

FLORA TEXTILES LIMITED

CIN : L17111TZ1993PLC004290

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

Email : floratex1@gmail.com

Contact : 7810935393

Notice is hereby given that the 29th Annual General Meeting of the Members of Flora Textiles Limited will be held on Friday, the 16th Sep, 2022 at 4.00 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

Ordinary Businesses

1. Adoption of Financial Statements

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

“RESOLVED that the Audited Financial Statements of the Company for the financial year ended 31st March, 2022, the Report of the Board of Director's and the Auditor's Report thereon, be and are hereby received and adopted.”

2. Re-appointment of Mr.Ravindrakumar Gupta [DIN 01470047] as Director

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

“RESOLVED that pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), MrRavindrakumar Gupta [DIN 01470047] Director, who retires by rotation at the 29th Annual General Meeting, be and is hereby reappointed as Director of the Company.

3. Re appointment of Statutory Auditors

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

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and pursuant to the recommendation of the Audit Committee, M/s. TV Subramanian & Associates, Chartered Accountants, having Firm Registration No. 007433S be and are hereby reappointed as the Statutory Auditors of the Company for the second consecutive term of five years, from the conclusion of this 29th Annual General Meeting till the conclusion of the 34th Annual General Meeting to be held in the year 2027, to examine and audit the accounts of the Company at such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.”

By Order of the Board

-sd-

KirtishreeAgarwal
Company Secretary
ACS 56183

Date: 30.05.2022

Place: Coimbatore

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Notes:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular No. 20/2020 dated May 5, 2020 in relation to clarification on holding of Annual General Meeting ('AGM') through video conferencing ('VC') or other audio visual means ('OAVM') read with General Circulars Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 19/2021 dated December 8, 2021 and Circular No. 2/2022 dated May 5, 2022 in relation to 'Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID-19' and General Circular No. 02/2021 dated January 13, 2021 (collectively referred to as 'MCA Circulars') and the Securities and Exchange Board of India ('SEBI') vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 in relation to 'Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015-COVID-19 pandemic' and Circular Nos. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively referred to as 'SEBI Circulars') permitted the holding of the Annual General Meeting ('AGM'/'the Meeting') through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ('Act'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and MCA Circulars, the 29th AGM of the Company is being held through VC/OAVM on Friday, Sep 16, 2022 at 4:00 p.m. IST. The deemed venue for the AGM will be the Registered Office of the Company.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map are not annexed to this Notice.

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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4. The Register of Members and share transfer books will remain closed from 9th Sep, 2022 to 16th Sep, 2022 [Both days inclusive]

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. The Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Kfin Technologies Pvt Ltd (KFin) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by Kfin.

7. In line with the General Circulars No. 20/2020 dated May 5, 2020 and No. 02/2021 dated January 13, 2021, issued by the MCA and the SEBI Circulars, Notice of the AGM along with the Integrated Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories/RTA, unless any Member has requested for a physical copy of the same. The Notice of AGM and Annual Report 2021-22 are available on the Company's website viz. www.floratextiles.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Kfin Technologies Pvt Ltd at www.bseindia.com and the AGM Notice is also available on the website of Kfin (agency for providing the Remote e-Voting facility) i.e. evoting.kfintech.com.

8. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

10. SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA

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THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE ASUNDER:-

The remote e-voting period begins on Tuesday 13thSeptember, 2022 at 10 : 00 A.M. and ends on Thursday, 15thSeptember, 2022 at 05 :00 P.M. The remote e-voting module shall be disabled by Kfin for voting thereafter.

During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th September, 2022 may cast their vote electronically. The e-voting module shall also be disabled by Kfin for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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

Applicable only for individual members holding securities in Demat

As per the circular of SEBI on e-voting facility provided by Listed Companies dated December 09, 2020, all individual shareholders holding shares of the Company in demat mode can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Members are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Individual Members (holding securities in demat mode) login through Depository:

The procedure to login and access remote e-voting, as devised by the Depository, is given below:

NSDL	
1. Users already registered for IDeAS facility of NSDL may follow the following procedure:	
1.	Click on URL: https://eservices.nsdl.com
2.	Click on the "Beneficial Owner" icon under 'IDeAS' section.
3.	Enter your User ID and Password for accessing IDeAS,
4.	On successful authentication, you will enter your IDeAS service login.

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5. Click on "Access to e-Voting"" under Value Added Services on the panel available on the left hand side.
6. Click on "Active e-voting Cycles"" option under e-voting.
7. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.

2. Users not registered for IDeAS facility of NSDL may follow the following procedure:

1. To register, click on URL: <https://eservices.nsdl.com>.
2. Select "Register Online for IDeAS"".
3. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc.
4. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. Users may directly access the e-voting module of NSDL as per the following procedure:

1. Click on URL: <https://eservices.nsdl.com>
2. Click on the button "Login" available under "Shareholder / Member section".
3. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen.
4. On successful authentication, you will enter the e-voting module of NSDL.
5. Click on "Active E-voting Cycles / VC or OAVMs" option under e-voting.
6. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.

