



# Flora Textiles Limited

GSTIN : 33AAACF4312P1ZQ  
CIN No. : L17111TZ1993PLC004290  
Registered Office  
13, Bharathi Park Road,  
Coimbatore - 641 043.  
Phone : 91 (422) 2447395  
Email : floratex1@gmail.com

09.02.2024

To  
BSE Ltd  
25th Floor,  
P J Towers  
Dalal Street.  
Fort, Mumbai - 400 001  
Scrip Code: 530705

Dear Sir,

Sub: Postal Ballot Notice

We hereby inform you that the Company is conducting a postal ballot for seeking the approval of the members of the Company on the resolutions as set out in the Postal Ballot Notice. On account of threat posed by COVID-19 pandemic situation and in compliance with the provisions of No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, and General Circular No. 3/2022 dated 5th May, 2022 ("MCA Circulars") and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 ("SEBI Circulars") and other applicable laws, regulations, circulars, and directions if any (all the provisions, rules, standards and circulars, are collectively known as "Applicable Law"), the Company has sent Postal Ballot Notice in electronic form only.

We wish to inform that, the Company has duly completed the dispatch of Postal Ballot Notice dated 7<sup>th</sup> February, 2024 electronically on Friday 9<sup>th</sup> February, 2024 to all the members whose names appear in the Register of Members/ Record of Depositories as on Friday, 2<sup>nd</sup> February, 2024, being the cut-off date for that Purpose.

In pursuance of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has engaged M/s. KFin Technologies Limited, to provide e-voting facility.



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The voting period will commence on 9.00 A.M. (IST) on Saturday 10<sup>th</sup> February, 2024 and ends at 5.00 P.M. (IST) on Sunday 10<sup>th</sup> March, 2024. The Company has appointed Mr. A C Saravan, Practicing Company Secretary, Coimbatore, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner. The results of the Postal Ballot will be announced by the Chairman on or before 5.00 P.M on Tuesday, 12<sup>th</sup> March, 2024. In compliance with applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended,

Please find enclosed the copy of Postal Ballot Notice for your information and records. The Postal Ballot Notice is also available on the Company's website. This submitted for your information and records.

Thanking You

Yours faithfully,  
For Flora Textiles Limited

[Kirtishree Agarwal]  
Company Secretary

# FLORA TEXTILES LIMITED

CIN : L17111TZ1993PLC004290

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

Email : [floratex1@gmail.com](mailto:floratex1@gmail.com) Contact : 7810935393

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## POSTAL BALLOT NOTICE

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

Dear Member (s),

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

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

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

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

Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically. The votes can be cast not later than 5:00 p.m. (IST) on Sunday, the 10<sup>th</sup> March, 2024.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Managing Director of the Company or any person authorized by her. The results of remote e-voting will be announced on or before Tuesday, 12<sup>th</sup> March, 2024 and will be displayed on the Company's website at [www.floratextiles.in](http://www.floratextiles.in). The results will be communicated to the M/s.BSE Limited wherein the Company's shares are listed.

## **SPECIAL BUSINESS**

### **Resolution to be passed through Postal Ballot:**

#### **Item No. 1: REAPPOINTMENT OF MS. NIDHI GUPTA (DIN: 01825531) AS THE MANAGING DIRECTOR OF THE COMPANY**

**To consider and, if thought fit, to give assent or dissent to pass the following Resolution as a Special Resolution:**

“RESOLVED that pursuant to the provisions of sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [including any statutory modification(s) or re- enactment(s) thereof for the time being in force], SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, articles of association of the Company and based on the approval of the Board of Directors of the Company, the consent of the members be and is hereby accorded for the re-appointment of Ms. Nidhi Gupta (DIN: 01825531) as the Managing Director of the Company for a period of 5 years with effect from 03<sup>rd</sup> January 2024 to 02<sup>nd</sup> January 2029, without any remuneration as recommended by the Nomination and Remuneration Committee.

FURTHER RESOLVED THAT Ms. Nidhi Gupta, (DIN: 01825531), during her tenure as Managing Director, shall be liable to retire by rotation and the same shall not be treated as break in her service as Managing Director.

