



# ANIRIT VENTURES LIMITED

(Formerly Known as Flora Textiles Limited)

CIN: L72100TZ1993PLC004290

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

Website: [www.floratextiles.in](http://www.floratextiles.in)

Email: [aniritventures@gmail.com](mailto:aniritventures@gmail.com)

**Date: 11<sup>th</sup> February, 2025**

**To,**  
**The Listing Department,**  
**BSE Limited,**  
Floor 25, P. J. Towers,  
Dalal Street, Mumbai 400 001  
**BSE Scrip Code: 530705**

**Sub.: Outcome of the Board meeting - Pursuant to Regulation 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Dear Sir/Madam,**

With regard to the captioned Subject and in compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations"), this is to inform that the Board of Directors of the Company at their meeting held today, i.e. Tuesday, 11<sup>th</sup> February, 2025 that commenced at 3:00 p.m. and concluded at 05:30 p.m., have inter alia transacted/approved the following businesses:

1. The Un-Audited Standalone Financial Results of the Company for the quarter and nine months ended December 31<sup>st</sup>, 2024 along with the limited review report thereon pursuant to regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). (copy enclosed as **Annexure – A**).
2. Raising of funds through issuance and allotment of equity shares of face value of Rs. 10/- each ("Equity Shares"), on a Rights basis on such terms (as decided by the Board of Directors at a later date) to the eligible equity shareholders of the Company, as on the record date (to be notified subsequently), subject to receipt of regulatory/statutory approvals, in accordance with the provisions of Section 62(1)(a) of the Companies Act, 2013 and the rules made thereunder and the applicable laws including the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and SEBI Listing Regulations ("Rights Issue").
3. Based on the Recommendation of Nomination & Remuneration Committee, the Board of Directors have approved the appointment of Mr. Sadhan Banerjee as a Chief Executive Officer and a Key Managerial Personnel of the Company with effect from 11th February, 2025. Brief details as required in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, pertaining to his Appointment are disclosed hereunder as "**Annexure-B**".
4. Based on the Recommendation of Nomination & Remuneration Committee, the Board of Directors have approved implementation of 'Anirit Ventures Limited - Employee Stock Option Plan 2025 ("AVL ESOP 2025") in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, subject to approval of the shareholders of the Company and such other regulatory / statutory approvals as may be necessary. The approval of the shareholders of the Company shall be sought by way of a Postal Ballot.



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5. Based on the recommendation of the Audit Committee, the Board has approved acquisition of 100% equity shares of Rs. 10 each of Anirit Agritech Private Limited (“AAPL”). This acquisition will be subject to prior approval of the shareholders. In this regard, the company will execute share purchase agreement (“SPA”) and any other transaction related documents with AAPL and its existing shareholders. On completion of acquisition of equity shares, AAPL will become a wholly owned subsidiary of the Company.

The details required under Regulations 30 of the Listing Regulations read with SEBI circular no SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are disclosed hereunder as “Annexure-C”.

We request you to kindly take the above information on record.

Thanking You.

Yours faithfully,

**For Anirit Ventures Limited**  
**(Formerly known as Flora Textiles Limited)**

**Visha Jain**  
**Company Secretary & Compliance officer**  
**Membership No.: 73776**

**Enclosed:** as above

**SGCO & Co.LLP**  
**Chartered Accountants**

Limited Review Report on the Unaudited Financial Results of Anirit Ventures Limited for the quarter and Nine month ended 31<sup>st</sup> December 2024 pursuant to the Regulation 33 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended.

To,  
The Board of Directors  
Anirit Ventures Limited

1. We have reviewed the accompanying Statement of Unaudited Financial Results of **Anirit Ventures Limited** ('the Company') for the quarter and Nine month ended 31<sup>th</sup> December, 2024 together with notes thereon ("the Statement"), being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("the Listing Regulations").
2. This Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" as prescribed under Section 133 of Companies Act, 2013 ("the Act") read with relevant rules issued there under and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.
3. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of the Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted and procedures performed as stated in paragraph 3 as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with aforesaid accounting standard and other recognized accounting practices and policies have not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended read with Circular No. CIR/CFD/FAC/6212016 dated July 5, 2016 the manner in which it is to be disclosed, or that it contains any material misstatement.

