



# 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

11.03.2024

To  
BSE Ltd  
25<sup>th</sup> Floor,  
P J Towers, Dalal Street,  
Fort, Mumbai - 400 001

Scrip Code : 530705

Dear Sir,

**Sub:** Voting Results of the Postal Ballot pursuant to Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In continuation of our letter dated 9<sup>th</sup> February, 2024 regarding submission of the Notice of Postal Ballot dated 7<sup>th</sup> February, 2024, we hereby submit that the resolution proposed in the Postal Ballot Notice have been passed by the members. The aforesaid resolution is deemed to have been passed on the last date of e-voting i.e. on Sunday, 10<sup>th</sup> February, 2024.

In this regard, please find enclosed the following:

1. Voting results as required under Regulation 44(3) of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), as Annexure - I.
2. Scrutinizer's Report dated 11<sup>th</sup> February, 2024 issued by Mr. A C Saravan, Company Secretary in practice, Coimbatore, for remote e-voting, pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as Annexure – II

We request you to kindly take the same on your record

Thanking You,

Yours Faithfully,

For Flora Textiles Limited

Kirtishree Agarwal

Company Secretary cum Compliance officer

M.NO. 56183

**Disclosure of Voting Results of the Postal Ballot pursuant to Clause 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Name of the Company	FLORA TEXTILES LIMITED
Date of Postal Ballot Notice	07.02.2024
Total number of shareholders on record date	1992
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	NA
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public:	NA

For Flora Textiles Limited

Kirtishree Agarwal  
Company Secretary cum Compliance officer  
M.NO. 56183

Resolution required: (Ordinary/ Special)	<b>SPECIAL - Reappointment of Ms. Nidhi Gupta (DIN: 01825531) as the Managing Director of the Company</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3331800	2446399	73.4257	2446399	0	100.0000	0.0000
	Poll	3331800	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3331800	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	480000	0	0.0000	00	0	0.0000	0.0000
	Poll	480000	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	480000	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2188200	109600	5.0087	109600	0	100.0000	0.0000
	Poll	2188200	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2188200	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>	<b>6000000</b>	<b>2555999</b>	<b>42.6000</b>	<b>2555999</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

Note: One shareholder holding 8,17,401 shares has abstained from voting through remote e-voting facility.

For Flora Textiles Limited

Accordingly, the above Resolution has been declared as passed as a Special Resolution with requisite majority.

Kirtishree Agarwal  
Company Secretary cum Compliance officer  
M.NO. 56183

Resolution required: (Ordinary/ Special)	<b>SPECIAL - To accord approval for the appointment of Mr.Rahul Maheswari (DIN: 07084721) as an Independent Director Cum Chairman of the Company for a period of 5 (five) years with effect from 7.2.2024</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3331800	3263800	97.9591	3263800	0	100.0000	0.0000
	Poll	3331800	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3331800	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	480000	0	0.0000	00	0	0.0000	0.0000
	Poll	480000	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	480000	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2188200	109600	5.0087	109600	0	100.0000	0.0000
	Poll	2188200	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2188200	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>	<b>6000000</b>	<b>3373400</b>	<b>56.2233</b>	<b>3373400</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

Accordingly, the above Resolution has been declared as passed as a Special Resolution with requisite majority.

For Flora Textiles Limited

Kirtishree Agarwal  
Company Secretary cum Compliance officer  
M.NO. 56183

Resolution required: (Ordinary/ Special)	<b>ORDINARY - Approval of material related party transactions between the Company and M/s. Nithya Estates and Developers India Private Limited</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3331800	0	0.0000	00	0	0.0000	0.0000
	Poll	3331800	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3331800	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	480000	0	0.0000	00	0	0.0000	0.0000
	Poll	480000	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	480000	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2188200	71900	3.2858	71900	0	100.0000	0.0000
	Poll	2188200	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2188200	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>	<b>6000000</b>	<b>71900</b>	<b>1.1983</b>	<b>71900</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

Note: Four Shareholder holding 33,01,500 shares has abstained from voting through remote e-voting facility.

