

Florence Investech Ltd.




(Formerly JK Agri Genetics Limited)

Regd. Office : Link House, 4th Floor, 3, Bahadur Shah Zafar Marg, New Delhi-110 002

Telephone : 011-33001112, Fax: 011-23716607

Form-A

Covering Letter of the Annual Audit Report to be filed with the Stock Exchange
Financial Year ended 31st March, 2015

1.	Name of the Company	Florence Investech Limited
2.	Annual Financial Statement for the year ended	31 st March 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.
5.	To be signed by- For Lodha & Co. Chartered Accountants  (N.K. Lodha) Partner Firm's Registration No. : 301051E Membership No. 85155  (L.N. Gupta) Audit Committee Chairman  (K.C. Jain) Chief Financial Officer	



**21st Annual Report
2014-15**

Florence Investech Limited



FLORENCE INVESTECH LIMITED

CIN: L24211DL1993PLC254964

BOARD OF DIRECTORS	: ASHOK KUMAR KINRA LAXMI NARAIN GUPTA PRADEEP SINGH LODHA POONAM SINGH
MANAGER & CHIEF FINANCIAL OFFICER	: KAILASH CHAND JAIN
COMPANY SECRETARY	: PARIKSHIT PANT
REGISTERED & ADMINISTRATIVE OFFICE	: LINK HOUSE 3, BAHADUR SHAH ZAFAR MARG, NEW DELHI - 110 002 PH. : 91-11-33001112,33001162 FAX : 91-11-23716607 EMAIL : parikshit.pant@jksmail.com
BANKERS	: CENTRAL BANK OF INDIA
AUDITORS	: M/S LODHA & CO. Chartered Accountants
REGISTRAR & SHARE TRANSFER AGENT	: ALANKIT ASSIGNMENTS LTD. ALANKIT HEIGHTS IE/13, JHANDEWALAN EXTENSION, NEW DELHI-110 055 (INDIA) PH. : 91-11-23541234, 42541234 FAX : 91-11-41543474 EMAIL : rta@alankit.com WEBSITE : www.alankit.com
COMPANY WEBSITE	: www.florenceinvestech.co.in

Directors' Report and Management Discussion & Analysis

TO THE MEMBERS

Your Directors have pleasure in presenting the 21st Annual Report together with the Audited Financial Statement for the financial year ended 31st March, 2015.

OPERATIONS AND OUTLOOK

The main operations of the Company is investment in Group Companies which are strategic in nature. The investment pattern of the Company complies with the requirement for the Company to qualify as a Core Investment Company - Non-Banking Financial Company (CIC-NBFC). The source of income for the Company is in the form of dividends as declared by these companies. Several policy decisions of the Government, likely reduction of interest rates would improve the investment activities. This should have positive impact on the working of the investee companies and the capital market leading to better valuations.

DIVIDEND

Your Directors are pleased to recommend a Dividend of ₹ 1.50 per Equity Share (15%) for the financial year ended 31st March, 2015. The dividend outgo will be ₹ 60.10 (inclusive of dividend tax of ₹ 10.17 Lacs).

FINANCIAL RESULTS

The financial results of the Company for the financial year ended 31st March, 2015 are as under:

	2014-15	2012-14 (18 months)
		₹ / Lacs
Profit after Tax for the year	684.20	658.63
Add Balance brought forward	3,954.72	3,519.56
Amount available for appropriation	4,638.92	4,178.19
Appropriation:		
Statutory Reserve (as per RBI guideline)	136.84	131.73
Transfer to General Reserve	1,000.00	32.93
Dividend including Dividend Tax	60.10	58.81
Surplus carried to Balance Sheet	3,441.98	3,954.72

EXTRACT OF ANNUAL RETURN

An extract of the Annual Return as on 31st March, 2015 in the prescribed form MGT-9 is attached as Annexure-1 to this Report and forms part of it.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT

The Company being a Core Investment Company - Non-Banking Financial Company (CIC-NBFC), Section 186 of the Companies Act, 2013 is not applicable to it. The particulars of loans, guarantees and investments are given in the financial statements.

RELATED PARTY TRANSACTIONS

During the financial year ended 31st March, 2015, all the contracts or arrangements or transactions entered into by the Company with the Related Parties were in the ordinary course of business and on arms' length basis and were in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Agreement.

Further, the Company has not entered into any contract or arrangement or transaction with the related parties which could be considered material in accordance with the policy of the Company on materiality of the Related Party Transactions. In view of the above disclosure in Form AOC-2 is not applicable.

The Related Party Transactions Policy as approved by the Board is available on the website of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

With enactment of the Companies Act, 2013, all the two Independent Directors of the Company, namely- Shri Laxmi Narain Gupta, Shri Pradeep Singh Lodha, were appointed by the members at the Annual General Meeting (AGM) held on 26th September, 2014 under Section 149 of the Act each for a term of five consecutive years commencing from the date of the AGM. All Independent Directors of the Company have given declarations that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and also Clause 49 of the Listing Agreement with the Stock Exchange.

Shri Ashok Kumar Kinra retires by rotation and being eligible offers himself for re-appointment at the ensuing AGM.

The Board of Directors appointed Ms. Poonam Singh as an Additional Independent Director effective from 26th March, 2015 for a term of five consecutive years subject to approval by the members at the ensuing AGM. Ms. Poonam Singh has given requisite declaration about her independence pursuant to Section 149 of the Companies Act, 2013. The Company has also received requisite Notice from a member of the Company proposing the name of Ms. Poonam Singh for appointment as Director at the ensuing AGM. The Board of Directors recommends her appointment as aforesaid.

Further, in terms of Section 203 of the Companies Act, 2013, Shri Kailash Chand Jain, Manager and Chief Financial Officer and Shri Parikshit Pant, Company Secretary and Compliance Officer were appointed as “Key Managerial Personnel” of the Company.

SUBSIDIARIES AND ASSOCIATES

During the financial year under review no company has become or ceased to be Company’s subsidiary. With the coming into effect of Companies Act, 2013, JK Agri Genetics Limited and CliniRx Research Private Limited have become associates of the Company.

In view of the exemption granted by the Ministry of Corporate Affairs vide its Notification dated 14th October, 2014, it was decided not to prepare Consolidated Financial Statements for the financial year ended on 31st March, 2015, since the Company does not have a subsidiary.

DEPOSITS

The Company qualifies to be a Core Investment Company - Non-Banking Financial Company (CIC-NBFC) and does not accept public deposits and as required by the Reserve Bank of India (RBI), the Board of Directors have also passed necessary resolution not to accept public deposits during the financial year 2015-16 without prior approval of RBI.

AUDITORS

(a) Statutory Auditors and their Report

M/s Lodha & Co., Chartered Accountants, have been appointed as Auditors of the Company to hold the office from the conclusion of the 20th Annual General Meeting held on 26th September, 2014 until the conclusion of the 23rd Annual General Meeting, subject to ratification of the appointment by the members at the respective AGMs to be held in the years 2015 and 2016. Accordingly, being eligible, matter relating to the appointment of the Auditors will be placed for ratification by members at the forthcoming Annual General Meeting. The observations of the Auditors in their report on Accounts and the Financial Statements, read with the relevant notes are self explanatory.

(b) Secretarial Auditor and Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Board of Directors appointed Shri Namu Narain Agarwal, Company Secretary in Practice as Secretarial Auditor to carry out Secretarial Audit of the Company for the financial year 2014-15. The Report given by him for the said financial year in the prescribed format is annexed to this Report as Annexure-2. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

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

During the financial year under review, there were no significant and material orders passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

PARTICULARS OF REMUNERATION

During the period under review, the Company had no employee in the category of Section 197 of the Companies Act, 2013 read with Rule 5 (2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Information in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this report. However, as per the provisions of Section 136 of the said Act, the Report and Accounts are being sent to all the members of the Company and others entitled thereto, excluding the aforesaid information. Any member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company. The said information is available for inspection at the Registered Office of the Company during working hours.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements and no material reportable weakness was observed in the system. Further, the Company has in place adequate internal financial controls commensurate with the size and nature of its operations. The Company also has robust Budgetary Control System and Management Information System (MIS) which are backbone of the Company for ensuring that your Company's assets and interests are safeguarded.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 134(3)(c) of the Companies Act, 2013, your Directors state that:-

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) the accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the said Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a going concern basis;
- (e) the internal financial controls to be followed by the Company have been laid down and that such internal financial controls are adequate and were operating effectively; and
- (f) the proper systems to ensure compliance with the provisions of all applicable laws have been devised and that such systems were adequate and operating effectively.

CORPORATE GOVERNANCE - including details pertaining to Board Meetings, Nomination and Remuneration Policy, Performance Evaluation, Risk Management, Audit Committee and Vigil Mechanism.

Your Company re-affirms its commitment to the highest standards of corporate governance practices. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, a Management Discussion and Analysis, Corporate Governance Report and Auditors Certificate regarding compliance of conditions of Corporate Governance are made a part of this Report.

The Corporate Governance Report which forms part of this Report, also covers the following:

- a) Particulars of the four Board Meetings held during the financial year under review.
- b) Policy on Nomination and Remuneration of Directors, Key Managerial Personnel and Senior Management including, *inter alia*, the criteria for performance evaluation of Directors.
- c) The manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual Directors.
- d) The details with respect to composition of Audit Committee and establishment of Vigil Mechanism.
- e) Details regarding Risk Management.

RISK AND CONCERNS

The Company is mainly exposed to capital market risks in the form of change in value of its investments. The Company is also exposed to the fluctuations of economy and industry cycles.

CAUTIONARY STATEMENT

The statement in this Management Discussion and Analysis Report, describing the Company's outlook, projections, estimates, expectations may be "Forward-looking Statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied.

CORPORATE SOCIAL RESPONSIBILITY

The requirement of Corporate Social Responsibility (CSR) in terms of Section 135 of the Companies Act, 2013 and the rules made thereunder is not applicable to the Company, since the Company's main source of income is dividend from CSR compliant companies.

CONSERVATION OF ENERGY ETC.

As required under Section 134(3)(m) read with the Companies (Accounts) Rules, 2014 the requirement of furnishing particulars of energy conservation, technology absorption, etc. is not applicable to the Company. Further, particulars of Foreign Exchange Earning and Outgo are as under:-

i) Foreign Exchange earned	:	NIL
ii) Foreign Exchange Outgo	:	₹ 2.18 Lacs

ACKNOWLEDGEMENTS

Your Directors wish to place on record and acknowledge their appreciation for the continued support and co-operation received from the Government Authorities, Lending Institutions and the esteemed shareholders of the Company. The Directors also record their appreciation for the total dedication of the employees.

On behalf of the Board

ASHOK KUMAR KINRA
LAXMI NARAIN GUPTA
Directors

New Delhi
Date: 28th July, 2015

With a view to avoid duplication between the Directors' Report and Management Discussion and Analysis, a Combined Report has been presented.

**FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2015
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies
(Management and Administration) Rules, 2014]**

I. REGISTRATION AND OTHER DETAILS:

- (i) CIN : L24211DL1993PLC254964
- (ii) Registration Date : 25th May, 1993
- (iii) Name of the Company : Florence Investech Limited
- (iv) Category/Sub-Category of the Company : Public Company/Limited by Shares
- (v) Address of the Registered Office and Contact Details - : Link House, 3 Bahadur Shah Zafar Marg
New Delhi-110 002
Ph. No. : 011-33001112, 33001162
Fax No. : 011-23716607
Email id : parikshit.pant@jkmil.com
Website : www.florenceinvestech.co.in
- (vi) Whether Listed Company Yes/ No : Yes
- (vii) Name, Address and Contact Details of Registrar and Transfer Agent, if any - : Alankit Assignments Ltd.
Alankit Heights, 1E/13
Jhandewalan Extension,
New Delhi-110 055
Ph. No. : 91-11-42541234, 23541234
Fax No. : 91-11-41543474
Email : rta@alankit.com
Website : www.alankit.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company:–

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ Service *	% to total turnover of the Company
1.	Investment in Shares and Securities	642	100

* As per National Industrial Classification (2008)– Ministry of Statistics and Programme Implementation.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES–

Sl. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held*	Applicable Section
1	JK Agri Genetics Ltd. 7, Council House Street Kolkatta West Bengal-700 001	L01400WB2000PLC091286	Associate	41.62	2(6)
2	CliniRx Research Pvt. Ltd. 7, Council House Street Kolkatta West Bengal-700 001	U85110WB2004PTC098498	Associate	29.57	2(6)

* Represents aggregate % of shares held by the Company.