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# SGCO & Co.LLP

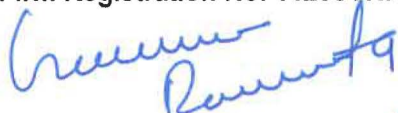
Chartered Accountants

## 5. Other Matters

- (a) The Statement includes Comparative figures of the Company for the quarter ended September 30, 2024, and quarter and Nine month ended December 31, 2023 which have been reviewed by the predecessor firm of statutory auditors vide their report dated October 29, 2024 and February 02, 2024 respectively in which predecessor Auditor have expressed unmodified conclusion.
- (b) The numbers and details pertaining to the year ended as at 31<sup>st</sup> March, 2024 and notes related thereto in the statement have been traced from the financial statements of the company audited by predecessor firms of statutory auditors vide their unmodified report dated May 28, 2024.

Our Conclusion on the Statement is not modified in respect of this matter.

**For S G C O & Co. LLP**  
Chartered Accountants  
**Firm Registration No. 112081W/W100184**

  
**Gourav Roongta**  
Partner  
**Mem. No. 186176**  
**UDIN: 25186176BMKVCR4166**



Place: Mumbai  
Date: 11<sup>th</sup> February 2025

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2<sup>nd</sup> Floor, Sahar Road,  
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Mumbai • Delhi



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**UNAUDITED FINANCIAL RESULTS**  
**STATEMENT OF PROFIT AND LOSS FOR THE QUARTER AND NINE MONTHS ENDED 31 DECEMBER 2024**

(INR in lakhs unless otherwise stated)

Sr no.	Particulars	Quarter ended			Nine months ended		Year ended
		31 December 2024 (Unaudited)	30 September 2024 (Unaudited)	31 December 2023 (Unaudited)	31 December 2024 (Unaudited)	31 December 2023 (Unaudited)	31 March 2024 (Audited)
1	<b>Income</b>						
	(a) Revenue from operations	1.50	1.99	10.41	9.63	31.23	45.73
	(b) Other income	0.39	-	0.21	0.39	0.28	605.39
	<b>Total income (a+b)</b>	<b>1.89</b>	<b>1.99</b>	<b>10.62</b>	<b>10.01</b>	<b>31.51</b>	<b>651.12</b>
2	<b>Expenses</b>						
	(a) Cost of material consumed	-	-	-	-	-	-
	(b) Purchase of stock in trade	-	-	-	-	-	-
	(c) Changes in inventories of finished goods	-	-	-	-	-	-
	(d) Employee benefits expense	6.05	4.33	5.39	14.72	13.90	18.05
	(e) Finance costs	0.00	0.01	18.01	0.01	54.05	8.80
	(f) Depreciation, depletion and amortisation expense	-	-	1.09	-	3.28	4.38
	(g) Other expenses	12.53	2.60	1.54	19.69	8.93	12.15
	<b>Total expenses (a+b+c+d+e+f)</b>	<b>18.59</b>	<b>6.93</b>	<b>26.03</b>	<b>34.42</b>	<b>80.16</b>	<b>43.38</b>
3	<b>Profit/ (loss) before tax (1-2)</b>	<b>(16.70)</b>	<b>(4.95)</b>	<b>(15.41)</b>	<b>(24.41)</b>	<b>(48.65)</b>	<b>607.74</b>
4	<b>Tax expense/ (credit)</b>						
	(a) Current tax	-	-	-	-	-	-
	(b) Deferred tax charge/ (credit)	-	-	-	-	-	-
	<b>Total tax expense/ (credit) (a+b)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
5	<b>Net profit/ (loss) after tax for the period (3-4)</b>	<b>(16.70)</b>	<b>(4.95)</b>	<b>(15.41)</b>	<b>(24.41)</b>	<b>(48.65)</b>	<b>607.74</b>
6	<b>Other comprehensive income/ (loss)</b>						
	(a) Items not to be reclassified subsequently to profit or loss (net of tax)						
	- Remeasurement gain/ (loss) of defined benefit liability	-	-	-	-	-	-
	(b) Items to be reclassified subsequently to profit or loss	-	-	-	-	-	-
	<b>Total other comprehensive income/ (loss) for the period, net of tax</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
7	<b>Total comprehensive income/ (loss) for the period, net of tax (5+6)</b>	<b>(16.70)</b>	<b>(4.95)</b>	<b>(15.40)</b>	<b>(24.41)</b>	<b>(48.65)</b>	<b>607.74</b>
8	Paid up equity share capital (Face value of INR 10 each)	600.00	600.00	600.00	600.00	600.00	600.00
9	Other equity						(1,240.67)
10	<b>Earnings/ (loss) per share (Face value of INR 10 each)<sup>a</sup></b>						
	(a) Basic (in INR)	(0.28)	(0.08)	(0.26)	(0.41)	(0.81)	10.13
	(b) Diluted (in INR)	(0.28)	(0.08)	(0.26)	(0.41)	(0.81)	10.13

