

FLORA TEXTILES LIMITED

CIN : L17111TZ1993PLC004290

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

1. Name and Registered Address :
of the sole/ first named Member

2. Name(s) of the Joint :
Member(s), if any

3. Registered Folio No./ :
DP ID No./Client ID No.

4. Number of shares held :

Dear Member(s),

Subject: Instructions for E-voting

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 [(including any statutory modification(s) or re-enactment thereof for the time being in force), as amended by the Companies (Management and Administration) Amendment Rules, 2015. Members can exercise right to vote at the 23rd AGM by electronic means and the business may be transacted through remote e-voting facility made available by Company's Registrar and Share Transfer Agent, Karvy Computershare Private Limited ('KCPL' or 'Karvy'). The remote e-voting facility is available at the link <https://evoting.karvy.com>.

The Company has engaged services of Karvy Computershare Private Limited ('KCPL' or 'Karvy') as the Authorized Agency to provide remote e-voting facility. Your electronic voting (remote e-voting) particulars are set out overleaf.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	End of remote e-voting
Saturday, 24 th September, 2016 (9:00 a.m. IST)	Tuesday, 27 th September, 2016 (5:00 p.m. IST)

The Cut-off date for the purpose of remote e-voting is Thursday, 22nd September, 2016.

Please read the instructions printed overleaf before exercising your vote.

These details and instructions form integral part of the Notice dated 30th May, 2016 of the 23rd Annual General Meeting of the Company to be held on Wednesday, 28th September, 2016 at 4:00 p.m.

Yours faithfully,
By Order of the Board

-sd-
V.R.Gupta
Chairman
[DIN 01303628]

Coimbatore
May 30, 2016

INSTRUCTIONS FOR E-VOTING

- (a) The instructions for e-Voting are as under:
- (I) Launch internet browser by typing the following URL: <https://evoting.karvy.com>.
 - (II) User ID and Password for e-voting is provided in the table given at the bottom of this document.
 - (III) Click on Shareholder – Login.
 - (IV) Enter user ID and password as initial password /PIN. Click login.
 - (V) The Password Change Menu will appear on your screen. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (VI) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
 - (VII) Select the “EVEN” (e-voting Event Number) of Flora Textiles Limited.
 - (VIII) Now you are ready for e-voting as Cast Vote page opens.
 - (IX) Cast your vote by selecting an appropriate option and click on “Submit” and also “Confirm” when prompted.
 - (X) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (XI) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (XII) Corporate/ Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rssiyeager@yahoo.com, with a copy marked to evoting@karvy.com.
 - (XIII) 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 Downloads section of <https://evoting.karvy.com> alternatively you can also contact evoting@karvy.com for any queries or grievances connected with remote e-voting service.
- (b) Other Instructions:
- (i) If you are already registered with Company’s Registrar and Share Transfer Agent, Karvy Computershare Private Limited (Karvy) for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - (ii) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending future communication(s).
 - (iii) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e Thursday, 22nd September, 2016, only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through poll paper.
 - (iv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of poll paper for all those Members who are present at the AGM but have not cast their votes by availing remote e-voting facility.
 - (v) Members who have acquired shares after the dispatch of Notice of AGM and holding shares as on cut-off date i.e. Thursday, 22nd September, 2016, may obtain the user ID and Password by sending a request at evoting@karvy.com. However, if you are already registered with Karvy Computershare Private Limited for remote e-voting, then you can use your existing user ID and Password /PIN for casting your vote. If you have forgotten your password, you can reset your password by using “Forgot User Details/ Password” option available on <https://evoting.karvy.com> or contact Karvy at (040) 6716 1606 or at toll free number 1800 3454 001. Alternatively, you can also contact on evoting@karvy.com for any queries or grievances connected with remote e-voting service.
 - (vi) The remote e-voting period shall commence on Saturday, 24th September, 2016 (9:00 a.m. IST) and ends on Tuesday, 27th September, 2016 (5:00 p.m. IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 22nd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by Karvy Computershare Private Limited for voting thereafter. Once the vote on a resolution is cast by the shareholder, Member shall not be allowed to change it subsequently. Electronic voting shall not be allowed beyond the said date and time.
 - (vii) The voting rights of the Members (for voting through remote e-voting or by Poll Paper at the Meeting) shall be in proportion to their shares of the paid up Equity Shares capital of the Company as on the cut-off date of Thursday, 22nd September, 2016.
 - (viii) Mr. R S SRINIVASAN, Practising Cost Accountant has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process is conducted in a fair and transparent manner.
 - (ix) The scrutinizer shall, immediately after the conclusion of remote e-voting at the 23rd AGM, first count the votes casted at the meeting and thereafter unblock the votes cast through remote e-voting in presence of atleast two (2) witnesses not in the employment of the Company and make within a period not exceeding three (3) days from conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman & Managing Director of the Company or person authorized by him of the Company.
 - (x) The results shall be declared after receiving consolidated Scrutinizer’s Report from the Scrutinizer. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.floratextiles.in and on the websites of Company’s Registrar and Share Transfer Agent, Karvy Computershare Private Limited (Karvy) <https://evoting.karvy.com> immediately after the declaration of the results by the Chairman & Managing Director or person authorized by him and forwarded to BSE Limited where the shares of the Company are listed.
 - (xi) The resolution shall be deemed to be passed on the date of the AGM, subject to receipt of sufficient votes through a compilation of voting results (i.e. remote e-voting along with the voting held at the AGM).