IV. SHARE HOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 1 st April, 2014)				No. of Shares held at the end of the year (as on 31 st March, 2015)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters **									
(1) Indian									
a) Individual/HUF	38,098	–	38,098	1.14	38,098	–	38,098	1.14	
b) Central Govt.	–	–	–	–	–	–	–	–	–
c) State Govt(s)	–	–	–	–	–	–	–	–	–
d) Bodies Corp.	24,58,268	–	24,58,268	73.85	24,58,268	–	24,58,268	73.85	
e) Banks/Fl	–	–	–	–	–	–	–	–	–
f) Any other	–	–	–	–	–	–	–	–	–
Sub-Total (A) (1)	24,96,366	–	24,96,366	74.99	24,96,366	–	24,96,366	74.99	
(2) Foreign									
a) NRIs - Individuals	–	–	–	–	–	–	–	–	–
b) Other - Individuals	–	–	–	–	–	–	–	–	–
c) Bodies Corp.	–	–	–	–	–	–	–	–	–
d) Banks/Fl	–	–	–	–	–	–	–	–	–
e) Any other	–	–	–	–	–	–	–	–	–
Sub-Total (A) (2):-	–	–	–	–	–	–	–	–	–
Total Share holding of Promoter (A)= (A)(1)+(A)(2)**	24,96,366	–	24,96,366	74.99	24,96,366	–	24,96,366	74.99	
B. Public Share holding									
1. Institutions									
a) Mutual Funds	476	24	500	0.02	476	24	500	0.02	–
b) Banks/Fl	59	120	179	0.01	59	120	179	0.01	–
c) Central Govt.	–	–	–	–	–	–	–	–	–
d) State Govt. (s)	–	–	–	–	–	–	–	–	–
e) Venture Capital Funds	–	–	–	–	–	–	–	–	–
f) Insurance Companies	10	10	20	0.00	10	10	20	0.00	–
g) FII's	–	–	–	–	–	–	–	–	–
h) Foreign Venture Capital Funds	–	–	–	–	–	–	–	–	–
i) Others	–	–	–	–	–	–	–	–	–
Sub-Total (B)(1):-	545	154	699	0.02	545	154	699	0.02	–
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	3,60,597	300	3,60,897	10.84	3,51,843	3,554	3,55,397	10.67	(0.17)
ii) Overseas	–	–	–	–	–	–	–	–	–
b) Individuals									
i) Individual Shareholders holding nominal share capital upto ₹ 1 lakh	2,12,089	22,990	2,35,079	7.06	2,15,013	18,387	2,33,400	7.01	(0.05)

Florence Investech Limited

Category of Shareholders	No. of Shares held at the beginning of the year (as on 1 st April, 2014)				No. of Shares held at the end of the year (as on 31 st March, 2015)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii) Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	76,800	–	76,800	2.31	88,390	–	88,390	2.65	0.34
c) Others									
i) Clearing Members	3,496	–	3,496	0.11	–	–	–	–	(0.11)
ii) Non-Resident Indians/OCB	1,55,478	95	1,55,573	4.67	1,54,563	95	1,54,658	4.65	(0.02)
iii) Trust/ Custodian	34	–	34	0.00	34	–	34	0.00	–
Sub-Total (B)(2):-	8,08,494	23,385	8,31,879	24.99	8,09,843	22,036	8,31,879	24.99	–
Total Public shareholding (B)= (B)(1)+(B)(2)	8,09,039	23,539	8,32,578	25.01	8,10,388	22,190	8,32,578	25.01	–
C. Shares held by Custodian for GDRs & ADRs	–	–	–	–	–	–	–	–	–
Grand Total (A+B+C)	33,05,405	23,539	33,28,944	100.00	33,06,754	22,190	33,28,944	100.00	–

** There is no change in the shareholding of Promoters' at (A) above during the period from 1st April 2014 till 31st March 2015. The shareholding of the constituents of the Promoter Group has been shown under the category of the Promoter as per SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009. However, the same does not form part of the Promoter as defined in the Companies Act, 2013.

(ii) Shareholding of Promoters

Bengal & Assam Company Limited, the promoter, does not hold any shares of the Company.

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

Bengal & Assam Company Limited, the promoter, does not hold any shares of the Company hence not applicable

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

Sl. No.	For each of the Top Ten Shareholders*	Shareholding at the beginning of the year (as on 1st April, 2014)		Cumulative Shareholding at the end of the year (as on 31st March, 2015)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1.	BMF Investments Limited	1383274	41.55	1383274	41.55
2.	JK Tyre & Industries Limited	1074994	32.29	1074994	32.29
3.	Edgefield Securities Limited	145166	4.36	145166	4.36
4.	Shah Bahubali Shantilal	76800	2.30	76800	2.30
5.	Alchemist Capital Limited	70000	2.10	70000	2.10
6.	KDS Corporation Private Limited	69860	2.09	63981	1.92
7.	Alchemist Holdings Limited	69685	2.09	69685	2.09
8.	Ennar Star Trade Limited	46720	1.40	43579	1.30
9.	Ultima Finvest Limited	18045	0.54	18045	0.54
10.	Bhagalaxmi Fiscal (India) Private Limited	6800	0.20	13800	0.41

* The shares of the Company are traded on a daily basis and hence the date wise increase/decrease in shareholding is not indicated.

(v) Shareholding of Directors and Key Managerial Personnel:

Shri Ashok Kumar Kinra, Late Shri Asok Chand Choraria, Shri Laxmi Narain Gupta, Shri Pradeep Singh Lodha and Ms. Poonam Singh, Directors of the Company; Shri Kailash Chand Jain, Manager & Chief Financial Officer and Ms. Neha Gupta, Asstt. Company Secretary & Compliance Officer does not hold any equity shares of the Company.

Further, Ms. Neha Gupta ceased to be Asstt. Company Secretary & Compliance Officer w.e.f. 30th April, 2015 and Shri Parikshit Pant was appointed as Company and Compliance Officer w.e.f. 1st May, 2015 in place of Ms. Neha Gupta. Shri Parikshit Pant also does not hold any shares of the Company.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment :

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (as on 1st April, 2014)				
i) Principal Amount		NIL		NIL
ii) Interest due but not paid		NIL		NIL
iii) Interest accrued but not due		NIL		NIL
Total (i+ii+iii)		NIL		NIL
Change in Indebtedness during the financial year				
• Addition		NIL		NIL
• Reduction		NIL		NIL
Net Change		NIL		NIL
Indebtedness at the end of the financial year (as on 31st March, 2015)				
i) Principal Amount		NIL		NIL
ii) Interest due but not paid		NIL		NIL
iii) Interest accrued but not due		NIL		NIL
Total (i+ii+iii)		NIL		NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager (₹ in Lacs)

Sl. No.	Particulars of Remuneration*	Name of MD/WTD/Manager Shri Kailash Chand Jain (Manager & Chief Financial Officer)	Total Amount
1.	Gross Salary		
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	2.33	2.33
(b)	Value of perquisites under Section 17(2) of the Income-tax Act, 1961	4.04	4.04
(c)	Profits in lieu of Salary under Section 17(3) of the Income-tax Act, 1961	–	–
	Total (A)	6.37	6.37
	Ceiling as per the Act	₹ 68.28 Lacs (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)	

* Stock Options, Sweat Equity and Commission - NIL

B. Remuneration to other Directors (₹ in Lacs)

Sl. No	Particulars of Remuneration*	Name of Directors					Total Amount
		Late Shri Asok Chand Choraria (since deceased)	Shri Ashok Kumar Kinra	Shri Laxmi Narain Gupta	Shri Pradeep Singh Lodha	Ms. Poonam Singh	
1.	Independent Directors						
	Fee for attending Board/ Committee Meetings	0.05	–	0.59	0.49	–	1.13
	Total (1)	0.05	–	0.59	0.49	–	1.13
2	Other Non-executive Directors						
	Fee for attending Board/ Committee Meetings	–	0.55	–	–	–	0.55
	Total (2)	–	–	–	–	–	–
	Total(B)= (1+2)	0.05	0.55	0.59	0.49	–	1.68
	Total Managerial Remuneration						8.05**
	Overall Ceiling as per the Act	₹ 75.11 Lacs (being 11% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)					

* Commission – NIL

** Total Remuneration to Non-Executive Directors, Independent Directors and Managers (being the total of A and B), include sitting fees of ₹ 1.68 Lacs.

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD: (₹ in Lacs)

Sl. No.	Particulars of Remuneration*	Key Managerial Personnel	Total Amount
		Ms. Neha Gupta** (Asstt. Company Secretary & Compliance Officer)	
1.	Gross Salary		
(a)	Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	1.22	1.22
(b)	Value of perquisites under Section 17(2) of the Income-tax Act, 1961	1.28	1.28
(c)	Profits in lieu of Salary under Section 17(3) of the Income-tax Act, 1961	–	–
	Total	2.50	2.50

* Stock Option, Sweat Equity, Commission – NIL

** Ms. Neha Gupta ceased to be Asstt. Company Secretary & Compliance Officer w.e.f. 30th April, 2015 and Shri Parikshit Pant was appointed as Company Secretary and Compliance Officer w.e.f. 1st May, 2015 in place of Ms. Neha Gupta.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties, punishment or compounding of offences during the year ended 31st March, 2015.

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015
[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Florence Investech Limited
Link House,
3, Bahadur Shah Zafar Marg,
New Delhi-110002

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Florence Investech 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, 2015 (Audit Period), 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, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (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;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (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; **(Not applicable to the Company during the Audit Period)**;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **(Not applicable to the Company during the Audit Period)**;

- (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- **(Not applicable to the Company during the Audit Period) and;**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998- **(Not applicable to the Company during the Audit Period);**
- (vi) Reserve Bank of India guidelines as applicable to **Non Banking Financial Company/Core Investment Company.**

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India - **Not mandatory during the Audit Period;**
- (ii) The Listing Agreement entered into by the Company with the Stock Exchange.

I have relied on the Management Representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Statutes, Laws and Regulations to the Company on matters relating to the Reserve Bank of India Act as a **Non Banking Financial Company / Core Investment Company.**

I have also relied on the financial auditor's report for compliance of laws relating to finance as applicable to the Company in respect of Income tax, Fixed Deposits, Foreign Exchange, Stamp duty etc.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors of the Company that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate Notice was given to all the directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent 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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

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.

I further report that during the audit period the Company has -

- (i) Obtained Members' approval pursuant to Section 180(1)(c) of the Companies Act, 2013 by means of Special Resolution passed at Annual General Meeting of the Company held on 26th September, 2014 for borrowing upto ₹ 250 Crores.
- (ii) Obtained Members' approval pursuant to Section 180(1)(a) of the Companies Act, 2013 by means of Special Resolution passed at Annual General Meeting of the Company held on 26th September, 2014 for creating Mortgage/ charge on the movable and immovable properties of the Company for securing borrowings upto an amount not exceeding ₹ 250 Crores.

Place: New Delhi
Date: 9th May, 2015

Namo Narain Agarwal
CP No. 3331
FCS No. 234

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is an integral part of values, ethics and the best business practices followed by the Company. The core values of the Company are:

- commitment to excellence and customer satisfaction
- maximizing long term shareholders' value
- socially valued enterprise, and
- caring for people and environment.

In a nutshell, the philosophy can be described as observing of business practices with the ultimate aim of enhancing long term shareholders' value and commitment to high standards of business ethics. The Company has in place a Code of Corporate Ethics and Conduct reiterating its commitment to maintain the highest standards in its interface with stakeholders and clearly laying down the core values and corporate ethics to be practiced by its entire management cadre.

