



ANIRIT VENTURES LIMITED

(Formerly Known as Flora Textiles Limited)

CIN: L72100TZ1993PLC004290

Registered Office: 23, Bharathi Park Road, Coimbatore - 641043, Tamil Nadu, India.

Website: www.aniritventures.com Email.: secretarial@aniritventures.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, Rules 22 and 20 of the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India.]

Voting starts on	Voting ends on
Saturday, March 08, 2025 at 9.00 A.M. (IST)	Sunday, April 06, 2025 at 5.00 P.M. (IST)

Dear Member(s),

Notice is hereby given that the resolutions set out hereunder are proposed for the approval of the members of Anirit Ventures Limited (formerly known as Flora Textiles Limited) (“**Company**”) by means of postal ballot through e-voting process (“**E-voting**”), pursuant to Section 110, Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) read with General Circular No. 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs (“**MCA**”), in continuation to the circulars issued earlier in this regard (“**MCA Circulars**”) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time) and Regulation 44 along with other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) and pursuant to other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Members’ consent is sought for the proposal contained in the resolutions given in this Postal Ballot Notice.

The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolution setting out the material facts and the related particulars, is annexed hereto. The notice will also be placed on the website of the Company at <https://aniritventures.com/investor-relations.html> and the website of KFin Technologies Limited (“**KFintech**” or “**Registrar and Transfer Agent**”) at <https://evoting.kfintech.com>. The Notice can also be accessed from the website of the stock exchange i.e. BSE Limited (“**BSE**”) at www.bseindia.com.

In terms of Applicable Law, the Postal Ballot Notice (the “**Notice**”) is being sent only by email to all its members who have registered their email addresses with the Company or depository(ies) or depository participants as of Friday, February 28, 2025 (“**Cut-Off Date**”) and members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide a remote e-voting facility to all its members to cast their votes electronically and for this purpose, the Company has engaged the services of KFin Technologies Limited (“**KFintech**” or “**Registrar and Transfer Agent**”) as the agency to provide e-voting facility.

In compliance with the MCA Circulars, the business of the Postal Ballot shall be transacted through electronic voting system. Accordingly, in compliance with Regulation 44 of the Listing Regulations and the provisions of Section 108, 110 and other applicable provisions of the Act read with Rules 20 and 22 of the Rules, as amended from time to time, MCA Circulars and SS-2, the Company is pleased to provide to the Members, (whether holding shares in physical or demat form) the facility to exercise their right to vote on the matter included in the notice of the Postal Ballot by electronic means i.e. through e-voting services provided by KFintech. The instructions for e-voting are appended in this Postal Ballot Notice. The Board of

Directors of the Company, at its meeting held on February 11, 2025 has appointed Mr. Dipesh U. Gosar of Dipesh Gosar & Co., Company Secretaries, Practicing Company Secretary as the “**Scrutinizer**” for conducting the Postal Ballot, through e-voting process in accordance with law and in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

Please note that there will be no dispatch of physical copies of Notices or Postal Ballot forms to the members of the Company and no physical ballot forms will be accepted.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Voting starts on	Voting ends on
Saturday, March 08, 2025 at 9.00 A.M. (IST)	Sunday, April 06, 2025 at 5.00 P.M. (IST)

Members are requested to record their Assent or Dissent on the resolutions set out in this Postal Ballot Notice through remote e-voting only not later than 5.00 p.m. IST on Sunday, April 06, 2025 after which the remote e-voting facility shall be disabled by KFinTech, and voting shall not be allowed beyond the said date and time. Members are requested to cast their votes through the remote e-voting process within the remote e-voting period, failing which it will be strictly considered that no vote has been received from the concerned Member.

Upon completion of the scrutiny of the votes cast in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman of the Company or in his absence, any Director/any other person authorised by the Board of Directors of the Company. The results of the e-voting by Postal Ballot (with the Scrutinizer's report) will be announced by the Chairman of the Company or any Director/any other person authorized by the Board, on or before Tuesday, April 08, 2025. The results of the Postal Ballot will be posted on the Company's website at <https://aniritventures.com/investor-relations.html> and the website of KFinTech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchange and will also be displayed at the registered office of the Company.

