

Date: November 15, 2024

To,
The Listing Department,
BSE Limited,
Floor 25, P. J. Towers,
Dalal Street, Mumbai 400 001

BSE Scrip Code: 530705

Dear Sir/Madam,

Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015- Postal Ballot Notice.

We enclose herewith a copy of the Notice of Postal Ballot of Flora Textiles Limited ('the Company') dated November 14, 2024, along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Notice'), seeking approval of the Members of the Company on the Ordinary and Special resolutions forming part of the Notice.

Notice is being sent through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on November 08, 2024 ("Cut-off date"), seeking their approval as set out in the Notice.

The Company has engaged the services of KFin Technologies Limited ("KFintech" or "Registrar and Transfer Agent") as the agency for providing E-voting facility to all its members. The e-voting period will commence on **Saturday, November 16, 2024 at 9.00 A.M. (IST)** and will end on **Sunday, December 15, 2024 at 5.00 P.M. (IST)**.

The postal ballot notice will also be made available on the website of the Company at www.floratextiles.in and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

For Flora Textiles Limited

Visha Jain
Company Secretary & Compliance Officer
Encl: A/a

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended]

Voting starts on	Voting ends on
Saturday, November 16, 2024 at 9.00 A.M. (IST)	Sunday, December 15, 2024 at 5.00 P.M. (IST)

Dear Member(s),

Notice is hereby given that the resolutions set out hereunder is proposed for the approval of the members of 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**") Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

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 November 8, 2024 ("**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 Rule 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, 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, November 16, 2024 at 9.00 A.M. (IST)	Sunday, December 15, 2024 at 5.00 P.M. (IST)

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, December 17, 2024. The results of the Postal Ballot will be posted on the Company's website at www.floratextiles.in and the website of KFinTech at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges 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, December 15, 2024 at 5.00 P.M. (IST).

SPECIAL BUSINESS

1. Appointment of M/S SGCO & Co. LLP, Chartered Accountants as Statutory Auditors of the Company to fill the casual vacancy:

To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for time being in force), M/s. SGCO & Co. LLP, Chartered Accountants (Firm Registration No. 112081W/W100184), be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. TV Subramanian & Associates, Chartered Accountants (Firm Registration No.: 007433S) from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting to conduct the Statutory Audit for the period ended March 31, 2025 on such remuneration as may be fixed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution."

2. Approval of the shifting of the registered office of the Company and consequential amendment to the Memorandum of Association ('MOA') of the Company.

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

"RESOLVED THAT pursuant to the provisions of sections 12, 13 and other applicable provisions if any, of the Companies Act, 2013 ('Act') read with The Companies (Incorporation) Rules, 2014 ('the Rules'), including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation made by the Board of Directors through

resolution passed on October 29, 2024 and subject to approval of the Central Government of India (Power delegated to Regional Director) and such other regulatory / statutory approvals, permissions and sanction, as may be required under the provisions of the Act or under any other law / regulations / guidelines prescribed by the statutory / regulatory authorities and subject to any consent (prior / post) / notification or intimation of / from / to any investors, creditors, lenders etc., if required, in terms of any contractual obligations / covenant prescribed by the investors / lenders etc., the consent of the Members of the Company be and are hereby accorded for shifting of the registered office of the Company from Coimbatore in the state of Tamil Nadu to Mumbai in the state of Maharashtra and clause 2 of the Memorandum of Association ('MOA') of the Company be substituted as under:

"2. The registered office of the Company will be situated in the state of Maharashtra, within the jurisdiction of Registrar of Companies, Mumbai, Maharashtra."

RESOLVED FURTHER THAT any of the Directors and / or the Company Secretary of the Company, be and are hereby severally authorized to make an application to Central Government (Regional Director) and to make a public notice in newspaper in INC-26 and to send notice / intimation to Registrar of Companies and/or any other regulatory authority, if any, and/or to creditors, debenture holders, if any, of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company ('the Board'), which includes any Committee of the Board, or Company Secretary, any officer/executive/representative and/or any other person so authorized by the Board be and is hereby severally authorized on behalf of the Company to make the necessary application(s), to sign, execute and file all such application, forms, papers, documents and writings, as may be considered necessary or expedient, with the Registrar of Companies, Regional Director, Stock Exchanges and such other authorities as may be required for time to time, including selection of location of the registered office of the Company within the jurisdiction of Registrar of Companies, Maharashtra, Mumbai and do such acts, deeds, in its absolute discretion including any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent, including power to sub-delegate its authority, to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board to be in the best interest of the Company and to settle any questions, issues, difficulties or doubts that may arise in this regard without further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as may be required in this connection."

3. Approval for change of name of the Company from Flora Textiles Limited to Anirit Ventures Limited and consequential alteration of the Memorandum of Association ('MOA') and Articles of Association ('AOA') of the Company.