RESOLVED FURTHER THAT the Board of Directors or Key Managerial Personnel of the Company be and are hereby authorized to do all such acts, deeds, things and execute all such documents, instruments and forms as may be required and to give effect to this resolution.”

#### **Item No. 2: TO ACCORD APPROVAL FOR THE APPOINTMENT OF MR. RAHUL MAHESWARI (DIN: 07084721) AS AN INDEPENDENT DIRECTOR CUM CHAIRMAN OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS WITH EFFECT FROM 07.02.2024**

**To consider and, if thought fit, to give assent or dissent to pass the following Resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for

the time being in force) read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and Regulation 17 and Regulation 25 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the approval of the members be and hereby accorded for the appointment of Mr. RAHUL MAHESWARI (DIN: 07084721), who was appointed as an Additional Director cum chairman of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act") and the applicable clauses of the Articles of Association of the Company, with effect from 7<sup>th</sup> February, 2024, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office subject to the approval of shareholders in terms of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years with effect from 7<sup>th</sup> February, 2024.

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

**ITEM NO. 3: APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND M/S. NITHYA ESTATES AND DEVELOPERS INDIA PRIVATE LIMITED**

**To consider and if though fit, to pass the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 2(76) and 188 and other applicable provisions of Companies Act, 2013 (“the Act”) read with rules made thereunder and provisions of Regulation 2(1)(zc) and 23 (4) and other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time, other applicable laws / statutory provisions, if any, the Company’s Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded, to the Board of Directors of the Company(hereinafter referred to as the “Board”, which term shall be deemed to include the Audit Committee, to the Material Related Party Transaction(s) /Contract(s) / Arrangement(s) / Agreement(s) entered into / proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise),between the Company and M/s. Nithya Estates and Developers India Private Limited, a related party (as defined under the Act), on such terms and conditions as maybe mutually agreed for an aggregate value not exceeding Rs.6.55 Crores (Rupees Six Crores Fifty Five Lakhs only) for a period until the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company, with respect to sale, purchase or supply of any goods or materials, selling or

otherwise disposing of or buying leasing of property of any kind including movables, availing or rendering of any services or any other transaction of whatever nature, provided that such transaction(s) / contract(s) / arrangement(s) / agreement(s) is being carried out at an arm's length pricing basis on such principal terms as further explained in the statement under Section 102 of the Act annexed hereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; and delegate all or any of the powers herein conferred to any Director, Chief Financial Officer, Company Secretary or any other Officer / Authorised Representative of the Company, without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent there to expressly by the authority of this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplate in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

**ITEM NO. 4: APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION IN CONNECTION WITH SALE OF ASSETS OF THE COMPANY TO M/S. NITHYA ESTATES AND DEVELOPERS INDIA PRIVATE LIMITED AND OTHER INCIDENTAL TRANSACTIONS / MATTERS**

**To consider and if though fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 180 (1) (a) and other applicable provisions of the Companies Act, 2013 along with the rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, the Company's policy on Related Party Transactions, provisions of the Memorandum and Articles of Association of the Company and as per the recommendations / approval of the Audit Committee and the Board of Directors of the Company and subject to such other approvals, consents, permissions, sanctions of any authorities as may be necessary, approval of the Members of the Company be and is hereby accorded to sell, or otherwise dispose of the whole or substantially the whole of the undertaking of the company including Land, Building and machineries of the company on as is where is basis to M/s. Nithya Estates and Developers India Private Limited, having CIN : U45201TZ2007PTC014005, being a related party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for a total consideration of Rs. 6.55 Crores (Rupees Six Crores and Fifty Five Lakhs only), based on the valuation report obtained from the Independent registered valuer.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any one director or company secretary be and is hereby severally authorized to do all things and to take all incidental and necessary steps to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues, questions or difficulties that may arise in this regard, and delegate all or any of the powers herein conferred to any officer(s) / authority(ies) / person(s) of the Company, without further referring to the Members of the Company, including without limitation, finalizing and executing necessary agreements, deeds of assignments and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company.