In the event the draft resolution as set out in the notice is assented to by the requisite majority by means of e-voting, it shall be deemed to have been passed on the last date specified for remote e-voting i.e. Sunday, April 06, 2025 at 5.00 P.M. (IST).

SPECIAL BUSINESS:

1. Approval of Anirit Ventures Limited- Employee Stock Option Plan 2025 (“AVL ESOP 2025”):

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as “**SEBI SBEB & SE Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as “**SEBI Listing Regulations**”), the circulars/ guidelines issued by the Securities and Exchange Board of India (“**SEBI**”), the provisions of the Foreign Exchange Management Act, 1999 (the “**FEMA**”) and such other rules, regulations, notifications, guidelines and laws as may be applicable in this regard, from time to time and subject to such approvals, consents, permissions, sanctions, as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee (“**NR Committee**”) constituted by the Board, for the time being exercising the powers conferred on the Board, including the powers conferred by this resolution),

approval and the consent of the shareholders of the Company be and is hereby accorded to introduce and implement “**Anirit Ventures Limited - Employee Stock Option Plan 2025**” (“**AVL ESOP 2025**”/ “**Scheme**”/ “**Plan**”) and to create, offer and grant from time to time, in one or more tranches, not exceeding 6,00,000 (Six Lakhs) Employee Stock Options (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time) (“**ESOPs**”/ “**Option(s)**”) and authorising the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee, including the NR Committee, which the Board has constituted to exercise its powers including the powers conferred by this resolution and Regulation 5 of the SBEB & SE Regulations and SEBI Listing Regulations) to adopt and implement the AVL ESOP 2025, the salient features of which are furnished in the Explanatory Statement.

RESOLVED FURTHER THAT consent be and is hereby accorded to the Board to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding 6,00,000 (Six Lakhs) employee stock options (“**Options**”) to the eligible present or future employees of the Company and/or group company(ies) including existing and future subsidiary company(ies) and/or associate company(ies) and/or its holding company, exclusively working in India or outside, a Director of the company, whether a Whole-time Director or not, including a Non-Executive Director [other than employee/Director who is a promoter or person belonging to the promoter group of the Company, Independent Directors and Director(s) who either himself or through his relative or through any body corporate, holding directly or indirectly more than 10% of the outstanding equity shares of the Company], and to such other persons as may from time to time be allowed to be eligible as determined in terms of the Plan, exercisable into not more than 6,00,000 (Six Lakhs) fully paid-up equity shares in the Company in aggregate of face value of Rs. 10 (Rupee Ten only) each (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable from time to time), on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and as per the terms of AVL ESOP 2025.

RESOLVED FURTHER THAT the Scheme shall be administered by the Nomination and Remuneration Committee of the Company (“**NR Committee**”) who shall have all necessary powers as defined in the Scheme and is hereby designated as Compensation Committee in pursuance of the SEBI (SBEB & SE) Regulations for the purpose of administration and superintendence of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through direct route, for extending the benefits to the eligible Employees by the way of fresh allotment and will follow cash mechanism.

RESOLVED FURTHER THAT the equity shares so issued and allotted as mentioned hereinbefore shall rank pari passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of equity shares to be allotted and the price of acquisition payable by the grantees under the Plan shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such subdivision or consolidation, without affecting any other rights or obligations of the employees who have been granted Options under the AVL ESOP 2025 and the ceiling in terms of number of shares specified above shall be deemed to be adjusted accordingly.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SBEB & SE Regulations, SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB & SE Regulations, SEBI Listing Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things, as it may, in its absolute discretion, deem necessary including authorising or directing to appoint merchant bankers, brokers, solicitors, registrars, compliance officer, investors service centre and other advisors, consultants or representatives, being incidental to the effective implementation and administration of the Plan as also to make applications to the appropriate authorities, parties and the institutions for their requisite approvals and all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to modify, change, vary, alter, amend, suspend or terminate the Plan at any time subject to compliance with applicable laws and regulations and further subject to consent of the Members by way of a special resolution to the extent required under SBEB & SE Regulations and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the Plan and do all other things incidental and ancillary thereto in conformity with the provisions of the Act, SBEB & SE Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force.”