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

"RESOLVED THAT pursuant to provisions of section 4, 5, 13, 14, 15 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), regulations 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') as applicable, provisions of the Memorandum of Association ('MOA') and Articles of Association ('AOA') of

the Company and subject to any other applicable law, regulation, guidelines, and subject to such other approvals, consents, permissions and sanctions of Central Government / Ministry of Corporate Affairs / Stock Exchange(s) / appropriate regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any regulatory or other authorities while granting such consents, approvals and permissions, which may be agreed to by the board of directors of the Company (the 'Board'), and subject to all other necessary approvals, consents, permissions and sanctions as may be required under any other law, rules and regulations, the consent of the members of the Company be and is hereby accorded for changing the name of the Company from **Flora Textiles Limited** to **Anirit Ventures Limited** and consequent alteration in the MOA and AOA of the Company.

RESOLVED FURTHER THAT clause I i.e. Name clause of the MOA of the Company be altered accordingly and substituted by the following clause:

"I. The name of the Company is Anirit Ventures Limited".

RESOLVED FURTHER THAT the name Flora Textiles Limited wherever it appears in the MOA and AOA be substituted with the new name "Anirit Ventures Limited" and be deemed substituted in all other necessary documents including agreements and contracts entered into by the Company, name boards, letter heads and at all other places wherever appearing.

RESOLVED FURTHER THAT the Board of Directors of the Company ('the Board'), which includes any Committee of the Board, or Company Secretary, any officer/executive/representative and/or any other person so authorized by the Board be and is hereby severally authorized on behalf of the Company to make the necessary application(s), to sign, execute and file all such application, forms, papers, documents and writings, as may be considered necessary or expedient, with the Registrar of Companies, Stock Exchanges and such other authorities as may be required for time to time and do such acts, deeds, in its absolute discretion including any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent, including power to sub-delegate its authority, to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board to be in the best interest of the Company and to settle any questions, issues, difficulties or doubts that may arise in this regard without further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as may be required in this connection."

4. Amendment/Alteration in object clause of the Memorandum of Association of the Company.

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

"RESOLVED THAT pursuant to provisions of section 13 and all other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to the necessary registrations, approvals, consents, permissions and sanctions, if any, by Registrar of Companies, and any other authority as may be necessary, and as per the provisions of the Memorandum of Association ('MOA') and Articles of Association ('AOA') of the Company, the consent of the members of the Company be and is hereby accorded, to alter the Clause III (A) of the existing Memorandum of Association of Company i.e. 'The Main Objects of the Company to be pursued by the Company on its

incorporation' by substituting existing clause No. 1 and 2 with new clause No. 1, 2 and 3 as follows:

1. *To undertake, assist, aid and promote development of agricultural and non-agricultural ventures, Agritourism/agrotourism, Agricultural Infra, Agri bio Gas (CBG), Agri waste handling, technology, innovation, research, business and to invest, purchase, acquire and undertake, directly or indirectly, all or any part of the business, property, assets and liabilities of any company, firm or person carrying on any business in the field of Agriculture and/or non-agricultural activities and other ancillary activities. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, distributing, promoting, marketing or supplying, trading, dealing in any manner whatsoever in all type of agricultural products and otherwise deal in all kinds of minerals, their compounds, products, by products, derivatives on retail as well as on wholesale basis in India or elsewhere and to carry on the business of prospecting, exploring, operating and working on mines, quarries, etc.*
2. *To initiate, undertake, carry on, engage in, promote, assist encourage, finance and conduct scientific and technical research, developments, experiments, investigations, inquiries, studies, projects, analysis, examinations, surveys and test of all kinds including, but not limited to those related to economic, fiscal, commercial, financial, agricultural, medical industrial, mining, technical and scientific problems, defence technologies, fire safety, advance material, innovation technologies relating to global warming and other matters in India/ abroad. To promote, invest or assist in the promotion of any other Company or Companies established for any purpose which may seem directly or indirectly to benefit this Company or to advance the object and interests thereof, and to take otherwise acquire and hold shares in any such Company or Companies and to guarantee the payment of any debentures or other securities issued by such Company or Companies*
3. *To make investments, purchase, subscribe for, underwrite, take or otherwise acquire and hold, sell, mortgage and deal in share stock, bonds, options debentures, debenture stock or obligations in any other Company or Corporation and to give any guarantee or security for the payment of the dividends or interest thereon or in relation thereto, in matters of interest to the Company.*

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps to obtain consent(s) from requisite authority(ies) in respect of the aforesaid alteration(s) of the Object Clause of the Memorandum of Association of the Company and to agree to such modification, terms and conditions in the proposed new clause(s) as may be directed by the said authority(ies) and to modify the same accordingly without further consent or approval of the members of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company ('the Board'), which includes any Committee of the Board, or Company Secretary, any officer/executive/representative and/or any other person so authorized by the Board be and is hereby severally authorized on behalf of the Company to make the necessary application(s), to sign, execute and file all such application, forms, papers, documents and writings, as may be considered necessary or expedient, with the Registrar of Companies, Stock Exchanges and such other authorities as may be required for time to time and do such acts, deeds, in its absolute discretion including any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent, including power to sub-delegate its authority, to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board to be in the best interest of the Company and

to settle any questions, issues, difficulties or doubts that may arise in this regard without further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as may be required in this connection.”

