



# 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

29.04.2023

Corporate Relationship department,  
Bombay stock Exchange,  
Dalal Street,  
Mumbai – 400001

BSE SCRIIP CODE: 530705

Sir

Sub: Compliance under SEBI (Listing Obligation and Disclosure Requirements)

The following matters were considered and approved by the Board:

**1. Resignation of Mr Kana Ram (DIN: 05332461) as Independent Director of the Company.**

Mr Kana Ram (DIN: 05332461) Independent Director of the Company has resigned from the position of Independent Director on account of Personal and unavoidable circumstances. The Board noted the same and approved the resignation of Mr Kana Ram (DIN: 05332461) as Independent Director of the Company.

The details as required under SEBI (Listing Obligations and Disclosure Requirements), 2015 is enclosed and marked as **Annexure – A**.

The letter of resignation of Mr Kana Ram (DIN: 05332461) is enclosed herewith.

**2. Appointment of Ms Payal Bafna (DIN: 09075302) as an Additional Director (under the category of Independent Director) of the Company.**

The Board has considered and approved the appointment of Ms Payal Bafna (DIN: 09075302) as an Additional Director of the Company for a period of five years from the date of appointment i.e., Saturday, 29th April, 2023 pursuant to recommendation of Nomination and Remuneration Committee, subject to approval of the Members.

The detailed profile of Ms Payal Bafna (DIN: 09075302) is enclosed and marked as **Annexure – B**.

The composition of the Board of Directors of the Company continues to be in compliance with the requirements prescribed under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.



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### 3. Reconstitution of Committees of the Board

Consequent upon the appointment and resignation of Directors mentioned in Sl. No. 1 & 2 above respectively, Board approved the reconstitution of the Board Committees. The details of reconstitution of Committees w.e.f. 29th April 2023 is enclosed and marked as **Annexure — C**.

The meeting of the Board of Directors commenced at 2.00 P.M. and at 3.10 PM.

Kindly take the aforesaid information on your records.

Yours sincerely,

For Flora Textiles Limited

KIRTISHREE AGARWAL  
Company Secretary  
M.NO.56183



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## ANNEXURE – A

The Board of Directors in their meeting held on Saturday 29th, April, 2023 considered an approved resignation of Mr Kana Ram (DIN: 05332461) as Independent Director of the Company.

S.No.	Disclosure requirement	Details
1.	Reason for change viz. Resignation, appointment, removal, death or otherwise;	Resignation of Mr. Kana Ram as Non-Executive Independent Director of the Company on account of personal and unavoidable circumstances.
2.	Date of cessation/ appointment	March 04, 2023
3.	Brief profile (in case of appointment);	Not Applicable
4.	Disclosure of relationships between directors (in case of appointment of a Director);	Not Applicable
5.	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any.	NIL

In addition, he does not hold directorship in any other Listed Company, nor is he a Member of any Board Committees of other Listed Company.

Further, Mr Kana Ram (DIN: 05332461) also confirmed that there are no other material reasons for his resignation other than those which is provided in his resignation letter dated 4<sup>th</sup> March, 2023.



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## ANNEXURE – B

The Board of Directors in their meeting held on Saturday 29th, April, 2023 approved appointment of Ms Payal Bafna (DIN: 09075302) as an Additional Director (under the category of Independent Director) of the Company, subject to approval of the Members.

