

FLORA TEXTILES LIMITED

CIN : L17111TZ1993PLC004290

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

Email : floratex1@gmail.com Contact : 7810935393

POSTAL BALLOT NOTICE

[Notice issued to members pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with rules made thereunder]

Dear Member (s),

Notice is hereby given that the resolution set out below is proposed for the approval by the members of Flora Textiles Limited ("the Company") by means of remote e-voting process ("e-voting") being provided by the Company to all its members, pursuant to Section 110 of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration), Rules, 2014 ("the Rules") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 read with other relevant circulars, including General Circular Nos. 3/2022 dated 5th May 2022 and 11/2022 dated 28th December 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached. Further, additional information as required under the Listing Regulations is also attached.

The Board of Directors of the Company has appointed Mr. A C Saravan (FCS : 8942), Company Secretary in practice, as the Scrutinizer for conducting Postal Ballot, through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the overall voting process shall be final.

The Company has engaged the services of M/s.KFIN Technologies Limited as the Authorised Agency to provide e-voting facility.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically. The votes can be cast not later than 5:00 p.m. (IST) on Sunday, the 23rd July, 2023.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Managing Director of the Company or any person authorized by her. The results of remote e-voting will be announced on or before Wednesday, 26th July 2023 and will be displayed on the Company's website at www.floratextiles.in. The results will be communicated to the M/s.BSE Limited wherein the Company's shares are listed.

SPECIAL BUSINESS

Resolution to be passed through Postal Ballot:

To consider and if thought fit, to pass the following Resolution as an ordinary Resolution:

Item No. 1: To accord approval for the appointment of Ms. Payal Bafna (DIN: 09075302) as an Independent Director of the Company for a period of 5 (five) years with effect from 29th April, 2023.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Regulation 17 and Regulation 25 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the approval of the members be and hereby accorded for the appointment of Ms. Payal Bafna (DIN: 09075302), who was appointed as an Additional Director of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") and the applicable clauses of the Articles of Association of the Company, with effect from 29th April, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office subject to the approval of shareholders in terms of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years with effect from 29th April, 2023.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

By Order of the Board
For Flora Textiles Limited

Kirtishree Agarwal
Company Secretary (ACS 56183)

Coimbatore
29th April, 2023

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with rules made thereunder, setting out material facts concerning the resolution, is annexed hereto. Details of Directors whose appointments are proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) is also appended hereto as Annexure-A.

2. In accordance with the MCA Circulars this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") as of 16th June, 2023 ("Cut-Off Date").

3. As per the relevant MCA Circulars, physical copies of the Notice, postal ballot forms, and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.

4. This Postal Ballot Notice will also be available on the Company's website at www.floratexttiles.in and websites of the Stock Exchanges, that is, BSE Limited at www.bseindia.com and on the website of KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com>. Members who have not received the Notice may download the same from the aforesaid websites.

5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote the green initiative and to enable the Company to provide all communications to the members through email.

6. Members whose names appear on the Register of Members / List of Beneficial Owners as of Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

7. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as of Cut-off Date. It is, however, clarified that all Members of the Company as of Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

8. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the applicable relevant Rules, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility, Secretarial Standard-2 and any amendments thereto, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has

engaged Kfin Technologies Limited for facilitating e-voting to enable the Members to cast their votes electronically.

9. Relevant documents referred to in this Postal Ballot Notice and the Statement shall be available for inspection by the members at the corporate office of the Company on any working days from the date of circulation of this Notice upto the date of closure of e-voting i.e. 23rd July, 2023. Members who wish to inspect such documents are requested to send an email to floratex1@gmail.com mentioning their name, folio no./client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

10. Members may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company on the email id floratex1@gmail.com, from their registered email address, mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number and copy of PAN card. Said queries shall be appropriately replied by the Company.

11. The e-voting period will commence from 9.00 A.M. (IST) on Saturday 24th June, 2023, and ends at 5.00 P.M. (IST) on Sunday 23rd July, 2023. Members desiring to exercise their vote should cast their vote during this period and remote e-voting beyond the said period will not be allowed. The e-voting module shall be disabled by KFintech for voting thereafter.

12. The Board has appointed Mr. A C SARAVAN Company Secretary in practice, (FCS No.8942, CoP No.10010, having his office at 17b, Second Floor, Venkataramana Road, R S Puram, Coimbatore – 641002 to act as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

13. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced within 2 working days from the end of e-voting period, and will be displayed on the Company's website www.floratextiles.in. The same will also be communicated to BSE Limited where the equity shares of the company are listed and also to Kfin Technologies Limited.

14. The resolutions, if passed by the requisite majority shall be deemed to have been passed on 23rd July, 2023 being the last date specified by the Company for e-voting.

15. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.

