



# Flora Textiles Limited

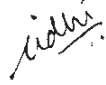
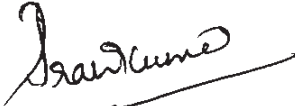


TIN No. : 33521881460  
CST No. : 629174 Dt.11.3.96  
CIN No. : L17111TZ1993PLC004290

CODE 099

Registered Office :  
23, Bharathi Park Road,  
Coimbatore - 641 043.  
Phone : 91 (422) 3535393  
Fax : 91 (422) 2442955  
Email : floratex1@gmail.com

## FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

| No.                      | Particulars  | Details   |
|--------------------------|--|---|
| 1                        | Name Of the Company  | FLORA TEXTILES LIMITED  |
| 2                        | Annual financial statements for the year ended   | 31 <sup>ST</sup> MARCH, 2014  |
| 3                        | Type of Audit observation  | Un qualified  |
| 4                        | Frequency of observation   | Nil   |
| 5                        | To be signed by-<br><br>CEO/Managing Director  | <br><br>(Nidhi Gupta, Managing Director) [0182553]   |
|                          | CFO  | The company does not have CFO   |
|                          | Auditor of the company   | For Anjana & Co<br>Chartered Accountants<br>FRN No. 006724S<br><br><br>PRAVIN KUMAR MAHESWARI<br>(Partner)<br>Membership No.026866<br> |
| Audit Committee Chairman | <br><br>(K Venkatasubramaniam)<br>[01356360] |   |



## FLORA TEXTILES LIMITED

|                           |   |  |
|---------------------------|---|--|
| <b>BOARD OF DIRECTORS</b> | : | Sri. V.R. Gupta<br>Chairman  |
|                           |   | Smt. Nidhi Gupta<br>Managing Director  |
|                           |   | Sri. K. Venkatasubramaniam   |
|                           |   | Ms. C.R. Padma   |
|                           |   | Sri. R. Ravindra Kumar   |
| <b>REGISTERED OFFICE</b>  | : | No. 23, Bharathi Park Road,<br>Coimbatore -641 043, Tamilnadu  |
| <b>MILL PREMISES</b>      | : | S.F. No. 498 - A/C<br>Mopparipalayam Village<br>Kaduvettipalayam Post<br>Karumathampatti - Annur Road<br>Palladam Taluk<br>Coimbatore - 641659<br>Tamilnadu. |
| <b>STATUTORY AUDITORS</b> | : | Anjana & Co.,<br>Chartered Accountants, Coimbatore.  |
| <b>BANKERS</b>            | : | The Catholic Syrian Bank Ltd.  |

### CONTENTS

|                           |    |
|---------------------------|----|
| Notice .....              | 1  |
| Director's Report.....    | 6  |
| Corporate Governance..... | 11 |
| Auditor's Report.....     | 19 |
| Balance Sheet.....        | 21 |
| Profit & Loss.....        | 22 |
| Notes on Accounts .....   | 23 |
| Cash Flow Statement ..... | 31 |



**NOTICE TO THE SHAREHOLDERS**

Notice is hereby given that the Twenty First annual general meeting of the members of the company will be held at the A/C Conference hall, Rajasthani Sangh, 579, DB Road, R S Puram, Coimbatore – 641 002, on Monday the 22nd September, 2014 at 16 00 hrs, to transact the business as per the Agenda given below:

**AGENDA**

**ORDINARY BUSINESS**

1. To consider and adopt the audited Statement of profit and loss for the year ended March 31<sup>st</sup>, 2014, the Balance sheet as at that date together with the Auditors' Report thereon and Report of the Board of Directors to the Shareholders.
2. To appoint a Director in the place of Mr. R Ravindrakumar [DIN 01470047] who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint auditors and fix their remuneration and in this regard pass with or without modification[s], the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED that pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and rules thereunder M/s. Anjana & Co, Chartered Accountants, (Firm Regn. No. 006724S) be and are hereby re-appointed as Statutory Auditors of the Company to hold office for a period of 3 years from the conclusion of this AGM [2014] to, till the conclusion of 24<sup>th</sup> Annual General Meeting of the company to be held in the year 2017 subject to ratification by the Shareholders annually, at a remuneration to be decided by the Board of Directors”.

**SPECIAL BUSINESS**

4. To consider and if thought fit, to pass with or without modifications[s], the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED that pursuant to Section 149 read with Schedule IV, 150, 152 and other applicable provisions of the Companies Act, 2013, the rules thereunder [including any statutory modification(s) of re-enactment(s) thereof for the time being in force] and clause 49 of Listing agreement, as amended from time to time, Ms C R Padma [DIN 00841153] Director be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years ie from the date of the 21<sup>st</sup> Annual General Meeting [2014] till the date of the 26<sup>th</sup> Annual general Meeting [2019] of the Company [both dates inclusive]”.



## FLORA TEXTILES LIMITED

5. To consider and if thought fit, to pass with or without modifications[s], the following resolution as an ORDINARY RESOLUTION:

“RESOLVED that pursuant to Section 149 read with Schedule IV, 150, 152 and other applicable provisions of the Companies Act, 2013, the rules thereunder [including any statutory modification(s) of re-enactment(s) thereof for the time being in force] and clause 49 of Listing agreement, as amended from time to time, Mr K Venkatasubramaniam [DIN 01356360] Director be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years ie from the date of the 21<sup>st</sup> Annual General Meeting [2014] till the date of the 26<sup>th</sup> Annual General Meeting [2019] of the Company [both dates inclusive]”.

6. To consider and if thought fit to pass, with or without modification, the following resolution as an ORDINARY RESOLUTION:

“RESOLVED that in supercession of earlier resolution passed by the Board of Directors at their meeting held on 04<sup>th</sup> January, 2014 pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and further approval of share holders, Ms. Nidhi Gupta, [DIN 01825531] be and is hereby appointed as the Managing Director who will not be subject to retirement by rotation, for a period of 5 (five) years from 04<sup>th</sup> January, 2014 to 3<sup>rd</sup> January, 2019 without remuneration”.

### Notes:

1.A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be a member of the Company.

2.Proxies duly executed should be deposited at the Registered Office of the Company not later than 48 hours before the meeting.

3.The Register of members will remain closed from 16<sup>th</sup> of September 2014 to 22<sup>nd</sup> September 2014 (both days inclusive).

4.Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Business is annexed.

5.All members are requested to demat their shares and submit email id.



## FLORA TEXTILES LIMITED

### ANNEXURE TO NOTICE

Explanatory statement pursuant to Section 102 of the Companies Act, 2013

#### **Item No. 4 of Notice:**

Ms. C R Padma is a Non-Executive Independent Director of the Company. She joined the Board of Directors of the Company on 25<sup>th</sup> July, 2003.

Ms. C R Padma, though she is not liable to retire by rotation at the ensuing Annual General Meeting, being eligible, in terms of Section 149 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules thereunder, offers herself for appointment and is proposed to be appointed as an Independent Director for five consecutive years i.e. from the date of the ensuing 21<sup>st</sup> Annual General Meeting (2014) till the conclusion of 26<sup>th</sup> Annual General Meeting (2019). A notice has been received from a member proposing Ms. C R Padma as a candidate for the office of Director of the Company.

In the opinion of the Board, Ms C R Padma fulfills the conditions specified in the Act, and the Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. A copy of the draft letter for appointment of Ms. C R Padma as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail of the services of Ms. C R Padma as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Ms. C R Padma as an Independent Director, for approval by the shareholders of the Company.

#### **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.

#### **Item No. 5 of Notice:**

Mr. K. Venkatasubramaniam is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 17<sup>th</sup> August, 1993.

Mr. K. Venkatasubramaniam, though he is not liable to retire by rotation at the ensuing Annual General Meeting, being eligible, in terms of Section 149 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules there under, offers himself for appointment and is proposed to be appointed as an Independent Director for five consecutive years i.e. from the date of the ensuing 21<sup>st</sup> Annual General Meeting (2014) till the conclusion of 26<sup>th</sup> Annual General Meeting (2019). A notice has been received from a member proposing Mr. K. Venkatasubramaniam as a candidate for the office of Director of the Company.



