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

23.09.2017

The Manager [Listing],
Bombay Stock Exchange Limited
Dalal Street,
Fort, Mumbai – 400023

Dear Sir / Madam,

We are herewith submitting financial statement for the year ended 31st March 2017.

Thanking You
Your faithfully,
For Flora Textiles Limited

Nidhi Gupta
Managing Director
[DIN 01825531]

FLORA TEXTILES LIMITED

COIMBATORE - 641 043.
PH : 0422 2447395

TWENTY FOURTH ANNUAL REPORT

2016-2017

BOARD OF DIRECTORS	:	Sri. V.R. Gupta Chairman (DIN 01303628) Smt. Nidhi Gupta Managing Director (DIN 01825531) Sri. K. Venkatasubramaniam (DIN 01356360) Sri. Kanaram (DIN 05332461) Sri. R. Ravindra Kumar (DIN 01470047)
CHIEF FINANCIAL OFFICER		Sri. Hemant Kumar Gupta
REGISTERED OFFICE	:	No. 23, Bharathi Park Road, Coimbatore -641 043, Tamilnadu CIN No.L17111TZ1993PLC004290
MILL PREMISES	:	S.F. No. 498 - A/C Mopparipalayam Village Kaduvettipalayam Post Karumathampatti - Annur Road Coimbatore - 641659. Tamilnadu. Email: floratex1@gmail.com www.floratextiles.in
STATUTORY AUDITORS	:	Anjana & Co., Chartered Accountants
REGISTRAR & TRANSFER AGENTS	:	Karvy Computershare Private Limited., Karvy House, 46, Avenue 4, Street No.1, Banjara Hills, Hyderabad – 500034.

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DIRECTORS' REPORT

Ladies and Gentlemen,

Your directors take pleasure in submitting to you their Twenty Fourth Annual Report together with the Audited Balance Sheet of the Company as at 31st March, 2017 and the Profit & Loss Account for the Year ended on that date.

WORKING RESULTS :

The working results of the Company for the Year under review are summarized and furnished below: -

Rs. in lakhs

	31.03.2017	31.03.2016
Revenue from Operations	76.37	150.15
Other Income	0.86	0.59
Total Revenue from Operations	77.23	150.74
Gross Profit/(loss)before interest and Depreciation	(7.78)	(19.52)
Less : Interest	46.22	43.14
Profit before Depreciation	(54.00)	(62.66)
Less: Depreciation	4.14	4.53
Net Profit/ loss for the Year	(58.14)	(67.19)
Opening balance – Loss' brought forward	(1701.24)	(1634.05)
Closing Balance of Reserves A/c.	(1759.38)	(1701.24)

REVIEW OF OPERATIONS :

During the year under review, the overall sales and other income of the Company was Rs.76.37 lakhs as against Rs.150.15 Lakhs in the last year. Gross Profit / (loss) before interest and depreciation amounted to Rs (7.78) lakhs (Previous Year Rs.(19.52) lakhs). The Net loss came to Rs.58.14 lakhs (Previous Year Rs.(67.19) lakhs).

PROSPECTS :

The loss during the year mainly due to heavy competition in the textile industry. Now the textiles industries are slightly recovering and power position becoming stable, there may be slight improvement in the performance of the company in the current year.

The management is making all the possible efforts to bring better results in the future.

DIVIDEND:

Due to loss of the company, the company unable to declare dividend.

TRANSFER TO RESERVE:

The company has transferred a loss of Rs 58.15 Lakhs to reserve account. The reserve as on 31.03.2017 is [Rs. 1759.39 Lakhs].

DIRECTORS :

The Board of Directors is duly constituted. None of the directors are disqualified under Section 164(2) of the Act.

Mr Vilayatiram Gupta [DIN 01303628] retires by rotation at the ensuing Annual General Meeting and is eligible for reappointment.

All Independent Directors have given a declaration that they meet the criteria of independence as laid down under section 149 (6) of the Companies Act, 2013 and SEBI [Listing Obligation and Disclosure Requirements] Regulations, 2015. On their appointment, Independent directors are familiarized about the company's operations and business.

KEY MANAGERIAL PERSONNEL:

Ms Nidhi Gupta, Managing Director and Mr Hemant Kumar Gupta is the CFO are the key managerial personal as per Section 203 of the Companies Act, 2013

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

Internal Control System and their Adequacy

The Company has an Internal Control System, Commensurate with its size, scale and complexity of its operations. Audit Committee reviews internal audit reports and oversees the internal control system of the Company.

Human Resources

The HR strategy and initiatives of your Company are designed to effectively partner the business in the achievement of its ambitious growth plans and to build a strong leadership pipeline for the present and several years into the future.

STATUS OF THE COMPANY UNDER SICA :

BIFR in its meeting held on 27/09/2012 has approved Modified Draft Rehabilitation Scheme. The company is taking necessary steps to implement the same.

Meetings

A Calendar of Meetings is prepared and circulated in advance to the Directors. The details of which are given in the Corporate Governance Report.

DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The Company has not developed and implemented any policy on Corporate Social Responsibility initiatives as the provisions of section 135 of Companies Act, 2013 are not applicable

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company during the year under review.

DECLARATION OF INDEPENDENT DIRECTORS

The details of independent directors are mentioned in the clause 7 of corporate governance report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There are no significant and material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status and the Company's operations in future.

DIRECTORS RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements

1) In the preparation of the annual financial statements for the year ended March 31st, 2017, the applicable accounting standards had been followed along with the proper explanation relating to material departures.

2) For the financial year ended March 31st, 2017, such accounting policies as mentioned in the Notes to the financial statements have been applied consistently and judgments and estimates that are reasonable and prudent have been made so as to give a true and fair view of the state of affairs of the Company and of the Profit and Loss of the Company for the year ended 31 March, 2017.

3) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

4) The annual financial statements have been prepared on a going concern basis.

5) That proper internal financial control was followed by the company and that such internal financial controls are adequate and were operating effectively.

6) That proper system to ensure compliance with the provisions of all applicable laws was in place and that such systems were adequate and operating effectively.

Remuneration Policy

The Board has, on the recommendation of the Nomination and Remuneration Committee, framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their Remuneration.

Nomination and Remuneration policy is guided by a common reward framework and set of principles and objectives as particularly envisaged under section 178 of the Companies Act 2013, inter alia principles pertaining to determining qualifications, positives attributes, integrity and independence etc.

Related Party Transactions

All related party transactions that were entered during the year under review were on an arm's length basis and were in ordinary course of business. All related party transactions are placed before the Audit Committee for approval. There are no materially significant related party transactions during the year which may have a potential conflict with the interest of the company at large. Necessary disclosures as required under Accounting Standard (AS 18) have been made in the notes to the Financial Statements.