2. Approval for extension of Anirit Ventures Limited - Employee Stock Option Plan 2025 (“AVL ESOP 2025”) to the employees of group company including existing and future subsidiary company(ies), of associate company and of holding company, whether in India or outside India:

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as **“SEBI SBEB & SE Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred to as **“SEBI Listing Regulations”**), the circulars/ guidelines issued by the Securities and Exchange Board of India (**“SEBI”**), the provisions of the Foreign Exchange Management Act, 1999 (**the “FEMA”**) and such other rules, regulations, notifications, guidelines and laws as may be applicable in this regard, from time to time and subject to such approvals, consents, permissions, sanctions, as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the **“Board”** which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee (**“NR Committee”**) constituted by the Board, for the time being exercising the powers conferred on the Board, including the powers conferred by this resolution), approval and consent of the shareholders of the Company be and is hereby accorded to extend the benefits of Anirit Ventures Limited - Employee Stock Option Plan 2025 (**“AVL ESOP 2025”**) to the eligible present or future employees exclusively working in India or outside, a Director, whether a Whole-time Director or not, including a Non-Executive Director [other than employee/Director who is a promoter or person belonging to the promoter group of the Company, Independent Directors and Director(s) who either himself or through his relative or through any body corporate, holding directly or indirectly more than 10% of the outstanding equity shares of the Company] of group company including existing and future subsidiary company(ies), of associate company and of holding company (hereinafter referred to as an **“Employee(s)”**), and to such other persons as may from time to time be allowed to be eligible for the benefits of the Scheme under applicable laws and regulations prevailing from time to time, within the overall ceiling limit of 6,00,000 (Six Lakhs) Employee Stock Options (**“ESOPs”/ “Option(s)”**) exercisable into not more than 6,00,000 (Six

Lakhs) fully paid-up equity shares in the Company in aggregate of face value of Rs. 10/- (Rupees Ten) each under the AVL ESOP 2025.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division or other re-organisation, split, change in capital structure of the Company, as applicable from time to time, if any additional Options are granted or equity shares are issued by the Company to the grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and equity shares specified above shall be deemed to be increased to the extent of such additional Options granted or equity shares issued.

RESOLVED FURTHER THAT the Board/NR Committee be and is hereby authorised to take requisite steps for listing of the equity shares allotted under the Plan on the stock exchanges where the equity shares of the Company are listed in due compliance with SBEB & SE Regulations, SEBI Listing Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB & SE Regulations, SEBI Listing Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Plan.

RESOLVED FURTHER THAT the Board/NR Committee be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter without requiring the Board to secure any further consent or approval of the shareholders of the Company and the Board/NR Committee be and is hereby further authorised to nominate one or more representatives of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board/NR Committee be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary for the effective implementation and administration of the Scheme and to make applications to the appropriate authorities, for their requisite approvals and take all necessary actions and to settle all such questions, difficulties or doubts whatsoever that may arise while implementing this resolution.”

3. Approval for grant of stock options equal to or exceeding 1% of issued share capital to identified employees of the Company during any one year:

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder, relevant provisions of the Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and any circulars/ notifications/ guidance/ frequently asked questions issued thereunder, as amended from time to time (collectively referred as **“SBEB & SE Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (**“SEBI Listing Regulations”**), the provisions of any regulations/ guidelines prescribed by the Securities and Exchange Board of India (**“SEBI”**), the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time), the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and further subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s), the 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 any committee, including the Nomination & Remuneration Committee which the Board has constituted or may constitute under Regulation 19 of the SEBI

Listing Regulations to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time, in one or more tranches, such number of employee stock options under the 'AVL Employee Stock Option Plan 2025' ("**AVL ESOP 2025 Plan**") equal to or exceeding 1% (one percent) of the issued share capital of the Company (excluding outstanding warrants and conversions), during any financial year to identified present or future employees exclusively working in India or outside, a Director of the company, whether a Whole-time Director or not, including a Non-Executive Director [other than employee/Director who is a promoter or person belonging to the promoter group of the Company, Independent Directors and Director(s) who either himself or through his relative or through anybody corporate, holding directly or indirectly more than 10% of the outstanding equity shares of the Company] and selected by the Board in its sole and absolute discretion ("**Identified Employees**"), as may be determined by Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT that the Nomination and Remuneration Committee of the Company be and is hereby authorized to issue letter of grant and do all such acts, deeds and things for and on behalf of the Company as may be necessary for granting options to the Identified Employees of the Company."