## FLORA TEXTILES LIMITED

In the opinion of the Board, Mr.K Venkatasubramaniam fulfils the conditions specified in the Act, and the Rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. A copy of the draft letter for appointment of Mr. K. Venkatasubramaniam as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail of the services of Mr. K. Venkatasubramaniam as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. K. Venkatasubramaniam as an Independent Director, for approval by the shareholders of the Company.

### **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.

### **Item No. 6 of Notice:**

Mr Ajit Kumar Gupta, Managing Director of the Company demised on 31<sup>st</sup> December, 2013. The Board of Directors at their meeting held on 04<sup>th</sup> January, 2014, appointed Mrs.Nidhi Gupta as the Managing Director of the company for a period of 5 years commencing from 04<sup>th</sup> January, 2014 to 03<sup>rd</sup> January, 2019 without any remuneration.

Ms. Nidhi Gupta, aged 35 years having over 6 year of experience in the field of real estate and construction and has over 3 years of experience in the Textile Management. She has a MBA graduate. She has excellent grasp and thorough knowledge and experience of not only in this industry but also of general management. She is the Area Chairperson of Ladies Circle, Tamilnadu.

In view of her knowledge of various aspects relating to the Company's affairs and business experience, the Board of Directors is of the considered opinion that for smooth and efficient running of the business, the services of Ms. Nidhi Gupta should be available to the Company for a period of five years with effect from 04<sup>th</sup> January, 2014.

Your directors recommend the resolution as set out in item No.6 of the Notice for approval of the Members.

### **Memorandum of Interest**

None of the directors of the company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No.6.

Coimbatore  
Date: 31<sup>st</sup> May 2014

By order of the Board  
Sd/- [V R Gupta]  
Chairman



## FLORA TEXTILES LIMITED

### Details of Directors

| Name   | Qualification   | Experience  | Directorship with Indian Public Limited Companies | Committee Membership   |
|--|---|---|---|--|
| V.R. Gupta<br>Chairman,<br>Non-executive<br>Promotor               | S S L C   | 54 years experience in textiles, flour milling, sleeper making unit, LPG cylinder making unit | nil   | Audit Committee & investors Grevence and Share transfer committee  |
| Nidhi Gupta<br>Managing Director<br>Executive<br>Promoter          | M.B.A   | 3 years in textiles, Area Chariperson of Ladies Circle, Tamilnadu.                            | nil   | Not a member of any committee                                      |
| C.R. Padma<br>Director,<br>Non-executive<br>Independent            | M.Com., FCS,<br>BL,   | 19 years in corporate administrative, legal and finance matters                               | nil   | Audit Committee  |
| K. Venkatasubramanian<br>Director,<br>Non-executive<br>Independent | MBA with specialisation in Management, Accounting and finance | 33 years consultant to various textiles units on project finance                              | nil   | Audit Committee & Investors Grievance and Share transfer committee |
| R. Ravindrakumar<br>Director,<br>Executive                         | B.E.,(Electrical)<br>Holder of<br>"C" Certificate             | 13 years in electrical appliance in Textile mills   | nil   | Investor's Grievance committee                                     |

Place : Coimbatore  
Date : 31.05.2014

For & on behalf of the Board of Directors

-sd-

V.R.GUPTA  
Chairman



## FLORA TEXTILES LIMITED

### **DIRECTORS :**

The Board records with deep regret the sad demise of Sri. Ajit Kumar Gupta, Managing Director of the Company and a mentor, philosopher and guide to the management and employees, on 31<sup>st</sup> December, 2013. Under his stewardship, the Company has made tremendous progress, and the Board hopes to continue to be guided by the spirit and principles of the Late Sri Ajit Kumar Gupta.

The Board has appointed Ms Nidhi Gupta, as the Managing Director with effect from 04<sup>th</sup> January, 2014. Necessary resolution for this purpose, resolution is included in the Notice. Your directors recommend these resolutions for your approval.

Sri. Ravindrakumar, Director, retires by rotation at the ensuing Annual General Meeting and is eligible for reappointment.

### **DEPOSITS :**

Your Company has accepted deposits from Companies without extending invitation to public. As at the close of the year, there were no amounts remaining unclaimed.

### **PARTICULARS AS PER SECTION 217 OF THE COMPANIES ACT, 1956 :**

217 (1) (e) – A statement on the conservation of energy, technology absorption and foreign exchange earnings and outgo has been furnished by way of Annexure- I to this report.

217 (2A) – There was no employee of the company who has drawn the prescribed salary during the year under review.

### **DIRECTOR'S RESPONSIBILITY STATEMENT :**

The Directors of the Company confirm the following, subject to the fact that your company is a Sick Industrial Company within the meaning of the Sick Industrial Companies (Special Provision) Act. 1985 :

- i. that in the preparation of annual accounts, the applicable accounting standards had been followed and there is no material departure from the said standards :
- ii. that the Directors had selected such accounting policies and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period :
- iii. that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act in safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities:
- iv. that the Director had prepared the annual accounts on a going concern basis.





## FLORA TEXTILES LIMITED

### **AUDITORS :**

M/s Anjana & Co, Chartered Accountants (Firm Regn. No.006724S), the Auditors of the Company retire at the ensuing Annual General Meeting and are eligible for re-appointment. Since the firm has been statutory auditors of the Company for more than ten years, they can be reappointed as Statutory auditors for a maximum period of three years from the commencement of and under the provisions of the Companies Act, 2013. The Board recommends the re-appointment of M/s.Anjana & Co., Chartered Accountants as statutory auditors to hold office for a period of three years i.e. upto 2017 subject to ratification of shareholders annually. The company has received a certificate from the statutory auditors to the effect that their re-appointment, if made, would be within the limits prescribed under Section 139 of the Companies Act, 2013.

### **STATUS OF THE COMPANY UNDER SICA :**

BIFR in its meeting held on 27/09/2012 has approved Modified Draft Rehabilitation Scheme.

### **STOCK EXCHANGES :**

Your company is listed with Mumbai, Calcutta and Delhi Stock Exchanges as Coimbatore stock exchange has been closed.

The Corporate Governance Report of your company as on 31.3.2014 is enclosed for your perusal as Annexure – II.

### **ACKNOWLEDGEMENT :**

The Board wishes to place on record of their appreciation for the good work done by the employees of the company. It takes the pleasure of recording the services rendered by the MA and B I F R for and on the revamping exercise of the company.

Place : Coimbatore  
Date : 31.05.2014

On behalf of the Board.  
V.R. GUPTA  
-Sd-  
Chairman



## FLORA TEXTILES LIMITED

### ANNEXURE TO DIRECTORS' REPORT :

INFORMATION PURSUANT TO THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988 :

#### A. CONSERVATION OF ENERGY

##### a) ENERGY CONSERVATION MEASURES TAKEN :

The Companies has installed imported machines, which minimise the energy required for production. Further high efficiency power capacitors have been installed in close proximity to the load centres to curtail power losses and to maintain the power factor.

##### b) ADDITIONAL INVESTMENTS & PROPOSALS, IF ANY, BEING IMPLEMENTED FOR REDUCTION OF CONSUMPTION OF ENERGY :

The company has selectively chosen its machinery with a view to attain maximum production with the minimum consumption of energy. If any further measures are warranted to be undertaken, it will be undertaken in the current year.

##### c) IMPACT OF THE MEASURES (A)&(B) ABOVE FOR REDUCTION OF ENERGY CONSUMPTION AND CONSEQUENT IMPACT ON COST OF PRODUCTION OF GOODS:

Because of the installation of high efficiency machines, there has been considerable saving of energy.