ANNUAL PERFORMANCE EVALUATION

In line with the criteria evolved by the Nomination and Remuneration Committee, the performance of all Directors, Committees, Chairman etc., have been evaluated pursuant to the provisions of the Act, Listing Agreement and SEBI (LODR) Regulations 2015.

As part of the performance evaluation process, an evaluation questionnaire based on the criteria as finalized in consultation with the Directors together with supporting documents was circulated to all the Board members, in advance. The Directors evaluated themselves, the Chairman, other Board Members, the Board as well as functioning of the Committees viz., Audit, Nomination & Remuneration, Risk Management, Stakeholders Relationship Committees on the basis of well-defined evaluation parameters as set out in the questionnaire. The duly filled questionnaire received back from the Chairman and all the other Directors.

To take the evaluation exercise forward, all the Independent Directors of the Company met on 27th March 2017, without the attendance of the Non-Independent Directors and members of the management to discuss *inter alia* the matters specified under Schedule IV of the Companies Act, 2013.

The Board reviewed the process of evaluation of the Board of Directors and its Committees including Chairman and the Individual Directors.

Vigil Mechanism/ Whistle Blower Policy

Pursuant to the requirements of Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a vigil mechanism (Whistle Blower Policy) for the employees and Directors as an avenue to voice concerns relating to unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The Ombudsperson appointed by the Board deals with the complaints received and ensures appropriate action. The mechanism also provides adequate safeguards

against victimisation of persons using the mechanism and provides direct access to the chairperson of the Audit Committee in appropriate or exceptional cases. No employee was denied access to the Audit Committee.

Particulars of Employees

The information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to Members and others entitled thereto excluding the information on employees particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company upto the date of the ensuing Annual General Meeting.

There are no employees drawing salaries in excess of the limit prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014.

Conservation of energy, Technology absorption and foreign exchange earnings and outgo

A. The company is making continuous efforts to conserve and optimize energy wherever practicable by economizing on fuel and power.
B. The Company has not absorbed any technology during the year
C. The foreign exchange earnings for the year: nil
D. The foreign exchange outgo for the year : nil

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an anti sexual harassment policy in line with the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Compliance Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (Permanent, contractual, temporary and trainees) are covered under this policy. The company has not received any compliant about sexual harassment during the year 2016-17

Auditors

The Members appointed M/s Anjana & Co, as the Statutory Auditors of the Company for a period of 3 years from the conclusion of 21st AGM (2014) till the conclusion of 24th AGM (2017) as per Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Now the board recommends the appointment of M/s TV Subramanian and Associates (FRN No. 007433S) as the Statutory Auditors of the Company for a period of 5 years from the conclusion of 24th AGM (2017) till the conclusion of 29th AGM (2022) and their appointment has to be ratified every annual general meeting of the company.

The Company has received confirmation from the firm regarding their consent and eligibility under sections 139 and 141 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 for appointment as the Auditors of the Company.

STOCK EXCHANGES

Your company is listed with Mumbai Stock Exchange. Members are aware that Coimbatore stock exchange, Delhi And Kolkatta has been closed its operation which we were already listed.

Extract of Annual Report

The Details forming part of the extract of the Annual Report form MGT 9 is annexed herewith as Annexure A.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS / SECRETARIAL AUDITOR IN THEIR REPORTS

There were no qualifications, reservations or adverse remarks made by the Auditors in their report.

Mr A C Saravan, Practicing Company Secretary was appointed to undertake the Secretarial Audit of the Company. The Report of Secretarial Audit is annexed herewith as Annexure B.

Reply To Qualification Given By The Secretarial Auditor :
1) The Company is in the process of allotment of share application money received as per BIFR order.
2) For other non compliances, the Board has taken all necessary steps to comply the same in future period .

Corporate Governance

Your Company is committed to maintaining high standards of Corporate Governance. A report on Corporate Governance, along with a certificate from the Statutory Auditors on compliance with Corporate Governance norms forms a part of this report.

The Corporate Governance Report of your company as on 31.3.2017 is enclosed for your perusal as Annexure – C.

MATERIAL CHANGES AND COMMITMENTS

There are no material changes and commitments in the business operations of the Company from the financial year ended 31st March, 2017 to the date of signing of the Director's Report.

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 : 30.05.2017

By Order of the Board.
Nidhi Gupta
Managing Director

MD & CFO CERTIFICATION

To The Board of Directors
Flora Textiles Limited

In regard to annual accounts of the company for the financial year ended 31st March 2017, 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 2016-17.

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.

Hemant Kumar Gupta
Chief Financial Officer

Nidhi Gupta
Managing Director

Place : Coimbatore
Date : 30.05.2017

DECLARATION BY THE CEO UNDER REGULATION 34 (3) READ WITH PARA D OF SCHEDULE V OF SEBI (LODR) REGULATIONS 2015.

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, 2017.

Place : Coimbatore
Date : 30.05.2017

On behalf of the Board
Nidhi Gupta
Managing Director

COMPLIANCE CERTIFICATION FROM THE AUDITORS OF THE COMPANY.

To

The members of Flora Textiles Limited

We have examined the compliance of conditions of Corporate Governance of M/s Flora Textiles Limited ('the Company'), for the year ended on 31st March, 2017 as stipulated in regulation 17 to 27 and clauses [b] to [i] of Regulation 46[2] and paras C & D of Schedule V of SEBI (LODR) Regulations, 2015 for the year ended 31st March, 2017. The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement/Listing Regulations, as applicable.

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

Place: Coimbatore
Date : 30.05.2017

FOR ANJANA & CO
(FRN No 006724S)
CHARTERED ACCOUNTANTS
PRAVIN KUMAR MAHESHWARI
PARTNER
(Membership no 026866)

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF FLORA TEXTILES LIMITED,

Report on the Financial Statements

1. We have audited the accompanying financial statements of **Flora Textiles Limited** (the company) which comprise the Balance Sheet as at 31st March 2017, the Statement Profit & Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act,2013 with respect to the preparation of these financial statements that give a true & fair view of the financial position , financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds & other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design , implementation and maintenance of adequate internal financial controls , that are necessary for ensuring the accuracy and completeness of the accounting records, 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.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act,Rules, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

4. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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.

5. 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 judgement, 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 financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in

the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

6. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

7. 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 Companies Act, 2013, in the manner so required, and present a true and fair view, in conformity with the accounting principles generally accepted in India:

a In so far as it relates to Balance Sheet, of the state of affairs of the Company as at 31st March 2017;

b In the case of the Profit & Loss Account, of the Loss of the company for the year ended on that date; and

c In the case of the Cash Flow Statement, of cash flows of the company for the year ended on that date.

