

FLORA TEXTILES LIMITED

CIN : L17111TZ1993PLC004290

Registered Office : . 23, BHARATHI PARK ROAD, COIMBATORE – 641043

Email :floratex1@gmail.com Contact : 7810935393

Notice is hereby given that the 28th **Annual General Meeting** of the Members of Flora Textiles Limited will be held on Tuesday, the **31st August, 2021 at 4.00 p.m. IST** through **Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)** to transact the following business:

Ordinary Business

1. Adoption of Financial Statements

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED that the Audited Financial Statements of the Company for the financial year ended 31st March, 2021, the Report of the Board of Director's and the Auditor's Report thereon, be and are hereby received and adopted.”

2. Re-appointment of Mr.R Hemchand Gupta [DIN 0270656] as Director

To consider and if deemed fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED that pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), R Hemchand Gupta [DIN 0270656] Director, who retires by rotation at the 28th Annual General Meeting, be and is hereby reappointed as Director of the Company.

By Order of the Board

KirtishreeAgarwal
Company Secretary

Date: 30.06.2021
Place: Coimbatore

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Notes:

1. Members may note that to protect the health and safety of all the stakeholders including the shareholders in view of the continuing Covid-19 Pandemic, the twenty-Eighth Annual General Meeting ("28th AGM") of the members of the company will be held as an electronic AGM ("e-AGM") in virtual mode, through Video Conferencing ("VC")/ Other Permitted Audio Visual means ("OAVM"), as permitted by the Ministry of Corporate Affairs, Government of India ("MCA") vide its circular dated 13th January, 2021 read with circulars dated 5th May, 2020, 13th April, 2020 and 8th April, 2020 and by the Securities and Exchange Board of India ("SEBI") vide its circular dated 12th May, 2020 and 15th January, 2021. Accordingly, there will be no physical meeting of the shareholders taking place at a common venue in respect of the 28th Annual General Meeting.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The Register of Members and share transfer books will remain closed from 24th August, 2021 to 31st August, 2021 [Both days inclusive]
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Kfin Technologies Pvt Ltd (KFin) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by Kfin.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.floratextiles.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Kfin Technologies Pvt Ltd at www.bseindia.com and the AGM Notice is also available on the website of Kfin (agency for providing the Remote e-Voting facility) i.e. evoting.kfintech.com.
8. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular dated 13.01.2021, No.14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Saturday 28th August, 2021 at 10 : 00 A.M. and ends on Monday, 30th August, 2021 at 05 :00 P.M. The remote e-voting module shall be disabled by Kfin for voting thereafter.

During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd August, 2021 may cast their vote electronically. The e-voting module shall also be disabled by Kfin for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

How do I vote electronically using Kfin e-Voting system?

The way to vote electronically on Kfin e-Voting system consists of "Two Steps" which are mentioned below:

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Step 1: Log-in to e-Voting system at <https://evoting.kfintech.com/>

Step 2: Cast your vote electronically on KFin e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to Kfin e-Voting website?

Visit the e-Voting website of K Fin. Open web browser by typing the following URL:

<https://evoting.kfintech.com/>

1. either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using Kfin e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from Kfin from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on evoting.kfintech.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.kfintech.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@kfintech.com mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of Kfin.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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Details on Step 2 is given below:

How to cast your vote electronically on Kfin e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cskumar22@gmail.com with a copy marked to evoting@Kfintech.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on evoting.kfintech.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://evoting.kfintech.com> or call on toll free no.: 1800-309-4001 or send a request to (Name of Kfin Official) at evoting@kfintech.com

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Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to floratex1@gmail.com

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to floratex1@gmail.com

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGHVC/OAVM ARE AS UNDER:

1. Mr. A C Saravan, FCS, Company Secretaries in Practice, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner
2. Member will be provided with a facility to attend the AGM through VC/OAVM through the Kfin e-Voting system. Members may access the same at <https://evoting.kfintechl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of Kfin.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

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ANNEXURE

Additional information of Directors seeking appointment / re-appointment as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015) and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries Of India

The information relating to the directors proposed to be appointed / re-appointed is given hereunder

Name	R Hemchand Gupta
Director Identification Number	0270656
Age	25 years
Qualification	B.Com
Expertise	4 years experience in marketing and sales promotion
Shareholding in the Company	NIL
Board Position Held	Director
Date of first appointment on the Board	08270656
Relationship with other Directors	No relationship with any director
Remuneration last drawn	NIL
Remuneration proposed to be paid	NIL
Number of meetings of the Board attended during the year	5
Directorships of other Boards	NIL
Membership/ Chairmanship of Committees of other Boards	NIL