##### d) FORM A : PARTICULARS WITH RESPECT TO ENERGY CONSERVATION :

#### I. POWER AND FUEL CONSUMPTION :

|   | Current Year | Previous Year |
|---|--------------|---------------|
| 1. Electricity :                          |              |               |
| a) Purchased Units                        | 684156       | 605404        |
| Total Amount (with tariff Concession) Rs. | 4803193      | 4340542       |
| Rate per unit Rs.                         | 7.02         | 7.17          |
| b) Own Generation                         |              |               |
| i) Through Diesel Generator               | nil          | nil           |
| Units/Litre of Diesel                     |              |               |
| Total Amount                              |              |               |
| Cost/Unit                                 |              |               |
| ii) Through Steam Turbine/Generator       |              |               |
| 2. Coal                                   | nil          | nil           |
| 3. Furnace Oil                            | nil          | nil           |
| 4. Others/Internal Generation             | nil          | nil           |

#### II. CONSUMPTION PER UNIT OF PRODUCTION :

| Product                                | Standard (if any) | Current Year | Previous Year |
|--|-------------------|--------------|---------------|
| COTTON GREY FABRIC                     |                   |              |               |
| Fabric Production                      | (In Mts)          | 805601       | 661119        |
| Electricity Units (Units/mt of fabric) |                   | 0.84         | 0.92          |



## FLORA TEXTILES LIMITED

### B. TECHNOLOGY ABSORPTION :

#### e) FORM B : PARTICULARS WITH RESPECT TO ABSORPTION OF RESEARCH AND DEVELOPMENT (R&D)

1. Specific areas in which R & D carried out by the Company : NIL
2. Benefits derived as a results of above R & D. : NIL
3. Future Plans of Action on Research and Development Etc. : NIL
4. Expenditure on R & D : NIL
5. Technology Absopction, Adaptation & Innovation : NIL

#### i) Efforts in Brief, made towards technology absorption, adaptation & innovation :

All the machinery installed are of the latest technology available in the field of fabric manufacture. To exploit the hi tech machines, suitable training is being given to the employees. If any improved versions of these machines are being developed, such devices will be replaced wherever possible.

#### ii) Benefits derived as a result of above efforts :

The productivity is higher resulting in production of Quality fabrics which are well accepted in the market within a short span of time.

#### iii) Impoted Technology :

Open – End spinning machines and shuttleless weaving (airjet) looms with micro processor controls have been installed. This imported technology has been well absorbed in weaving.

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO :

|   | CURRENT<br>YEAR | PREVIOUS<br>YEAR |
|---|-----------------|------------------|
| i) Total Foreign Exchange used :<br>Remittance in foreign currency on account of<br>travel, training etc. Remittance in Foreign Currency<br>on account of purchase of Machinery and Spares (US\$) | NIL             | NIL              |
| ii) Total Foreign Exchange Eamed<br>FOB value of Exports  | NIL             | NIL              |

Place : Coimbatore

Date : 31.05.2014

On behalf of the Board.

V.R. GUPTA  
Chairman

**ANNEXURE - II  
REPORT ON CORPORATE GOVERNANCE****A. MANDATORY REQUIREMENTS****1. Company's Philosophy of Corporate Governance**

The company firmly believes in good Corporate Governance and envisages the attainment of transparency in all matter of Management of the company and in reporting to Share holders and all other concerned.

**2. Board of Directors**

(a) The Board of Directors consists of 5 Directors, of whom 3 are Non Executive Directors.

(b) Attendance of each Directors at the Board Meeting and the Last Annual General Meeting (AGM)

| Name of the Directors                   | Category of Directorship         | No. of Board Meeting attended & Attendance at the Last AGM<br>BM AGM | No. of Committee meetings attended Audit & Investor Grievance |
|---|----------------------------------|--|---|
| Mr. V.R. Gupta<br>(Chairman)            | Non-Executive<br>Non-independent | 5 No   | AUDIT - 3<br>INVESTOR - 6                                     |
| Mrs. Nidhi Gupta<br>(Managing Director) | Executive &<br>Non-independent   | 3 Yes  | NA  |
| Mr. K. Venkatasubramaniam               | Non-Executive<br>& Independent   | 5 Yes  | AUDIT - 4<br>INVESTOR - 9                                     |
| Miss. C.R. Padma                        | Non-Executive<br>& Independent   | 5 Yes  | AUDIT - 4   |
| Mr. Ravindra Kumar                      | Executive<br>Director            | 5 Yes  | INVESTOR-9  |

(c) Number of other Companies or Committee the Directors of the Company is Director / Member / Chairman

Details are provided in the notice part of this annual report.

(d) Details of Board Meeting held during the period from 01.04.2013 to 31.03.2014

Board meetings were held during 2013-2014 on 31.5.2013, 31.7.2013, 31.10.2013, 23.12.2013, 04.01.2014, 31.01.2014 and 31.3.2014.

**3. Audit Committee**

The Audit Committee as of 31<sup>st</sup> March 2014 comprises of Mr. V.R.Gupta, Miss. C. R. Padma and Mr.K.Venkatasubramaniam all of whom are Non-executive Directors. Mr.K.Venkatasubramaniam a non executive independent Director who has good financial and Accounting knowledge, is the chairman of the committee. The role and terms of reference of the audit committee covers the areas mentioned under Clause 49 of listing Agreement and section 177 of The Companies Act, 2013.

The Audit Committee met 4 times during the year with full quorum. The Chairman of the Audit Committee, K.Venkatasubramaniam was present at the Annual General Meeting of the Company held on 16th August 2013.

**4. Remuneration Committee**

No remuneration committee was formed since nobody in the Board is paid any remuneration during the year. The company intends forming the same once the necessity arises.



## FLORA TEXTILES LIMITED

### 5. Investors' Grievance and Share Transfer committee and Meeting Attendance

The following are the terms of reference of the Share Transfer committee :

- a. To approve and registrar, transfer and transmission of equity shares
- b. To register power of attorney or any similar documents.
- c. To subdivide, split, consolidate and issue share certificates.
- d. To affix or authorize affixation of common seal of the company on share certificates and
- e. To do all such acts, things and deeds as may be necessary and incidental to the exercise of the power provided that in doing so the committee shall comply with the provisions of the Companies Act, Depositories Act, Listing Agreement, Securities Contracts ( regulation) Act and all other applicable laws.

The Committee consists of 3 Directors namely Mr. K.Venkatasubramaniam, Mr.R Ravindra Kumar and Mr. V R Gupta. Mr. V R Gupta heads the committee.

As on 31<sup>st</sup> MARCH 2014, no share transfer request is pending for registration with the company.

During the year 2013-2014, complaint's received from share holder's have been redressed to the satisfaction of the complainant within 16 days of the receipt. There were no outstanding complaint as on 31<sup>st</sup> MARCH 2014.

### 6. Annual General Meeting

- (i) Location and time of Last three Annual general Meetings

| Financial Year Ending | Date      | Time      | Venue                       |
|-----------------------|-----------|-----------|-----------------------------|
| 31st March 2011       | 27.7.2011 | 4.00 P.M. | Rajasthani Sangh,Coimbatore |
| 31st March 2012       | 08.8.2012 | 4.00 P.M. | Rajasthani Sangh,Coimbatore |
| 31st March 2013       | 16.8.2013 | 4.00 P.M. | Rajasthani Sangh,Coimbatore |

### 7. (a) Disclosures

- The Company had not entered into any transaction of a material nature which will have a conflict with its interest during the year.
- Full disclosure of related party transaction as per Accounting standard 18 issued by the institute of Chartered Accountants of India is given under Notes on the Annual Accounts. All the transaction covered under related party transaction were fair, transparent and at arms length.
- During the last three years there were no structures of penalties imposed by either the Security Exchange Board of India or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the capital markets.

### 8. Means of Communication

- (i) Half yearly report sent to each household of Share holders. No
- (ii) Quarterly, Half yearly unaudited financial results normally published in Trinity Mirror Makkal Kural, floratextiles.in
- (iii) Any website where results are displayed None
- (iv) Presentation made to Institutional Investor or to the Analysts None
- (i) Whether Management discussion and Analysis report is a part of the Annual Report or not Yes



## FLORA TEXTILES LIMITED

### 9. General Share Holders Information :

- a. AGM information :- As available in page no.1  
b. Financial Calendar (tentative)

|   |                           |
|---|---------------------------|
| Result for the Quarter Ending 30th June 2014      | Last week of July 2014    |
| Result for the Quarter Ending 30th September 2014 | Last week of October 2014 |
| Result for the Quarter Ending 31st December 2014  | Last week of January 2015 |
| Result for the Year Ending 31st March 2015        | Last week of May 2015     |

- c. Book Closure Date : 16th September 2014 to 22nd September 2014  
d. Dividend payment date : N.A.  
e. Listing on Stock Exchanges : Mumbai , Calcutta and Delhi
- f. Stock Code :  
(i) Scrip code in Mumbai Stock Exchange trading symbol in NSE - : 530705 , FLORATX  
(ii) ISIN Number in NSDL & CDSL for - : INE161F01001  
Equity Shares
- g. Stock Market Data : High and Low during the year 2013-2014  
If 18.90 and 15.25
- h. Registrar and Transfer Agents : Karvy Computershare Pvt. Ltd.,  
17-24, Vittalrao nagar, Madhapur,  
Hyderabad-500081.