For Flora Textiles Limited

Accordingly, the above Resolution has been declared as passed as Ordinary Resolution with requisite majority.

Kirtishree Agarwal  
Company Secretary cum Compliance officer  
M.NO. 56183

Resolution required: (Ordinary/ Special)	<b>SPECIAL - Approval for Material Related Party Transaction in connection with sale of assets of the company to M/s. Nithya Estates and Developers India Private Limited and other incidental transactions / matters.</b>							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3331800	0	0.0000	00	0	0.0000	0.0000
	Poll	3331800	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	3331800	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	480000	0	0.0000	00	0	0.0000	0.0000
	Poll	480000	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	480000	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	2188200	71900	3.2858	71900	0	100.0000	0.0000
	Poll	2188200	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2188200	0	0.0000	00	0	0.0000	0.0000
	<b>Total</b>	<b>6000000</b>	<b>71900</b>	<b>1.1983</b>	<b>71900</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>

Note: Four Shareholder holding 33,01,500 shares has abstained from voting through remote e-voting facility.

For Flora Textiles Limited

Accordingly, the above Resolution has been declared as passed as a Special Resolution with requisite majority.

Kirtishree Agarwal  
Company Secretary cum Compliance officer  
M.NO. 56183



FLAT NO.A6, DOOR NO. 21, 'KAMALA CASTLE', VENKATARAMANA ROAD, R.S.PURAM, COIMBATORE - 641 002.

**11.03.2024**

**REPORT OF SCRUTINIZER**

To

The Chairman  
Flora Textiles Limited  
Coimbatore

Sir,

Sub: Postal Ballot under Section 110 of the Companies Act, 2013 and Rules made thereunder.

I, A C Saravan Company Secretary in practice, having office at Flat No: A6, Door No: 21, 'Kamala Castle', Venkataramana Road, R S Puram, Coimbatore – 641002, was appointed as the scrutinizer by the Board of Directors of Flora Textiles Limited ("the Company") for the purpose of the Postal Ballot, only by way of remote e-voting process ("e-voting") which concluded at 5.00 PM on Sunday, the 10<sup>th</sup> March, 2024 on the following resolution:

S. No.	Section	Resolution	Nature of Resolution
1	196,203	REAPPOINTMENT OF MS. NIDHI GUPTA (DIN: 01825531) AS THE MANAGING DIRECTOR OF THE COMPANY	Special
2	149	TO ACCORD APPROVAL FOR THE APPOINTMENT OF MR. RAHUL MAHESWARI (DIN: 07084721) AS AN INDEPENDENT DIRECTOR CUM CHAIRMAN OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS WITH EFFECT FROM 07.02.2024	Special
3	188	APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND M/S. NITHYA ESTATES AND DEVELOPERS INDIA PRIVATE LIMITED	Ordinary
4	180	APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION IN CONNECTION WITH SALE OF ASSETS OF THE COMPANY TO M/S. NITHYA ESTATES AND DEVELOPERS INDIA PRIVATE LIMITED AND OTHER INCIDENTAL TRANSACTIONS / MATTERS	Special



**A.C. Saravan M.Com., F.C.S**  
Company Secretary in Practice  
FCS: 8942 CP 10010  
Flat No: A6, Door No: 21, 'Kamala Castle',  
Venkataramana Road,  
R.S.Puram, Coimbatore - 641 002.



FLAT NO.A6, DOOR NO. 21, 'KAMALA CASTLE', VENKATARAMANA ROAD, R.S.PURAM, COIMBATORE - 641 002.

### **Responsibility of the Management**

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through electronic means on the Resolution as set out in the Postal ballot Notice dated 7<sup>th</sup> February, 2024

### **Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the Remote E-voting for postal ballot process is restricted to the preparation of the Scrutinizer's Report of the votes cast "in favour" or "against" the resolution as set out in Item No.1 to 4 of the Postal Ballot Notice, based on the reports generated from the e-voting system provided by the KFIN Technologies Limited ("KFIN"), the Authorised Agency engaged by the Company for providing Remote e-voting facilities.