RESOLVED FURTHER THAT all actions taken by the Board of Directors / Audit Committee in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board  
For Flora Textiles Limited

Kirtishree Agarwal  
Company Secretary (ACS 56183)

Coimbatore  
7<sup>th</sup> February, 2024

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) read with rules made thereunder, setting out material facts concerning the resolution, is annexed hereto. Details of Directors whose appointments are proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) is also appended hereto as Annexure-A.
2. In accordance with the MCA Circulars this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”) as of 2<sup>nd</sup> February, 2024 (“Cut-Off Date”).
3. As per the relevant MCA Circulars, physical copies of the Notice, postal ballot forms, and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.

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

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

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

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

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

9. Relevant documents referred to in this Postal Ballot Notice and the Statement shall be available for inspection by the members at the corporate office of the Company on any working days from the date of circulation of this Notice upto the date of closure of e-voting i.e. 10<sup>th</sup> March, 2024. Members who wish to inspect such documents are requested to send an email to [floratex1@gmail.com](mailto:floratex1@gmail.com) mentioning their name, folio no./client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

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



11. The e-voting period will commence from 9.00 A.M. (IST) on Saturday 10<sup>th</sup> February, 2024, and ends at 5.00 P.M. (IST) on Sunday 10<sup>th</sup> March, 2024. Members desiring to exercise their vote should cast their vote during this period and remote e-voting beyond the said period will not be allowed. The e-voting module shall be disabled by KFinTech for voting thereafter.

12. The Board has appointed Mr. A C SARAVAN Company Secretary in practice, (FCS No.8942, CoP No.10010, having his office at Flat No: A6, Door No: 21, 'Kamala Castle', Venkataramana Road, R S Puram, Coimbatore – 641002 to act as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

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

14. The resolutions, if passed by the requisite majority shall be deemed to have been passed on 10<sup>th</sup> March, 2024 being the last date specified by the Company for e-voting.

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

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

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

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

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

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

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

## **PROCEDURE TO LOGIN THROUGH WEBSITES OF NSDL**

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

1. Click on URL: <https://eservices.nsd.com>.
2. Click on the "Beneficial Owner" icon under 'IDeAS' section.
3. Enter your User ID and Password for accessing IDeAS,
4. On successful authentication, you will enter your IDeAS service login.
5. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side.
6. Click on "Active e-voting Cycles" option under e-voting. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period

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

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

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

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

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

## **PROCEDURE TO LOGIN THROUGH DEMAT ACCOUNTS/WEBSITE OF DEPOSITORY PARTICIPANT**

Individual shareholders holding shares of the Company in Demat mode can access the evoting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts/websites of Depository Participants registered with

NSDL/CDSL. An option for "e-voting" will be available once they have successfully logged in through their respective logins. Click on the option "e-voting" and they will be redirected to e-voting modules of NSDL/CDSL (as may be applicable). Click on the e-voting link available against the name of the Company or select e-voting service provider "KFinTech" and you will be redirected to the e-voting page of KFinTech to cast your vote without any further authentication.

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

Contact details in case of technical issue on NSDL website.

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

### **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY NON-INDIVIDUAL MEMBERS AND MEMBERS HOLDING SHARES IN PHYSICAL FORM.**

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

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

User ID: For Members holding shares in DematForm:-

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

User ID: For members holding shares in Physical Form:

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

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

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

4. After entering the details appropriately, click on LOGIN.

5. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character

(@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. You need to login again with the new credentials.

7. On successful login, the system will prompt you to select the EVENT number of the Company.

8. On the voting page, the number of shares (which represents the number of votes) held by you as of the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as of the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.

9. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

11. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.

12. Corporate/Institutional Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: cskumar22@gmail.com with a copy marked to einward.ris@kfintech.com. Such authorization shall contain necessary authority for voting by its authorized representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be "Corporate Name EVEN".

In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections/e-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech website for e-voting: <https://evoting.kfintech.com> or contact Mr. Mohammed Shanoor, Corporate Registry at KFin Tech, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 at [eniward.ris@kfintech.com](mailto:eniward.ris@kfintech.com) or call KFinTech toll free number 1-800-309-4001.