4. Approval for grant of stock options equal to or exceeding 1% of issued share capital to identified employees of the existing and future holding, subsidiary(ies), and associate companies of the Company during any one year:

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modifications or re-enactment thereof) read with the rules made there under, the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") as amended, the Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021 ("**SBEB & SE Regulations**") as amended, issued by the Securities and Exchange Board of India ("**SEBI**") and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permission, the Members of the Company be and hereby accords its approval to grant options under the Anirit Venture Limited Employee Stock Option Plan – 2025 ("**AVL ESOP -2025 Plan**") equal to or exceeding 1% (one percent) of the issued share capital of the Company (excluding outstanding warrants and conversions), during any financial year to identified present or future employees exclusively working in India or outside, a Director, whether a Whole-time Director or not, including a Non-Executive Director [other than employee/Director who is a promoter or person belonging to the promoter group of the Company, Independent Directors and Director(s) who either himself or through his relative or through any body corporate, holding directly or indirectly more than 10% of the outstanding equity shares of the Company] of group company including existing and future subsidiary company(ies), of associate company and of holding company and selected by the Board in its sole and absolute discretion ("**Identified Employees**"), as may be determined by Nomination and Remuneration Committee from time to time.

RESOLVED FURTHER THAT that the Nomination and Remuneration Committee of the Company be and is hereby authorized to issue letter of grant and do all such acts, deeds and things for and on behalf of the Company as may be necessary for granting options to the above-mentioned Identified Employees."

5. **Approval for acquisition of shares of Anirit Agritech Private Limited (“AAPL”) from the Selling Shareholders of the Anirit Agritech Private Limited – Material Related Party Transaction.**

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 188 of the Companies Act, 2013 as amended from time to time, read with other applicable provisions, if any of the Companies Act, 2013 (**“the Act”**), approval of the members be and is hereby granted for the purchase by the Company of 2,04,68,585 (Two Crore Four Lakh Sixty-eight Thousand Five Hundred Eighty-five Only) Equity Shares of the company representing 100% of the Share Capital and having face value of INR 10/- each of Anirit Agritech Private Limited (**“AAPL”**) from Oilmax Energy Private Limited (**“Seller”**) for INR 12,87,47,399.65 (Indian Rupees Twelve Crore Eighty-seven Lakh Forty-seven Thousand Three Hundred Ninety-nine and Sixty-five paise Only) at a price of INR 6.29 per Equity Share (**“Proposed Transaction”**).

RESOLVED FURTHER THAT approval of the members be and is hereby granted to Directors of the Company for the execution of the Share Purchase Agreement (**“SPA”**) to be entered into for the Proposed Transaction amongst, inter alia, the Company, the Seller and AAPL, as tabled before the Board, and the execution and filing of all such applications, consents, representations, forms, declarations letters, agreements, documents, writings and reporting’s as may be required pursuant to the SPA with the Registrar of Companies and any other governmental authority as may be deemed necessary and to do all such acts, deed and things for the purposes of, in connection with and pursuant to the Proposed Transaction.

RESOLVED FURTHER THAT any of the Director of the Company, or Company Secretary of the Company be and are hereby severally authorized to sign and execute the SPA, delivery instruction slips, consents, forms, declarations, letters, representations, replies, filings, writings, deeds, documents, and any other documents in connection with the Proposed Transaction on behalf of the Company, file forms with any governmental authority including the Reserve Bank of India and the Registrar of Companies and do all such acts, deeds, matters and things that may be necessary, proper, expedient for the purpose of giving effects to the aforesaid resolution.”