2. BOARD OF DIRECTORS:

The Board of Directors consists of Four Non-executive Directors (NED) as on 31st March 2015, of which three are Independent Directors (IND). Four Board Meetings were held during the twelve months period from 1st April, 2015 to 31st March, 2015, on 15th May, 2014, 4th August, 2014, 10th November, 2014 and 10th February, 2015. Attendance and other details of the Directors are given below:

Name of the Director	Category	No. of Board Meetings attended	Whether last AGM Attended (26.09.14)	No. of other Directorships and Committee Memberships/ Chairmanships held in other companies		
				Directorships [§]	Committee Membership ^{**}	Committee Chairmanship ^{**}
(1)	(2)	(3)	(4)	(5)	(6)	(7)
Shri Ashok Kumar Kinra	NED	4	Yes	6	1	1
Late Shri Asok Chand Choraria (since deceased)	IND	1	–	–	–	–
Shri Laxmi Narain Gupta [△]	IND	4	Yes	6	–	–
Shri Pradeep Singh Lodha [△]	IND	3	Yes	–	–	–
Ms. Poonam Singh [*]	IND	–	–	–	–	–

[△] Pursuant to the provisions of the Companies Act, 2013, Shri Laxmi Narain Gupta and Shri Pradeep Singh Lodha, Directors of the Company were appointed by the shareholders as an Independent Directors at the Annual General Meeting (AGM) held on 26th September, 2014 for a term of five consecutive years commencing from the date of AGM and the formal letters of appointment have also been issued to each of them. The terms and conditions of their appointment have been disclosed on the website of the Company.

[§] Excluding private companies, companies under Section 8 of the Companies Act, 2013 and foreign companies. Independent Directorship held by the Directors are in accordance with the Clause 49 of the Listing Agreement.

^{**} Only covers Memberships/Chairmanships of Audit Committee and Stakeholder Relationship Committee.

[#] Shri Asok Chand Choraria, Director passed away on 11th July, 2014 and consequent upon his death, Shri Pradeep Singh Lodha joined the Board as Additional Director w.e.f. 2nd August, 2014.

^{*} Appointed as an Additional Independent Director w.e.f. 26th March, 2015.

There is no relationship between present Directors *interse*.

The Board periodically reviews compliance reports of all laws applicable to the Company and the steps taken by the Company to rectify instances of non-compliances, if any.

The Company has a Code of Conduct for Management Cadre Staff which is strictly adhered to. In terms of provisions of Clause 49 of the Listing Agreement and contemporary practices of good corporate governance, the Board has laid down a Code of Conduct for all the Board Members and Senior Management of the Company and the same is available on the Company's website (www.florenceinvestech.co.in). All the Board Members and Senior Management Personnel have affirmed compliance with the said Code. This Report contains a declaration to this effect signed by Shri Kailash Chand Jain, Manager and Chief Financial Officer.

3. SEPARATE MEETING OF THE INDEPENDENT DIRECTORS:

In accordance with the provision of Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, a separate meeting of the Independent Directors of the Company was held on 10th February, 2015. Shri L.N. Gupta was unanimously elected as Chairman of the meeting and all the Independent Directors of the Company were present at the said Meeting.

4. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

In accordance with the provisions of Clause 49 of the Listing Agreement, the Company has been conducting various familiarisation programmes. The details of such familiarization programmes for Independent Directors have been disclosed on the website of the Company the web link for which is www.florenceinvestech.co.in/Familiarisation%20Programme%20for%20Independent%20Directors.pdf

5. PERFORMANCE EVALUATION:

The Board of Directors has made formal annual evaluation of its own performance and that of its Committees and Individual Directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed under Clause 49 of the Listing Agreement with Stock Exchange.

Performance of the Board was evaluated after seeking inputs from all the Directors on the basis of the criteria such as adequacy of its composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of criteria such as composition of committees, terms of reference of committees, effectiveness of the committee meetings, participation of the members of the committee in the meetings, etc.

The Board and the Nomination and Remuneration Committee also carried out evaluation of the performance of individual Directors on the basis of criteria such as attendance and effective participation and contributions at the meetings of the Board and its Committees, exercise of his/her duties with due & reasonable care, skill and diligence, etc.

In a separate meeting of the Independent Directors of the Company, performance of non-independent Directors, performance of Board as a whole and performance of Chairman was evaluated, taking into account the views of other Directors of the Company. The Chairman of the Meeting of the Independent Directors apprised the Board about the evaluation carried by it and that the Independent Directors were fully satisfied in this regard.

6. AUDIT COMMITTEE:

The Company has an Audit Committee of Directors. The Audit Committee consisted of three Non-Executive Directors, namely, Shri Ashok Kumar Kinra, Late Shri Asok Chand Choraria and Shri Laxmi Narain Gupta. Consequent to the death of Shri Asok Chand Choraria, Shri Pradeep Singh Lodha an Independent Director was inducted as member of said Committee w.e.f. 2nd August, 2014. The Audit Committee presently consists of following three Non-Executive Directors (out of which two are Independent Director), namely, Shri Laxmi Narain Gupta (Chairman), Shri Ashok Kumar Kinra and Shri Pradeep Singh Lodha. The composition of the Committee is in conformity with Clause 49 of the Listing Agreement and Section 177 of Companies Act, 2013.

The Terms of Reference of the Committee cover the matters specified for Audit Committee under Clause 49 of the Listing Agreement with the Stock Exchange and Section 177 of the Companies Act, 2013.

Dates of the meetings and the number of Members attended are:

Date of the Meeting	Number of members attended
15 th May, 2014	3
4 th August, 2014	3
10 th November, 2014	3
10 th February, 2015	3

The names of the Members of the Committee and their attendance at the Meetings are:

Name	Status	No. of Meetings attended
Late Shri Asok Chand Choraria	Member	1
Shri Laxmi Narain Gupta	Chairman	4
Shri Ashok Kumar Kinra	Member	4
Shri Pradeep Singh Lodha	Member	3

Shri K.C. Jain, Manager & Chief Financial Officer regularly attends the Committee meetings and the Company Secretary acts as the Secretary of the Committee. All the Committee meetings were attended by the Statutory Auditors.

7. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Company has a Stakeholders' Relationship Committee at the Board level which consists of three Non-Executive Directors, namely, Shri Ashok Kumar Kinra (Chairman), Shri Asok Chand Choraria and Shri Laxmi Narain Gupta. Consequent to death of Shri Asok Chand Choraria, Shri Pradeep Singh Lodha, an Independent Director was inducted as Member of the Committee w.e.f. 2nd August, 2014. Presently, the said Committee consists of following three Non-Executive Directors (out of which two are Independent Directors), namely, Shri Ashok Kumar Kinra (Chairman), Shri Laxmi Narain Gupta and Shri Pradeep Singh Lodha. The Composition and the 'Terms of Reference' of the Committee are in conformity with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Dates of the meetings and the number of Members attended are:

Date of the Meeting	Number of members attended
15 th May, 2014	3
4 th August, 2014	3
10 th November, 2014	3
10 th February, 2015	3

The names of the Members of the Committee and their attendance at the Meetings are:

Name	Status	No. of Meetings attended
Shri Ashok Kumar Kinra	Chairman	4
Late Shri Asok Chand Choraria	Member	1
Shri Laxmi Narain Gupta	Member	4
Shri Pradeep Singh Lodha	Member	3

Shri Parikshit Pant, Company Secretary, is the Compliance Officer. During the financial year ended 31st March, 2015, no complaints were received by the Company from the investors. Also, there are no complaints pending in respect of previous period.

The Board has delegated the power of share transfer to Share Transfer Committee of Directors which approves registration of transfer and transmission of shares in Physical Mode on fortnightly basis. During the financial year ended 31st March, 2015, 21 Meetings of the Share Transfer Committee were held. All valid requests for transfer of shares were processed in time and there were no pending transfers of shares.

8. NOMINATION AND REMUNERATION COMMITTEE:

The Company has a 'Nomination and Remuneration Committee' comprising of two Non-Executive Independent Directors and one Non-Executive Director. The composition and the role of the Committee are in conformity with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Dates of the meetings and the number of Members attended are:

Date of the Meeting	Number of members attended
4 th August, 2014	3

The names of the Members of the Committee and their attendance at the Meeting are as follows:

Name	Status	No. of Meetings attended
Shri Ashok Kumar Kinra	Chairman	1
Shri Laxmi Narain Gupta	Member	1
Shri Pradeep Singh Lodha	Member	1

9. NOMINATION AND REMUNERATION POLICY:

In accordance with the provisions of the Companies Act 2013 and Clause 49 of the Listing Agreement, the Company has put in place the Nomination and Remuneration Policy for the Directors, Key Managerial Personnel and Senior Management of the Company including criteria for determining qualifications, positive attributes, independence of a Director as well as a policy on Board Diversity. The policy provides as follows:

- (i) The Nomination and Remuneration Committee of Directors (the Committee) shall take into consideration the following criteria for recommending to the Board for appointment as a Director of the Company: (a) Qualifications & experience. (b) Positive attributes like –respect for Company's core values, professional integrity, strategic capability with business vision, etc. (c) In case the proposed appointee is an Independent Director, he should fulfill the criteria for appointment as Independent Director as per the applicable laws & regulations. (d) The incumbent should not be disqualified for appointment as Director pursuant to the provisions of the Act or other applicable laws & regulations.
- (ii) The Committee will recommend to the Board appropriate compensation to Executive Directors subject to the provisions of the Act, Listing Agreement with Stock Exchange and other applicable laws & regulations. The Committee shall periodically review the compensation of such Directors in relation to other comparable companies and other factors, the Committee deems appropriate. Proposed changes, if any, in the compensation of such Directors shall be reviewed by the Committee subject to approval of the Board.
- (iii) The Board will review the performance of a Director as per the structure of performance evaluation adopted by the Board for Directors including Executive Directors.
- (iv) The Committee will review from time to time Board diversity to bring in professional performance in different areas of operations, transparency, corporate governance, financial management, risk assessment & mitigation strategy and human resource management in the Company. The Company will keep succession planning and board diversity in mind in recommending any new name of Director for appointment to the Board.
- (v) The eligibility criteria for appointment of Key Managerial Personnel (KMPs) and other senior management personnel shall vary for different positions depending upon the job description of the relevant position. In particular, the position of KMPs shall be filled by senior personnel having relevant qualifications and experience. The

Compensation structure for KMPs and other senior management personnel shall be as per Company's remuneration structure taking into account factors such as level of experience, qualification and suitability which shall be reasonable and sufficient to attract, retain and motivate them. The remuneration would be linked to appropriate performance benchmarks. The remuneration may consist of fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

10. SITTING FEE:

The Company has paid sitting fees aggregating to ₹ 1.68 Lac to all Non-Executive Directors for attending the meetings of the Board and/or Committees thereof including meeting of Independent Directors. Non-Executive Directors did not have any other material pecuniary relationship or transaction vis-à-vis the Company during the year.

The number of Equity Shares of ₹ 10/- each (i.e. shares) held by the Non-Executive Directors as on 31st March, 2015 are: Shri Ashok Kumar Kinra - Nil, Late Shri Asok Chand Choraria - Nil, Shri Laxmi Narain Gupta - Nil and Shri Pradeep Singh Lodha - Nil. The Company does not have any outstanding convertible instruments.

11. GENERAL BODY MEETINGS:

Location and time for the last three Annual General Meetings (AGMs) of the Company were:

Year	Location	Date	Time
2010-11	Shripati Singhania Hall, Rotary Sadan, 94/2, Jawaharlal Nehru Road (Chowringhee Road) Kolkata-700 020	15.03.2012	11.30 A.M.
2011-12	Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road Institutional Area, Lodi Road, New Delhi-110 003	28.06.2013	11.00 A.M.
2012-14	Lakshmipat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110 016	26.09.2014	2.30 P.M.

Details of Special Resolution (SR) passed in last three AGMs:

- (i) At the Annual General Meeting of the Company held on 15th March, 2012, Special Resolution was passed for appointment of Shri S.K. Gupta as Manager with the designation "President" for a term of three years w.e.f. 1st January, 2012.
- (ii) No Special Resolution was passed in the AGM held on 28th June, 2013.
- (iii) Following Special Resolutions were passed in the last AGM held on 26th September, 2014:-
 - (a) to appoint Shri Laxmi Narain Gupta as an Independent Director in casual vacancy caused due to resignation of Shri P.K. Rustagi, for a term of five consecutive years in terms of Section 149 of the Companies Act, 2013.
 - (b) to appoint Shri Pradeep Singh Lodha as an Independent Director for a term of five consecutive years in terms Section 149 of the Companies Act, 2013.
 - (c) to appoint Shri Kailash Chand Jain as Manager with designation "Manager and Chief Financial Officer" of the Company for a period of five years with effect from 1st July, 2014.
 - (d) to authorize the Board of Directors to borrow money upto an amount not exceeding ₹ 250 Crores
 - (e) to authorize the Board of Directors to create mortgage/charges on the properties of the Company in favour of the lenders upto an aggregate amount not exceeding ₹ 250 Crores.