## Annexure-A

### EXPLANATORY STATEMENT

As required by Section 102(1) and 110 of the Companies Act, 2013 and SEBI CircularNo. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, the following Explanatory Statement sets out the material facts relating to business set out in the Notice.

#### **1: REAPPOINTMENT OF MS. NIDHI GUPTA (DIN: 01825531) AS THE MANAGING DIRECTOR OF THE COMPANY**

Ms. Nidhi Gupta aged 45 years, with a qualification of Post Graduate in Finance, has more than 10 Years of experience in the fields of textile industry. She joined the company during 4<sup>th</sup> January, 2014 and is one of the promoter and main contributory to the growth and development of the Company. Considering her knowledge of various aspects relating to the Company's affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Ms. Nidhi Gupta should be available to the Company for a further period of 5 (Five) years. The Nomination and Remuneration Committee at its meeting held on 02<sup>nd</sup> January, 2024, has proposed her reappointment as the Managing Director of the Company for a further period of five years from 3<sup>rd</sup> January 2024 to 2<sup>nd</sup> January 2029, without any remuneration as set out in the resolution, in accordance with Section 197 read with Schedule V of the Companies Act, 2013 and recommended the same to the Board for their approval thereon.

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 2<sup>nd</sup> January, 2024 had approved the re-appointment of Ms. Nidhi Gupta (DIN: 01825531), as the Managing Director of the Company for a period of 5 years from 03.01.2024 subject to the approval of the shareholders.

Further, pursuant to the provisions of Section 196,197,203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the re-appointment shall be subject to the approval of the shareholders of the Company in the General Meeting. Hence, the Board recommends the resolution set out in Item No.1 of the Notice for the approval of the members. The disclosures as required under Section II(A) of Part II of Schedule V of the Companies Act, 2013 forms part of this report.

The details as required under Schedule V of the Companies Act, 2013, Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and brief bio-data of Ms. Nidhi Gupta and other disclosures as per Secretarial Standards 2 are furnished and forms a part of this Notice.

Accordingly, the Special Resolution as set out under Item No.1 in the accompanying Notice is being placed before the members for their approval.

Your Directors recommends the passing of this Special Resolution. Except Ms. Nidhi Gupta, being the recipient of remuneration/appointee, none of the Directors and Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested, financially or otherwise, in the Special Resolution as set out in Item No.1 of the Notice.

**DISCLOSURE UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2) ISSUED BY THE ICSI**

<b>Name</b>	<b>Nidhi Gupta</b>
Director Identification Number	01825531
Date of Birth and Age	25/09/1979, 45 years
Nationality	Indian
Date of first appointment on the Board	04/01/2014
Experience & Areas of expertise	Ms. Nidhi Gupta has done her Post graduate in Finance at the reputed University. She has been involved with the Company for 10 years. Her knowledge on various aspects relating to the Company's affairs and long business experience would be of immense help to the Company.
Relationship with other Directors, Manager and KMP	NIL
Qualification	Post Graduate in Finance
No. of shares held in the Company including shareholding as a beneficial owner	817401 Equity shares.
List of other companies in which Directorship held	Nil
Names of listed entities in which the person has resigned in the past three years	Nil
Chairman/ Member of the Committees of the Board of the companies on which he is a Director	Nil
Number of Board meetings attended during the last year till date [01.04.2023 to 07.02.2024)	5 Board Meetings
Remuneration last drawn	Nil
Remuneration sought to be paid	Nil
Terms and conditions of appointment	Liable to retire by rotation.
Board position held	Managing Director

**2: To accord approval for the appointment of Mr. RAHUL MAHESWARI (DIN: 07084721) as an Independent Director cum chairman of the Company for a period of 5 (five) years with effect from 07.02.2024.**

The Nomination and Remuneration Committee after evaluating and considering the skills, experience and knowledge, recommended the appointment of Mr. RAHUL MAHESWARI (DIN: 07084721) as an Additional and Independent Director cum chairman of the Company. The Board of Directors at its meeting held on 7<sup>th</sup> February, 2024 considered and recommended to the shareholders the appointment of Mr. RAHUL MAHESWARI (DIN: 07084721) as an Independent Director of the Company for a term of 5 (Five) consecutive years with effect from 7<sup>th</sup> February, 2024 not liable to retire by rotation.