Report On Other Legal And Regulatory Requirements

8. As required by 'the Companies (Auditor's Report) order, 2016 (the Order) issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **"Annexure A"** a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.

As required by section 143(3) of the act, we report that:

9. a) We have sought and 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, Statement of Profit and Loss and Cash flow Statement dealt with by this report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the mandatory Accounting Standards referred in section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014;

e) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Companies Act, 2013.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure B";** and

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

I The Company did not have any pending litigations which affects its financial position as at 31st March 2017;

II The Company did not have material foreseeable losses on long-term contracts;

III There was no amount requiring transfer to Investor Education and Protection Fund during the year.

IV. The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016 and they are in accordance with the books of accounts as maintained by the company. However, we are unable to obtain sufficient and appropriate audit evidence to report on whether the disclosures are in accordance with the books of account maintained by the Company and as produced to us by the Management - Refer Note No.10 to the financial statements.

Place: Coimbatore
Date : 30.05.2017

FOR ANJANA & CO
(FRN No 006724S)
CHARTERED ACCOUNTANTS
PRAVIN KUMAR MAHESHWARI
PARTNER
(Membership no 026866)

"ANNEXURE A" TO INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 8 of our report of even date

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) As per the information and explanation given to us, the fixed assets of the Company have been physically verified by the management during the year at reasonable intervals. No material discrepancies were noticed on such verification.

(c) The title deeds of the immovable properties recorded in the books of the Company are held in the name of the Company.

(ii) The inventory has been physically verified during the year by the Management. In our opinion, the frequency of verification is resonable. The discrepancies noticed in verification between the physical stock and book records were not material and have been properly dealt within the books of accounts.

(iii) As informed, the Company has not granted loans to parties covered in the register maintained under Section 189 of the Act. Consequently the provisions of Clause 3 iii (a), 3 iii (b) and 3 iii (c) of the order are not applicable to the Company.

(iv) The Company has not granted any loans, made investments, provided guarantees or security and hence report under clause (iv) of the CARO 2016 order is not applicable..

(v) According to the information and explanations given to us, the company has not accepted any deposits during the year to which the provisions of Section 73 to 76 or any other relevant provisions of Companies Act, 2013 were applicable.

(vi) As per information & explanation given by the management, maintenance of cost records is not required to be maintained as per Rule 3 of Companies (Cost Records and Audit) Amendment Rules, 2014.

(vii) (a) The Company is regular in depositing with appropriate authorities, undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it.

AND

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it, were outstanding as at 31st March 2017, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, the company does not have any disputes in respect of provident fund, employees' state insurance, income tax, sales tax, wealth tax, service tax, value added tax, customs duty, excise duty, cess and any other material statutory dues applicable to it

(viii) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institution, bank or Government. The company has not issued any debentures.

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the CARO 2016 Order is not applicable.

(x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company by its officers or employees, noticed or reported during the year.

(xi) According to the information and explanations given to us, and the records of the Company examined by us the company the company has not paid any managerial remuneration during the year.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Sections 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.

(xiv) Based upon the audit procedures performed and the information and explanations given by the management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any noncash transactions with its directors or persons connected with them and accordingly paragraph 3 (xv) of the order is not applicable.

(xvi) In our opinion, the Company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

Place: Coimbatore
Date : 30.05.2017

FOR ANJANA & CO
(FRN No 006724S)
CHARTERED ACCOUNTANTS
PRAVIN KUMAR MAHESHWARI
PARTNER
(Membership no 026866)

"ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 9(f) of our report of even date

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Flora Textiles Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Coimbatore
Date : 30.05.2017

FOR ANJANA & CO
(FRN No 006724S)
CHARTERED ACCOUNTANTS
PRAVIN KUMAR MAHESHWARI
PARTNER
(Membership no 026866)

Annexure A
FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	L17111TZ1993PLC004290
2	Registration Date	10.03.1993
3	Name of the Company	FLORA TEXTILES LIMITED
4	Category/Sub-category of the Company	Company Limited by shares / Indian Non Govt. Company
5	Address of the Registered office & contact details	23, Bharathi Park Road, Coimbatore – 641043 Contact: 0422 3535393 E mail: floratex1@gmail.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Karvy Computershare Private Limited., Karvy House, 46, Avenue 4, Street No.1, Banjara Hills, Hydrabad – 500034 Email: einward.ris@karvy.com Ph : 91 40 2331 2454

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S.No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Weaving, manufacture of cotton and cotton mixture fabrics	13121	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY

S. No.	Name and Address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares	Applicable Section
1	-	-	-	-	-

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a)Individual/HUF	3301600	30200	3331800	55.53	3301600	30200	3331800	55.53	Nil
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.									
e) Banks / FI									
f) Any other									
Sub Total (A)(1)	**3301600**	**30200**	**3331800**	**55.53**	**3301600**	**30200**	**3331800**	**55.53**	**Nil**
a) Individuals (Non Residents Individuals / Foreign Individuals									
b) Bodies Corporate									
c) Institutions									
d) Qualified Foreign Investor									
e) Any Others (Specifiy)									
Sub Total (A) (2)									
Total share holding of Promoter (A)	**3301600**	**30200**	**3331800**	**55.53**	**3301600**	**30200**	**3331800**	**55.53**	**Nil**
B. Public Shareholding									
1. Institutions	-								
a) Mutual Funds	255000	345100	600100	10.00	255000	345100	600100	10.00	Nil
b) Banks / FI	180000	-	180000	3.00	180000	-	180000	3.00	Nil
c) Central Govt	-								
d) State Govt(s)	-								
e) Venture Capital Funds	-								
f) Insurance Companies	-								
g) FIIs	-								
h) Foreign Venture Capital Funds	-								
i)Others(specify)	-								
Sub-total (B)(1):-	**435000**	**345100**	**780100**	**13.00**	**435000**	**345100**	**780100**	**13.00**	**Nil**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
2.Non-Institutions									
a) Bodies Corp.	-								
I) Indian	31600	23100	54700	0.91	31600	23100	54700	0.91	Nil
ii) Overseas	-								
b) Individuals	-								
I) Individual shareholders holding nominal share capital upto Rs. 1 lakh	143400	1071900	1215300	20.26	146500	1068800	1215300	20.26	Nil
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	37700	115400	153100	2.55	37700	115400	153100	2.55	Nil
c) Others (specify)									
Non Resident Indians	-	463500	463500	7.73	-	463500	463500	7.73	Nil
Overseas Corporate bodies	-								
Foreign Nationals	-								
Clearing Members	1500	-	1500	0.03	1500	-	1500	0.03	Nil
Trusts	-								
Hindu Undivided Familes	-	-	-	-	-	-	-	-	-
Foreign Bodies									
Sub-total(B)(2)	**184500**	**1703600**	**1888100**	**31.47**	**205100**	**1683000**	**1888100**	**31.47**	**Nil**
Total Public Shareholding B)=(B)(1)+ (B)(2)	**619500**	**2028700**	**2668200**	**44.47**	**640100**	**2028100**	**2668200**	**44.47**	**Nil**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**3921100**	**2078900**	**6000000**	**100.00**	**3941700**	**2058300**	**6000000**	**100.00**	**Nil**

