indu Liberhan	Director	0	0	0	425000	425000.00
3	Arvind Mahajan	Director	0	0	0	275000	275000.00
4	Pradeep Narendra Poddar	Director	0	0	0	350000	350000.00
5	Rajeev Sharma	Director	0	0	0	275000	275000.00
	<b>Total</b>		0.00	0.00	0.00	1475000.00	1475000.00

**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 (DD/MM/YYYY)	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 (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

### XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

9474

### XIV Attachments

(a) List of share holders, debenture holders

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(b) Optional Attachment(s), if any

Clarification Letter.pdf  
MGT-8.pdf

### XV 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.

#### 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 applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.

I/ We have examined the registers, records and books and papers of FLEX FOODS LIMITED as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on (DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

1 its status under the Act;

- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal , Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

**To be digitally signed by**

Name

MAHESH KUMAR GUPTA

Date (DD/MM/YYYY)

08/10/2025

Place

NOIDA

Whether associate or fellow:

Associate  Fellow

Certificate of practice number

1\*9\*

**XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014**

\* (a) DIN/PAN/Membership number of Designated Person

10694

\* (b) Name of the Designated Person

HIMANSHU LUTHRA

**Declaration**

I am authorised by the Board of Directors of the Company vide resolution number\* 5(B) dated\* (DD/MM/YYYY) 11/11/2022 to sign this form and declare that all the requirements of 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.

**\*To be digitally signed by**

**\*Designation**

*(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))*

Director

**\*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0\*2\*0\*7\*

**\*To be digitally signed by**

Company Secretary       Company secretary in practice

**\*Whether associate or fellow:**

Associate       Fellow

Membership number

1\*6\*4

Certificate of practice number

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

**For office use only:**

eForm Service request number (SRN)

AB8037803

eForm filing date (DD/MM/YYYY)

08/10/2025

**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**



# Mahesh Gupta & Co.

## Company Secretaries

Wadhwa Complex , Chamber No. 110, Ground Floor , D-288-289/10, Laxmi Nagar, New Delhi-110092  
Phone : 011-49503085; 9312406331; E-Mail: [maheshgupta.co@gmail.com](mailto:maheshgupta.co@gmail.com)

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### Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies  
(Management and Administration) Rules, 2014]

### CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Flex Foods Limited** (the Company) as required to be maintained under the Companies Act, 2013 ('the Act') and the rules made thereunder for the financial year ended on 31<sup>st</sup> March, 2025. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the company, its officers and agents, we certify that:

- A. The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year the company has complied with provisions of the Act & Rules made there under in respect of:
  1. Its status under the Act; Public Limited Company; Limited by Shares;
  2. The Company has maintained the registers/records in the prescribed format and entries therein were made within the prescribed time;
  3. The Company has filed the forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time;
  4. The Company has called/convened the meetings of Board of Directors, its committees and the meetings of the members of the company on due dates as stated in the Annual Return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed; the Company has not passed any resolution by way of postal ballot.
  5. The Register of Members of the Company remained closed from Saturday, 3<sup>rd</sup> August, 2024 to Tuesday, 27<sup>th</sup> August, 2024 (both days inclusive) in compliance with the provisions of section 91 of the Act;
  6. The company has given advances or loans to its directors and/or persons or firms or companies referred in section 185 of the Act, **NIL**;
  7. As per the explanation given to us, all related party transactions were negotiated on an arms-length basis and were in ordinary course of business;



8. During the reporting period, there was no issue or allotment or buy back of securities/ redemption of preference shares /alteration or reduction of share capital/conversion of shares/securities. However, the Company has recorded the transmission of shares within the prescribed time;
9. There were no transactions necessitating the company to keep in abeyance the right to dividend, right shares and bonus shares pending registration of Transfer/Transmission of Shares;
10. During the reporting period, the company has declared the dividend and regular in releasing the unclaimed dividend to the shareholders/ investors and transferred unpaid /unclaimed dividend/other amount as applicable to the Investor Education and Protection Fund in accordance with applicable provisions of the Act;
11. Signing of audited financial statement is as per the provisions of section 134 of the Act and report of directors is as per sub section (3), (4) and (5) thereof;
12. During the reporting period, there were following changes in the composition of the Board of Directors of the Company;
  - Mr. Rahul Razdan was re-appointed as Whole-time Director & CEO in terms of approval granted by the shareholders of the Company at the 34<sup>th</sup> Annual general meeting of the Company held on 27<sup>th</sup> August, 2024 for a period of 3 (three) years w.e.f. 24<sup>th</sup> August, 2024.
13. Appointment of Statutory Auditor is as per the provisions of section 139 of the Act;
14. As per the explanation given to us, there were no instances which required the approvals from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. The company has not accepted /renewed any deposit during the financial year 2024-2025;
16. Borrowings from Director/Members/other institutions/Banks and others and creation/modification/satisfaction of charges in that respect wherever applicable;
17. The Company has neither made any loans, investment nor extended any guarantee or providing of securities to other Bodies Corporate or Persons falling under the provisions of Section 186 of the Act;
18. During the period under review, the Company has not altered the provisions of the memorandum and/or articles of association of the company.