Your electronic voting (remote e-voting) particulars are set out below:

EVEN (E-voting Event Number)	USER ID	PASSWORD/ PIN
2674		

FLORA TEXTILES LIMITED
CIN: L17111TZ1993PLC004290
23, BHARATHI PARK ROAD
COIMBATORE – 641043
Email – floratex1@gmail.com, Contact:7810935393

NOTICE TO MEMBERS

Notice is hereby given that the 23rd Annual General Meeting of the Company will be held at A/C Conference hall, Rajasthani Sangh, 579, D B Road, R S Puram, Coimbatore – 641002, on 28th September, 2016, at 16 00 hours, Wednesday to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended March, 31, 2016 including the audited balance sheet as at March, 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and report of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Mr Ravindra Kumar Gupta [DIN: 01470047] who retires by rotation and being eligible, offers himself for reappointment.
3. Ratification of appointment of auditors:

To appoint auditors and fix their remuneration. In this connection, to consider and if thought fit, to pass with or without modification[s] the following resolution as an Ordinary Resolution:

“Resolved that pursuant to Section 139 of the Companies Act, 2013 and rules thereunder, the appointment of M/s Anjana & Co, (FRN No. 006724S) Chartered Accountants, Coimbatore as Statutory Auditors of the company until the conclusion of AGM for the year 2018, be and are hereby ratified and confirmed at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

By Order of the Board

-sd-

V.R.Gupta
Chairman

[DIN 01303628]

Coimbatore
May 30, 2016

48 hours before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No. 2 of the Notice, is annexed.
4. The Register of Members and the Share Transfer books of the Company will remain closed from 22.09.2016 to 28.09.2016 (both days inclusive).
5. E-mail Registration:
Members who have not registered their e-mail ID are requested to update the same with the Company.
6. Members are requested to intimate the Registrar and Transfer Agent viz., Karvy Computershare Private Limited., Karvy House, 46, Avenue 4, Street No.1, Banjara Hills, Hyderabad – 500034, of any change in their address. For shares held in dematerialized form, change in address/ Bank account particulars may be intimated directly to the Member’s Depository Participant[s].
7. The annual report 2016, Notice of the 23rd AGM with instructions for e-voting, with the Attendance Slip and Proxy Form are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant[s] for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the above are being sent.
8. Instruction on e-voting is annexed to this notice.

By Order of the Board

-sd-

V.R.Gupta
Chairman

[DIN 01303628]

Coimbatore
May 30, 2016

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.
2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than

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COIMBATORE – 641043

Email – floratex1@gmail.com, Contact:7810935393

ANNEXURE TO THE NOTICE

Details of the director seeking re appointment at the 23rd Annual General Meeting vide item No.2 of the notice dated 30.05.2016

[Pursuant to regulation 36 [3] of SEBI [LODR] Regulation, 2013]

Name of the Director	Mr Ravindra kumar Gupta
Date of Birth	26.06.1973
Date of Appointment	17.08.1993
Expertise in specific functional area	22 YEARS EXPERIENCE IN TEXTILES
Qualification	B.E.(EEE)
Directorship held in other public companies [Excluding foreign and private companies]	NIL
Chairman / Membership of committees in other Indian public companies	NIL
Shares in the company	Nil

Memorandum of Interest

None of the Directors of the Company and their relatives is concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

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COIMBATORE – 641043

Email – floratex1@gmail.com, Contact: 7810935393

ATTENDANCE SLIP

Folio No.	Name of the Member	Name of the Proxy	No. of shares

Email id: _____

I/we certify that I/we am/are member(s)/proxy or authorized representative of the member(s) of the Company.

I hereby authorise the company to send me all notices, Annual Report and other communications at the aforesaid email id

I hereby record my presence at the 23rd Annual General Meeting of the company held on Wednesday, September 28, 2016 at A/C Conference hall, Rajasthani Sangh, 579, D B Road, R S Puram, Coimbatore – 641002 at 16 00 hrs

Signature of First holder/Proxy * Signature of 1st Joint holder Signature of 2nd Joint holder

Note (s) : 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.

2. Only shareholders of the Company and/or their Proxy or the authorized representative will be allowed to attend the meeting.

* strike out whichever is not applicable.

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :
Registered Address :
E-mail Id :
Folio No./Client Id :
DP ID :

I/We, being the member(s) of FLORA TEXTILES LIMITED, holding _____ shares of the above mentioned company, hereby appoint:

1. Name : _____
Address : _____
E-mail Id : _____
Signature : „ _____ or failing him / her

2. Name : _____
Address : _____
E-mail Id : _____
Signature : „ _____ or failing him / her

3. Name : _____
Address : _____
E-mail Id : _____
Signature : „ _____

as my / our proxy to attend and vote (on a poll) for me / us and on my /our behalf at the Annual General Meeting to be held on Wednesday the 28th day of September, 2016 at 16 00 A M at A/C Conference hall, Rajasthani Sangh, 579, D B Road, R S Puram, Coimbatore – 641002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
To receive, consider and adopt the financial statements of the Company for the year ended March, 31, 2016 including the audited balance sheet as at March, 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and report of the Board of Directors and Auditors thereon		
To appoint a Director in the place of Mr.Ravindra Kumar Gupta [DIN 01470047] who retires by rotation and being eligible, offers himself for reappointment		
To ratify the appoint auditors and fix their remuneration		

Signed this _____ day of _____ 2016

Signature of member _____

Signature of proxy holder [s] _____

Affix Re.1
Revenue
Stamp

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commence of the Meeting.
- For the resolutions and notes please refer the notice of the 23rd annual general meeting.
- Please complete all details including details of member[s] in the above box before submission.