B) Shareholding of Promoters

SN	Shareholder's Name	Shareholding at the beginning of the year [01.04.2016]			Shareholding at the end of the year [31.03.2017]			% change in share during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares of the	% of total Shares of the company	% of Shares pledged / encumbered to total shares	
1	Mr Ajit Kumar Gupta*	818996	13.65	-	818996	13.65	-	NIL
2	Mr Nidhi Gupta	817401	13.62	-	817401	13.62	-	NIL
3	Mr Aditya Gupta	816301	13.61	-	816301	13.61	-	NIL
4	Mrs Indra Devi Gupta	811102	13.51	-	811102	13.51	-	NIL
5	Mr Virendra Kumar Gupta	30200	0.50	-	30200	0.50	-	NIL
6	Mr D K Gupta	22700	0.38	-	22700	0.38	-	NIL
7	Mrs Anita Gupta	15100	0.25	-	15100	0.25	-	NIL

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company]
1	Mr Ajit Kumar Gupta*	818996	13.65	818996	13.65
2	Mr Nidhi Gupta	817401	13.62	817401	13.62
3	Mr Aditya Gupta	816301	13.61	816301	13.61
4	Mrs Indra Devi Gupta	811102	13.51	811102	13.51
5	Mr Virendra Kumar Gupta	30200	0.50	30200	0.50
6	Mr D K Gupta	22700	0.38	22700	0.38
7	Mrs Anita Gupta	15100	0.25	15100	0.25

* Mr Ajit Kumar Gupta has demised on 31.12.2013. His shares are yet to be transmitted.

D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For each of the Top 10 Share holders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No.of Shares	%	No.of Shares	%
1	Credit Capital investment trust Co. Ltd.,	300000	5.00	300000	5.00
	At the end of the year 31.03.2017	N.A	N.A	300000	5.00
2	North American Investment	200000	3.33	200000	3.33
	At the end of the year 31.03.2017	N.A	N.A	200000	3.33
3	JM Financial Mutual Fund – Equity	195000	3.25	195000	3.25
	At the end of the year 31.03.2017	N.A	N.A	195000	3.25
4	ICICI Bank Ltd [bank of rajasthan]	180000	3.00	180000	3.00
	At the end of the year 31.03.2017	N.A	N.A	180000	3.00
5	M/s. Satellite Investments Ltd	100000	1.66	100000	1.66
	At the end of the year 31.03.2017	N.A	N.A	100000	1.66
6	JM Mutual Fund – Balanced Fund	60000	1.00	60000	1.00
	At the end of the year 31.03.2017	N.A	N.A	60000	1.00
7	JM Trustee Co Ltd	45000	0.75	45000	0.75
	At the end of the year 31.03.2017	N.A	N.A	45000	0.75
8	Mr. Bhagwan R Daswani	43400	0.72	43400	0.72
	At the end of the year 31.03.2017	N.A	N.A	43400	0.72
9	Mr. Hemant Kumar Gupta	37700	0.63	37700	0.63
	At the end of the year 31.03.2017	N.A	N.A	37700	0.63
10	Mrs. SarikaChaudhary	30000	0.50	30000	0.50
	At the end of the year 31.03.2017	N.A	N.A	30000	0.50

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company]
1	Mr. Vilayatiram Gupta	-	-	-	-
2	Mr. Krishnan Venkatasubramanian	-	-	-	-
3	Mr. Ravindrakumar	-	-	-	-
4	Mrs. Nidhi Gupta	817401	13.62	817401	13.62
5	Mr. Hemant Kumar Gupta	37700	0.628	37700	0.628
6	Mr.Kanaram	-	-	-	-

V.INDEBTEDNESS -Indebtedness of the Company including interest outstanding / accrued but not due for payment. Rs.

	Secured Loans excluding deposits [working capital]	Unsecured Loans	Deposits	Total Indebted ness
Indebtedness at the beginning of the financial year				
i) Principal Amount	69476	100779870	-	100849346
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	-	-	-	
Total (i+ii+iii)	69476	100779870	-	100849346
Change in Indebtedness during the financial year				
* Addition- Principal		7236359	-	7236359
* Reduction – Principal	1009840			
Net Change	-1009840	7236359		6226519
Indebtedness at the end of the financial year				
i) Principal Amount	-940363	108016229		107075865
ii) Interest due but not paid		-	-	

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S.No.	Particulars of Remuneration	Name of KMP	Total Amount
1	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
5	Others, please specify	-	-
	Total (A)	-	-

B. Remuneration to other directors

S.No.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors	-	-
	Fee for attending board committee meetings	-	-
	Commission	-	-
	Others, please specify	-	-
	Total (1)	-	-
2	Other Non-Executive Directors	-	-
	Fee for attending board committee meetings	-	-
	Commission	-	-
	Others, please specify	-	-
	Total (2)	-	-
	Total (B)=(1+2)	-	-
	Total Managerial Remuneration	-	-
	Overall Ceiling as per the Act	-	

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S.No.	Particulars of Remuneration	Key Managerial Personnel Rs. in Lakhs		
		CS	CFO	Total
1	Gross salary	-	Mr Hemant Kumar Gupta	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	3.60	3.60
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify…	-	-	-
5	Others, please specify	-	-	-
	Total	-	3.60	3.60

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

ANNEXURE B
FORM MR-3

For the financial year ended 31st March, 2017
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members,
Flora Textiles Limited,
CIN L17111TZ1993PLC004290
Coimbatore

I have conducted the secretarial audit on the compliance of applicable statutory provisions and the adherence to good corporate practices by Flora Textiles Limited (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the
financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions as may be applicable to the Company of:

(i)The Companies Act, 2013 (the Act) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - NA*

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India [Prohibition of Insider Trading] Regulations, 2015.

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - NA*

d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; - NA*

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities)

Regulations, 2008;- NA*

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; -

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - NA* and

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;- NA*

*NA – Not Applicable to the company during the year ended 31st March, 2017

I have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Bombay stock exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:

A. Allotment of unsecured loan including share application money as equity capital received from promoters as per modified scheme of BIFR order.