1. The above financial statements have been reviewed by the Audit Committee in its meeting held on 11th February 2025 and then approved by the Board of Directors in its meeting held on 11th February 2025. The Statutory Auditors of the Company have carried out limited review of the financial results for the quarter and nine months ended 31st December, 2024 and have expressed an unmodified report on the above results.

2. This statement has been prepared in accordance with the Companies (Indian Accounting Standard) Rules, 2015 (as amended) (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.

3. Segment reporting as required under disclosure requirements of Ind AS 108 - Operating Segments are not applicable, since the company currently does not have any operations.

4. The name of the Company has been changed from "Flora Textiles Limited" to "Anirit Ventures Limited" vide special resolution passed by way of Postal Ballot concluded on 15th December, 2024.

5. The authorized share capital of the Company is increased from existing Rs. 10,80,00,000 (Rupees Ten Crore Eighty Lakh) divided into 1,08,00,000 (One Crore Eight Lakh) equity shares of Rs. 10/- each to Rs. 20,00,00,000 (Rupees Twenty Crore) divided into 2,00,00,000 (Two crore) equity shares of Rs. 10/- each vide Ordinary Resolution passed by way of Postal Ballot concluded on 15th December, 2024.

6. Share Purchase Agreement ("SPA") dated 15th May, 2024 was entered into between Oilmax Energy Private Limited ("Acquirer") and promoters of Anirit Ventures Limited (formerly Flora Textiles Limited) ("Target Company") to acquire 33,31,800 equity shares of the target company. Consequently, a public announcement for open offer under Regulations 3(1) and 4, read with Regulations 13, 14 and 15(1) of SEBI (Substantial acquisition of shares and takeovers), Regulations, 2011 on 15th May, 2024. Further, the takeover was completed by acquisition of 33,31,800 equity shares from promoters of the target company on 27th September, 2024.

7. Other expenses include "capital increase & ancillary expenses" for the quarter and nine months of amount Rs. 7.63 Lakhs and Rs 8.11 Lakhs and consultancy charges for the quarter and nine month ended Rs. 2 Lakhs.