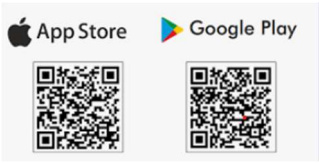
By order of the Board,
For **ANIRIT VENTURES LIMITED**
(formerly Flora Textiles Limited)

Sd/-
Visha Jain
Company Secretary & Compliance Officer
Membership No: A73776

Date: February 11, 2025
Place: Mumbai

NOTES:

- a) The Explanatory Statement pursuant to the provision of Section 102 and section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Rules, SS-2 and SEBI Listing Regulations, setting out the material facts relating to the aforesaid resolutions, additional information and the reasons thereof is annexed hereto and forms part of this notice.
- b) In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and to all members whose names appear on the Register of Members / List of Beneficial Owners as on February 28, 2025 as received from the Depositories. The MCA vide the MCA Circulars, has permitted Companies to conduct the Postal Ballot by sending the Notice in electronic form only. Accordingly, physical copy of the Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the process of remote e-voting only. In compliance with the provisions of Sections 108 and 110 of the Act and Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically through remote e-voting facility provided by KFin Technologies Limited ("KFinTech"). The instructions for remote e-voting are provided hereinafter. The same will also be available on the Company's website at <https://aniritventures.com/investor-relations.html> , website of the Stock Exchange at www.bseindia.com and on the website of KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com>.
- c) **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
- d) **The detailed process and manner for remote e-voting are explained herein below:**
- i. **E-Voting procedure for Individual Shareholders holding securities in Demat:**
- (a) **Method of log-in for individual Shareholders holding the securities in demat mode directly from the website of Depositories:**

NSDL	CDSL
<p><u>1. User already registered for IDeAS facility:</u></p> <ol style="list-style-type: none"> I. URL: https://eservices.nsd.com II. Click on the “Beneficial Owner” icon under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”. IV. Click on the link against Anirit Ventures Limited or e-Voting service provider “KFinTech” and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p><u>2. User not registered for IDeAS e-Services</u></p> <ol style="list-style-type: none"> I. To register click on the link: https://eservices.nsd.com Select “Register Online for IDeAS” or click on the link https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp II. Proceed with completing the required fields. <p><u>3. By visiting the e-Voting website of NSDL:</u></p> <ol style="list-style-type: none"> I. URL: https://www.evoting.nsd.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. <p>Click on Anirit Ventures Limited or e-Voting service provider name “KFinTech” and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code given below for seamless voting experience.</p> <div data-bbox="225 1469 544 1630" style="text-align: center;">  </div>	<p><u>1. Existing user who has opted for Easi / Easiest:</u></p> <ol style="list-style-type: none"> I. URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. Click on e-Voting service provider name to cast your vote. <p><u>2. User not registered for Easi/Easiest:</u></p> <ol style="list-style-type: none"> II. Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration II. Proceed with completing the required fields. <p><u>3. By visiting the e-Voting website of CDSL:</u></p> <ol style="list-style-type: none"> I. URL: www.cdslindia.com II. Provide Demat Account Number and PAN. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. <p>After successful authentication, user will be provided links for the respective E-voting Service Provider (ESP) where the e-Voting is in progress.</p>

(b) Method of Login for individual Shareholders holding securities in demat mode through their Depository Participants.

Members can also login using the login credentials of their demat account through a Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on Anirit Ventures Limited or e-Voting service provider name “**KFinTech**” and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Members who are unable to retrieve their User ID / Password are advised to use Forgot User ID and Forgot Password option available at the above mentioned website.

Members facing any technical issue in login can contact the helpdesk of the respective Depositories by sending a request on the following email addresses or contact on the following phone numbers NSDL - Email: evoting@nsdl.co.in , toll free numbers: 1800 1020 990 / 1800 22 44 30; or Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-2305 8763/ 8738/ 8542/ 8543 or Toll free no. -1800 22 55 33.

ii. E-Voting procedure for Institutional Shareholders and Shareholders holding securities in Physical form:

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

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

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

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

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 relevant 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: info@dipeshgosar.in with a copy marked to enward.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 enward.ris@kfintech.com or call KFinTech toll free number 1-800-309-4001.

