



Flora Textiles Limited

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

24th September, 2024

The General Manager,
BSE Limited,
Department of Corporate Services,
P. J. Towers, Dalal Street,
Mumbai-400 001

Scrip code: 530705

Dear Sir,

Sub: Clarification on delayed submission of Proceedings of 31st Annual General Meeting of the Company

With reference to the captioned subject and an email received from Listing Compliance Monitoring Team of BSE Limited dated 24th September, 2024 seeking clarifications on delayed submissions of the proceedings of 31st Annual General Meeting (AGM) of the Company convened on 20th September, 2024 at 04:00 P.M. through video conferencing (VC) and Other Audio Visual Means (OAVM) facility.

1. Date, Time and Venue of the Meeting:

The 31st Annual General Meeting ("the Meeting") of the Company was held on Friday, 20th September, 2024 at the Registered Office of the Company at No.23, Bharathi Park Road, Coimbatore - 641043. The meeting commenced at 04:00 p.m. and was concluded at 04.14 p.m. on the same day.

2. Brief details of the items deliberated at the meeting and result thereof:

- Mr. Rahul Maheswari, Independent Director of the Company chaired the proceedings of the Meeting.
- The requisite quorum being present the Chairman called the Meeting to order.
- The Chairman then delivered his speech.
- The Chairman informed that remote e-voting commenced at Tuesday, 10.00 am on September 17, 2024, and ended at Thursday, 5.00 pm on September 19, 2024.
- The Chairman ordered poll, and the following items of business as set out in the Notice calling the Meeting were put forth for shareholder's approval.



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Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2024 including Audited Balance Sheet, Statement of Profit & Loss Account and Statement of Cash Flow, for the year ended as on that date together with the reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Ravinderkumargupta Hemchandgupta [DIN 08270656] Director, who retires by rotation at this meeting and being eligible, has offered himself for re-appointment

3. Manner of Approval

- Pursuant to the provisions of the Companies Act, 2013 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had provided remote e-voting facility to its members to cast their votes electronically, on all the resolutions as set out in the Notice.
- The facility for voting by means of physical ballot/poll was made available to the members who were present at the Meeting and had not cast their votes by remote e-voting.
- All the resolutions set out in the Notice calling Annual General Meeting were passed with requisite majority and are deemed to be passed on the date of the Meeting i.e. Friday, September 20, 2024.

We would like to submit that due to there was an inadvertent delay in submission of proceedings of Annual General Meeting (AGM) held on 20th September, 2024 and the company has intimated the proceedings on 23.09.2024 at 1.02 PM.

Eventhough we have already filed the scrutinizer report before the due time. We would like to emphasize that this error was oversight mistatke and it is unintentional and does not reflect any misinformation about our Company. We understand the importance of accurate and timely reporting, and we sincerely apologize for any confusion this may have caused.

We hereby enclosing the proceedings of 31st Annual General Meeting which is filed by us earlier along with this clarification regarding delay in submission.

We apologize for any inconvenience caused and appreciate your understanding in this matter.



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Kindly take the same on record and oblige.

Thanking you,

Yours faithfully,

For Flora Textiles Limited

KIRTISHREE Digitally signed by
KIRTISHREE AGARWAL
AGARWAL Date: 2024.09.24
17:11:51 +05'30'

Kirtishree Agarwal

Company Secretary cum compliance officer.

23.09.2024

To

Listing Department
Bombay Stock Exchange
Dalal Street, Mumbai

Scrip Code: 530705

Dear Sir/Madam,

Sub: Proceedings of the 31st Annual General Meeting of the Company held on Friday, the 20th September, 2024 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

Pursuant to Regulation 30 read with para A of Part A of Schedule III to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the 31st Annual General Meeting of the Company was duly held on Friday the 20th September, 2024 at 16:00 Hours (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant circulars issued by the Ministry of Corporate Affairs ("MCA Circulars") and the Securities And Exchange Board Of India ("SEBI Circular") respectively from time to time and the proceedings of the meeting is given hereunder:

Present:

The following Directors were present at the 31st Annual General Meeting through Video Conferencing (VC) / Other Audio-Visual Means (OAVM):

Smt. Nidhi Gupta (DIN01825531), Managing Director

Sri. Rahul Maheswari, (DIN 07084721), Chairman cum Independent Director

Sri.R Hemchand Gupta, (DIN 08270656) Director

Sri. Payal Bafna, (DIN 09075302) Independent Director

In attendance

Mr.Hemant Kumar Gupta, Chief Financial Officer

Ms. Kirtishree Agarwal, Company Secretary and Compliance Officer

Also, Mr. T Rathinavel of M/s. T.V.Subramanian and Associates, Chartered Accountants, Statutory Auditors, and Mr. A C Saravan, Scrutinizer for the 31st AGM were also present at the Annual General Meeting through VC/OAVM.