Place: Noida  
Date: 08/10/2025



For Mahesh Gupta & Co.  
Company Secretaries

**Mahesh Kumar Gupta**  
Proprietor

FCS: 2870 C.P.: 1999

UDIN: F002870G001485318

Date: 8<sup>th</sup> October, 2025

To,  
The Ministry of Corporate Affairs  
'A' Wing, 5<sup>th</sup> Floor, Shastri Bhawan,  
Dr. Rajendra Prasad Road,  
New Delhi - 110001.

**Subject:** Clarification regarding information to be provided in Form MGT-7 for FY 2024-25.

Dear Sir/Madam,

With above captioned subject, we hereby submit that:

**In Sl. No. VI B: Gender wise bifurcation in the Shareholding Pattern-Breakup of Total Number of Shareholders (Promoters+ Others than promoters):**

Under this category, while gender details of shareholders mentioned in the form are as extracted from CDSL system, the similar data could not be extracted from the NSDL system and the physical shareholders database as well. Therefore, we have grouped the balance numbers i.e. 5,760 under the head "other than individuals" category which includes 205 other than individuals covering Insurance Companies, Banks, Foreign institutional investors, Mutual Funds, Body Corporate and others, and 5,555 individuals for which gender could not be identified.

Kindly consider this clarification letter as an integral part of Form MGT-7 for FY 2024-25 and request you to take the same on record.

Thanking you.

Yours faithfully,  
For FLEX FOODS LIMITED,



(Himanshu Luthra)  
Company Secretary

Encl.as above.

**BRC CERTIFIED COMPANY**

Date of registration of transfer (Date Month Year)	Type of transfer	Class of shares transferred	Number of Shares/Debentures/Units Transferred	Amount per Share/Debenture/Unit (in Rs.)	Ledger Folio of Transferor	Transferor's Name	Ledger Folio of Transferee	Transferee's Name (Surname, middle name, first name)
13/05/2024	Equity share	Equity	100	10.00	0031990	RANJAN AHUJA SANJAY AHUJA OM PRAKASH AHUJA	0053205	RANJAN AHUJA
08/07/2024	Equity share	Equity	10	10.00	0053204	RISHIV RAJ KUNDU	6666666	FLEX FOODS LIMITED SUSPENSE ESCROW DEMAT ACCOUNT
01/08/2024	Equity share	Equity	100	10.00	0015146	NARENDRA GORDHAN KOTAK KISHORE GORDHAN KOTAK	0053206	NARENDRA GORDHAN KOTAK
01/08/2024	Equity share	Equity	100	10.00	0008118	KUMANDAS VAGADIA	0053207	RAJESH KUMANDAS VAGADIYA
29/08/2024	Equity share	Equity	300	10.00	0044867	SHYAM WADHWA	0053208	SUNITI WADHWA
23/09/2024	Equity share	Equity	100	10.00	0003286	BHIKHUBHAI B PATEL ASHOK B PATEL	0053209	ASHOK BHIKHUBHAI PATEL
14/10/2024	Equity share	Equity	100	10.00	0002601	MEDINI UDPA N R AGUENDRA BALLAL	0053210	MEDINI UDPA
16/10/2024	Equity share	Equity	100	10.00	0028399	NIRMALA GUPTA MR ANUPAM GUPTA	0053212	ANUPAM GUPTA
16/10/2024	Equity share	Equity	100	10.00	0037380	RAJIV JINDAL SHALINI JINDAL	0053211	SHALINI JINDAL
28/11/2024	Equity share	Equity	100	10.00	0039759	RAJESH KUMAR	6666666	FLEX FOODS LIMITED SUSPENSE ESCROW DEMAT ACCOUNT
28/11/2024	Equity share	Equity	100	10.00	0039925	RAJESH KUMAR	6666666	FLEX FOODS LIMITED SUSPENSE ESCROW DEMAT ACCOUNT
06/01/2025	Equity share	Equity	100	10.00	0027589	BANKAT LAL GILADA	0053214	GHANSHAM DAS GILADA
06/01/2025	Equity share	Equity	100	10.00	0010233	SEVENTIBEN UMEDMAL JAIN	0053213	UMEDMAL HAJARIMAL JAIN
20/02/2025	Equity share	Equity	100	10.00	0008705	RISHABHA V JAIN SUGANCHAND C SHAH	0053215	RISHBHA DHARMENDRA SHAH
27/02/2025	Equity share	Equity	900	10.00	0041103	KASHINATH PURUSHOTTAM VENEKAR JAYANTI KASHINATH VERNEKAR	0053216	ARCHANA VIVEKANAND KOLVEKAR