EXPLANATORY STATEMENT

As required by Section 102(1) and 110 of the Act and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, the following Explanatory Statement sets out material facts relating to the business under item nos. 1,2,3,4 & 5 of this Notice

Item No. 1, 2, 3 & 4:

Equity based compensation is an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through stock based incentive plan. The Company recognises that employees are the most valuable resource and their steadfast commitment and highly motivated performance is instrumental in sustained growth of the Company. It is therefore essential to attract and retain talent to ensure long-term commitment to the company to contribute to the growth and development of the company.

The Company intends to implement Anirit Ventures Limited- Employee Stock Option Plan 2025 (“**AVL ESOP 2025**”) for its employees including Directors of the Company as well as of its group company including existing and future subsidiary company(ies), of its associate company and of its holding company as prescribed under SEBI SBEB & SE Regulations. This would help to attract, retain and encourage business critical and high potential employees them to achieve the desired goals and contribute in overall growth of the company.

Accordingly, the Nomination and Remuneration Committee (“NR Committee”) formulated the detailed terms and conditions of the Plan, which were duly approved by the Board of Directors through resolution passed in their meeting held on February 11, 2025, subject to approval of the Members.

The Company seeks members’ approval in respect of AVL ESOP 2025 and grant of Options to the eligible employees of the Company and its group company including existing and future subsidiary company(ies), of its associate company and of its holding company as decided by the Board/NR Committee from time to time in compliance of the SEBI SBEB & SE Regulations.

The main features of the AVL ESOP 2025 are as under:

1. Brief Description of the Scheme – AVL ESOP 2025:

The “Anirit Ventures Limited - Employee Stock Option Plan 2025”(“AVL ESOP 2025”/ “Scheme”/“Plan”) provides for grant of stock options to such persons who are in permanent employment of the Company and of its group company including existing and future subsidiary company(ies), of its associate company and of its holding company, whether in India or outside India, including any Director, whether Whole-time or otherwise including a non-executive Director (other than promoters and promoter group of the Company, independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company).

2. Total number of Options to be granted:

The aggregate number of stock Options to be granted under the plan shall not exceed 6,00,000 (Six Lakhs) Employee Stock Options (“ESOPs”/ “Option(s)”), exercisable into not more than 6,00,000 (Six Lakhs) fully paid-up equity shares of the Company in aggregate of face value of Rs. 10/- (Rupees Ten) each. Securities and Exchange Board of India (Share based Employee Benefits and Sweat Equity) Regulations, 2021, require that in case of any corporate action(s) such as rights issues, bonus issues, split, merger and sale of division and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, the abovementioned limit of maximum number of options to be granted under the Scheme shall automatically include within its ambit, such expansion or reduction as taken place on account of corporate action(s) including issue of bonus shares, split, rights issue, buy-back or scheme of arrangement.

If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be available for further grant under the Scheme unless otherwise determined by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee).

3. Identification of classes of employees entitled to participate in the Scheme:

Following classes of employees are entitled to participate in AVL ESOP 2025:

- a. an employee as designated by the Company who is exclusively working in India or outside India; or
- b. a Director of the Company, whether a Whole-time Director or not, including a non-executive Director who is not a promoter or member of the promoter group, but excluding an independent Director; or
- c. an employee as defined in clause (a) or (b) of group companies including existing and future subsidiary of the Company, and of associate company of the Company, and holding company of the Company, in India or outside India;
- d. An identified employees of the Company, the existing and future holding, subsidiary(ies), and associate Company(ies) of the Company during any one year - options equal to or exceeding 1% of issued share capital (excluding outstanding warrants and conversions).

but does not include:

- a. an employee who is a promoter or a person belonging to the promoter group; or
- b. a Director who either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding Equity Shares of the company.

The Employees to whom the Options shall be granted and their eligibility criteria shall be determined by the NR Committee.

4. Requirements of vesting and period of vesting

Subject to the compliance with the SEBI (SBEB & SE) Regulations, Options granted under AVL ESOP 2025 shall vest after a minimum period of 1 (One) year from the date of Grant. Vesting of Options may happen in one or more tranches. The Vesting conditions subject to which vesting would take place shall be outlined in the letter of grant given to the Option Grantee at the time of grant of such Options.