<b>Name of the Director</b>	<b>Ms. PAYAL BAFNA</b>
<b>Director Identification Number</b>	<b>09075302</b>
<b>Reason for change</b>	<b>New appointment</b>
<b>Date of Appointment</b>	<b>29<sup>th</sup> April, 2023</b>
<b>Terms &amp; Conditions of appointment: -</b> Appointed as an Additional Director (under the Independent Director category)	
<b>Brief Profile:</b>  <b>Ms. PAYAL BAFNA</b> holds Bachelors of Law (LLB) from Fakir Mohan University, Orissa and Associate Company Secretary and Accounting Technician Course from ICAI lastly has B.com (Hons.) in Finance & Accounts from Calcutta University. Also she Cleared Independent Directors Exam conducted by the Indian Institute of Corporate Affairs.  CS Payal Bafna is an Associate Member of ICSI and a lawyer with experience in diverse fields of Company Law, Corporate Governance, Legal Compliance, Corporate Social Responsibility and Quality Control. She is having good exposure in Company Law, Securities Exchange Board of India (SEBI) Act, Rules and Regulations, Listing Agreement, Foreign Exchange Management Act (FEMA).  Handled various projects such as Acquisition, Mergers and Demergers. Independently completed the assignments such as Takeover of Listed Companies, Incorporation of Companies.  After having worked across a few listed companies for more than 7 years as Company Secretary, Compliance Officer and Legal Manager, and She started her owned practice for some time.  <b>Ms. Payal Bafna</b> has an illustrious academic career backed by Accounting Technician Certificate issued by ICAI.	
<b>DISQUALIFICATION:</b> In compliance with SEBI Regulations and under the provisions of the Companies Act, 2013, Ms Payal Bafna (DIN: 09075302) has not been debarred from holding office of Director, by virtue of any SEBI Order or any other Authority.	
<b>Relationship with other Directors, KMPs and Managers:- Nil</b>	



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## ANNEXURE – D

Consequent upon resignation of Mr Kana Ram (DIN: 05332461), Independent Director and appointment of Ms Payal Bafna (DIN: 09075302), Additional Director (Under Independent Category), Board approved the reconstitution of the Board Committees w.e.f. 29th April, 2023 as follows:

### Audit Committee:

SI.NO.	NAME	DESIGNATION	CATEGORY
1	Mr Indarchand Prajapathi	Chairman	Independent Director
2	Ms Payal Bafna	Member	Independent Director
3	Mr R Hemchand gutpa	Member	Non Executive Director

### Nomination and Remuneration Committee:

SI.NO.	NAME	DESIGNATION	CATEGORY
1	Ms Payal Bafna	Chairman	Independent Director
2	Mr R Hemchandgupa	Member	Non Executive Director
3	Mr Indarchand Prajapathi	Member	Independent Director

### Stakeholders Relationship Committee:

SI.NO.	NAME	DESIGNATION	CATEGORY
1	Mr Indarchand Prajapathi	Chairman	Independent Director
2	Mr.Ravindrakumar	Member	Executive Director
3	Mr R Hemchandgupa	Member	Non Executive Director

### Risk Management Committee

SI.NO.	NAME	DESIGNATION	CATEGORY
1	Ms Payal Bafna	Chairman	Independent Director
2	Mrs.Nidhi Gupta	Member	Executive Director

Date : 04-03-2023

To  
The Board of Directors  
Flora Textiles Limited  
23, Bharathi Park Road,  
Coimbatore – 641043.  
Tamilnadu

**Sub: Resignation Letter**

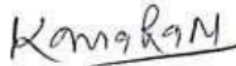
Dear Sir/ Madam,

I Mr. Kana Ram R/o House No.-64, Dhaliya Bas, Sheruna, Bikaner, Rajastan - 331811, due to personal and unavoidable circumstances, I do hereby tender my resignation from the Directorship of the Company with immediate effect. Kindly accept this letter as my resignation with immediate effect from the post of Director of the Company and relieve me of my duties.

Kindly acknowledge the receipt of this resignation letter and arrange to submit the necessary forms with the office of the Registrar of Companies, to that effect.

Thanking you,

Yours Faithfully,



KANA RAM

DIN : 05332461

Date: 04-03-2023

To  
The Board of Directors  
Flora Textiles Limited  
23, Bharathi Park Road,  
Coimbatore-641043  
Tamilnadu

**Sub: Annexure to the Resignation Letter dated 4<sup>th</sup> March, 2023**

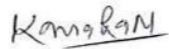
Dear Sir/Madam,

I further confirm that there are no other material reasons for my resignation other than those which is provided in the resignation letter dated 4<sup>th</sup> March, 2023.

Kindly made a note of it and submit the necessary forms with the office of the Registrar of Companies, to that effect.

Thanking You,

Yours Faithfully,



KANA RAM

DIN: 05332461