B. Appointment of Company Secretary as per Sec 203 of the Companies Act, 2013 and

C. 100% Dematerialization of promoter shares as per Regulation 31 (2) of SEBI (LODR) Regulations, 2015.

I further report that;

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Director. There were o changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Based on the verification of the records and the minutes the decisions of the meetings of the board / committee of the company where carried out with the consent of all the directors / committee members and there were no dissenting members as per the minutes. Further in the

minutes of the general meeting, the particulars of the members who voted against the resolutions have been properly recorded.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Name of Company Secretary in practice: A C SARAVAN
Coimbatore FCS No. 8942
30.05.2017 CP No.10010

Note: This report is to be read with my letter of even date which is annexed as 'ANNEXURE I' and forms an integral part of this report.

'ANNEXURE I'

The Members,
Flora Textiles Limited
CIN L17111TZ1993PLC004290
Coimbatore

My report of even date is to be read along with this letter.
1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.

2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.

3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Name of Company Secretary in practice: A C SARAVAN
Coimbatore FCS No. 8942
30.05.2017 CP No.10010

ANNEXURE C
REPORT ON CORPORATE GOVERNANCE

A. MANDATORY REQUIREMENTS

1. Company's Philosophy of Corporate Governance

The Company is in compliance with requirements of the guidelines on corporate governance stipulated under the SEBI (LODR), Regulations, 2015. The status with regard to the various aspects of the corporate governance is given below.

The company has laid down a code of conduct for all its Board Members and senior management personnel for avoidance of conflicts of interests. Company has received the necessary declaration affirming compliance with the code of conduct for the year 2016-17

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)
© Details of Board Meeting held during the period from 01.04.2016 to 31.03.2017
Board of directors duly met 5 times during the year on 30.05.2016, 30.07.2016, 28.09.2016, 31.10.2016 and 31.01.2017

Name of the Directors	DIN	Category of Directorship	No. of Board Meeting attended & Attendance at the Last AGM BM	AGM
Mr. V.R.Gupta (Chairman)	01303628	Non-Executive Non-independent	5	No
Ms Nidhi Gupta Managing Director	01825531	Executive & Non-independent	5	Yes
Mr.K.Venkatasubramaniam	01356360	Non-Executive & Independent	5	Yes
Mr.Kanaram	05332461	Non-Executive & Independent	4	Yes
Mr.Ravindra Kumar	01470047	Executive	5	Yes

3. Audit Committee

The audit committee assists the board in the dissemination of financial information and in overseeing the financial and accounting processes in the company. The terms of reference of the audit committee covers all matters specified in SEBI [LODR] Regulations, 2015 and also those specified in section 177 of the Companies Act 2013. The terms of reference broadly include review of internal audit reports and action taken reports, assessment of the efficacy of the internal control systems/ financial reporting systems and reviewing the adequacy of the financial policies and practices followed by the company. The audit committee reviews the compliance with legal and statutory requirements, the quarterly and annual financial statements and related party transactions and reports its findings to the Board. The committee also recommends the appointment of internal auditor and statutory auditor. The audit committee takes note of any default in the payments to creditors and shareholders. The committee also looks into those matters specifically referred to it by the Board. The statutory auditors were present at all audit committee meetings.

The Audit Committee as of 31st March 2017 comprises of Mr. V R Gupta, Non Executive Director, Mr. Kanaram and Mr K Venkatasubramaniam all of whom are an Independent Directors. Mr.K.Venkatsubramaniam a non executive independent Director who has good financial and Accounting knowledge, is the chairman of the committee. All the members of the committee have excellent financial and accounting knowledge.

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 28th September, 2016.

Attendance of each Director at Audit Committee Meetings

Name of the Director	Number of audit committee meetings attended
Mr K Venkatasubramaniam, Chairman	4[4]
Mr.Kanaram, Member	4[4]
Mr V R Gupta, Member	4[4]

4. Nomination and Remuneration Committee:

The role of the Nomination and remuneration committee in accordance with the requirement of Section 178 of the Companies Act, 2013 and the revised Corporate Governance norms. The nomination and remuneration committee met two times during the financial year 2016-17.

(I) Brief description of terms of reference is for:

(A) appointment of the directors, and key managerial personnel of the Company; and

(B) Fixation of the remuneration of the directors, key managerial personnel and other employees of the Company.

(II) Composition of committee and attendance of members

Names of the Director	Number of committee meetings attended
Mr K Venkatasubramaniam, Chairman	2 [2]
Mr Kanaram, Member	2 [2]
Mr V.R.Gupta, Member	2 [2]

5. Stakeholder Relationship Committee:

The Board has formed an investors' Grievance Committee named as Stakeholder's Relationship Committee to specifically look into the redressal of investors' complaint like transfer of shares, non receipt of balance sheet or non receipt of credit of shares into the Demat account etc. the committee also approves issue of duplicate share certificate(s) and oversees and reviews all matters connected with the share transfer. In order to provide timely services, the power to approve transfer of shares has been delegated by the Board to stakeholder relationship committee. Share transfer requests are processed within 15 days from the date of receipt. M/s. Karvy Computershare P Ltd., Hyderabad is the company's share transfer agent.

Composition of committee and attendance of members

Names of the Director	Number of committee meetings attended
K Venkatasubramaniam, Chairman	5 [5]
Mr Ravindrakumar, Member	5[5]
Mr Kanaram, Member	5[5]

As on 31st MARCH, 2017 no share transfer request is pending for registration with the company.

6. RISK MANAGEMENT

The scope of Risk Management Committee is to specifically identify/monitor key risks of the Company and evaluate the management of such risks for effective mitigation. The Committee provides periodical updates to the Board and provides support in the discharge of the Board's overall responsibility in overseeing the risk management process.

The Composition of the Committee and attendance of the directors as follows:

Name of the Director	**Number of committee meeting attended**
Mr V R Gupta, Chairman	1[1]
Mrs Nidhi Gupta, Member	1[1]

7. Independent Directors Meeting

During the year, the Independent Directors met on 27th March 2017 to:

- Review the performance of Non-Independent Directors and the Board as a whole.
- Review the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.
- Evaluate the quality, quantity and timeliness of flow of information between the Company Management and the directors

8. Annual General Meeting

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

Financial Year Ending	Date	Time	Venue
31st March 2014	22.09.2014	4..00 PM	Rajasthani Sangh, Coimbatore
31st March 2015	28.09.2015	4..00 PM	Rajasthani Sangh, Coimbatore
31st March 2016	28.09.2016	4..00 PM	Rajasthani Sangh, Coimbatore

Special Resolution passed in the previous three Annual General Meetings:

Financial Year Ending	Date	Special Resolution(s) passed
31st March 2014	22.09.2014	No
31st March 2015	28.09.2015	No
31st March 2016	28.09.2016	No

9. 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,

(iii) Any website where results are displayed — www.floratextiles.in

(iv) Presentation made to Institutional Investor or to the Analysts — None

10. Online Filing:

Periodical compliance filings like shareholding pattern, announcements, corporate actions etc. have been filed electronically on BSE –Corporate Compliance & Listing Centre.