No Special Resolutions were required to be put through postal ballot during the last year.

12. DISCLOSURES:

- (i) **Related Party Transactions:** Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large: **None.**

Suitable disclosures as required by Accounting Standard (AS-18) on Related Party Transactions has been made in the Annual Report.

All the Related Party Transactions are dealt with in accordance with the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Company has also formulated a policy on the materiality of Related Party Transactions and also on dealing with Related Party Transactions. This Policy is available on the website of the Company and the web link for the same is www.florenceinvestech.co.in/Related%20Party%20Transactions%20Policy_Florence%20Investech%20Ltd..pdf

- (ii) Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital market, during the last three years:

There were no cases of non-compliance of any matter related to capital markets during the last three years.

- (iii) **Vigil Mechanism/Whistle Blower Policy:** The Board of Directors of the Company at its meeting held on 4th August 2014 has formulated a Policy on Vigil Mechanism/ Whistle Blower Policy for the Directors and Employees of the Company to report their genuine concerns or grievances relating to actual or suspected fraud, unethical behaviour, violation of the Company's Code of Conduct or Ethics Policy, and any other event which would adversely affect the interests of the business of the Company. Whistle Blowers may send their concerns/complaints to the Chairman of Audit Committee in a sealed envelope marked confidential, for appropriate action.

The details of establishment of such mechanism has been also disclosed on the website of the Company. It is affirmed that no personnel has been denied access to the Audit Committee.

- (iv) **Risk Management:** The Company has an elaborate risk management system to inform Board Members about risk assessment and minimization procedures. These procedures are being periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

13. MEANS OF COMMUNICATION:

Quarterly, half-yearly and annual results are normally published in the leading English newspaper, namely, Financial Express and one regional daily namely, Jansatta, having wide circulation and promptly furnished to the Stock Exchange for display on its website. The financial results are also displayed on the Company's website - www.florenceinvestech.co.in.

Management Discussion and Analysis forms part of the Annual Report.

14. GENERAL SHAREHOLDERS' INFORMATION:

- (i) **Registered Office :** Link House
3, Bahadur Shah Zafar Marg
New Delhi-110 002
Ph. : 91-11-33001112, 33001162
Fax : 91-11-23716607
E-mail : parikshit.pant@jkm.com

- (ii) **Annual General Meeting (AGM)**

(a) Date & Time : Thursday, 24th September, 2015 at 10.30 AM

Venue : Lakshmipat Singhania Auditorium, PHD Chamber of Commerce & Industry,
PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi-110 016

(b) As required under Clause 49 (VIII)(E), brief resume and other particulars of the appointment of the Directors retiring by rotation at the aforesaid AGM and seeking re-appointment are given in the Notes to the Notice convening the said AGM.

(iii) Financial Calendar (Tentative)

Financial Reporting

- for the quarter ending 30.06.2015
 - for the half-year ending 30.09.2015
 - for the quarter ending 31.12.2015
 - for the year ending 31.03.2016 (audited)
 - Annual General Meeting for the Financial Year ending 2015-16
- } Within 45 days of the end of the quarter
- Within 60 days of the end of the financial year
- Between July and September, 2016

(iv) Dividend Payment Date: Within four weeks from the conclusion of AGM

(v) Date of Book Closure: 15th September, 2015 to 24th September, 2015

(vi) Listing on Stock Exchange: The Equity Shares of the Company are listed on BSE Ltd. Annual Listing Fee for the Financial Year 2015-16 has been paid to BSE Ltd.

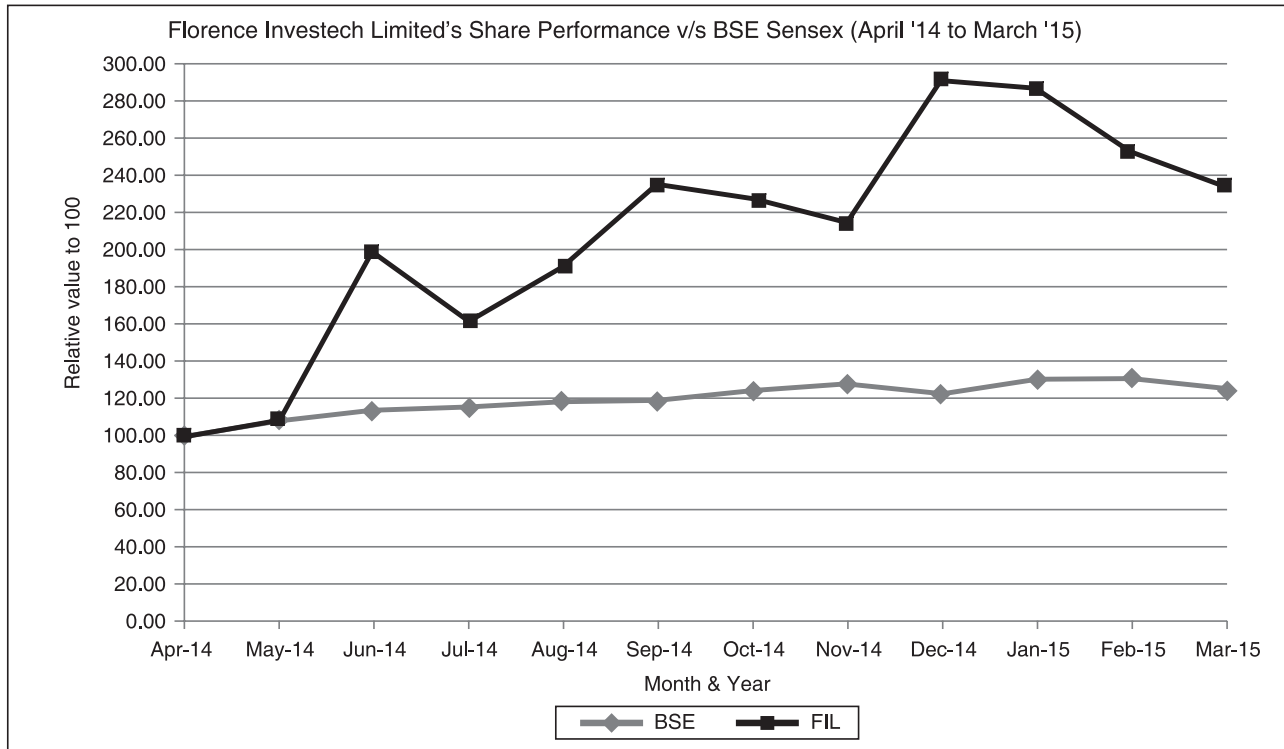
(vii) Security Code for Company's Equity Shares on BSE Ltd. and ISIN:

BSE – 532518, ISIN INE211G01020.

(viii) Stock Market Price Data:

Month (2014-15)	BSE Limited (in ₹)	
	HIGH	LOW
April 2014	170.05	130.00
May 2014	168.00	121.00
June 2014	345.20	145.00
July 2014	290.00	228.10
August 2014	276.95	222.30
September 2014	400.00	262.60
October 2014	363.70	307.00
November 2014	342.50	300.00
December 2014	428.95	300.00
January 2015	444.90	376.05
February 2015	442.00	353.20
March 2015	436.00	306.60

(ix) Florence Investech Limited's Share Performance v/s BSE Sensex (April '14 – March '15)



(x) Distribution of Shareholding as on 31st March, 2015:

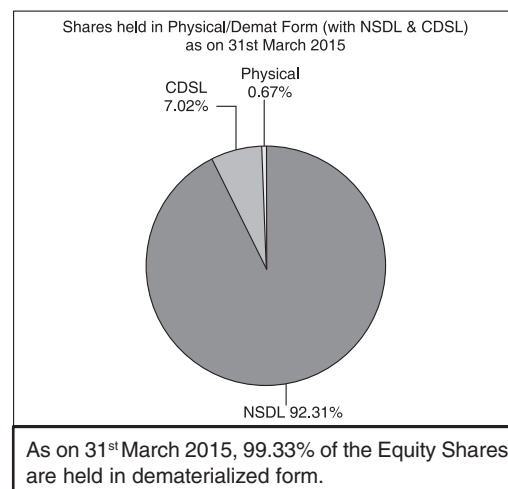
Category (No. of Shares)	No. of Equity Shares	%	No. of Shareholders	%
1–500	1,24,010	3.73	7,519	98.43
501–1000	33,850	1.02	45	0.59
1001–5000	1,08,865	3.27	52	0.68
5001–10000	78,023	2.34	11	0.14
10001 and above	29,84,196	89.64	12	0.16
TOTAL	33,28,944	100.00	7,639	100.00

(xi) Share Transfer System:

All valid requests for transfer/transmission of Equity shares held in physical form are processed within a period of 15 days from the date of receipt thereof and the Share Certificates duly transferred are immediately returned to the transferee/ lodger. Transaction in the dematerialised Shares are processed by National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) through the Depository Participants with whom the Shareholders have opened their de-mat accounts.

(xii) De-materialization of Shares and Liquidity:

Trading in the Equity Shares of the Company is permitted only in dematerialised form. Shareholders may therefore, in their own interest, dematerialise their holdings in physical form, with any one of the Depositories namely NSDL and CDSL. The ISIN No. for Equity Shares of the Company for both the depositories is INE211G01020. As on 31st March, 2015, 99.33% of the Equity Shares stand dematerialised. It may be noted that in respect of shares held in demat form, all the requests for nomination, change of address, ECS, Bank Mandate and rematerialisation etc. are to be made only to the Depository Participant with whom the shareholders have opened their Demat Account.



(xiii) Outstanding GDRs/ADRs/Warrants/Options or any convertible instruments, conversion date and likely impact on Equity: - NIL

(xiv) Plant Location:

The Company being an investment company, does not have any plant.

(xv) Address for Correspondence for Share Transfers and Related Matters:

1. Florence Investech Limited
Secretarial Department,
Gulab Bhawan, 3rd Floor (Rear Block)
6A, Bahadur Shah Zafar Marg
New Delhi -110 002
Ph.: 91-11-30179798
Fax No. 91-11-23739475
Contact Person: Mr. Parikshit Pant
E-mail: florenceinvestor@jkmil.com
Website: www.florenceinvestech.co.in

2. Registrar and Share Transfer Agent (RTA)
Alankit Assignments Ltd.
Alankit Heights
1E/13, Jhandewalan Extension
New Delhi-110 055
Ph.: 91-11-23541234, 42541234
Fax: 91-11-41543474
E-mail: rtat@alankit.com
Website: www.alankit.com
Contact Person: Mr. J.K. Singla
Email: jksingla@alankit.com

15. INFORMATION IN TERMS OF CLAUSE 5A OF THE LISTING AGREEMENT:

As on 1st April, 2014, the Company had 2,191 Equity Shares of the face value of ₹ 10/- each, issued in physical form, which remained unclaimed by 483 Equity Shareholders. The Company received 13 request for dispatch of share certificates for 60 Equity Shares, which have been since dispatched. Accordingly, as on 31st March, 2015, the Company has 2,131 Equity Shares, issued in physical form, which remained unclaimed by 470 Equity Shareholders.

The "Unclaimed Suspense Account" is held by the Company purely on behalf of the allottees and the Shares held in the Suspense Account shall not be transferred except to the allottees as and when they approach the Company.

16. DECLARATION:

It is hereby declared that all the members of the Board and the Senior Management personnel have affirmed compliance with the "Code of Conduct for Members of the Board and Senior Management of Florence Investech Limited" during the Financial Year ended 31st March, 2015.

Kailash Chand Jain
Manager and Chief Financial Officer

AUDITORS' COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To The Members of FLORENCE INVESTECH LIMITED

We have examined the compliance of conditions of Corporate Governance by Florence Investech Limited for the year ended 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of the 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 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 explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

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 the management has conducted the affairs of the Company.

For Lodha & Co.
Chartered Accountants
Firm Registration No. 301051E

N.K. LODHA
Partner
Membership No. 85155

Place: New Delhi
Date: 28th July, 2015

AUDITOR'S REPORT

Independent Auditor's Report to the members of FLORENCE INVESTECH LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Florence Investech Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting 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 and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively 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

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, 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.