5. Increase in authorised share capital of the Company and alteration of capital clause of Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to provisions of section 61 and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), read with applicable rules and regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per provisions of the Memorandum of Association (‘MOA’) and Articles of Association (‘AOA’) of the Company and consent of the Members of the Company be and is hereby accorded for increase in the authorised share capital of the Company 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 ranking pari passu in all respect with the existing equity Shares of the Company as per the MOA and AOA of the Company.

RESOLVED FURTHER THAT pursuant to section 13 and all other applicable provisions, if any, of the Act read with rules framed thereunder, consent of the Members of the Company be and is hereby accorded, for alteration of Clause V of the MOA of the Company by substituting in its place, the following:

V. The authorized share capital of the Company is Rs. 20,00,00,000 (Rupees Twenty Crore) divided into 2,00,00,000 (Two crore) equity shares of Rs. 10/- each (Rupees Ten only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company (‘the Board’), which includes any Committee of the Board, or Company Secretary, any officer/executive/representative and/or any other person so authorized by the Board be and is hereby severally authorized on behalf of the Company to make the necessary application(s), to sign, execute and file all such application, forms, papers, documents and writings, as may be considered necessary or expedient, with the Registrar of Companies, Stock Exchanges and such other authorities as may be required for time to time and do such acts, deeds, in its absolute discretion including any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent, including power to sub-delegate its authority, to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board to be in the best interest of the Company and to settle any questions, issues, difficulties or doubts that may arise in this regard without further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as may be required in this connection.”

6. Alteration of Articles of Association (‘AOA’) of the Company.

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

“RESOLVED THAT pursuant to section 14 and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with rules framed thereunder, consent of the members of

the Company be and is hereby accorded for alteration of clause 3 of the Article of association of the Company by substituting in its place, the following:

“The authorized share capital of the Company shall be as stated in Clause V of the Memorandum of Association of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company (‘the Board’), which includes any Committee of the Board, or Company Secretary, any officer/executive/representative and/or any other person so authorized by the Board be and is hereby severally authorized on behalf of the Company to make the necessary application(s), to sign, execute and file all such application, forms, papers, documents and writings, as may be considered necessary or expedient, with the Registrar of Companies, Stock Exchanges and such other authorities as may be required for time to time and do such acts, deeds, in its absolute discretion including any modifications, changes, variations, alterations or revisions stipulated by any authority, while according approval, consent, including power to sub-delegate its authority, to appoint counsels/consultant and advisors, file applications/petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board to be in the best interest of the Company and to settle any questions, issues, difficulties or doubts that may arise in this regard without further consent or approval of the Members of the Company and to do all such acts, deeds, matters and things as may be required in this connection.”

7. consideration of enhancement of the borrowing limit of the Company as per Section 180(1)(c) of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment (s) thereof, for the time being in force, and the Memorandum and Articles of Association of the Company, and in supersession of earlier resolutions passed by the members of the Company in this regard, consent of the members 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 of the Board), to borrow any sum or sums of money by way of loans, financial facility, through the issuance of debentures, commercial paper or such other form, upon such terms and conditions as to interest, repayment, or otherwise and with or without security, from time to time at its discretion, for the purpose of the business of the Company, from any one or more banks, financial institutions and other persons, firms, bodies corporate, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may, at any time, exceed the aggregate of the paid-up share capital of the Company and its free reserves, subject to such aggregate borrowings shall not be exceeding the amount equivalent to Rs. 100 Crores (Rupees Hundred Crores only).