### i. Share Transfer System :

The Company' shares can be dematted in NSDL and Karvy Computershare Pvt. Ltd. are share transfer agents.

The Share Transfers which are received in physical form are processed and the share certificate are returned within 21 days from the date of receipt, subject to the Documents being valid and completed in all respects.

### j. Share Holding Pattern as on 31.03.2014

| Sl.no. | Category   | No. of Shares | % (Percentage) |
|--------|--|---------------|----------------|
| 1.     | Indian Promoters                                   | 3331800       | 55.53          |
| 2.     | Mutual funds and UTI                               | 600100        | 10.00          |
| 3.     | Banks, Financial Institutions, Insurance Companies | 180000        | 3.00           |
| 4.     | Private Corporate bodies                           | 25400         | 0.42           |
| 5.     | Indian Public                                      | 1397700       | 23.30          |
| 6.     | NRIs / OCBs  | 465000        | 7.75           |
|        |  | 6000000       | 100            |



## FLORA TEXTILES LIMITED

- k. Dematerialization of shares and Liquidity : As on 31-03-2014 3715700 shares were demated representing 61.93% of total shares
- l. Plant Location : S.F.No.498 - A/c,  
Mooparipalayam Village  
Kaduvettipalyam (Post)  
Karumathampatti - Annur Road  
Palladam Taluk  
Coimbatore - 641 659  
Tamil Nadu
- m. Particulars of Compliance officer and Address for Correspondence : Mr Hemant Kumar  
23 Bharathi Park road,  
Coimbatore-641043. Tamil Nadu  
Ph: 0422 3535393  
Email : floratex1@gmail.com
- n. Website of the company : floratextiles.in

### 10. NON - MANDATORY REQUIREMENTS

The company is taking steps to comply with the non-mandatory requirements. The Board wishes to assure that all non-mandatory disclosure requirements would be fully complied in the future years

For & on behalf of the Board of Directors

-Sd-

Nidhi Gupta  
Managing Director

Place: Coimbatore  
Date : 31.05.2014



## FLORA TEXTILES LIMITED

### CEO/CFO CERTIFICATION

To The Board of Directors  
Flora Textiles Limited

In regard to annual accounts of the company for the financial year 1st April 2013 to 31st March 2014, we hereby certify that and that to the best of our knowledge and belief :

- a. We have reviewed the financial statements and the cash flow statement of the company for the year 2013-14.
  - i. These financial statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
  - ii. These financial statements together present a true and fair view of the company's affairs and are in compliance with existing account standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of conduct.
- c. We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit committee, deficiencies in the design or operation of such internal control if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have disclosed to the Auditor and the Audit Committee.
  - i) Significant changes in internal control over financial reporting during the year.
  - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements and
  - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any of the management or an employee having a significant role in the company. Internal control system over financial reporting.

Nidhi Gupta  
Managing Director

Place: Coimbatore  
Date: 31.05.2014

### DECLARATION BY THE CEO UNDER CLAUSE 49(I)(D) OF THE LISTING AGREEMENT.

To the Members of  
Flora Textiles Limited

I, Nidhi Gupta, Managing Director of the Company to be best of my knowledge and belief, declare that all the members of the Board of Directors and Senior management personnel have affirmed compliance with the code of conduct of the Company for the year ended March 31, 2014

Place : Coimbatore  
Date : 31.05.2014

On Behalf of the Board  
NIDHI GUPTA  
Managing Director.





## FLORA TEXTILES LIMITED

### DECLARATION REGARDING COMPLIANCE BY BOARD OF DIRECTORS AND STAFF WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the company has adopted a Code of Conduct for its Board and Staff of the Company and a declaration to the effect that the same have been completed with has been received from them in respect of the Financial year 31st March 2014.

Place : Coimbatore  
Date : 31.05.2014

On Behalf of the Board  
V.R..GUPTA  
Chairman

### COMPLIANCE CERTIFICATION FROM THE AUDITORS OF THE COMPANY.

To  
The members of Flora Textiles Limited

We have examined the compliance of the conditions of Corporate Governance by Flora Textiles Limited for the year ended March 2014 as stipulated in Clause 49 of the Listing Agreements of the said Company with the stock exchanges in India.

The compliance of condition of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the company.

In our opinion to the best of our informational and according to the explanations given to us, the Company has complied with condition of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We state that in respect of investor grievances received during the year ended March 2014, no investor grievance are pending against the Company's as on May 31, 2014 as per the records maintained by the company and presented to the Investor / Shareholders Grievance Committee.

We further state such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place : Coimbatore  
Date : 31.05.2014

For ANJANA & CO  
(FRN No. 006724S)  
Chartered Accountants  
PRAVIN KUMAR MAHESHWARI  
Partner  
(Membership No. 026866)



**ANNEXURE III  
MANAGEMENT DISCUSSION AND ANALYSIS**

**1. Industry Outlook:**

Power cut position in Tamil Nadu resulted in lower production resulting in low recovery for your company. Decreasing exports, persistent inflation, frequency in the fluctuation of raw material prices continues to be the areas of concern. Nevertheless your company is taking all necessary steps to ensure that the financial performance for the year 2014-2015 is improved.

**2. Opportunities:**

TUFS Scheme offers heavy investment opportunities for modernisation of textile industries which is expected to generate good potential for the industry.

**3. Challenges:**

- i) Improvement in international scenario to cause demand momentum.
- ii) Availability of good quality cotton Yarn at reasonable prices unaffected by any influence of cotton yarn exports.
- iii) High power cut in the state of Tamilnadu virtually resulting huge production loss.
- iv) Abnormal increase in the rate on interest by the lending banks.
- v) Appreciation of quality of cotton fabric manufactured and remunerative prices for the same.
- vi) Disproportionate increase in weaving capacity and manufacturing of cotton fabric without focus to market demand.
- vii) Government policies.

**4. Company Outlook:**

The Company has closed all bank guarantees after being returned by Customs and the land documents has been handed over to Catholic Syrian bank, Raja Street who is now the only banker. The Company has applied for more funds to be released by the bank as it is the sole bank so that the Company will have more funds to buy rawmaterials now.

**5. Internal control, systems and adequacy:**

The company periodically reviews the adequacy and effectiveness of control systems like business process, financial reporting and compliance with applicable laws.



**6. Human Resources Development.**

Employer- Employee relations continued to remain cordial during the year.

**7. Safety and Environment:**

The company ensures high safety and environmental standards in all its operation at all the units. Safety needs are continuously monitored and preventive actions are initiated through departmental safety committees consisting of plant staff and workmen.

**8. Cautionary statement.**

Certain statement in this report on Management Discussion may be forwarded looking statements and which have been issued as required by applicable securities laws and regulations. There are several factors which would be beyond the control of Management and as such, may affect the actual results could be different from that envisaged.

For & on behalf of the Board of Directors

-Sd-

Nidhi Gupta  
Managing Director

Place : Coimbatore  
Date: 31.05.2014



## FLORA TEXTILES LIMITED

### INDEPENDENT AUDITORS' REPORT

To the Members of Flora Textiles Limited

#### Report on the Financial Statements

We have audited the accompanying financial statements of FLORA TEXTILES LIMITED ("the Company"), which comprise the Balance Sheet as at 31 March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### Management's Responsibility for the Financial Statements

The Company's Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31 March, 2014;
- (b) in the case of the Statement of Profit and Loss, of the loss of the Company for the year ended on that date; and
- (c) in the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government in terms of Section 227(4A) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2. As required by Section 227(3) of the Act, we report that:

- (a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards notified under the Act (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13 September, 2013 of the Ministry of Corporate Affairs).
- (e) On the basis of the written representations received from the directors as on 31 March, 2014 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2014 from being appointed as a director in terms of Section 274(1)(g) of the Act.

Place: Coimbatore  
Date: 31-05-2014

For ANJANA & CO  
(FRN No. 006724S)  
Chartered Accountants  
PRAVIN KUMAR MAHESHWARI  
Partner  
(Membership No. 028866)



## FLORA TEXTILES LIMITED

### ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date) Having regard to the nature of the Company's business / activities / results during the year, clauses (vi), (x), (xii), (xiii), (xiv), (xv), (xviii), (xix) and (xx) of paragraph 4 of the Order are not applicable to the Company.