5. Maximum period within which the Options shall be vested:

Subject to the compliance with the SEBI (SBEB & SE) Regulations, Options granted under AVL ESOP 2025 would vest subject to maximum period of 5 (Five) years from the date of grant of such Options. The NR Committee shall determine the specific vesting percentage and schedule which may be different for different Eligible Employees or class thereof at the time of grant. The NR Committee shall always have a right, at its sole discretion to vary the vesting schedule in respect of any Option to be granted subject to minimum and maximum vesting period.

6. Exercise price or pricing formula:

The consideration payable by an Option Grantee for exercising an individual Option would be the Exercise Price, which shall be as mentioned in the letter of grant. Such Exercise Price shall not be less than the Face Value of Shares of the Company. Exercise Price payable by an Option Grantee and the manner thereof, shall be determined by the NR Committee, from time to time and which may be different for different Eligible Employees or class thereof.

7. Exercise Period and the process of Exercise:

The Exercise Period in respect of Vested Option shall be a period not exceeding 2 (two) year from the date of Vesting of such Options.

Any Option Grantee may exercise the vested Options, at any time, in accordance with the Plan and the letter of grant, by giving a notice in writing to the Company. The Options will be exercisable in part or whole, subject to applicable laws and regulations.

On Exercise of the Options, the Option Grantee shall forthwith pay to the Company, the Exercise Price. Upon Exercise, the Company shall issue in favour of the Option Grantee, the equity shares subject to payment of Exercise Price by the Option Grantee for the Options being exercised.

8. The appraisal process for determining the eligibility of employees under AVL ESOP 2025:

The Employees to whom the Options shall be granted and their eligibility criteria shall be determined by the NR Committee. The eligibility criteria may be based on designation, period of service, band, performance linked parameters such as work performance and such other criteria as may be determined by the NR Committee at its sole discretion, from time to time.

9. Maximum number of Options to be issued per employee and in aggregate:

The maximum number of Options granted per Employee will be determined by the NR Committee. However, the maximum number of Options, that may be granted to Eligible Employees under this Plan, shall not exceed the limit specified under point 2 of the explanatory statement subject to adjustment on account of corporate action(s).

10. Maximum quantum of benefits to be provided per employee under the Scheme:

Apart from granting the Options as mentioned above, no other monetary benefits are contemplated under the AVL ESOP 2025 for Employees.

11. Whether the Scheme is to be implemented and administered directly by the company or through a trust:

The Plan shall be implemented and administered directly by the Board/ NR Committee of the Company.

12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the trust or both:

The Plan contemplates issue of fresh/primary equity shares by the Company on exercise of Options under the Scheme.

13. The amount of loan to be provided for implementation of the Scheme to the trust its tenure, utilization, repayment terms, etc.:

Not applicable since this is currently not contemplated under the Plan.

14. Maximum percentage of secondary acquisition that can be made by the trust for the purposes of the Scheme:

Not applicable since this is currently not contemplated under the Plan.

15. Accounting Policies:

The Company shall confirm to the accounting policies specified in Regulation 15 of the SEBI (SBEB & SE) Regulations and any other authorities as applicable, from time to time.

16. Method of valuation of Options:

The Company shall use Fair Value method for valuation of options as prescribed under relevant accounting standard, as applicable and notified by appropriate authorities from time to time.

17. Period of Lock-in:

The Shares issued pursuant to exercise of vested Options shall not be subject to any lock-in period restriction in general. Usual restrictions as may be prescribed under the applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, shall apply.

18. Statement with regard to Disclosure in Director's Report:

As the company is adopting fair value method, presently there is no requirement for disclosure in Director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

19. Terms & conditions for buyback of Options:

Subject to the provisions of the prevailing applicable laws, the Committee shall determine the procedure for buy-back of specified securities/Options granted under the Plan if to be undertaken at any time by the Company, and the applicable terms and conditions thereof.

Regulation 6(1) of the SEBI (SBEB & SE) Regulations requires that every employee stock option scheme shall be approved by the shareholders of the Company by passing a special resolution in a general meeting. Accordingly, the Special Resolutions set out at Item No. 1, 2, 3 & 4 of this Notice are proposed for approval by shareholders.

The issue of the said equity shares would be well within the Authorised Share Capital of the Company.