Individual Members (holding securities in demat mode) login through their depository participants.

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL/CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option

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"e-Voting" and they will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against the name of Company or select e-Voting service provider "KFin" and you will be re-directed to the e-Voting page of "KFin" to cast your vote without any further authentication.

Important

note:

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

Contact details in case of technical issue on NSDL website.

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Applicable for non-Individual members and members holding shares in physical form.

Login method for non-individual members and members holding shares in physical form are given below:

1. Initial password is provided in the body of the email.
2. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
3. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting your votes.

User ID: For Members holding shares in Demat Form:-

For NSDL: 8 character DP ID followed by 8 digits Client ID.

For CDSL: 16 digits beneficiary ID.

User ID: For members holding shares in Physical Form:

Event Number followed by Folio No. registered with the Company.

Password: Your unique password is sent via e-mail forwarded through the electronic notice.

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Captcha: Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

4. After entering the details appropriately, click on LOGIN.
5. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. You need to login again with the new credentials.
7. On successful login, the system will prompt you to select the EVENT number of the Company.
8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
9. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
11. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
12. Any person who becomes a member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut-off date i.e. Thursday, September 8, 2022 may obtain the user ID and password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./DP ID Client ID, the member may send SMS: MYEPWD E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399.

Example for NSDL:

MYEPWD IN12345612345678

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Example for Physical:

MYEPWD XXXX1234567

- ii. If e-mail address or mobile number of the member is registered against Folio No. or DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. A member may call KFin toll free number 1-800-309-4001
 - iv. A member may send an e-mail request to evoting@kfintech.com.
 - v. If the member is already registered with KFin e-voting platform, then he / she can use his / her existing User ID and password for casting the vote through remote e-voting.
13. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / e-voting user manual available through a dropdown menu in the "Downloads" section of KFin website for e-voting: <https://evoting.kfintech.com> or contact "KFin", (Unit: Flora Textiles Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 at e-mail Mr. Veeda Raghunath raghu.veedha@kfintech.com at phone no. 1-800-309-4001 (toll free)

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

Commencement of Remote e-voting	From 10 a.m. (IST) on Tuesday, September 13, 2022
End of Remote e-voting	Up to 5 p.m. (IST) on Thursday, September 15, 2022

The remote e-voting module shall be disabled for voting after the expiry of the date and time mentioned above. Once the vote on a resolutions(s) cast by the Member, the Member shall not be allowed to change it subsequently;

Members holding shares either in physical form or in dematerialized form and whose name is recorded in the register of Members or in the register of beneficial owners, as on the cut-off date, i.e. Thursday, September 8, 2022 ("Eligible Members"), shall be entitled to exercise their right to vote by remote e-voting or voting during the AGM on any or all of the businesses specified in the Notice.

Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote

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on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM on all of the businesses specified in the Notice convening the AGM. Further, an Eligible Member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not vote again during the AGM. Only the Eligible Members shall be entitled to avail the facility of remote e-voting or the e-voting during the AGM;

In case a person has become a Member of the Company after the Notice of AGM is being sent but on or before the cut-off date for e-voting, i.e. Thursday, September 8, 2022, may send an e-mail request to evoting@kfintech.com or call KFin's toll free number 1800-309-4001 for obtaining the credentials for remote e-voting;

Members are being provided with a facility to attend the AGM through electronic platform provided by KFin and the same can be accessed at <https://emeetings.kfintech.com>.

Detailed procedure for remote e-voting/e-voting/joining the AGM through VC/OAVM are provided in the Notice of the AGM.

Please read all the instructions carefully before participating in the AGM virtually/voting electronically.

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

1. Mr. A C Saravan, FCS, Company Secretaries in Practice, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner
2. Member will be provided with a facility to attend the AGM through VC/OAVM through the Kfin e-Voting system. Members may access the same at <https://evoting.kfintech.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of Kfin.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to

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Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

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ANNEXURE

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

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

Name	Ravindrakumar
Director Identification Number	01470047
Age	49 years
Qualification	BE
Expertise	28 years experience in textile industry
Shareholding in the Company	NIL
Board Position Held	Director
Date of first appointment on the Board	30.04.2002
Relationship with other Directors	No relationship with any director
Remuneration last drawn	NIL
Remuneration proposed to be paid	NIL
Number of meetings of the Board attended during the year	Refer to Report on Corporate Governance
Directorships of other Boards	NIL
Membership/ Chairmanship of Committees of other Boards	Refer to Report on Corporate Governance