Further in addition to the above, I submit my report as under:

- The Postal Ballot notice dated 7<sup>th</sup> February, 2024 along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 were sent on, 9<sup>th</sup> February, 2024 by Registrar & Share transfer agent viz KFIN through electronic mail to those members whose names appeared in the Register of Members / List of Beneficiaries as on 2<sup>nd</sup> February, 2024, and who had registered their email ID with the Company / Depositories in compliance with the MCA Circulars.
- The shareholders of the Company holding shares as on the "cut-off" date of 2<sup>nd</sup> February, 2024 were entitled to vote on the proposed resolution as set out in Item Nos. 1 to 4 of the Postal Ballot Notice.
- The e-voting period will commence from 9.00 A.M. (IST) on Saturday 10<sup>th</sup> February, 2024 and ends at 5.00 P.M. (IST) on Sunday 10<sup>th</sup> March, 2024. During the period, the members of the Company, holding shares in physical and / or in dematerialized form, as on the cut-off date i.e. 2<sup>nd</sup> February, 2024 were entitled to vote on the resolution set out in the Notice of Postal ballot.
- The e-voting module of KFIN was disabled on Sunday 10<sup>th</sup> March, 2024 at 17.00 PM and I, as the Scrutinizer, unblocked the votes cast, on Sunday 10<sup>th</sup> March, 2024 at 17.04 PM.
- I have scrutinized the remote e-voting for postal ballot and votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).



**A.C. Saravan M.Com., F.C.S**  
Company Secretary in Practice  
FCS: 8942 CP 10010

Flat No: A6, Door No: 21, 'Kamaja Castle',  
Venkataramana Road,  
R.S.Puram, Coimbatore - 641 002.

UDIN F008942E003566342



FLAT NO.A6, DOOR NO. 21, 'KAMALA CASTLE', VENKATARAMANA ROAD, R.S.PURAM, COIMBATORE - 641 002.

I now hereby submit my Report on the Result of the remote e-voting in respect of the said resolutions, as under:

**SPECIAL BUSINESS**

**Resolution No: 1**

**Special Resolution**

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

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Number of Members Voted through electronic voting system	Number of votes cast in favour the Resolution	Percentage of Total Number of votes cast
107	2555999	100.00

**VOTES CAST AGAINST THE RESOLUTION**

Number of Members Voted through electronic voting system	Number of votes cast in against the Resolution	Percentage of Total Number of votes cast
NIL	NIL	NIL

**INVALID VOTES**

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
NIL	NIL

Note: One Shareholder holding 8,17,401 shares has abstained from voting through remote e-voting facility.

**RESULT**

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No.1 as set forth in the Postal Ballot Notice dated 7<sup>th</sup> February, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of voting that is Sunday the 10<sup>th</sup> March, 2024.

UDIN F008942E003566342



**A.C. Saravan** M.Com., F.C.S  
Company Secretary in Practice  
FCS: 8942 CP 10010  
Fiat No: A6, Door No: 21, 'Kamala Castle',  
Venkataramana Road,  
R.S.Puram, Coimbatore - 641 002.



FLAT NO.A6, DOOR NO. 21, 'KAMALA CASTLE', VENKATARAMANA ROAD, R.S.PURAM, COIMBATORE - 641 002.

**Resolution No: 2**

**Special Resolution**

**TO ACCORD APPROVAL FOR THE APPOINTMENT OF MR. RAHUL MAHESWARI (DIN: 07084721) AS AN INDEPENDENT DIRECTOR CUM CHAIRMAN OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS WITH EFFECT FROM 07.02.2024**

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Number of Members Voted through electronic voting system	Number of votes cast in favour the Resolution	Percentage of Total Number of votes cast
108	3373400	100.00

**VOTES CAST AGAINST THE RESOLUTION**

Number of Members Voted through electronic voting system	Number of votes cast in against the Resolution	Percentage of Total Number of votes cast
NIL	NIL	NIL

**INVALID VOTES**

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
NIL	NIL

**RESULT**

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No.2 as set forth in the Postal Ballot Notice dated 7<sup>th</sup> February, 2024 has been passed by the Members with requisite majority pursuant to Regulation 25 (2A) of the Listing Regulations. The Resolution is deemed as passed on the last date of voting that is Sunday the 10<sup>th</sup> March, 2024.