SCORES (Sebi Complaints Redressal System):

The Investor Complaints are processed in a centralized web based complaints redressal system on www.scores.gov.in, a website maintained by SEBI (Securities and Exchange Board of India). The main feature of this system is central database of all complaints, online upload of action taken reports (ATR's) by the concerned companies and online view by investors of action taken on complaints and its current status. The Company has not received any complaints during the year.

11. General Share Holders Information :

a. Book Closure Date : 18th September 2017 to 20th September 2017

b. Dividend payment date : N.A.

c. Listing on Stock Exchange : Bombay Stock Exchange

d. Stock Code: (i) Scrip code & Exchange trading symbol in BSE : 530705 , FLORATX

(ii) ISIN Number in NSDL for equity shares : INE161F01011

e. Registrar and Transfer Agents : Karvy Computershare Private Limited.,
Karvy House, 46, Avenue 4, Street No.1,
Banjara Hills, Hyderabad – 500034.
Email : einward.ris@karvy.com
91 40 2331 2454

f. Share Transfer System : The Company' shares can be dematted in NSDL and Karvy Computershare Pvt. Ltd. are share transfer agents. Share transfers in physical form are returned within 21 days from date of receipt subject to the documents being valid and completed in all respects

g. Plant Location : S.F.No.498 – A/c,
Moopparipalayam Village
Kaduvettipalyam (Post)
Karumathampatti – Annur Road
Palladam Taluk
Coimbatore – 641 659
Tamil Nadu

h. Particulars of Compliance officer and Address for Correspondence : Mr Hemant Kumar Gupta
23 Bharathi Park road,
Coimbatore-641043. Tamil Nadu
Ph: 0422 2447395
Email : floratex1@gmail.com

I. Website of the company : www.floratextiles.in

Place : Coimbatore
Date :30.05.2017

By Order of the Board.
Nidhi Gupta
Managing Director

BALANCE SHEET AS AT 31st MARCH 2017

		Note No.	Current Year As at 31.3.2017 Rs.	Last Year As at 31.3.2016 Rs.
I	EQUITY AND LIABILITIES			
	1.SHAREHOLDERS FUNDS			
	(a)Share Capital	2	60000000	60000000
	(b)Reserves and Surplus	3	-175938944	-170123808
	2.NON-CURRENT LIABILITIES			
	(a)Long-term borrowings		-	-
	3. CURRENT LIABILITIES			
	(a)Short-term borrowings	4	107075866	100849347
	(b)Trades payables	5	2112144	3637216
	(c)Other Current liabilities	6	29748893	27865284
	(d) Short Term Provisions		-	-
	TOTAL		**22997958**	**22228039**
II	ASSETS			
	NON-CURRENT ASSETS			
	1. (a)Fixed Asstes			
	(i)Tangible Assets	7	8163658	8577652
	(ii)Intangible Assets		-	-
	(b) Non-current Investments		-	-
	(c) Deferred Tax Assets (Net)		-	-
	(d) Long Term Loans & Advances		-	-
	(e) Other non-current Assets		-	-
	2. CURRENT ASSETS			
	(a)Inventories	8	4365551	4666608
	(b)Trade receivables	9	7147556	7147556
	(c)Cash and cash equivalents	10	248701	368959
	(d)Short - term loans and advances	11	3072492	1419264
	(e)Capital Increase exp to be written off		0	48000
	TOTAL		**22997958**	**22228039**
Summary of significant accounting policies The accompanying notes form an integral part of financial statements		1B		

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 : 30.05.2017

ON BEHALF OF THE BOARD

K.VENKATASUBRAMANIAM	V.R. GUPTA	NIDHI GUPTA	HEMANT KUMAR GUPTA
Director (DIN 01356360)	Chairman (DIN 01303628)	Managing Director (DIN 01825531)	Chief Financial Officer

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

		Note No.	Current Year As at 31.3.2017 Rs,	Last Year As at 31.3.2016 Rs,
	INCOME			
I	Revenue from operations (net)	12	7637122	15014723
II	Other income	13	85707	59203
III	**TOTAL REVENUE(I+II)**		**7722829**	**15073926**
IV	**EXPENSES**			
	a.Cost of materials consumed	14	31590	4661037
	b.Changes in inventories of finished goods, and work-in-progress	15	269467	2729542
	c.Employee benefits expense	16	1243690	1521087
	d.Finance costs	17	4621400	4314315
	e.Depreciation and amotization expense		413994	452975
	f. Other expenses	18	6957826	8114062
	TOTAL EXPENSES		**13537966**	**21793017**
V	**PROFIT/(LOSS) BEFORE EXCEPTIONAL ITEMS AND TAX (III-IV)**		-5815137	-6719091
VI	**EXCEPTIONAL ITEMS**		0	0
VII	**PROFIT/(LOSS) BEFORE TAX (V-VI)**		--5815137	-6719091
VIII	**TAX EXPENSE**			
	(1)Current Tax		0	0
	(2)Deferred Tax		0	0
IX	**PROFIT/(LOSS) FOR THE YEAR (VII-VIII)**		-5815137	-6719091
X	**EARNINGS PER EQUITY SHARE OF Rs10/- EACH**			
	(1)Basic	19	(0.9692)	(1.1198)
	(2)Diluted		(0.9692)	(1.1198)
	The accompanying notes are an integral part of the financial statements	1B		

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 : 30.05.2017

ON BEHALF OF THE BOARD

K.VENKATASUBRAMANIAM	V.R. GUPTA	NIDHI GUPTA	HEMANT KUMAR GUPTA
Director (DIN 01356360)	Chairman (DIN 01303628)	Managing Director (DIN 01825531)	Chief Financial Officer

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

Notes Forming part of the Financial Statements

1. [A] GENERAL INFORMATION

FLORA TEXTILES LIMITED is a public limited company incorporate in India under the provisions of the Companies Act, 1956. The company is engaged in the business of Manufacturing of fabric.

1[B]. SIGNIFICANT ACCOUNTING POLICIES

(A) Accounting Conventions:
The company's financial statements have been prepared in accordance with the historical cost convention on accrual basis of accounting, as applicable to going concern in accordance with generally accepted accounting principle in India (Indian GAAP), mandatory accounting standards prescribed in the companies (Accounting Standards) Rules 2006 issued by Central Government in consultation with the provisions of companies act, 2013 to the extent applicable. The financial statements are presented in Indian rupees.