Mr. RAHUL MAHESWARI is qualified to be appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act") and has given his consent to act as an Independent Director. Your Company has also received declaration from Mr. RAHUL MAHESWARI (DIN: 07084721) confirming that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not debarred from holding the office of director by virtue of any order from Securities and Exchange Board of India ("SEBI") or any such authority.

Your Company has received notice under Section 160 of the Act from a Member proposing the candidature of Mr. RAHUL MAHESWARI (DIN: 07084721) for the office of a Director of the Company. In the opinion of the Board, Mr. RAHUL MAHESWARI (DIN: 07084721) fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. RAHUL MAHESWARI (DIN: 07084721) is independent of the management and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

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

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act, appointment of Mr. RAHUL MAHESWARI (DIN: 07084721) as an Independent Director requires approval of Members of the Company. Accordingly, the approval of the Members by way of passing a Special resolution is sought for the appointment of Mr. RAHUL MAHESWARI as an Independent Director.

Rahul Maheswari is a qualified Company Secretary and Bachelor of Honours from the Calcutta University with a total experience of more than 16+ years in the field of Finance, Advisory & Operations. Has a good level of Exposure to Income Tax, SEBI, RBI & GST related matters both advisory & litigation and Drafting.

After having worked across large corporation, (turnover \$2 billion and above annually) as Sr. Manager Finance, started his own advisory of Long-Term Investing, Equity & Mutual Fund Advisory, Taxation, Finance, Loan Syndication and Fund Assessment.

Rahul Maheswari has an illustrious academic background, having qualified the first group of the CA Final along with CS & B. Com (H).

He has cleared Independent Directors Exam conducted by the Indian Institute of Corporate Affairs.

The Board commends this resolution for approval by the Members by way of passing a special resolution.

**Details of the Director seeking Appointment:**

Name of the Director : RAHUL MAHESWARI  
Date of Birth : 04/09/1989  
Date of First Appointment : 07.02.2024  
Terms and Conditions of Appointment : Appointment as an Independent Director for a period of 5 (five) years commencing from 07.02.2024.  
Details of Remuneration : Mr. RAHUL MAHESWARI shall not draw any remuneration from the Company except sitting fees and reimbursement of expenses.

Directorship held in other Companies :

No.	Name of the Company	Designation
1	AGRANAM BUSINESS ADVISORY AND SOLUTIONS PRIVATE LIMITED	Director

Chairman / Member of the Committees of other Companies: NIL

No.	Name of the Company	Name of the Committee	Position held
NA	NA	NA	NA

Names of listed entities from which a person has resigned in the past three years: NIL



No. of Meetings of the Board attended during the Financial Year since his respective date of appointment (FY:-2023- 2024) : NIL  
Shareholding in the Company : Nil  
Relationship between Directors : Not related

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

### **3. Approval of material related party transactions between the Company and M/s.Nithya Estates and Developers India Private Limited.**

M/s. Nithya Estates and Developers India Private Limited is a Related Party as defined under Section 2 (76) of the Act read with Regulation 2 (1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company is proposing to enter into certain business transactions with a related party for a period until the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company. The nature of transactions is in the form of sale, purchase or supply of any goods or materials, selling or otherwise disposing of or buying, leasing of property of any kind including movables, availing or rendering of any services or any other transaction of whatever nature with M/s. Nithya Estates and Developers India Private Limited. All transactions to be entered into by the Company with Nithya Estates and Developers India Private Limited and are at arm's length basis and necessary approvals as required in compliance of the provisions under the Act / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have already been obtained from the Audit Committee/ Board.