(i) In respect of its fixed assets:

- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (c) The fixed assets disposed off during the year, in our opinion, do not constitute a substantial part of the fixed assets of the Company and such disposal has, in our opinion, not affected the going concern status of the Company.

(ii) In respect of its inventories:

- (a) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its inventories and no material discrepancies were noticed on physical verification.
- (iii) The Company has neither granted nor taken any loans, secured or unsecured, to/from companies, firms or other parties covered in the Register maintained under Section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, having regard to the explanations that some of the items purchased are of special nature and suitable alternative sources are not readily available for obtaining comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and the sale of goods and services. During the course of our audit, we have not observed any major weakness in such internal control system.

(v) In respect of contracts or arrangements entered in the Register maintained in pursuance of Section 301 of the Companies Act, 1956, to the best of our knowledge and belief and according to the information and explanations given to us:

- (a) The particulars of contracts or arrangements referred to in Section 301 that needed to be entered in the Register maintained under the said Section have been so entered.
- (b) Where each of such transaction is in excess of 5 lakhs in respect of any party, the transactions have been made at prices which are *prima facie* reasonable having regard to the prevailing market prices at the relevant time, other than certain purchases which are of a special nature for which comparable quotations are not available and in respect of which we are, therefore, unable to comment.
- (vi) In our opinion, the internal audit functions carried out during the year by the Management have been commensurate with the size of the Company and the nature of its business.

(vii) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that, *prima facie*, the prescribed cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(viii) According to the information and explanations given to us, in respect of statutory dues:

- (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other material statutory dues applicable to it with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs st Duty, Excise Duty, Cess and other material statutory dues in arrears as at 31 March, 2014 for a period of more than six months from the date they became payable.

(ix) According to the information and explanations given to us, the Company has not raised any loans from financial institutions, banks and debenture holders, therefore the provisions of Clause xi of the Order is not applicable to the Company.

(x) According to the information and explanations given to us, no term loan is raised during the year by the Company therefore the provision of Clause xvi of the Order is not applicable to the Company.

(xi) In our opinion and according to the information and explanations given to us, and on an overall examination of the Balance Sheet of the Company, we report that funds raised on short-term basis have, *prima facie*, not been used during the year for long-term investment.

(xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company has been noticed or reported during the year.

Place: Coimbatore  
Date: 31-05-2014

For ANJANA & CO  
(FRN No. 006724S)  
Chartered Accountants  
PRAVIN KUMAR MAHESHWARI  
Partner  
(Membership No. 026866)



# Flora Textiles Limited

## BALANCE SHEET AS AT 31st MARCH 2014

|  | Note No. | Current Year<br>As at 31.3.2014<br>Rs. | Last Year<br>As at 31.3.2013<br>Rs. |
|--|----------|--|-------------------------------------|
| <b>I EQUITY AND LIABILITIES</b>  |          |  |                                     |
| <b>1.SHAREHOLDERS FUNDS</b>  |          |  |                                     |
| (a)Share Capital   | 2        | 6000000                                | 6000000                             |
| (b)Reserves and Surplus  | 3        | -152484059                             | -145484621                          |
| <b>2.NON-CURRENT LIABILITIES</b>   |          |  |                                     |
| (a)Long-term borrowings  |          | -                                      | -                                   |
| <b>3. CURRENT LIABILITIES</b>  |          |  |                                     |
| (a)Short-term borrowings   | 4        | 96711163                               | 88792658                            |
| (b)Trades payables   | 5        | 3667974                                | 7563160                             |
| (c)Other Current liabilities   | 6        | 27304856                               | 27101856                            |
| (d) Short Term Provisions  |          | -                                      | -                                   |
| <b>TOTAL</b>   |          | <b>35199935</b>                        | <b>37973052</b>                     |
| <b>II ASSETS</b>   |          |  |                                     |
| <b>NON-CURRENT ASSETS</b>  |          |  |                                     |
| <b>1. (a)Fixed Asstes</b>  |          |  |                                     |
| (i)Tangible Asstes   | 7        | 8055257                                | 8245161                             |
| (ii)Intangible Asstes  |          | -                                      | -                                   |
| (b) Non-current Investments  |          | -                                      | -                                   |
| (c) Deferred Tax Assets (Net)  |          | -                                      | -                                   |
| (d) Long Term Loans & Advances   |          | -                                      | -                                   |
| (e) Other non-current Assets   |          | -                                      | -                                   |
| <b>2. CURRENT ASSETS</b>   |          |  |                                     |
| (a)Inventories   | 8        | 12708954                               | 9934843                             |
| (b)Trade receivables   | 9        | 11360598                               | 16984503                            |
| (c)Cash and cash equivalents   | 10       | 227388                                 | 1383516                             |
| (d)Short - term loans and advances   | 11       | 2703737                                | 1233029                             |
| (e)Capital Increase exp to be written off  |          | 144000                                 | 192000                              |
| <b>TOTAL</b>   |          | <b>35199935</b>                        | <b>37973052</b>                     |
| Summary of significant accounting policies<br>The accompanying notes form an integral part of financial statements | 1        |  |                                     |

Subject to our reports of even date attached  
For ANJANA & CO (FRN No. 006724S)  
Chartered Accountants  
PRAVIN KUMAR MAHESHWARI  
(Membership No. 026866)  
Partner

ON BEHALF OF THE BOARD

Place : Coimbatore  
Date : 31.05.2014

V.R. GUPTA  
Chairman

NIDHI GUPTA  
Managing Director



## Flora Textiles Limited

### PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014

|   | Note No. | Current Year<br>As at 31.3.2014<br>Rs. | Last Year<br>As at 31.3.2013<br>Rs. |
|---|----------|--|-------------------------------------|
| <b>INCOME</b>   |          |  |                                     |
| I Revenue from operations (net)   | 12       | 49195346                               | 50142174                            |
| II Other income   | 13       | 95243                                  | 249549                              |
| III <b>TOTAL REVENUE (I+II)</b>   |          | <b>49290589</b>                        | <b>50391723</b>                     |
| <b>IV EXPENSES</b>  |          |  |                                     |
| a. Cost of materials consumed   | 14       | 39883895                               | 30661796                            |
| b. Changes in inventories of finished goods,<br>and work-in-progress    | 15       | -5455589                               | 291097                              |
| c. Employee benefits expense  | 16       | 5227730                                | 4241282                             |
| d. Finance costs  | 17       | 4081426                                | 3781996                             |
| e. Depreciation and amortization expense                                |          | 623001                                 | 718215                              |
| f. Other expenses   | 18       | 11929564                               | 10654812                            |
| <b>TOTAL EXPENSES</b>   |          | <b>56290026</b>                        | <b>50349197</b>                     |
| V <b>PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS<br/>AND TAX (III-IV)</b>    |          | <b>-6999437</b>                        | <b>42526</b>                        |
| VI <b>EXCEPTIONAL ITEMS</b>   |          | <b>0</b>                               | <b>0</b>                            |
| VII <b>PROFIT/(LOSS) BEFORE TAX (V-VI)</b>                              |          | <b>-6999437</b>                        | <b>42526</b>                        |
| VIII <b>TAX EXPENSE</b>   |          |  |                                     |
| (1) Current Tax   |          | 0                                      | 0                                   |
| (2) Deferred Tax  |          | 0                                      | 0                                   |
| IX <b>PROFIT/(LOSS) FOR THE YEAR (VII-VIII)</b>                         |          | <b>-6999437</b>                        | <b>42526</b>                        |
| X <b>EARNINGS PER EQUITY SHARE OF RS10/- EACH</b>                       |          |  |                                     |
| (1) Basic   | 19       | (0.1167)                               | 0.0007                              |
| (2) Diluted   |          |  |                                     |
| The accompanying notes are an integral part of the financial statements |          |  |                                     |

Subject to our reports of even date attached  
For **ANJANA & CO** (FRN No. 006724S)  
Chartered Accountants  
**PRAVIN KUMAR MAHESHWARI**  
(Membership No. 026866)  
Partner

ON BEHALF OF THE BOARD

Place : Coimbatore  
Date : 31.05.2014

**V.R. GUPTA**  
Chairman

**NIDHI GUPTA**  
Managing Director



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014**

**NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**I. Accounting convention :**

The financial statements have been prepared under Historical Cost Convention on the basis of going concern and in accordance with the accounting standards referred to in Section 211 (3C) of the Companies Act, 1956, wherever applicable.