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A total of 48 members representing 33,99,300 equity shares has attended the meeting through the video conferencing / other audio-visual means.

Ms. Kirtishree Agarwal CS, welcomed all the members and informed that the 31st Annual General Meeting of the company was being conducted through Video Conferencing /Other Audio Visual Means ("VC/OAVM") facility.

Thereafter, the CS briefed certain procedural and technical information regarding the participation by the members through video conferencing / other audio visual means.

The CS informed further that the Company had provided to the Shareholders, the facility to cast their vote electronically on all the resolution(s) set forth in the Notice of the 31st AGM through remote e-voting facility provided by the Kfin Technologies Limited (KFIN), which had commenced on 10.00 AM on 17th September, 2024, Tuesday till 05:00 pm on 19th September, 2024, Friday. She informed that the shareholders, who are present at the AGM and had not cast their vote through remote e-voting, has been provided an opportunity to cast their votes through e-voting at the Meeting.

In this regard, the Board of Directors had appointed Mr. A C Saravan, Company Secretary in practice, Coimbatore as the Scrutinizer to conduct the remote e-voting and e-voting process at the 31st AGM in a fair and transparent manner and to ascertain the requisite majority.

The CS then introduced the Chairman, Managing Director and directors of the company.

Thereafter, she invited Mr. Rahul Maheswari Chairman of the Company to conduct the 31st Annual General Meeting.

The Chairman announced that the requisite quorum is present and he called the meeting to order. Further, he welcomed all the Directors, Auditors, Scrutinizer and the shareholders for the 31st Annual General Meeting held through Video Conferencing / Other Audio Visual Means ("VC/OAVM") facility.

Thereafter, the chairman informed that the registers as required under the Companies Act, 2013 has been made available electronically for inspection by the members during the AGM.

The Chairman further informed that since the notice of the AGM along with the audited financial statements and the Directors report for the year ended 31st March, 2024 has already been circulated to all the members, the same was taken as read. Further he stated that as there is one qualified opinion about ongoing concern, in this regard he further informed that there is the change in the management of the company as per the share purchase agreement executed on 15th May, 2024 with OILMAX ENERGY PRIVATE LIMITED and the intends to shift the textile business into the commission agency activity in the Statutory Auditors Report for the financial year ended 31st March, 2024, the same was taken as read.

The Secretarial Auditors Report is enclosed as Annexure II to the Board's report on page number 26 of the Annual Report and he has given some qualification and the board replied the same. The details are available in the page No.8 of the annual report the same was taken as read.

Then she invited managing director to announce the financials of the company.



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The MD briefed about the financial summary for the year ended 31.03.2024.

Thereafter, the CS read the summary of the resolutions set out in the agenda Item No.1 and 2 of the Notice of the 31st Annual General Meeting dated 11th August, 2024 as follows;

Ordinary Business:

1. Adoption of the audited financial statements of the company for the financial year ended 31st March, 2024, together with the reports of the Board of Directors and the Auditors thereon
2. Re-appointment of Mr. Ravinderkumargupta Hemchandgupta [DIN08270656] as Director, who retires on rotation.

The CS then informed that there is no shareholder registered as speakers for the 31st Annual General Meeting,

The CS informed the members about the e-voting facility at the meeting and proposes the vote of thanks.

The CS informed that the e-voting facility provided by the KFIN would remain open for the next 15 minutes to enable the shareholders, who are present at the meeting and had not cast their votes through remote e-voting, to cast their votes electronically. He informed further that the results of the voting shall be declared within the prescribed time and the scrutinizer's report along with the voting results would be submitted to KFIN (www.kfintech.com), Bombay Stock Exchange (www.bseindia.com) and would also be placed on the Company's website.

The CS then thanked all the shareholders / Directors / Auditors / Scrutinizer, who have joined the 31st Annual General Meeting through video conferencing facility/other audio visual means.

The 31st AGM was concluded at 04:14 PM and e-voting facility disabled at 04.29 PM (IST)

Kindly take the above on record.

Thank you.

Yours faithfully

For Flora Textiles Limited

KIRTISHREE
AGARWAL

Digitally signed by
KIRTISHREE AGARWAL
Date: 2024.09.23 12:18:34
+05'30'

Kirtishree Agarwal

Company Secretary & Compliance Officer

ICSI M.No. ACS 56183