It may be noted that as per the definition provided in the explanation to Regulation 23 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which is effective from 01st April, 2022, a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 Crores or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity whichever is lower. Further, all Material Related Party Transactions require prior approval of the Members through a Resolution, and no related party shall vote to approve such resolution whether an entity is a related party to the particular transaction or not. The aggregate limit of transactions with M/s. Nithya Estates and Developers India Private Limited for a period until the conclusion of the 31<sup>st</sup> Annual General Meeting of the Company are estimated to be Rs.6.55Crores (Rupees Six Crores and Fifty Five Lakhs only )and this amount exceeds the threshold limit Rs.4,16,400/-, (ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements) one of the criteria as prescribed in the definition of Material Related Party Transactions under Regulation 23 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and therefore this would be considered as Material Related Party Transaction(s). Accordingly, it requires approval of the Company by way of passing of an Ordinary Resolution under Regulation 23 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Approval of the Members of the Company is therefore being sought, in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 by way of passing of an Ordinary Resolution for approval to the aforesaid Material Related Party Transactions to be entered into with M/s. Nithya Estates and Developers India Private Limited as stated above.

Relevant documents, if any, in respect of the said item are available in electronic form for inspection by the Members of the Company upto the last date of the remote e-voting.

No related party shall vote to approve such resolution(s) whether an entity is a related party to the particular transaction or not.

The Directors, Key Managerial Personnel or their relatives holding shares of the Company may be deemed to be concerned or otherwise interested in the said Ordinary Resolution only to the extent of their shareholding.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution as set out in Item No.3 of the Notice for approval by the Members.

**DETAILS OF THE PROPOSED RELATED PARTY TRANSACTION BETWEEN THE COMPANY AND M/s. NITHYA ESTATES AND DEVELOPERS INDIA PRIVATE LIMITED, INCLUDING THE INFORMATION REQUIRED TO BE DISCLOSED IN THE EXPLANATORY STATEMENT PURSUANT TO THE SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2021/662 DATED 22ND NOVEMBER, 2021, ARE AS FOLLOWS:**

<b>S. No.</b>	<b>Particulars</b>	<b>M/s. NITHYA ESTATES AND DEVELOPERS INDIA PRIVATE LIMITED</b>									
1	Type, material terms and particulars of the proposed transaction	As detailed below in S.no. 4. All transactions to be entered are at arm's length.									
2	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	<p>Promoters of the company holds equity shares in M/s Nithya Estates and Developers India Private Limited as tabulated below:</p> <table border="1"> <thead> <tr> <th><b>Name of the promoters of Flora Textile Limited</b></th> <th><b>No of shares held in Nithya Estates and Developers India Private Limited</b></th> <th><b>Percentage of shares held in Nithya Estates and Developers India Private Limited</b></th> </tr> </thead> <tbody> <tr> <td>GUPTA ADITYA</td> <td>GUPTA ADITYA</td> <td>23.24</td> </tr> <tr> <td>NIDHI GUPTA</td> <td>NIDHI GUPTA</td> <td>38.01</td> </tr> </tbody> </table>	<b>Name of the promoters of Flora Textile Limited</b>	<b>No of shares held in Nithya Estates and Developers India Private Limited</b>	<b>Percentage of shares held in Nithya Estates and Developers India Private Limited</b>	GUPTA ADITYA	GUPTA ADITYA	23.24	NIDHI GUPTA	NIDHI GUPTA	38.01
<b>Name of the promoters of Flora Textile Limited</b>	<b>No of shares held in Nithya Estates and Developers India Private Limited</b>	<b>Percentage of shares held in Nithya Estates and Developers India Private Limited</b>									
GUPTA ADITYA	GUPTA ADITYA	23.24									
NIDHI GUPTA	NIDHI GUPTA	38.01									