16. The vote in this Postal Ballot cannot be exercised through proxy.

17. The instructions and other information relating to e-voting are as under:

i. Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.

ii. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE.

In terms of the SEBI circular dated December 9, 2020 on the “e-voting facility provided by Listed Companies”, the e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access the e-voting facility.

PROCEDURE TO LOGIN THROUGH WEBSITES OF NSDL

I. Users already registered for IDeAS facility of NSDL may follow the following procedure:

1. Click on URL: <https://eservices.nsd.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.
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. 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

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

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

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

Click on URL: <https://www.evoting.nsd.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.

PROCEDURE TO LOGIN THROUGH DEMAT ACCOUNTS/WEBSITE OF DEPOSITORY PARTICIPANT

Individual shareholders holding shares of the Company in Demat mode can access the evoting 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 "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 the Company or select e-voting service provider "KFinTech" and you will be re-directed to the e-voting page of KFinTech 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

INFORMATION AND INSTRUCTIONS FOR E-VOTING BY 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 DematForm:-

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

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 of 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 of 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. Corporate/Institutional Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id:

cskumar22@gmail.com with a copy marked to einward.ris@kfintech.com. Such authorization shall contain necessary authority for voting by its authorized representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".

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 KFinTech website for e-voting: <https://evoting.kfintech.com> or contact Mr.MohammedShanoor, Corporate Registry at KFinTech, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 at eniward.ris@kfintech.com or call KFinTech toll free number 1-800-309-4001.

Annexure-A

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

Item No. 1: To accord approval for the appointment of Ms. Payal Bafna (DIN: 09075302) as an Independent Director of the Company for a period of 5 (five) years with effect from 29th April, 2023.

The Nomination and Remuneration Committee after evaluating and considering the skills, experience and knowledge, recommended the appointment of Ms. Payal Bafna as an Additional and Independent Director of the Company. The Board of Directors at its meeting held on 29th April 2023 considered and recommended to the shareholders the appointment of Ms. Payal Bafna (DIN: 09075302) as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 29th April, 2023 not liable to retire by rotation.

Ms. Payal Bafna is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and has given her consent to act as an Independent Director. Your Company has also received declaration from Ms. Payal Bafna confirming that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that she is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

Your Company has received notice under Section 160 of the Act from a Member proposing the candidature of Ms. Payal Bafna for the office of a Director of the Company. In the opinion of the Board, Ms. Payal Bafna fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Ms. Payal Bafna is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

Details of Ms. Payal Bafna, pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided in the Notice. She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings within the limits stipulated under Section 197 of the Act.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Ms. Payal Bafna as an Independent Director requires approval of Members of the Company. Accordingly, the approval of the Members by way of passing an ordinary resolution is sought for the appointment of Ms. Payal Bafna as an Independent Director.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way concerned or interested, financially or otherwise, in the resolution.

Ms. Payal Bafna is a B.Com graduate and an Associate Member of ICSI and a lawyer with experience in diverse fields of Company Law, Corporate Governance, Legal Compliance, Corporate Social Responsibility and Quality Control. She is having good exposure in Company Law, Securities Exchange Board of India (SEBI) Act, Rules and Regulations, Listing Agreement, Foreign Exchange Management Act (FEMA). Handled various projects such as Acquisition, Mergers and Demergers. Independently completed the assignments such as Takeover of Listed Companies, Incorporation of Companies.

After having worked across a few listed companies for more than 7 years as Company Secretary, Compliance Officer and Legal Manager, and She started her own practice for some time.

Payal Bafna has an illustrious academic career backed by Accounting Technician Certificate issued by ICAI.

The Board commends this resolution for approval by the Members by way of passing an ordinary resolution.

Details of the Director seeking Appointment:

Name of the Director : Ms. Payal Bafna
Date of Birth : 28/10/1989
Date of First Appointment : 29th April, 2023
Terms and Conditions of Appointment : Appointment as an Independent Director for a period of 5 (five) years commencing from 29th April, 2023.

Details of Remuneration : Ms Payal Bafna shall not draw any remuneration from the Company except sitting fees and reimbursement of expenses.

Directorship held in other Companies :

No.	Name of the Company	Designation
1	TTI ENTERPRISE LIMITED	Director
2	PURV FLEXIPACK PRIVATE LIMITED	Director
3	GODAVARI COMMODITIES LTD	Director

Chairman / Member of the Committees of other Companies: 1

No.	Name of the Company	Name of the Committee	Position held
1	GODAVARI COMMODITIES LTD	CSR Committee	Member
2	GODAVARI COMMODITIES LTD	Audit Committee	Member

Names of listed entities from which a person has resigned in the past three years: 1(Bihar Foundry & Casting Limited)

No. of Meetings of the Board attended during the Financial Year since her respective date of appointment (FY:-2023- 2024) : NIL

Shareholding in the Company : Nil

Relationship between Directors : Not related