All assets and liabilities have been classification as current or non current as per company's normal operating cycle and other criteria set out in the Schedule-III of Companeis Act, 2013. Based on the nature of business, the company has ascertained its operating cycle as 12 months for the purpose of current or non current classification of Assets and liabilities.

(B) Use of Estimates
The preparation of financial statements requires the management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to the contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the year. Difference between the actual results and estimates are recognised in the year in which the results are known/materialised. Example of such estimates include provision for doubtful debts, employee benefits, provision for income tax, the useful lives of depreciable fixed assets and provision for impairment.

(C) Revenue Recognition
1. Sales are recognized at the time of delivery of goods from the factory,net of trade discount & sales tax.
2. Interest income is recognised on time proportion basis taking into account the amount outstanding and the rate applicable.

(D) Fixed Assets:
Fixed assets are stated at cost of acquisition and inclusive of inward freight, duties & taxes & incidential expenses related to acquisition net of capital subsidy relating to specific fixed assets.

(E) Inventory Valuation
Inventories are valued at cost or net realizable price whichever is lower except scrap at net realisable value. The cost formula used for valuation of inventories are:-
1. Cost of stores & spares is calculated at weighted average of cost plus direct expenses.
2. Wastes are valued at net realisable value.

(F) Depreciation

i) Depreciation for the year has been provided on Straight Line Method on the basis of useful lives specified in the Schedule-II of Companies Act, 2013

ii) Assets costing Rs. 5000/- or less acquired during the year are depreciated at 100%.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

(G) Accounting for Taxes on Income

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realise the same.

The Company has not accounted for Deferred Tax in accordance with the Accounting Standard 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

(H) Employee Benefits

(i) Short - term employee benefits are recognised as an expense at the undiscounted amount in the profit and loss statement of the year in which the related service is rendered.
(ii) Contribution to Provident Fund is made in accordance with the provisions of the Employees Provident Fund and Miscellaneous Provision Act, 1952 and is charged to the Profit and Loss statement.

(I) Provisions, Contingent Liabilities and Contingent Assets

The company does not have any contingent liabilities and contingent assets. So the company does not provide any provision for the same.

(J) Investments

Long term investments are carried "at cost" Less Provision, if any, for diminution in value, which is other than temporary.

(K) Segment Reporting

The Company is a single segment company engaged in manufacturing of fabric. Accordingly the disclosure requirement as prescribed in the Accounting Standard (AS) -17 on Segment Reporting issued by the institution of Charted Accountants of India is not applicable.

(L) Earning Per Share

Basic earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earning considered in ascertaining the Company's earnings per share is the net profit for the period after deducting preferences dividends and any attributable tax thereto for the period.

(M) Leases

The company does not have any lease or rental income during the year

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

	Current Year As at 31.3.2017 Rs.	Last Year As at 31.3.2016 Rs.
EQUITY AND LIABILITES		
NOTE 2.SHARE HOLDERS FUNDS		
SHARE CAPITAL		
Authorised :		
1,08,00,000 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 2017

Equity shares (issued Capital)	As at 31.3.2017	As at 31.3.2016
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 2017		As at March 2016	
		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

	As at 31.3.2017	As at 31.3.2016
Loss carried forward last year	-170123807	-163404716
Add :Profit / Loss for the year	-5815137	-6719091
Loss carried forward current year	-175938944	-170123808

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

NOTE-4- SHORT TERM BORROWINGS

	As at 31.3.2017	As at 31.3.2016
Secured		
(a) Cash Credit loan From Banks		
- Catholic Syrian bank Ltd	-940363	69476
Unsecured		
(a) Loans and advances from related parties		
- Nidhi Gupta	2484000	2484000
(b) Intercorporate loans		
- M/s Nithya estates and deveopers India Pvt Ltd	80088969	72852610
- Minolta Securities Limited	25443260	25443260
Total	108016229	100779870
TOTAL	107075866	100849347

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 31.3.2017	As at 31.3.2016
liability for purchases	307536	307536
liability for expenses	1368362	2933264
liability for Finance	436246	396416
Total	2112144	3637216

NOTE-6- OTHER CURRENT LIABILITIES

	As at 31.3.2017	As at 31.3.2016
Advance from customers	2748893	865284
Share Application Money	27000000	27000000
Total	29748893	27865284

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

NOTE-7-FIXED ASSETS

Sl. No.	Description of Assets	Cost as on 01.04.2016 Rs.	Additions Rs.	Deletions Rs.	Cost as on 31.03.2017 Rs.	DEPRECIATION Upto 31.03.2016 Rs.	For the year Rs.	Added back Rs.	Total Rs.	Net Block as on 31.03.2017 Rs.
a.	TANGIBLE ASSETS (Not covered by lease)									
1	Land & Site Development	470239			470239	0	0		0	470239
2	Furniture and Fittings	537099			537099	537099	0		537099	0
3	Electrical Fittings	33208			33208	30208	0		30208	3000
4	office equipments	777434			777434	728434	0		728434	49000
5	Vehicles	428391			428391	323565	3254		368707	59684
6	Borewell	218855			218855	72837	6720		86622	132233
7	Plant & Machinery	132021254			132021254	129350385	124854		129475239	2546015
8	Building	14101143			14101143	8918489	279167		9197656	4903487
	Sub Total	148587623			148587623	140009971	413994	0	140423966	8163657
b.	Intangible assets	0	0	0	0	0	0	0	0	0
	Total Assets	148587623	0	0	148587623	140009971	413994	0	140423966	8163657
	PREVIOUS YEAR	148401623	186000	1237795	148587623	139556996	452975	0	140009971	8577652

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

CURRENT ASSETS

NOTE-8 INVENTORIES (values at lower of cost and net realisable value)	As at 31.3.2017	As at 31.3.2016
Raw Materials	74802	106392
Finished Goods	4145273	4414740
Work in Progress	0	0
Consumables and Stores	145476	145476
Total	4365551	4666608

NOTE 9 TRADE RECEIVABLES	As at 31.3.2017	As at 31.3.2016
Trade Receivables outstanding for a period less than six months from the date they are due for payment Unsecured considered good	0	80395
Trade Receivables outstanding for a period exceeding six months from the date they are due for payment Unsecured considered good	7147556	7067161
Total	7147556	7147556

NOTE 10 CASH AND CASH EQUIVALENTS	As at 31.3.2017	As at 31.3.2016
a. Balance with banks	49583	49583
b. Cash on hand	13572	145253
C. Fixed deposit with banks against bank guarantee	185546	174123
Total	248701	368959

Particulars	SBN	Other Denomination	Total
Closing Cash balance as on 08.11.2016	55000	5645	60645
(+) Permitted receipts	0	119300	119300
(-) Permitted payments	0	28162	28162
(-) Amount deposited in banks	55000	58200	113200
Closing cash in hand as on 30.12.2016	0	38583	38583