8. The figures for the corresponding period have been regrouped/rearranged wherever necessary to make them comparable

For Anirit Ventures Limited  
(Formerly known as Flora Textiles Limited)

  
Neha Thakkar  
Whole Time Director & CFO  
DIN: 10810103



**Disclosure of information pursuant to Regulation 30 of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 are as follows:**

**Annexure – B**

Sr. No.	Particulars	Details of Mr. Sadhan Banerjee (CEO)
1.	Reason for change viz. appointment, resignation, removal, death or otherwise;	Mr. Sadhan Banerjee has been appointed as Chief Executive officer of the Company.
2.	Date of appointment /cessation & term of appointment	Appointed with effect from February 11, 2025
3.	Brief profile (in case of appointment);	<p>Mr. Sadhan Banerjee is a strategic growth leader with strong business and commercial acumen having multiple industry exposure of over 30+ years in leadership roles. He has handled strategy, M&amp;A, strategic alliances &amp; JVs and has incubated multiple new ventures to drive business growth.</p> <p>In his previous stint as Group CEO &amp; MD of VSL Ventures (Vikram Solar Group co.) a large Indian conglomerate, an industry leader in the renewable energy sector; he had incubated five new ventures and grew them from concept to ~500 Cr INR company in the last ~5 years.</p> <p>Mr. Banerjee was the Managing Director of Air Products India (subsidiary of Air Products, USA), a fortune 500 company and a global leader in hydrogen. Further, he served as the Director of Business Transformation &amp; Management Services, a country leadership role with Gujarat Gas (BG Group Plc, now a Royal Dutch Shell Co) a global leader in the O&amp;G Industry.</p> <p>Mr. Banerjee did his Bachelors in Mechanical Engineering from Mysore University and PG Diploma in Management from Chartered Management Institute, UK. The brief profile of Mr. Banerjee is attached for reference.</p>
4.	Disclosure of relationships between directors	None

## Annexure - C

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover, etc.	Anirit Agritech Private Limited (" <b>AAPL</b> ") is a private limited company incorporated under the provisions of Companies Act, 2013 having its registered office at Sion, Mumbai, Maharashtra, India.  Authorized Share Capital: Rs. 20,70,00,000/- Paid up Capital: Rs. 20,46,85,850/-  Turnover for FY 2023-24: INR 91,63,980.82/-
2.	Whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired?  If yes, nature of interest and details thereof and whether the same is done at "arm's length".	Anirit Agritech Private Limited is a wholly owned subsidiary of Oilmax Energy Private Limited, which is promoter and parent company of Anirit Ventures Limited (" <b>AVL</b> ").  Therefore, the proposed transaction would fall within the related party transaction. Accordingly, prior approval of the shareholders would be obtained in due course of time.  The transaction is done at arm's length in accordance with fair value determined as per the Valuation Report obtained from a IBBI Registered Valuer.
3.	Industry to which the Target Company belong	Agriculture and Agritech.
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<b>AVL</b> proposes to acquire shareholding in <b>AAPL</b> to venture into Agritech business.  Post acquisition, AAPL would become a wholly owned subsidiary of the Company.
5.	Brief details of any governmental or regulatory approvals required for the acquisition;	N.A.
6.	Indicative time period for completion of the investment;	Acquisition of equity shares shall be completed within 90 days from the date of execution of Share Purchase Agreement.
7.	Nature of consideration - whether cash consideration or share swap and details of the same;	Cash Consideration
8.	Cost of acquisition or the price at which the shares are being acquired;	Rs. 12,87,47,399.65/- (Rupees Twelve Crore Eighty-seven Lakh Forty-seven Thousand Three Hundred Ninety-nine and Sixty-five paise only) in aggregate.



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9.	Percentage of shareholding / control acquired and / or number of shares acquired;	2,04,68,585 equity shares representing 100% of the equity share capital of AAPL.
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information.	<p>AAPL is a Private Company It was incorporated on 13<sup>th</sup> March, 2020 having its presence in India.</p> <p>Anirit Agritech Private Limited is a WOS of parent company of Anirit Ventures Limited.</p> <p>The Company's main line of business is controlled weather farming.</p> <p>Turnover for the last 3 years are as follow:</p> <ul style="list-style-type: none"><li>• 2023-24: INR 91,63,980.82/-</li><li>• 2022-23: INR 1,05,32,000/-</li><li>• 2021-22: INR 89,50,000/-</li></ul>