  
A.C.Saravan M.Com., F.C.S  
Company Secretary in Practice  
FCS: 8942 CP 10010  
Flat No: A6, Door No: 21, 'Kamaja Castle',  
Venkataramana Road,  
R.S.Puram, Coimbatore - 641 002.



FLAT NO.A6, DOOR NO. 21, 'KAMALA CASTLE', VENKATARAMANA ROAD, R.S.PURAM, COIMBATORE - 641 002.

**Resolution No: 3**

**Ordinary Resolution**

**APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS BETWEEN THE COMPANY AND M/S. NITHYA ESTATES AND DEVELOPERS INDIA PRIVATE LIMITED**

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Number of Members Voted through electronic voting system	Number of votes cast in favour the Resolution	Percentage of Total Number of votes cast
104	71900	100.00

**VOTES CAST AGAINST THE RESOLUTION**

Number of Members Voted through electronic voting system	Number of votes cast in against the Resolution	Percentage of Total Number of votes cast
NIL	NIL	NIL

**INVALID VOTES**

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
NIL	NIL

Note: Four Shareholder holding 33,01,500 shares has abstained from voting through remote e-voting facility.

**RESULT**

As the number of votes cast in favour of the Resolution is more than votes cast against, I report that the Ordinary Resolution as per Item No.3 as set forth in the Postal Ballot Notice dated 7<sup>th</sup> February, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of voting that is Sunday the 10<sup>th</sup> March, 2024.

  
 **A.C. Saravan** M.Com., F.C.S  
Company Secretary in Practice  
FCS: 8942 CP 10010  
Flat No: A6, Door No: 21, 'Kamaja Castle',  
Venkataramana Road,  
R.S.Puram, Coimbatore - 641 002.

FLAT NO.A6, DOOR NO. 21, 'KAMALA CASTLE', VENKATARAMANA ROAD, R.S.PURAM, COIMBATORE - 641 002.

**Resolution No: 4**  
**Special Resolution**

**APPROVAL FOR MATERIAL RELATED PARTY TRANSACTION IN CONNECTION WITH SALE OF ASSETS OF THE COMPANY TO M/S. NITHYA ESTATES AND DEVELOPERS INDIA PRIVATE LIMITED AND OTHER INCIDENTAL TRANSACTIONS / MATTERS**

**VOTES CAST IN FAVOUR OF THE RESOLUTION**

Number of Members Voted through electronic voting system	Number of votes cast in favour the Resolution	Percentage of Total Number of votes cast
104	71900	100.00

**VOTES CAST AGAINST THE RESOLUTION**

Number of Members Voted through electronic voting system	Number of votes cast in against the Resolution	Percentage of Total Number of votes cast
NIL	NIL	NIL

**INVALID VOTES**

Total number of Members whose votes were declared invalid	Total number of invalid votes cast by them
NIL	NIL

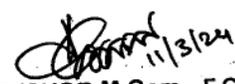
Note: Four Shareholder holding 33,01,500 shares has abstained from voting through remote e-voting facility.

**RESULT**

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as per Item No.4 as set forth in the Postal Ballot Notice dated 7<sup>th</sup> February, 2024 has been passed by the Members with requisite majority. The Resolution is deemed as passed on the last date of voting that is Sunday the 10<sup>th</sup> March, 2024.

Based on the above information, you may kindly announce the results.

Yours Sincerely

  
**PS A.C.Saravan M.Com., F.C.S**  
Company Secretary in Practice  
FCS: 8942 CP 10010  
Flat No: A6, Door No: 21, 'Kamaja Castle',  
Venkataramana Road,  
R.S.Puram, Coimbatore - 641 002.

PEER REVIEW NO: 857/2020