NOTE 11 SHORT TERM LOANS AND ADVANCES	As at 31.3.2017	As at 31.3.2016
Prepaid expenses	14104	44459
Staff Advances	1212329	312329
Balance with Statutory / govt authorities	1846060	1062477
Advance to creditors	0.00	0.00
Total	3072492	1419264

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

NOTE 12- REVENUE	As at 31.3.2017	As at 31.3.2016
Revenue from Operations		
Sale of Products	575021	7333031
Sale of services	7062101	7681692
Other operating revenue		
Waste sales	0	0
Revenue from Operations (net)	7637122	15014723
Details of Products sold		
Manufactured Goods		
Fabric	575021	7333031
Details of services rendered		
Fabric-Job Work	7062101	7681692

NOTE13-OTHER INCOME	As at 31.3.2017	As at 31.3.2016
Interest income on deposits	85707	59203
Total	85707	59203

NOTE 14 - COST OF RAWMATERIALS AND COMPONENTS CONSUMED	As at 31.3.2017	As at 31.3.2016
Inventory at the beginning of theyear	106392	172740
Add : Purchases	0	4594689
Less: Inventory at the end of the year	74802	106392
Cost of raw material and components consumed	31590	4661037
Details of raw materials and components consumed		
Yarn & sizing waste	31590	66348
Cloth	0	4594689
Total	31590	4661037

NOTE 15 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS	As at 31.3.2017	As at 31.3.2016
Details of change in inventory Inventory at the end of the year		
Work in progress	0	0
Finished Goods	4145273	4414740
Total	4145273	4414740
Inventory at the beginning of the year		
Work in progress	0	0
Finished Goods	4414740	7144282
Total	4414740	7144282
(increase)/decrease in inventories	269467	2729542

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

NOTE 16 EMPLOYEE BENEFITS EXPENSES	As at 31.3.2017	As at 31.3.2016
(a) Salaries,wages, Stipend , exgratia and bonus	1151690	1514944
(b) Conributions to - Provident and other fund	0	3003
(c) Staff welfare expenses	92000	3140
Total	1243690	1521087

NOTE 17 FINANCE COST	As at 31.3.2017	As at 31.3.2016
Interest Expenses	4601628	4310569
Bank Charges	19772	3746
Total	4621400	4314315

NOTE18-OTHER EXPENSES	As at 31.3.2017	As at 31.3.2016
Consumption of stores and Spares	0	3615
Power and utilities	5757155	6766600
Repairs and Maintainence	11432	7137
Yarn sizing charges	0	0
Professional and Consultancy Charges	274997	138789
Watch and ward expenses	0	0
Rates and Taxes	260804	383744
Travelling and Conveyence	19657	56346
Insurance Charges	49954	30774
Rent on building	0	0
Printing & Stationary	13155	33795
Postage & Telegram	12342	50738
Listing fees	238572	227830
Telephone charges	93900	138711
Miscellaneous expenditure	45178	59903
Rebate	0	653
Advertisment	63680	34180
Selling and distibution expenses	0	64250
Capital increase	48000	48000
Total	6888826	8045062
Payments to Auditor as a.For Statutory Audit	69000	69000
Total	6957826	8114062

NOTE 19 EARNINGS PER SHARE	As at 31.3.2017	As at 31.3.2016
Profit/(loss) after taxation as per Profit and Loss Account	-5815137	-6719091
Number of equity shares outstanding	6000000	6000000
Basic and diluted earnings per share in Rs.	(0.97)	(1.12)

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2017

20. 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.

21. Based on information available with Company, there are no outstanding dues to enterprise under MSMED Act 2006, at the year end.

22. **RELATED PARTY DISCLOSURE**:

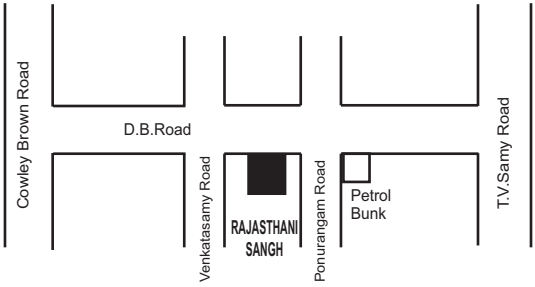
1) Name of Related Parties and description of Relationships:

a	Holding companies, Subsidiaries & Fellow Subsidiaries	Nil
b	Associates & Joint Ventures	Nil
c	Individuals owning control or significant influence over the enterprise, and relatives of any such individual;	Nil
d	Key management Personnel	Mr Hemant Kumar Gupta [CFO]
e	Relatives of Key management Personnel Enterprises over which any person described in (c) or (d) is able to exercise significant influence	Nil Nil

2) Related Party Transactions

Related Party	Name of Relation Ship	Nature of Transaction	Amt Rs in Lakhs
Mr.Hemant Kumar Gupta	CFO	Remuneration	03.60

Route Map
AGM Venue



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

	Current Year As at 31.3.2017		Last Year As at 31.3.2016	
A. CASH FLOW FROM OPERATIVE ACTIVITIES				
Profit before tax		-5815137		-6719091
Adjustments for				
Depreciation	413994		452975	
Interest Income	85707		59203	
Interest paid/ other fiance charges	-4621400	-4121699	-4314315	-3802137
Operating profit before working capital changes		-9936836		-10521228
Trade and other receivables	0		2691180	
Other Non-current assets	48000		48000	
Inventories	301057		2795891	
Loans and Advances	-1653228		163449	
Short Term Borrowings	6226520		449612	
Other Current Liabilities	1883609		-11294	
Trade payable	-1525072	5280885	409525	6546362
Cash generated from operations		-4655951		-3974866
Direct taxes paid				
B. CASH FLOW FROM FINANCING ACTIVITIES				
Purchase of fixed Assets	0		-186000	
Sale of fixed assets	0		0	
Interest received	-85707		-59203	
Net cash used in investing activities		-85707		-245203
C. CASH FLOW FROM FINANCING ACTIVITIES				
Long term Borrowings (net of repayments)				
Unsecured loans				
Working capitla borrowings				
Interest paid	4621400		4314315	
Net cash used in financing activities		4621400		4314315
D. Net Increase/(decrease) in cash and cash equivalents (A+B+C)		-120258		94246
Opening Balance of cash		368959		274713
Closing Balance of cash		248701		368959

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 : 30.05.2017

K.VENKATASUBRAMANIAM
Director
(DIN 01356360)

V.R. GUPTA
Chairman
(DIN 01303628)

NIDHI GUPTA
Managing Director
(DIN 01825531)

HEMANT KUMAR GUPTA
Chief Financial Officer

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