3	Tenure of the proposed transaction (particular tenure shall be specified)	Recurring Nature and the approval is for a period until the conclusion of 31 <sup>st</sup> Annual General Meeting of the Company.
4	Value of the proposed transaction	Overall aggregate limit of Rs.6.55 Crores (Rupees Six Crores Fifty Five Lakhs only) with respect to the transactions as detailed hereunder: To sell, or otherwise dispose of the whole or substantially the whole of the undertaking of the company including Land, Building and machineries of the company on as is where is basis to M/s. Nithya Estates and Developers India Private Limited.
5	Value of RPT as % of Company's audited *consolidated annual turnover of Rs.41,64,000/- for the previous financial year 2022-23.*(As the Company doesn't require consolidating its accounts, the details have been entered based on the standalone audited turnover of the Company).	1573.01%
6	If the transaction relates to any loans, inter-corporate deposits, advances, or investments made or given by the listed entity or its subsidiary: i) details of the source of funds in connection with the proposed transaction. ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments, • nature of indebtedness. • cost of funds; and • tenure. iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
7	Justification as to why the RPT is in the interest of the listed entity;	RPT pricing mechanism would be as per arm's length criteria based on the market price or alternative pricing method or relevant materials and /or services. Arrangement is commercially beneficial.
8	A statement that the valuation or other external report, if any, relied upon by the	Independent Registered valuer Report available at the Registered office of the Company for inspection

	listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	and it will be mailed to the shareholders upon receipt of request from them.
9	Name of the Directors or Key Managerial Personnel interested and their nature of relationship.	Ms Nidhi Gupta, Managing Director and Mr Hemant Kumar Gupta, CFO
10	Any other information that may relevant.	All relevant information is set out in the statement under Section 102 of the Act forming part of this Notice.

#### **4. Approval for Material Related Party Transaction in connection with sale of assets of the company to M/s. Nithya Estates and Developers India Private Limited**

Your Board of Directors at their meeting held on 07.02.2024 has recommended and approved to sell, or otherwise dispose of the whole or substantially the whole of the undertaking of the company including Land, Building and machineries of the company on as is where is basis to M/s. Nithya Estates and Developers India Private Limited for a total consideration of Rs.6.55 Crores [Rupees Six Crores and Fifty Five Lakhs only] based on the valuation report obtained from the Independent registered valuers

<b>Details of the Valuer</b>	<b>Description</b>	<b>Value</b>
Dr V Jagan Mohan, Chartered Engineer Coimbatore Report Dated: 21.01.2024	Valuation of Plant and Machinery which includes MV Panel, Boiler Make veesons, Sizing & Warping and other tools and equipments	Fair Value Rs.439730/- Liquidation Value Rs.329790/-
Er A S Balu, Chartered Engineer and Registered Valuer Coimbatore Report Dated 22.01.2024	Total land area admeasuring 5.76 acres situated in SF.NO.496A/1, 498A/3C, 498A/3D and 497/1 and 49,775 sq.feet of building.	Guideline value Rs.1,00,80,000/- Market Value Rs.6,50,00,000/- Relizable value Rs.5,85,00,000/-

In terms of Regulation 23(4) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 180(1)(a) of the Companies Act, 2013 (the "Act"), and approval of the Members is required by way of a special resolution to sell, or otherwise dispose of the whole or substantially the whole of the undertaking of the company.

For this purpose, a related party transaction will be considered 'material' if the transaction(s) to be entered individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crores or 10% of the annual consolidated turnover of the listed company as per the last audited financial statements of the listed company, whichever is lower. Since the sale of assets of the company to M/s. Nithya Estates and Developers India Private Limited, falls

under the related party transaction as per Regulation 23 of SEBI LODR, it will be considered as a material related party transaction.

**The following disclosures are made under Regulation 37A of the SEBI Listing Regulations:**

**1. Object of the proposed sale:**

The company can use the sale proceed to set off the long term loans lying in the books of accounts. It reduces the interest cost of the company.

**2. Commercial rationale for the proposed sale:**

If the company set off the loan against the sale proceeds, it reduces the interest cost of Rs.3.27 Lakhs every month and it will increase the cash flow of the company.

**3. End use of the proceeds:** To set off the loan pending in the books of accounts.

**Concern or interest, financial or otherwise of Directors and Key Managerial Personnel and their relatives:**

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.4 of the Notice Except Ms Nidhi Gupta, Managing Director of the company & Mr Hemant Kumar Gupta, CFO.