Directors / Key Managerial Personnel of the Company / their relatives who may be granted Options under the AVL ESOP 2025 may be deemed to be concerned or interested in the Special Resolutions at Item Nos. 1,2,3 & 4 of this Notice. Save as aforesaid, none of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Special Resolutions.

Anirit Ventures Limited - Employee Stock Option Plan 2025 and other documents referred to in the aforesaid resolutions are available for inspection electronically in the Investors Section of the website of the Company

Item No. 5:

Approval for acquisition of shares of Anirit Agritech Private Limited (AAPL) from the Selling Shareholders of the Anirit Agritech Private Limited – Material Related Party Transaction.

Further, pursuant to provisions of Section 188(1) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the related party transactions shall require prior approval of the Audit Committee of the Company.

Further, prior approval of the members of the Company through Ordinary resolution shall be obtained in case the value of the transactions with a related party exceeds rupees one thousand crore 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.

The Audit Committee and Board of Directors have in their meeting held on February 11, 2025 approved purchasing of 2,04,68,585 (Two Crore four Lakh Sixty-eight Thousand Five Hundred Eight-five) Equity Shares representing 100% of the Share Capital of Anirit Agritech Private Limited (“**AAPL**”) for a total consideration of INR 12,87,47,399.65/- (Rupees Twelve Crore Eighty-seven Lakh Forty-seven Thousand Three Hundred Ninety-nine and Sixty-five paisa only) from Oilmax Energy Private Limited (“Selling Shareholder), a related party of the Company, on an arm’s length basis. Since the consideration amount for acquiring the above shares exceeds ten per cent of the annual consolidated turnover of the company for FY 2023-24, approval of the members is being sought for the same.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“SEBI Master Circular”) are set forth below:

Sr.	Particulars	
1.	Name of the Related Party and its relationship with the Listed Entity	Oilmax Energy Private Limited (“ Oilmax ”) is parent company of Anirit Ventures Limited (“ the company ”).
2.	Type, material terms and particulars of the proposed transaction:	The company would enter into a Share purchase agreement (“ SPA ”) with Oilmax to acquire 2,04,68,585 (Two Crore four Lakh Sixty-eight Thousand Five Hundred Eight-five) Equity Shares representing 100% of the Share Capital of Anirit Agritech Private Limited (“ AAPL ”). AAPL is operates in Agriculture and Agritech industry and its main line of business is controlled weather farming.
3.	Tenure of the proposed transaction (particular tenure shall be specified).	Acquisition of equity shares shall be completed within 90 days from the date of execution of Share Purchase Agreement.
4.	Value of the transaction of sub-contract inclusive of GST (in INR)	Cost of acquisition of shares of AAPL would be INR 12,87,47,399.65/- (Rupees Twelve Crore Eighty-seven Lakh Forty-seven Thousand Three Hundred Ninety-nine and Sixty-five paisa only) in aggregate.
5.	Percentage of the Company’s annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed Subcontract transaction.	The transaction value stated above represents 197.73% the annual turnover of the Company for FY 2023-24.
6.	Details of transaction relating to any loans, inter-corporate deposits, advances or investment made or given by the listed entity or its subsidiary.	NOT APPLICABLE
7.	Justification as to why the RPT is in the interest of the Listed Entity, i.e. the Company.	Post the acquisition, AAPL would become a wholly owned subsidiary of the Company. This would enable the company to venture into business of controlled weather farming.
8.	A copy of the valuation or other external party report, if any such report has been relied upon;	The Company has obtained valuation report for valuation of equity shares of AAPL from a IBBI registered valuer and such report has been relied upon.
9.	Any other information that may be relevant.	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

None of the Directors or key managerial personnel of the Company or their relatives, are, in any way concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Special Resolutions set out at Item Nos. 1,2,3 & 4 and Ordinary Resolution for Item No. 5 of this Notice for approval by the shareholders of the Company.

By order of the Board,
For **ANIRIT VENTURES LIMITED**
(formerly Flora Textiles Limited)

Sd/-
Visha Jain
Company Secretary & Compliance Officer
Membership No: A73776

Date: February 11, 2025
Place: Mumbai