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.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit and its cash flows for the year ended on that date.

Emphasis of Matters

We draw attention to the Note No. 26 regarding non provision for diminution in the value of certain long term investments, since in the opinion of the Management, such diminution in their value is temporary in the nature.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us during the course of audit, we give in the Annexure a statement on the matters specified in the paragraphs 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (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, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) 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 has disclosed the impact of pending litigations on its financial position in its financial statements - refer Note no. 20 (a) to the financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For LODHA & CO.,
Chartered Accountants
Firm Registration No.: 301051E

N.K. LODHA
Partner
Membership No. 85155

Place: New Delhi
Date: 12th May, 2015

ANNEXURE TO THE AUDITORS' REPORT

[Anenexure referred to in paragraph 1 under the heading “Report on other Legal and Regulatory Requirements” of our Report of even date for the year ended 31st March, 2015]

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management according to the programme of periodical physical verification in phased manner which in our opinion is reasonable having regard to the size of the Company and the nature of its fixed assets. No discrepancies were noticed on such physical verification.
2. Company does not have any inventory. Accordingly, the provisions of Clause 3(ii) of the Order are not applicable.
3. The Company has not granted any loan secured or unsecured to any companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of Clause 3(iii) (a) & (b) of the Order are not applicable.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchase and sale of the shares and securities. Based on the audit procedure performed and on the basis of information and explanations provided by the management, during the course of audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
5. The Company has not accepted any deposit from the public.
6. The Central Government has not prescribed the maintenance of the cost records under section 148(1) of the Act, for any of the services rendered by the Company.
7. (a) According to the records of the Company and information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, VAT, cess and other material statutory dues with the appropriate authorities to the extent applicable and there were no undisputed statutory dues payable for a period of more than six months from the date they became payable as at 31st March, 2015.
- (b) According to the records and information & explanations given to us, there are no dues in respect of Sales Tax, Wealth Tax, Service Tax, duty of Custom, duty of Excise, VAT or cess that have not been deposited with the appropriate authorities to the extent applicable on account of any dispute and the dues in respect of Income tax that have not been deposited with the appropriate authorities on account of dispute and the forum where the dispute is pending are given below:-

Name of the statute	Nature of the dues	Period (Financial Year)	Amount (₹ in Lacs)	Forum where dispute is pending
Income Tax Act,1961	Income Tax	2007-08	27.00	Commissioner (Appeal)
		2008-09	38.65	Commissioner (Appeal)
		2009-10	37.34	Commissioner (Appeal)
		2010-11	38.63	Commissioner (Appeal)
		2011-12	1.77	Commissioner (Appeal)

Refer Note No. 20 (a)

Florence Investech Limited

- (c) According to the records of the Company and information and explanation given to us, there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
8. The Company does not have accumulated losses at the end of the financial year and has not incurred cash losses in the current financial year & in the immediately preceding financial year.
 9. Company has no outstanding dues to financial institutions, banks or debenture holders during the year.
 10. According to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from banks or financial institutions.
 11. No term loan has been raised by the Company during the year.
 12. Based on the audit procedure performed and on the basis of information and explanations provided by the management, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For LODHA & CO.,
Chartered Accountants
Firm Registration No.: 301051E

N.K. LODHA
Partner
Membership No. 85155

Place: New Delhi
Date: 12th May, 2015

BALANCE SHEET
AS AT 31ST MARCH, 2015

₹ in Lacs

PARTICULARS	NOTE NO.	31.03.2015 (12 Months)	31.03.2014 (18 Months)
I. EQUITY & LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	332.89	332.89
(b) Reserves & Surplus	3	11,818.53	11,194.43
		12,151.42	11,527.32
(2) Non-current Liabilities			
(a) Long-term provisions	4	4.55	0.10
(3) Current Liabilities			
(a) Other current liabilities	5	4.58	10.25
(b) Short-term provisions	6	64.86	69.17
		69.44	79.42
TOTAL		12,225.41	11,606.84
II. ASSETS			
(1) Non-current Assets			
(a) Fixed Assets			
(i) Tangible assets	7	0.44	0.41
(b) Non-current investments	8	12,112.12	11,089.63
(c) Long-term loans and advances	9	-	500.00
(d) Deferred Tax Assets	10	7.62	9.84
		12,120.18	11,599.88
(2) Current Assets			
(a) Cash and cash equivalents	11	3.41	6.89
(b) Short-term loans and advances	12	101.82	0.07
		105.23	6.96
TOTAL		12,225.41	11,606.84
Significant accounting policies	1		

The accompanying Notes are an integral part of the Financial Statements

As per our report of even date.

For LODHA & CO.

Chartered Accountants

Firm Registration No. - 301051E

N.K. LODHA

Partner

Membership No.85155

A.K. KINRA
L.N. GUPTA
P. S. LODHA
POONAM SINGH

Place: New Delhi

Dated: 12th May, 2015

K. C. JAIN

Manager & Chief Financial Officer

PARIKSHIT PANT

Company Secretary

Directors

**PROFIT AND LOSS STATEMENT
FOR THE YEAR ENDED 31ST MARCH, 2015**

		₹ in Lacs	
PARTICULARS	NOTE NO.	2014-2015 (12 Months)	2012-2014 (18 Months)
I. Revenue from Operations	13	729.81	737.95
II. Other Income	14	0.05	0.04
III. Total Revenue (I + II)		729.86	737.99
IV. Expenses			
Employees Benefit expenses	15	14.53	4.54
Depreciation & amortization expenses	7	0.24	0.12
Other expenses	16	20.15	68.97
Total Expenses		34.92	73.63
V. Profit before exceptional and extraordinary Items and Tax (III – IV)		694.94	664.36
VI. Exceptional Items		–	–
VII. Profit before extraordinary Items and Tax (V – VI)		694.94	664.36
VIII. Extraordinary Items		–	–
IX. Profit before tax (VII – VIII)		694.94	664.36
X. Tax Expenses			
– Current Tax		8.52	11.33
– Deferred Tax		2.22	(5.60)
XI. Profit for the year from continuing operations (IX – X)		684.20	658.63
XII. Profit from discontinuing operations		–	–
XIII. Tax expense of discontinuing operations		–	–
XIV. Profit from discontinuing operations (after tax) (XII – XIII)		–	–
XV. Profit for the period (XI + XIV)		684.20	658.63
XVI. Basic and Diluted Earning per share (in ₹)	24	20.55	19.79

The accompanying Notes are an integral part of the Financial Statements

As per our report of even date.

For LODHA & CO.

Chartered Accountants

Firm Registration No. - 301051E

N.K. LODHA

Partner

Membership No.85155

Place: New Delhi

Dated: 12th May, 2015

K. C. JAIN

Manager & Chief Financial Officer

PARIKSHIT PANT

Company Secretary

A.K. KINRA

L.N. GUPTA

P. S. LODHA

POONAM SINGH

Directors

NOTES TO FINANCIAL STATEMENTS

NOTE - 1

SIGNIFICANT ACCOUNTING POLICIES – Year ended 31st March, 2015

1.1 BASIS OF ACCOUNTING:

The financial statements have been prepared under historical cost convention on accrual basis in compliance with applicable Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 and relevant provisions of the Companies Act, 2013.

1.2. FIXED ASSETS AND DEPRECIATION:

- (a) Fixed Assets are stated at cost. Cost includes all costs incurred to bring the assets to their present location and condition.
- (b) Depreciation on Fixed Assets is provided on Straight Line Method as per useful life given in Part C of Schedule II to the Companies Act, 2013.

1.3. REVENUE RECOGNITION:

- (a) Dividend Income is accounted for in the year in which it is declared.
- (b) Overdue interest on Loans & Advances is accounted for on actual receipt basis.

1.4. INVESTMENTS:

Investments made by the Company in various shares / securities are primarily meant to be held over long term period and are stated at cost less diminution, if the same is other than temporary in nature. The current investments are stated at lower of cost or quoted / fair value.

1.5. TAXES ON INCOME:

Current Tax is the amount of tax payable on the estimated taxable income for the current year as per the provisions (proposed/enacted) of Income Tax Act, 1961. Deferred Tax Assets and Liabilities are recognized in respect of current year and prospective years. Deferred Tax Asset is recognized on the basis of reasonable/virtual certainty that sufficient future taxable income will be available against which the same can be realized.

1.6. Contingent Liabilities are not provided for and are disclosed by way of Notes to the Accounts.

	₹ in Lacs	
	31.03.2015 (12 Months)	31.03.2014 (18 Months)
NOTE 2 : SHARE CAPITAL		
A. Authorised		
50,00,000 Equity Shares of ₹ 10/- each	500.00	500.00
50,00,000 Preference Shares of ₹ 85/- each (Read with Note No.17(ii))	4,250.00	4,250.00
	4,750.00	4,750.00
B. Issued, Subscribed & Paid up		
Equity Shares fully paid up		
33,28,944 Equity Shares of ₹ 10/- each	332.89	332.89
	332.89	332.89

C. Reconciliation of the numbers of shares outstanding at the beginning and at the end of the reporting period

	As at 31.03.2015 No. of Shares	As at 31.03.2014 No. of Shares
At the beginning of period	3,328,944	3,328,944
Add:- Issued during the year	-	-
Less:- Bought Back during the year	-	-
Outstanding at the end of period	3,328,944	3,328,944

D. Details of each shareholder holding more than 5% shares :-

Name of Shareholder	As at 31.03.2015 No. of Shares held	As at 31.03.2014 No. of Shares held
JK Tyre & Industries Ltd.	1,074,994	1,074,994
BMF Investments Limited	1,383,274	1,383,274

E. Rights and preferences attached to Equity Shares :

- a. The Company has only one class of Equity Shares having a par value of ₹ 10/- per share. Each shareholder is entitled to one vote per share.
- b. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- c. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

	31.03.2015 (12 Months)	31.03.2014 (18 Months)
₹ in Lacs		
NOTE 3 : RESERVES & SURPLUS		
Security Premium	4,531.43	4,531.43
Reserve (as per RBI guidelines)	1,034.18	902.45
Addition during the year	136.84	131.73
General Reserve	1,674.10	1,641.17
Addition during the year	1,000.00	32.93
Surplus in Profit & Loss Account A/c (Refer note (a) below)	3,441.98	3,954.72
	11,818.53	11,194.43

(a) Detail of Surplus/(Deficit) in Profit and Loss Statement:

Surplus/(Deficit) in Profit and Loss Statement from Previous Year	3,954.72	3,519.56
Profit / (Loss) for the year	684.20	658.63
Transfer to Reserve (as per RBI guidelines)	(136.84)	(131.73)
Transfer to General Reserve	(1,000.00)	(32.93)
Proposed Dividend @ ₹ 1.50 (Previous Year – ₹ 1.50) per equity share	(49.93)	(49.93)
Corporate Dividend Tax	(10.17)	(8.88)
Surplus/(Deficit) in Profit and Loss Statement carried to Balance sheet	3,441.98	3,954.72

₹ in Lacs

	31.03.2015 (12 Months)	31.03.2014 (18 Months)
NOTE 4 : LONG TERM PROVISIONS		
Provision for Employee Benefits	4.55	0.10
	4.55	0.10
NOTE 5 : OTHER CURRENT LIABILITIES		
Unclaimed Dividends	0.66	–
Unclaimed Fractional Entitlement Shares	1.06	–
Others :		
– Statutory Liability	0.22	–
– Other Liability	2.64	10.25
	4.58	10.25
NOTE 6 : SHORT TERM PROVISIONS		
Provision for Tax {Net of advance tax ₹ 129.04 Lacs (P.Y. ₹ 124.41 Lacs)}	4.76	10.75
Proposed Dividend	49.93	49.93
Corporate Dividend Tax	10.17	8.49
	64.86	69.17

NOTE 7 : TANGIBLE ASSETS

₹ in Lacs

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Gross Block as at 01.04.14	Additions	Sales/ Adjustments	Gross Block as at 31.03.15	Upto 31.03.14	For The Period*	Sales/ Adjustments	Upto 31.03.15	As At 31.03.15	As At 31.03.14
Furniture & Fixtures	–	0.27	–	0.27	–	0.03	–	0.03	0.24	–
Office Equipment	0.53	–	–	0.53	0.12	0.21	–	0.33	0.20	0.41
Total	0.53	0.27	–	0.80	0.12	0.24	–	0.36	0.44	0.41
Previous Year	–	0.53	–	0.53	–	0.12	–	0.12	0.41	–

* As specified in Schedule II of the Companies Act, 2013, w.e.f. 01.04.2014, the Company has revised depreciation rate on all the fixed assets as per the useful life, impact thereof is not material.