**II. Fixed Assets & Depreciation**

a) Fixed Assets are stated at original cost net of tax/duty credits availed, if any, less accumulated depreciation, accumulated amortization and cumulative impairment. Costs include pre-operative expenses and all expenses related to acquisition and installation of the assets concerned.

b) Depreciation on Plant and Machinery, Motor Cars, Trucks and Vans has been provided on Straight-line method at the rates specified in the Schedule XIV of the Companies Act, 1956. Depreciation on tolls and dies are provided on the basis of useful life as determined by the Company.

Depreciation in respect of other assets has been calculated on written down value method as per the rates specified in Schedule XIV of the Companies Act, 1956.

c) As at each balance sheet date, the carrying amount of assets is tested for impairment so as to determine;

i. The provision for impairment loss, if any, required or;

ii. The reversal, if any, required for impairment loss recognized in previous periods, impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount.

**III Valuation of Inventories**

a) Inventories are valued at lower cost and estimated net realizable value. Cost is arrived at on weighted average basis.

b) The basis of determining cost for various categories of inventories are as follows:

i. Raw Materials, Packing Materials and Stores and spares : Weighted Average basis.

ii. Finished Goods and Work-in-Progress : Cost of Direct, Material, Labour and other Manufacturing overheads.

**IV Revenue Recognition**

a) The company generally follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis except those with significant uncertainties.

b) Sale of goods is recognized when the risk and rewards of ownership are passed on to the customers, which is generally on dispatch of goods.

c) Claims made by the company and those made on the company are recognized in the Profit and Loss Account as and when the claims are accepted.





## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

### V. Research and Development

Revenue expenditure on Research and Development is charged under respective heads of account. Capital expenditure on research and development is included as part of fixed assets and depreciated on the same basis as other fixed assets.

### VI. Employee Benefits

- a) Short term employee benefits are recognized as an expense at the undiscounted amount in the Profit and Loss Account of the year in which the related service is rendered.
- b) Post employment and other long term benefits which are defined benefit plans are recognized as an expense in the Profit and Loss Account for the year in which the employee has rendered service. The expense is recognized based on the present value of the obligation determined in accordance with Revised Accounting Standard 15 on Employee Benefits. Actuarial gains & Losses are charged to the Profit and Loss Account.
- c) Payment to defined contribution schemes are charged as expense as and when incurred.
- d) Termination benefits are recognized expense as and when incurred.

### VII. Borrowing Costs

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of such assets. All other borrowing costs are charged to revenue. A qualifying asset is an asset that necessarily requires substantial period of time to get ready for its intended use or sale.

### VIII. Taxes on Income

Current tax on income for the period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessment / appeals. Deferred tax is recognized on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

### IX Cash flow Statement

Cash flow statement has been prepared in accordance with the indirect method prescribed in Accounting Standard 3 issued by the Institute of Chartered Accountants of India.

### XI Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made.

### XII Accounting Standards

Accounting Standards prescribed under Section 211 (3c) of the Companies Act, 1956, have been followed wherever applicable.



## Flora Textiles Limited

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

|  | Current Year<br>As at 31.3.2014<br>Rs, | Last Year<br>As at 31.3.2013<br>Rs, |
|--|--|-------------------------------------|
| <b>EQUITY AND LIABILITIES</b>          |  |                                     |
| <b>NOTE 1.SHARE HOLDERS FUNDS</b>      |  |                                     |
| <b>SHARE CAPITAL</b>                   |  |                                     |
| Authorised :                           |  |                                     |
| 60,00,000 Equity Shares of Rs.10/-each | 108000000                              | 108000000                           |
| Issued, Subscribed and Fully Paid up   |  |                                     |
| 60,00,000 Equity Shares of Rs.10/-each | 60000000                               | 60000000                            |

#### a. Terms/Rights attached to Equity shares

The company has only one class of equity shares having par value of Rs10/- per share. Each share holder is eligible for one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts in proportion of their share holding.

#### b. Reconciliation of the number of shares outstanding and the amount of Share Capital as at March 31 2014

| Equity shares (issued Capital)                         | As at 31.3.2014 | As at 31.3.2013 |
|--|-----------------|-----------------|
| Shares outstanding at the beginning of the year (Nos.) | 6000000         | 6000000         |
| Shares issued during the year                          | -               | -               |
| Shares outstanding at the end of the year (Nos.)       | 6000000         | 6000000         |

#### c. Details of Shareholders holding more than 5% shares in the company

| S.No. | Name of the share holder | As at March 2014 |              | As at March 2013 |              |
|-------|--------------------------|------------------|--------------|------------------|--------------|
|       |                          | No of shares     | % of Holding | No of shares     | % of Holding |
| 1     | Sri A.K..Gupta           | 818,996          | 13.65        | 818,996          | 13.65        |
| 2     | Smt.Indra gupta          | 811,102          | 13.52        | 811,102          | 13.52        |
| 3     | Sri Aditya kumar Gupta   | 816,301          | 13.61        | 816,301          | 13.61        |
| 4     | Smt.Nidhi Gupta          | 817,401          | 13.62        | 817,401          | 13.62        |

#### NOTE-3 -RESERVES AND SURPLUS

|                                   |               |
|-----------------------------------|---------------|
| Loss carried forward last year    | -145484621.28 |
| Add :Profit / Loss for the year   | -6999437.47   |
| Loss carried forward current year | -152484058.75 |



## Flora Textiles Limited

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

#### NOTE-4- SHORT TERM BORROWINGS

|  | As at 31.3.2014    | As at 31.3.2013 |
|--|--------------------|-----------------|
| Secured  |                    |                 |
| (a) Cash Credit loan From Banks                  |                    |                 |
| - Catholic Syrian bank Ltd                       | 1873158.04         | 1717239         |
| Unsecured  |                    |                 |
| (a) Loans and advances (ICD)                     |                    |                 |
| - M/s Nithya estates and deveopers India Pvt Ltd | 69312745.40        | 61501158        |
| - Minolta Securities Limited                     | 25525260.00        | 25574260        |
| Total  | 94838005.40        | 87075418        |
| <b>TOTAL</b>                                     | <b>96711163.44</b> | <b>88792658</b> |

i. Working capital loan from Catholic Syrian Bank Ltd. carries an interest @ 14.5% -18.5%and are primarily secured by hypothecation of inventories and book debts of the company.

#### NOTE- 5-TRADE PAYABLES

|                         | As at 31.3.2014   | As at 31.3.2013 |
|-------------------------|-------------------|-----------------|
| liability for purchases | 312480.89         | 4579420         |
| liability for expenses  | 2941880.00        | 2570341         |
| liability for Finance   | 413613.00         | 413399          |
| <b>Total</b>            | <b>3667973.89</b> | <b>7563160</b>  |

#### NOTE-6- OTHER CURRENT LIABILITIES

|                         | As at 31.3.2014 | As at 31.3.2013 |
|-------------------------|-----------------|-----------------|
| Advance from customers  | 304856.00       | 101856          |
| Share Application Money | 27000000        | 27000000        |
| <b>Total</b>            | <b>27304856</b> | <b>27101856</b> |