NOTE 8 : INVESTMENT

Name of the Bodies Corporate	As at 31.03.2015		As at 31.03.2014		
	Nos.	₹ in Lacs	Nos.	₹ in Lacs	
NON - CURRENT INVESTMENTS (Other than trade, fully paid up)					
A1. Quoted					
Face Value of ₹10/- each					
J.K. Tyre & Industries Ltd. (Refer Note No. 1)	(F.V. ₹ 2/-)	32,659,100	3,463.84	6,034,070	2,891.43
JK Lakshmi Cement Ltd.	(F.V. ₹ 5/-)	13,645,040	982.67	13,645,040	982.67
J.K.Paper Limited		11,833,332	5,151.36	11,681,684	5,106.57
Bengal & Assam Company Limited		646,811	645.59	646,811	645.59
Dhampur Sugar Mills Limited		74,534	163.05	74,534	163.05
Umang Dairies Limited	(F.V. ₹ 5/-)	1,194,965	14.34	1,194,965	14.34
Udaipur Cements Works Ltd.	(F.V. ₹ 4/-)	35,486,242	352.69	35,486,242	352.69
JK Agri Genetics Limited		1,500,000	150.00	1,500,000	150.00
Total Quoted Equity Shares	(A1)	10,923.54		10,306.34	

Florence Investech Limited

Name of the Bodies Corporate	As at 31.03.2015		As at 31.03.2014	
	Nos.	₹ in Lacs	Nos.	₹ in Lacs
A2. Unquoted				
J.K.Pharmachem Ltd.– Under Liquidation	2,371,903	–	2,371,903	–
J.K. Tyre & Industries Ltd. (Warrants) ₹ 115/- each	–	–	497,750	143.10
J.K. Fenner (India) Ltd	3,796	1.23	3,796	1.23
JK Plant Bio Sciences Limited	5,000	0.50	5,000	0.50
Global Strategic Technologies Ltd.	500,000	50.00	500,000	50.00
JK Risk Managers & Insurance Brokers Ltd.	1,220,000	122.00	1,000,000	100.00
CliniRx Research Pvt. Ltd.	2,625,001	262.50	2,625,001	262.50
Total Unquoted Equity Shares (A2)		436.23		557.33
B. Preference Shares				
CliniRx Research Pvt. Ltd. (8% OCCRPS)	1,500,000	150.00	1,500,000	150.00
C. MUTUAL FUNDS				
Baroda Pioneer Liquid Fund	38,348.53	602.35	5,416.08	75.96
Total Non Current Investments (A1+A2+B+C)		12,112.12		11,089.63
		Current Year		Previous Year
Book Value of Quoted Investments		10,923.54		10,306.34
Book Value of Unquoted Investments		1,188.58		783.29
Market Value of Quoted Investments		102,374.30		40,758.54

Note:

- 1 The Company received 4,97,750 equity shares of ₹ 10/- each on conversion of share warrants into equity shares and further 65,31,820 shares were sub-divided into 3,26,59,100 equity shares of ₹ 2/- each.

	₹ in Lacs	
	31.03.2015 (12 Months)	31.03.2014 (18 Months)
NOTE 9 : LONG TERM LOANS & ADVANCES		
(Unsecured and considered good)		
Other Advances	–	500.00
TOTAL	–	500.00
NOTE 10 : Deferred Tax Assets		
Demerger Expenses	7.62	9.84
TOTAL	7.62	9.84
NOTE 11 : CASH & CASH EQUIVALENTS		
Cash in Hand	0.05	0.04
Balance with banks :		
– on Current Accounts	1.64	6.85
– on Dividend Accounts	0.66	–
– on Fractional Accounts	1.06	–
TOTAL	3.41	6.89
NOTE 12 : SHORT TERM LOANS & ADVANCES		
(Unsecured and considered good)		
Inter Corporate Deposits	100.00	–
Accrued Interest	–	0.07
Interest Accrued but not due	1.76	–
Other Advances	0.06	–
TOTAL	101.82	0.07

₹ in Lacs

	2014-15 (12 Months)	2012-14 (18 Months)
NOTE 13 : REVENUE FROM OPERATIONS		
Interest on :		
– Loans and deposits	58.09	79.60
– Others	–	4.00
Other Financial Services:–		
Dividend	657.91	648.39
Profit on sale of Investments	13.81	5.96
TOTAL	729.81	737.95
NOTE 14 : OTHER INCOME		
Miscellaneous Receipts	0.05	0.04
TOTAL	0.05	0.04
NOTE 15 : EMPLOYEES BENEFIT EXPENSES		
Salaries & wages	14.53	4.54
TOTAL	14.53	4.54
NOTE 16 : OTHER EXPENSES		
Auditors Remuneration		
– Statutory Audit Fees	0.56	0.70
– Tax Audit Fees	0.11	0.23
– Certification	0.74	0.64
– Others	0.02	6.74
Directors' Fee	1.68	2.07
Demerger Expenses	–	39.27
Consultancy Expenses / Legal Fee	4.57	0.24
Postage and Printing & Stationery	5.02	6.43
Bank Charges, Travelling & Conveyance & Other Miscellaneous Expenses	7.45	12.65
TOTAL	20.15	68.97

NOTES TO FINANCIAL STATEMENTS:-

17. (i) During the year 2011-12, a Scheme of Arrangement and Demerger (the Scheme) between the Company {Florence Investech Limited (FIL) (formerly JK Agri Genetics Limited) (Transferor)} and JK Agri Genetics Limited (JKAGL) {(formerly Florence Alumina Limited (FAL)) (Transferee) has been sanctioned by the Hon'ble High Court at Kolkata vide its Order dated 17th October, 2012 and the Scheme became effective on 2nd November, 2012 operative from 1st April, 2005, the Appointed Date.
- (ii) Further, the entire amount of Authorised Preference Shares Capital of ₹ 4,250 lacs divided into 50,00,000 Preference Shares of ₹ 85 each is to be transferred from authorised share capital of the Company to JKAGL (formerly FAL) as equity and unclassified shares are in the process of getting transferred from the Company to the JKAGL (formerly FAL) as authorised capital divided into 4,25,00,000 unclassified shares of ₹ 10 each as per the said Scheme {Note no. (i)}. The matter is pending for disposal with the Registrar of Companies, NCT of Delhi & Haryana.
18. The current Financial Year is for a period of Twelve Months as compared to previous financial year of Eighteen Months and to that extent financials of current year are not strictly comparable with the financials of previous year.
19. **Related Party Disclosures**
- A) Relationships:
- | | | |
|----------------------------|---|---|
| i. Wholly Owned Subsidiary | : | Nil |
| ii. Associates | : | M/s. JK Agri Genetics Limited
M/s JK Tyre & Industries Limited |

Florence Investech Limited

- iii. Key Management Personnel (KMP) : Shri Kailash Chand Jain, Manager & CFO
(w.e.f. July 01, 2014).
Ms. Neha Gupta, Asst. Company Secretary
(w.e.f. July 01, 2014).
- B) Transaction with Related Parties :
M/s. JK Agri Genetics Limited ICD Refund of – ₹ 500.00 lacs
Interest on ICD – ₹ 38.63 lacs
Reimbursement of expenses ₹ 2.20 lacs
M/s JK Tyre & Industries Limited Payment of expenses ₹ 0.57 lacs
Remuneration to KMPs : ₹ 8.88 Lacs
20. Contingent liabilities not provided:
(a) Disputed Income Tax matters (estimated) under Appeal ₹143.39 lacs (Previous Year: ₹157.25 lacs).
(b) In respect of certain disallowances and additions made by the Income Tax Authorities, appeals are pending before the Authorities and adjustment, if any, will be made after the same are finally determined.
21. The company has only one reportable business segment namely "Investment".
22. Income Tax calculation has been made considering certain expenses / adjustments available as assessed by the Management.
23. Amounts outstanding under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) to the extent information available with the Company - ₹ Nil (Previous Year - ₹ Nil).

24. Earning per Share:-

₹ in Lacs

	As at 31.03.2015 (12 Months)	As at 31.03.2014 (18 Months)
a) Profit/(Loss) after Tax (₹ in lacs)	684.20	658.63
b) Weighted average No. of Equity Shares (Nos.)	3328944	3328944
c) Nominal Value of Equity Shares (₹)	10	10
d) Basic and Diluted Earnings per Equity Share (₹)	20.55	19.79

25. In view of the exemption granted vide notification dated 14th October, 2014 issued by Ministry of Corporate Affairs, the Company has not prepared consolidated Financial Statements for the year 2014-15.
26. No provision for diminution in the value of certain long term investments has been considered necessary, since in the opinion of the Management, such diminution in their value is temporary in nature considering the nature of investments, inherent value, investees' assets and expected future cash flow from such investments.
27. Gratuity & Leave Encashment liability has not been actuarially calculated due to limited number of employees and provided for on accrual basis, accordingly full disclosure as per AS-15 is not considered necessary by the Management.
28. Company is a Core Investment Company & has been granted exemption by Reserve Bank of India from registration as a Core Investment Company.
29. Previous year figures have been reclassified/regrouped wherever considered necessary.

As per our report of even date.
For LODHA & CO.
Chartered Accountants
Firm Registration No. - 301051E

N.K. LODHA
Partner
Membership No.85155

A.K. KINRA
L.N. GUPTA
P. S. LODHA
POONAM SINGH

Place: New Delhi
Dated: 12th May, 2015

K. C. JAIN
Manager & Chief Financial Officer

PARIKSHIT PANT
Company Secretary

Directors

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

₹ in Lacs

PARTICULARS	31.03.2015 (12 Months)	31.03.2014 (18 Months)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax & Extraordinary Items	694.94	664.36
Adjusted for :		
Depreciation	0.24	0.12
Interest/Dividend Received	(716.00)	(731.99)
Profit on sale of Mutual Fund/Equity Shares	(13.81)	(5.96)
Operating profit before working Capital changes	(34.63)	(73.47)
Adjusted for :		
(Increase)/Decrease in Trade & Other Receivables	(1.75)	507.78
Increase/(Decrease) in Trade & Other Payables	(1.22)	10.31
Cash Generated from Operations	(37.60)	444.62
Direct Taxes Paid	(14.31)	(23.65)
Net Cash from Operating Activities	(51.91)	420.97
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Shares	(1509.11)	(1,378.13)
Sale of Investments	500.41	291.00
Purchase of Assets	(0.27)	(0.53)
Interest Received	57.91	83.60
Dividend Received	657.91	648.39
ICD Received back	400.00	-
Net Cash from Investing Activities	106.85	(355.67)
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
Dividend & Corporate Dividend Tax Paid	(58.42)	(58.41)
Net Cash used in Financial Activities	(58.42)	(58.41)
D. NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	(3.48)	6.89
Opening Balance of Cash and Cash Equivalents	6.89	-
Closing Balance of Cash and Cash Equivalents	3.41	6.89

Note:-

Cash and Cash Equivalents include Cash in hand & Balance with Schedule Bank

For LODHA & CO.
Chartered Accountants
Firm Registration No. - 301051E

N.K. LODHA
Partner
Membership No.85155

Place: New Delhi
Dated: 12th May, 2015

K. C. JAIN
Manager & Chief Financial Officer

PARIKSHIT PANT
Company Secretary

A.K. KINRA
L.N. GUPTA
P. S. LODHA
POONAM SINGH

Directors

Form AOC-I

FLORENCE INVESTECH LIMITED

**Financial Information of Subsidiaries and Associate Companies
(Pursuant to first proviso to sub section (3) of section 129 read with rule 5 of Companies
(Accounts) Rules , 2014)**

Part “A”: Subsidiaries

Subsidiary

NIL

Part “B”: Associates

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies

₹ in Lacs

Sl. No.	Name of Associates	JK Agri Genetics Ltd.	CliniRx Research Pvt. Ltd.
1	Latest audited Balance Sheet Date	31.03.2015	31.03.2015
2	Share of Associates held by the Company on the year end		
	No of Shares	1500000	2625001
	Amount of Investment in Associates	150.00	262.50
	Extent of Holding %	41.62%	40.70%
3	Description of how there is significant influence	Holding > 20 %	Holding > 20 %
4	Reason why the Associate is not consolidated	Refer Note No. 1	Refer Note No. 1
5	Networth attributable to Shareholding as per latest audited Balance Sheet		
		2,409.33	726.54
6	Profit/Loss for the year		
	i. Considered in consolidation	-	-
	ii. Not Considered in consolidation	1,221.87	3.96

Notes :

1. Not mandatory in view of Notification dated 14th October, 2014 issued by Ministry of Corporate Affairs.
2. Associates which are yet to commence operation - N.A.
3. Associates which have been liquidated or sold during the year - N.A.