## Flora Textiles Limited

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

#### NOTE-7-FIXED ASSETS

| Sl. No. | Description of Assets  | Cost as on 01.04.2013 |     | Additions  | Deletions | Cost as on 31.03.2014 |     | DEPRECIATION   |            |                 |              | Net Block as on 31.03.2014 |       |              |     |
|---------|--|-----------------------|-----|------------|-----------|-----------------------|-----|----------------|------------|-----------------|--------------|----------------------------|-------|--------------|-----|
|         |  | Rs.                   | Ps. |            |           | Rs.                   | Ps. | Rs.            | Ps.        | Upto 31.03.2013 | For the year | Added back                 | Total | Rs.          | Ps. |
| 1.      | a. TANGIBLE ASSETS<br>( Not covered by lease)<br>Land & Site Development | 470,239.25            |     |            |           | 470,239.25            |     | 0.00           | 0.00       |                 |              | 0.00                       |       | 470,239.25   |     |
| 2.      | Furniture and Fittings   | 537,099.37            |     |            |           | 537,099.37            |     | 537,099.37     | 0.00       |                 |              | 537,099.37                 |       | 0.00         |     |
| 3.      | Electrical Fittings  | 33,208.30             |     |            |           | 33,208.30             |     | 28,602.64      | 1,577.39   |                 |              | 30,180.03                  |       | 3,028.27     |     |
| 4.      | Office equipments  | 777,434.00            |     |            |           | 777,434.00            |     | 655,048.39     | 72,906.79  |                 |              | 727,955.18                 |       | 49,478.82    |     |
| 5.      | Vehicles   | 442,611.00            |     | 29,065.00  | 43,285    | 428,391.00            |     | 278,323.87     | 41,837.08  | 38,483.92       |              | 281,677.03                 |       | 146,713.97   |     |
| 6.      | Borewell   | 70,121.55             |     | 148,733.00 |           | 218,854.55            |     | 60,098.32      | 5,672.81   |                 |              | 65,771.13                  |       | 153,083.42   |     |
| 7.      | Plant & Machinery  | 130,615,109.41        |     | 260,100.00 |           | 130,875,209.41        |     | 129,061,370.65 | 39,305.75  |                 |              | 129,100,676.40             |       | 1,774,533.01 |     |
| 8.      | Building   | 13,823,393.12         |     |            |           | 13,823,393.12         |     | 7,903,511.48   | 461,701.33 |                 |              | 8,365,212.81               |       | 5,458,180.31 |     |
|         | Sub Total  | 146,769,216.00        |     | 437,898.00 | 43,285.00 | 147,163,829.00        |     | 138,524,054.72 | 623,001.15 | 38,483.92       |              | 139,108,571.95             |       | 8,055,257.05 |     |
|         | b. Intangible assets   | 0.00                  |     | 0.00       | 0.00      | 0.00                  |     | 0.00           | 0.00       |                 |              | 0.00                       |       | 0.00         |     |
|         | Total Assets   | 146,769,216.00        |     | 437,898.00 | 43,285.00 | 147,163,829.00        |     | 138,524,054.72 | 623,001.15 | 38,483.92       |              | 139,108,571.95             |       | 8,055,257.05 |     |
|         | Previous year  | 146,369,166.00        |     | 400,050.00 | 0         | 146,769,216.00        |     | 137,805,840.13 | 718,214.59 |                 |              | 138,524,054.72             |       | 8,245,161.28 |     |



## Flora Textiles Limited

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

#### CURRENT ASSETS

##### NOTE-8 INVENTORIES

(values at lower of cost and net realisable value)

|                        | As at 31.3.2014 | As at 31.3.2013 |
|------------------------|-----------------|-----------------|
| Raw Materials          | 1679680         | 4356198         |
| Finished Goods         | 10605924        | 3962140         |
| Work in Progress       | 268839          | 1457033         |
| Consumables and Stores | 154512          | 159472          |
| <b>Total</b>           | <b>12708954</b> | <b>9934843</b>  |

##### NOTE 9 TRADE RECEIVABLES

|   | As at 31.3.2014 | As at 31.3.2013 |
|---|-----------------|-----------------|
| Trade Receivables outstanding for a period less than six months from the date they are due for payment<br>Unsecured considered good | 7001632.90      | 7630822         |
| Trade Receivables outstanding for a period exceeding six months from the date they are due for payment<br>Unsecured considered good | 4358964.64      | 9353681         |
| <b>Total</b>  | <b>11360598</b> | <b>16984503</b> |

##### NOTE 10 CASH AND CASH EQUIVALENTS

|  | As at 31.3.2014 | As at 31.3.2013 |
|--|-----------------|-----------------|
| a. Balance with banks                              | 50048.89        | 93264           |
| b. Cash on hand                                    | 26839.23        | 75390           |
| c. Fixed deposit with banks against bank guarantee | 150500.00       | 1214862         |
| <b>Total</b>                                       | <b>227388</b>   | <b>1383516</b>  |

##### NOTE 11 SHORT TERM LOANS AND ADVANCES

|   | As at 31.3.2014 | As at 31.3.2013 |
|---|-----------------|-----------------|
| Prepaid expenses                          | 66396.00        | 69873           |
| Staff Advances                            | 1509592.50      | 33780           |
| Balance with Statutory / govt authorities | 1127748.98      | 1129376         |
| Advance to creditors                      | 0.00            | 0.00            |
| <b>Total</b>                              | <b>2703737</b>  | <b>1233029</b>  |



## Flora Textiles Limited

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

| NOTE 12- REVENUE   | As at 31.3.2014        | As at 31.3.2013        |
|--|------------------------|------------------------|
| Revenue from Operations  |                        |                        |
| Sale of Products   | 47688676               | 48255872               |
| Sale of services   | 63740                  | 82828                  |
| Other operating revenue  |                        |                        |
| Waste sales  | 1442930                | 1803474                |
| Revenue from Operations (net)  | 49195346               | 50142174               |
| Details of Products sold   |                        |                        |
| Manufactured Goods   |                        |                        |
| Fabric   | 47688676               | 48255872               |
| Details of services rendered   |                        |                        |
| Fabric-Job Work  | 0                      | 82828                  |
| Commission   | 63740                  | 0                      |
| <b>NOTE13-OTHER INCOME</b>   | <b>As at 31.3.2014</b> | <b>As at 31.3.2013</b> |
| Bank Gurantee Charges  |                        | 39913                  |
| sale of vehicle  | 6120.92                |                        |
| Interest income on deposits  | 89122                  | 209636                 |
| Total  | 95243                  | 249549                 |
| <b>NOTE 14 - COST OF RAWMATERIALS AND COMPONENTS CONSUMED</b>                | <b>As at 31.3.2014</b> | <b>As at 31.3.2013</b> |
| Inventory at the beginning of theyear  | 4356198                | 415839                 |
| Add : Purchases  | 37207377               | 34602155               |
| Less: Inventory at the end of the year                                       | 1679680                | 4356198                |
| Cost of raw material and components consumed                                 | 39883895               | 30661796               |
| Details of raw materials and components consumed                             |                        |                        |
| Yarn & sizing waste  | 39883895               | 30661796               |
| Total  | 39883895               | 30661796               |
| <b>NOTE 15 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS</b> | <b>As at 31.3.2014</b> | <b>As at 31.3.2013</b> |
| Details of change in inventory Inventory at the end of the year              |                        |                        |
| Work in progress   | 268839                 | 1457033                |
| Finished Goods   | 10605924               | 3962140                |
| Total  | 10874762               | 5419173                |
| Inventory at the beginning of the year                                       |                        |                        |
| Work in progress   | 1457033                | 785651                 |
| Finished Goods   | 3962140                | 4924619                |
| Total  | 5419173                | 5710270                |
| (increase)/decrease in inventories   | -5455589               | 291097                 |



## Flora Textiles Limited

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2014

| <b>NOTE 16 EMPLOYEE BENEFITS EXPENSES</b>                      | <b>As at 31.3.2014</b> | <b>As at 31.3.2013</b> |
|--|------------------------|------------------------|
| (a) Salaries, wages, Stipend, exgratia and bonus               | 4979268                | 3994108                |
| (b) Contributions to - Provident and other fund                | 143248                 | 186821                 |
| (c) Staff welfare expenses                                     | 105214                 | 60353                  |
| <b>Total</b>   | <b>5227730</b>         | <b>4241282</b>         |
| <b>NOTE 17 FINANCE COST</b>                                    | <b>As at 31.3.2014</b> | <b>As at 31.3.2013</b> |
| Interest Expenses  | 4021628                | 3753843                |
| Bank Charges   | 59798                  | 28153                  |
| <b>Total</b>   | <b>4081426</b>         | <b>3781996</b>         |
| <b>NOTE 18-OTHER EXPENSES</b>                                  | <b>As at 31.3.2014</b> | <b>As at 31.3.2013</b> |
| Consumption of stores and Spares                               | 15965                  | 229842                 |
| Power and utilities  | 4912414                | 4340542                |
| Repairs and Maintenance  | 1378128                | 975016                 |
| Yarn sizing charges  | 2538073                | 2064818                |
| Professional and Consultancy Charges                           | 369328                 | 262771                 |
| Watch and ward expenses  | 376644                 | 335988                 |
| Rates and Taxes  | 91576                  | 71101                  |
| Travelling and Conveyance                                      | 137158                 | 261744                 |
| Insurance Charges  | 81159                  | 99677                  |
| Rent on building   | 62274                  | 62146                  |
| Printing & Stationary  | 83927                  | 77649                  |
| Postage & Telegram   | 68478                  | 42283                  |
| Listing fees   | 28090                  | 28090                  |
| Telephone charges  | 186279                 | 155893                 |
| Miscellaneous expenditure                                      | 307637                 | 307158                 |
| Rebate   | 171664                 | 197207                 |
| Advertisement  | 112259                 | 39245                  |
| Selling and distribution expenses                              | 904331                 | 999463                 |
| Capital increase   | 48000                  | 48000                  |
| <b>Total</b>   | <b>11873384</b>        | <b>10598632</b>        |
| Payments to Auditor as<br>a. For Statutory Audit               | 56180                  | 56180                  |
| <b>Total</b>   | <b>11929564</b>        | <b>10654812</b>        |
| <b>NOTE 19 EARNINGS PER SHARE</b>                              | <b>As at 31.3.2014</b> | <b>As at 31.3.2013</b> |
| Profit/(loss) after taxation as per<br>Profit and Loss Account | (6999437)              | 42526                  |
| Number of equity shares outstanding                            | 60000000               | 60000000               |
| Basic and diluted earnings per share in rupee                  | (0.11167)              | 0.0007                 |



# Flora Textiles Limited

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014

|  | Current Year<br>As at 31.3.2014 |              | Last Year<br>As at 31.3.2013 |             |
|--|---------------------------------|--------------|------------------------------|-------------|
|  |                                 |              |                              |             |
| <b>A. CASH FLOW FROM OPERATIVE ACTIVITIES</b>                          |                                 |              |                              |             |
| Profit before tax  |                                 | -6999437     |                              | 42526.36    |
| Adjustments for  |                                 |              |                              |             |
| Depreciation   | 584517                          |              | 718214.59                    |             |
| Interest Income  | 95243                           |              | 249549.48                    |             |
| Interest paid/ other finance charges                                   | -4081426.00                     | -3401665.85  | -3781995.59                  | -2814231.52 |
| Operating profit before working capital changes                        |                                 | -10401103.32 |                              | -2771705.16 |
| Trade and other receivables  | 5623905.10                      |              | 342379.00                    |             |
| Other Non-current assets   | 48000.00                        |              | -192000.00                   |             |
| Inventories  | -2774111.23                     |              | -3656300.91                  |             |
| Loans and Advances   | -1470708.00                     |              | 11162.28                     |             |
| Short Term Borrowings  | 7918505.80                      |              | -1495073.47                  |             |
| Other Current Liabilities  | 203000.00                       |              | -102786.00                   |             |
| Trade payable  | -3895186.20                     | 5653405.48   | 2741009.58                   | -2351609.52 |
| Cash generated from operations   |                                 | -4747697.85  |                              | -5123314.68 |
| Direct taxes paid  |                                 |              |                              |             |
| <b>B. CASH FLOW FROM FINANCING ACTIVITIES</b>                          |                                 |              |                              |             |
| Purchase of fixed Assets   | (437,898.00)                    |              | -400050.00                   |             |
| Sale of fixed assets   | 43285                           |              |                              |             |
| Interest received  | -95242.92                       |              | -249549.48                   |             |
| Net cash used in investing activities                                  |                                 | -489855.92   |                              | -649599.48  |
| <b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>                          |                                 |              |                              |             |
| Long term Borrowings (net of repayments)                               |                                 |              |                              |             |
| Unsecured loans  |                                 |              |                              |             |
| Working capita loans   |                                 |              |                              |             |
| Interest paid  | 4081426.00                      |              | 3781995.59                   |             |
| Net cash used in financing activities                                  |                                 | 4081426.00   |                              | 3781995.59  |
| <b>D. Net increase/(decrease) in cash and cash equivalents (A+B+C)</b> |                                 |              |                              |             |
| Opening Balance of cash  |                                 | 1383515.89   |                              | 3374434.46  |
| Closing Balance of cash  |                                 | 227388.12    |                              | 1383515.89  |

ON BEHALF OF THE BOARD

Place : Coimbatore  
Date : 31.05.2014

V.R. GUPTA      NIDHI GUPTA  
Chairman      Managing Director

We have verified the above cash flow statement of FLORA TEXTILES LIMITED derived from the audited annual financial statements for the year ended 31st March 2014 and found the same to be drawn in accordance herewith and also with the requirements of Clause 32 of the listing agreements with stock exchanges.

Subject to our reports of even date attached  
For ANJANA & CO (FRN No. 006724S)  
Chartered Accountants  
PRAVIN KUMAR MAHESHWARI (Membership No. 026866)  
Partner

Place : Coimbatore  
Date : 31.05.2014





## FLORA TEXTILES LIMITED

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2014

20. The Company has not accounted for Deferred Tax in accordance with the Accounting Standard 22 issued by the Institute of Chartered Accountants of India. The deferred tax asset on account of opening unabsorbed loss and unabsorbed depreciation has not been recognised as the Company is of the opinion that there is no virtual certainty of realisation of the same.

21. The balance in parties accounts are subject to confirmation and reconciliation, if any. In the opinion of the management all current assets including stock in trade/sundry debtors and loans and advances in the normal course of business would realize the value atleast to the extent stated in the Balance sheet.

22. Based on information available with Company, there are no outstanding dues to small scale undertakings as at the year end.

23. As notified by Ministry of Corporate Affairs, Revised schedule VI under the Companies act 1956 is applicable to the financial statements for the financial year commencing on or after 1<sup>st</sup> April 2011. Accordingly the financial statements for the year ended March 2014 are prepared in accordance with the Revised Schedule VI. The amounts and disclosures of the previous year have been reclassified to confirm to the requirements of Revised Schedule VI.

24. The Company has only one reportable business segment namely manufacture of fabric.

25. The Company has released all bank guarantees from all the banks. Accordingly charges created by banks have been satisfied. The Company has only working capital limit sanctioned by Catholic Syrian Bank, Raja Street who are now holding the land documents of the company.

26. **RELATED PARTY DISCLOSURE:**

1. **RELATED PARTIES :**

**KEY MANAGEMENT PERSONNEL :**

- a. Shri V.R. Gupta – Chairman
- b. SMT. Nidhi Gupta – Managing Director

2. **RELATED PARTY TRANSACTIONS :**

- a. NIL
- b. NIL

**PROXY FORM**

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

**CIN** : L17111TZ1993PLC004290

**Name of the Company** : FLORA TEXTILES LIMITED

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

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, shares of the above named company, hereby appoint:



1. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : .. \_\_\_\_\_ or failing him

2. Name : \_\_\_\_\_

Address : \_\_\_\_\_

E-mail Id : \_\_\_\_\_

Signature : .. \_\_\_\_\_ or failing him

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 Monday the 22<sup>nd</sup> day of September, 2014 at 16 00 P 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:



Ordinary business:

1. To consider and adopt the audited statement of profit and loss for the year ended March 31<sup>st</sup>, 2014 and the Balance sheet as on that date together with the Auditors' Report thereon and Report of the Board of Directors to the Shareholders.
2. To appoint a Director in the place of Mr. Ravindrakumar [DIN 01470047] who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint auditors and fix their remuneration

Special Business:

4. To appoint Ms C R Padma [DIN 00841153] as an independent director of the company
5. To appoint Mr K Venkatasubramaniam [DIN 01356360] as an independent director of the company
6. To appoint Ms Nidhi Gupta as the Managing Director of the company.

Affix  
Revenue  
Stamp

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Signature of Shareholder \_\_\_\_\_

Notice:

- a. 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.
- b. For the resolutions, explanatory statements and notes please refer the notice of the 21<sup>st</sup> annual general meeting.
- c. Please complete all details including details of member[s] in the above box before submission.

FLORA TEXTILES LIMITED

23, BHARATHI PARK ROAD, COIMBATORE - 641043

ATTENDANCE SLIP

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

I hereby record my presence at the 21<sup>st</sup> Annual General Meeting of the company held on Monday, September 22, 2014 at A/C Conference hall, Rajasthani Sangh, 579, D B Road, R S Puram, Coimbatore - 641002.

Member's / Proxy's Signature