A.K. KINRA
L.N. GUPTA
P. S. LODHA
POONAM SINGH

Place: New Delhi
Dated: 12th May, 2015

K. C. JAIN
Manager & Chief Financial Officer

PARIKSHIT PANT
Company Secretary

Directors

Annexure to the Directors' Report - Particulars of Remuneration (Page No. 4):

The information required under Section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 are as under:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year: The Board of Directors of the Company do not draw any Remuneration from the Company except sitting fee.

Sl. No.	Name	Ratio to median remuneration
1.	Shri Ashok Kumar Kinra	0.09
2.	Shri Laxmi Narain Gupta	0.10
3.	Shri Asok Chand Choraria (since deceased)	N.A.
4.	Shri Pradeep Singh Lodha [#]	0.08
5.	Ms. Poonam Singh [^]	N.A.

Appointed w.e.f 2nd August, 2014

[^] Appointed w.e.f. 26th March, 2015

2. Percentage increase in Remuneration of each Director, Chief Financial Officer, Company Secretary, in the Financial Year: The Board of Directors of the Company do not draw any Remuneration from the Company except sitting fee.

Sl. No.	Name	% Increase in Remuneration\$
1.	Shri Ashok Kumar Kinra	91.23
2.	Shri Laxmi Narain Gupta	210.53
3.	Shri Asok Chand Choraria (since deceased)	N.A.
4.	Shri Pradeep Singh Lodha [#]	N.A.
5.	Ms. Poonam Singh [^]	N.A.
6.	Shri Kailash Chand Jain [@] <i>Manager and Chief Financial Officer</i>	N.A.
7.	Ms. Neha Gupta [*] <i>Asstt. Company Secretary</i>	N.A.
8.	Shri Parikshit Pant ^{**} <i>Company Secretary</i>	N.A.

\$ The Board of Directors' remuneration represents only sitting fees

Appointed w.e.f. 2nd August, 2014 hence comparison not possible

[^] Appointed w.e.f. 26th March, 2015

[@] Remuneration paid w.e.f. 1st July, 2014

^{*} Ceased w.e.f. 30th April, 2015

^{**} Joined w.e.f. 1st May, 2015

3. Percentage increase in the median remuneration of employees in the financial year: NIL
4. The number of permanent employees on the rolls of Company: 2
5. The explanation on the relationship between average increase in remuneration and Company performance: No increase in remuneration

6. Comparison of the Remuneration of the Key Managerial Personnel against the performance of the Company:
(₹ in Lacs)

Aggregate remuneration of Key Managerial Personnel (KMP)	8.88
Revenue	729.86
Remuneration of KMP (as % of revenue)	1.22 %
Profit Before Tax (₹ in Lacs)	694.94
Remuneration of KMP (as % of PBT)	1.28 %

7. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:

Particulars	31 st March, 2015	31 st March, 2014	% Change
Market Capitalization (₹ in Crores)	111.59	47.17	136.57
Price Earning Ratio	16.31	7.16	127.79

8. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer: The Company has not come out with any public offer since its inception. Pursuant to the Scheme of Arrangement and Demerger sanctioned by the Hon'ble High Court of Calcutta, the equity shares of the Company were listed and permitted for trading on BSE Limited w.e.f. 8th March, 2004.

Particulars	31 st March, 2015	8 th March, 2004	% Change
Market Price	335.20	52.00	544.62

9. Average percentile increase already made in the salaries of employees other than the managerial personnel and its comparison with the percentile increase in the managerial personnel: There was no increase in remuneration of the employees and its managerial personnel, except sitting fee during last financial year, hence comparison of the two is not feasible.

10. Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:

	Shri Kailash Chand Jain, Manager & Chief Financial Officer	Ms. Neha Gupta, Asstt. Company Secretary
Remuneration in FY 2014-15 (₹ in Lacs)	6.38	2.50
Revenue (₹ in Lacs)	729.86	
Remuneration as % of Revenue	0.87	0.34
Profit before Tax (PBT) (₹ in Lacs)	694.94	
Remuneration as % of PBT	0.92	0.36

11. No variable component of remuneration was availed by the directors during the financial year ended 31st March, 2015.
12. Since there was no employee who is not director but receives remuneration in excess of the highest paid director during the year, the ratio of the remuneration of the highest paid director to such employee is not applicable.
13. The Company affirms that the remuneration is as per the remuneration policy of the Company.

FLORENCE INVESTECH LIMITED

CIN: L24211DL1993PLC254964 Website: www.florenceinvestech.co.in

Regd. Office: Link House, 3 Bahadur Shah Zafar Marg, New Delhi-110 002

Tel.: 91-11-33001112, 33001162, Fax: 91-11-23716607, E Mail ID: parikshit.pant@jkm.com

NOTICE

NOTICE is hereby given that the 21st Annual General Meeting of the Members of **FLORENCE INVESTECH LIMITED** will be held at **Lakshmipat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016** on **Thursday, the 24th September, 2015** at **10.30 A.M.** to transact the following business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Shri Ashok Kumar Kinra (DIN: 00066421) who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of auditor and to fix their remuneration and in this connection therewith to consider and if thought fit to pass with or without modification(s), the following as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory modification(s) or re-enactment thereof and pursuant to the resolution passed by the members at the Annual General Meeting (AGM) held on 26th September, 2014, the appointment of M/s. Lodha & Co., Chartered Accountants, New Delhi, (Registration No. 301051E) as the Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the 22nd AGM to be held in the year 2016, be and is hereby ratified on a remuneration of ₹ 50,000/- p.a. (Rupees Fifty Thousand only) excluding Service Tax as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit.”

As Special Business

5. To consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder read with Schedule IV to the said Act and Clause 49 of the Listing Agreement including any statutory modification(s) or re-enactment(s) thereof, Ms. Poonam Singh (DIN: 07122781) whose appointment on the Board as Additional Director determines on the date of the present Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 26th March, 2015.”

By Order of the Board

Regd. Office:
Link House, 3, Bahadur Shah Zafar Marg
New Delhi-110002
28th July, 2015

Parikshit Pant
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed.
3. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days during business hours up to the date of the Meeting.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from **15th September, 2015 to 24th September, 2015** (both days inclusive).
5. The dividend of ₹ 1.5/- per Equity Share of ₹ 10 each (15%), as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid to the Members whose names appear on the Register of Members of the Company on 24th September, 2015 or to their mandatees. In respect of shares held in dematerialized form, the dividend will be paid on the basis of details of beneficial ownership to be received from the Depositories for this purpose.
6. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for the year 2014-15, the Notice of the 21st AGM of the Company along with Admission Slip and Proxy Form are being sent to all the members whose e-mail addresses are registered with the Company/Depository Participants (Physical copy of the aforesaid documents may be sent on request by any such Member).
7. Physical copy of the Annual Report for 2014-15, the Notice of the 21st AGM of the Company along with Admission Slip and Proxy Form are being sent to those members who have not registered their e-mail addresses with the Company/Depository Participants. The Annual Report for 2014-15 and the Notice of the 21st AGM will also be available on the Company's website www.florenceinvestech.co.in
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
9. **Re-appointment of Director**

Brief Resume of the Director proposed to be re-appointed (Item no. 3) of the Notice is given hereunder:

Shri Ashok Kumar Kinra is a Chartered Accountant. He has over 43 years of experience in Finance, Accounts, Mergers & Acquisitions, Business Restructuring of Companies and Administration. He is a Member of Finance, Banking and insurance Committees of ASSOCHAM and PHD Chambers of Commerce. He is also Director of Bengal & Assam Company Limited, BMF Investment Limited, Florence Investech Limited, Dwarkesh Energy Limited, Sago Trading Limited, Acron Engineering Limited, Modern Cotton Yarn Spinners Limited, Divyashree Company Pvt. Ltd., Indica Travels & Tours Pvt. Ltd., Valiant Pacific LLC, J.K. Tornel S.A. De C.V., Gintor

Administration S.A. De C.V., Comercializadora America Universal S.A. De C.V., Henery F Cockill & Sons Limited, Terriswood Limited, CliniRx Asia Pacific Ltd., Hongkong, CliniRx. USA Inc, J.K. Asia Pacific (s) Pte Ltd., Singapore, J.K. Asia Pacific Ltd., Hongkong, J.K. International Limited, U.K., Habras International Limited, Sunrise Consolidated Limited, Pushpawati Singhania Research Institute For Liver Renal & Digestive Diseases. In terms of Clause 49 of the Listing Agreement, he is the Chairman of the Stakeholders' Relationship Committee of Florence Investech Limited and Audit Committee of Dwarkesh Energy Limited, Member of Audit Committee of Florence Investech Limited and Sago Trading Company and Member of Stakeholders' Relationship Committee of Bengal and Assam Company Limited. Shri Ashok Kumar Kinra attended all the Four meetings of the Board of Directors held during the the financial year ended 31st March, 2015. His Director Identification No. is 00066421. He does not hold any Equity Shares of the Company. Shri Ashok Kumar Kinra is not related to any Director of the Company.

10. There is no relationship between the Directors *inter-se*.

11. Information and other instructions relating to voting are as under:-

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Clause 35B of the Listing Agreement with the Stock Exchange, the company is pleased to provide members, facility to exercise their right to vote at the 21st Annual General Meeting by electronic voting system from a place other than the venue of the meeting (remote e-voting) and the business may be transacted through e-voting services provided by Central Depository (Services) India Limited (CDSL). E-voting is optional.
- II. The facility for voting through ballot or polling paper shall be made available at the meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- III. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the meeting. However, in case members cast their vote both via physical ballot and e-voting then e-voting shall prevail and voting done through physical ballot shall be treated as invalid.

IV. Process and manner for remote e-voting:

- (i) The voting period begins on 21st September, 2015 (10.00 AM) and ends on 23rd September, 2015 (5.00 PM). During this period shareholders' of the Company, holding Equity Shares either in physical form or in dematerialized form, as on the **cut-off date 17th September, 2015**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com during the voting period and click on "Shareholders" tab.
- (iii) Shareholders maintaining their holding in Demat form should enter their User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID). Members holding shares in Physical form should enter Folio Number registered with the Company.
- (iv) Enter the characters displayed on the image verification and Click on Login.
- (v) Members holding shares in demat form and had logged on to www.evotingindia.com and voted earlier for any company, then your existing password is to be used.

(vi) For the first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in capital letters followed by number of Equity Share(s) of the Company held by them as on the cut-off date in the PAN field. In case the number of Equity Share(s) held are less than eight digits, enter the applicable number of "0" after the first two letters of name and before the number of Equity Shares held as on the cut-off date. For example: If your name is RAMESH KUMAR and number of Equity Shares held as on cut-off date are 250, then enter RA00000250 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN relevant for Florence Investech Limited.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 17th September, 2015 may follow the same instructions as mentioned above for remote e-Voting.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section. The Contact details of official responsible to address grievances connected with remote e-voting are Shri Wenceslaus Furtado, Deputy Manager, Central Depository Services (India) Ltd., 16th Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400 001, Phone No. 18002005533 or write an email to helpdesk.evoting@cDSLindia.com
- (xx) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 17th September, 2015 and a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- (xxi) The Company has appointed Shri Namo Narain Agarwal, Practicing Company Secretary, as Scrutinizer to scrutinize the voting (at AGM venue) and remote e-voting process in a fair and transparent manner.
- (xxii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
- (xxiii) The results declared along with the consolidated Scrutinizer’s Report shall be placed on the Company’s website www.florenceinvestech.co.in and on the website of CDSL and shall simultaneously be forwarded to the Stock Exchange.

STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 5

Ms. Poonam Singh was appointed as an Additional Independent Director of the Company, w.e.f 26th March, 2015 as recommended by Nomination and Remuneration Committee of Directors. The Board of Directors of the Company has recommended appointment of Ms. Poonam Singh as an Independent Director for a term of five (5) consecutive years w.e.f. 26th March, 2015 in terms of Section 149 of the Companies Act, 2013 (the Act), as mentioned in the Resolution, subject to approval of the members at the ensuing Annual General Meeting. In terms of Section 161 of the Act, Ms. Poonam Singh shall hold office of Director upto the date of the ensuing Annual General Meeting of the Company. The Company has received a notice pursuant to Section 160 of the said act from a member alongwith requisite deposit proposing the name of Ms. Poonam Singh for appointment of Director of the Company at the ensuing Annual General Meeting of the Company.

Ms. Poonam Singh has given requisite declaration that she meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement and has given her consent to act as Independent Director of the Company. Ms. Poonam Singh is also not disqualified from being appointed as Director in terms of Section 164 of the Act.

Florence Investech Limited

In the opinion of the Board, Ms. Poonam Singh fulfils the conditions specified in the Act in respect of her appointment as an Independent Director of the Company and is independent of the management.

Ms. Poonam Singh, aged 37 years, is a Member of the Institute of Company Secretaries of India (ACS), having 5 years of experience in Corporate Law Matters. Ms. Poonam Singh has not attended any Board Meeting during the year ended 31st March, 2015. Ms. Poonam Singh does not hold any Equity Shares of the Company.

Keeping in view her experience and knowledge, it will be in the interest of the Company that Ms. Poonam Singh is appointed as an Independent Director of the Company.

Copy of the draft letter of appointment of Ms. Poonam Singh as an Independent Director setting out the terms and conditions would be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day between 28th August, 2015 and 24th September, 2015.

The Board recommends the aforesaid Resolution for approval by the members.

Except Ms. Poonam Singh, being the appointee, none of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the proposed resolution. This Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Regd. Office:
Link House, 3, Bahadur Shah Zafar Marg
New Delhi-110002
28th July, 2015

By Order of the Board
Parikshit Pant
Company Secretary

FOR ATTENTION OF THE SHAREHOLDERS

1. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
2. Please check the Pin Code in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the Pin Code Number of your delivery post office while notifying change in your address to the Company where the shares are held in physical form.
3. Transferee(s) seeking transfer of shares in physical form should furnish copy of their PAN card to the Company/RTA for registration of transfer of shares.
4. Shareholders having multiple folios are requested to write to the Company for consolidation of the Folios to save the administrative or servicing cost.
5. Requests for transfer of Equity Shares and related correspondence should be addressed to the Company's Registrar and Share Transfer Agents: Alankit Assignments Limited, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi-110 055. The Shareholder may approach their Depository Participant for getting their shares dematerialised and in respect of shares already held in dematerialised mode, for registration of change in their addresses, bank mandates, nominations etc. For any further clarifications and for other matters, kindly write to the **Company Secretary** at Gulab Bhawan (Rear Block), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi-110 002 or E-mail: parikshit.pant@gmail.com.
6. The Members are requested to furnish to the Company their Bank particulars to enable the Company to directly credit the dividend amount in their Bank Account through **Electronic Clearing Services**. Members are also requested to advise details of their Bank account i.e. name and address of their Bank, Account No. and name of Account Holder(s) for printing on the Dividend Warrants to avoid fraudulent encashment thereof.
7. **Unclaimed Dividends: Transfer to Investor Education and Protection Fund:** Pursuant to Section 125 of the Companies Act, 2013, the unclaimed dividend for the financial year 2011-12 will become due for transfer to the Investor Education and Protection Fund on 9th August, 2020. It may be noted that after expiry of the said due date for transfer of unclaimed dividend to the said fund, no claim shall lie in respect of unclaimed dividend. Shareholders who have not encashed their dividend warrants for the financial years 2011-12 and 2012-14 are requested to send the same for issue of fresh Demand Drafts to the Company Secretary at the address given at Point No. 5 above.
8. **Nomination:** Pursuant to Section 72 of the Companies Act, 2013 individual Shareholders holding shares in the Company singly or jointly may nominate an individual to whom all the rights in the shares in the Company shall vest in the event of death of the sole/all joint Shareholders.
9. **Dematerialisation of Shares and Liquidity:** Members may in their own interest consider dematerialisation of their shareholding in the Company held in physical form through their respective Depository Participants with one of the Depositories, namely, NSDL and CDSL. Company's ISIN No. is *INE211G01020*.
10. Pursuant to Section 101 of the Companies Act, 2013 and the Rules made thereunder, the Company is permitted to send various notices/documents under the Companies Act 2013, to its shareholders, through electronic mode. We request to Members to support this initiative and register their E-mail addresses in respect of shares held in: (1) dematerialized mode, with their Depository Participants; and (2) physical mode with Alankit Assignments Limited (RTA). Please quote the following particulars in the E-Mail Registration Request: Folio No./DPID-Client ID, PAN, Name (s) of Registered Holder(s), Address, Telephone and E-Mail Address (to be registered for sending future communications through E-mail) and send the same under your signature(s).

FLORENCE INVESTECH LIMITED

CIN: L24211DL1993PLC254964 Website: www.florenceinvestech.co.in

Regd. Office: Link House, 3, Bahadur Shah Zafar Marg, New Delhi - 110 002

Ph. No.: 91-11 - 33001112, 33001162, Fax : 91-11-23716607, E mail ID: parikshit.pant@jkmmail.com

ADMISSION SLIP

Folio No. / DP ID / Client ID #	
No. of Equity Shares held	

I hereby record my presence at the 21st Annual General Meeting of the Company being held at Lakshmipat Singhanian Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 on **Thursday, the 24th September, 2015 at 10.30 A.M.**

Name of the Shareholder (in block letters)	
Name of Proxy /Authorised Representative attending* (in block letters)	

*Strike out whichever is not applicable

#Applicable for shareholders holding shares in dematerialised form.

Signature of the attending Shareholder/Proxy/Authorised Representative*

Note: 1. A member/proxy/authorised representative wishing to attend the meeting must complete this Admission Slip before coming to Meeting and hand it over at the entrance.

2. If you intend to appoint a Proxy, please complete, stamp, sign and deposit the Proxy Form at the Company's Registered Office at least 48 hours before the meeting.

FLORENCE INVESTECH LIMITED

CIN: L24211DL1993PLC254964 Website: www.florenceinvestech.co.in

Regd. Office: Link House, 3, Bahadur Shah Zafar Marg, New Delhi - 110 002

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PROXY FORM

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

Name of the member(s):	
Registered Address:	
E-Mail ID:	
Folio No./DPID/Client ID:	

I/We being the member(s) of Florence Investech Limited, holding shares hereby appoint:

- (1) Name: Address:
E Mail ID: Signature: or falling him/ her;
- (2) Name: Address:
E Mail ID: Signature: or falling him/ her;
- (3) Name: Address:
E Mail ID: Signature: or falling him/ her;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 21st Annual General Meeting of the Company to be held on Thursday, the 24th September, 2015 at 10.30 A.M. at Lakshmipat Singhanian Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016 and at any adjournment thereof in respect of the resolutions as are indicated below:

Resolution No.	Resolutions
ORDINARY BUSINESS	
1	Adoption of audited Financial Statements for the year ended 31 st March, 2015.
2	Declaration of Dividend for the year ended 31 st March, 2015.
3	Appointment of a Director in place of Shri Ashok Kumar Kinra, Director who retires by rotation and being eligible offers himself for re-appointment.
4	Ratification of appointment of M/s Lodha & Co., Chartered Accountants, Statutory Auditors of the Company.
SPECIAL BUSINESS	
5	Appointment of Ms. Poonam Singh as an Independent Director for a term of five consecutive years with effect from 26 th March, 2015.

Signed this _____ Day of _____ 2015

Affix Revenue Stamp

Signature of Shareholder

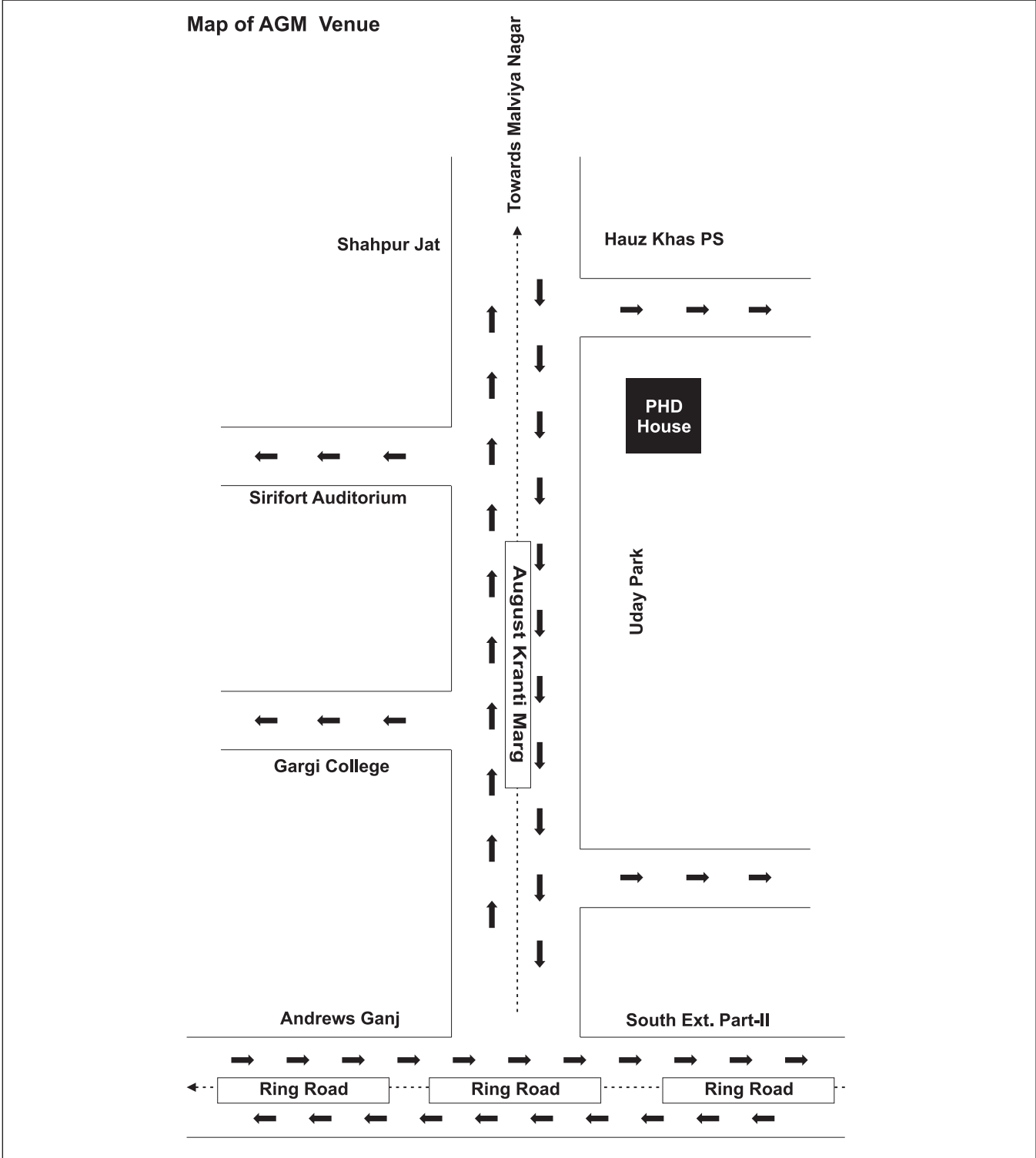
Signature of Proxy holder(s)

Notes : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Link House, 3, Bahadur Shah Zafar Marg, New Delhi-110002, not less than 48 hours before the commencement of the Meeting.

FLORENCE INVESTECH LIMITED

Route Map to the Venue of 21st Annual General Meeting

LakshmiPat Singhania Auditorium, PHD Chamber of Commerce and Industry,
PHD House, 4/2, Siri Institutional Area, August Kranti Marg, New Delhi-110016



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BOOK POST

If undelivered, please return to :

Florence Investech Limited

Secretarial Deptt.
Gulab Bhawan, 3rd Floor (Rear Block)
6A, Bahadur Shah Zafar Marg,
New Delhi - 110002