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

8. Consideration of creation of security and creating charge on the assets of the Company, as per Section 180(1)(a) of the Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and the Memorandum and Articles of Association of the Company, and in supersession of earlier resolutions passed by the members of the Company in this regard, consent of the members 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 of the Board) for creation of charge / mortgage / pledge / hypothecation / security in addition to existing charge / mortgage / pledge / hypothecation / security, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on such movable and immovable assets and properties, both present and future, for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings and in such form, manner and with such ranking and on such terms & conditions, as the Board may deem fit, in favour of the Lenders / Security Trustee, provided that the aggregate indebtedness secured by the assets/properties of the Company shall not at any time exceed the aggregate limit of Rs. 100 Crore (Rupees Hundred Crore Only);

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

9. To make any loans or investments and to give any guarantee(s) or to provide security(ies):

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

“**RESOLVED THAT** pursuant to section 186 and all other applicable provisions of the Companies Act, 2013 (‘Act’) and the rules framed thereunder and subject to such approvals as may be required and in supersession of earlier resolutions passed by the members of the Company in this regard, approval of the Members be and is hereby accorded to the Board of Directors of the Company to (a) grant / give loans, from time to time, on such terms and conditions as it may deem expedient, to any person or other bodies corporate; (b) provide guarantee / security to secure any loan / obligations of any other person or bodies corporate; and (c) acquire by way of subscription, purchase or otherwise the securities of any other bodies corporate, in excess of limits prescribed under section 186 of the Act by an aggregate sum of upto Rs. 100 Crores (Rupees Hundred Crore only), notwithstanding that the aggregate of loans and investments so far made and / or guarantees so far issued to entities other than wholly owned

subsidiaries of the Company, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

10. Appointment of Mr. Ashutosh Biyani (DIN: 07349560) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Ashutosh Biyani (DIN: 07349560), who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director with effect from October 15, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and, be and is hereby appointed as Director (Non-Executive Independent Director) of the Company for a period of five consecutive years with effect from October 15, 2024 till October 14, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

11. Appointment of Mr. Suvir Singh (DIN:10810873) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“LODR Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Suvir Singh (DIN: 10810873), who was appointed as an Additional Director in the capacity of a Non-Executive Independent Director with effect from October 15, 2024, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, be and is hereby appointed as Director (Non-Executive Independent Director) of the Company for a period of five consecutive years with effect from October 15, 2024 till October 14, 2029, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

12. Appointment of Mr. Rohit Agarwal (DIN: 01780752) as a Non-Executive Non-Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 161, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other approvals, permissions and sanctions as may be required, Mr. Rohit Agarwal (DIN: 01780752), who was appointed as an Additional Director of the Company in the capacity of Non-Executive Non-Independent Director with effect from October 15, 2024, by the Board of Directors and who shall hold office up to the date of the ensuing general meeting or within three months from the effective date of appointment, whichever is earlier and subject to provisions of Regulation 17(1C) of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, but who is eligible for appointment, proposing his candidature for the office of a Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company with effect from October 15, 2024 and shall be liable to retire by rotation-

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

13. Appointment of Ms. Neha Thakkar (DIN: 10810103) as an Executive Woman Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 161, 152, 149 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other approvals, permissions and sanctions as may be required, Ms. Neha Thakkar (DIN: 10810103), who was appointed as an Additional Woman Director of the Company in the capacity of Executive with effect from October 15, 2024, by the Board of Directors and who shall hold office up to the date of the ensuing general meeting or within three months from the effective date of appointment, whichever is earlier and subject to provisions of Regulation 17 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a members under Section 160(1) of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as a Woman Director in the capacity of an Executive Director of the Company with effect from October 15, 2024 and shall not be be liable to retire by rotation-

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

14. To appoint Ms. Neha Thakkar (DIN: 10810103) as Whole-time Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 2(94) and 196 , 197 ,203 and Schedule V of the Companies Act, 2013 (the Act) read along with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modification (s) and re-enactment (s) thereof, and such other applicable provisions, if any, for the time being in force and pursuant to the Articles of Association of the Company, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of members be and is hereby accorded to appoint Ms. Neha Thakkar (DIN: 10810103) as Whole Time Director of the company, to hold office for a period of five consecutive years with effect from October 29, 2024 till October 28, 2029 and not liable to retire by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to this Postal Ballot Notice, with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board of Directors and Ms. Neha Thakkar.

RESOLVED FURTHER THAT where in any financial year during the tenure of the said Whole Time Director, the Company has no profits or its profit are inadequate, the remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration;

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

For **FLORA TEXTILES LIMITED**,

Sd/-

Visha Jain

Company Secretary

Membership No: A73776

Date: November 14, 2024

Place: Mumbai

NOTES:

- a) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with rules made thereunder, setting out material facts concerning the resolution, is annexed hereto. Details of Directors whose appointments are proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) is also appended hereto as Annexure-A.
- 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 November 08, 2024 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 www.floratextiles.in, 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

PROCEDURE TO LOGIN THROUGH WEBSITES OF NSDL

I. Users already registered for IDeAS facility of NSDL may follow the following procedure:

1. Click on URL: <https://eservices.nsd.com>.
2. Click on the "Beneficial Owner" icon under 'IDeAS' section.

3. Enter your User ID and Password for accessing IDeAS,
4. On successful authentication, you will enter your IDeAS service login.
5. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side.
6. Click on "Active e-voting Cycles" option under e-voting. Click on Company name or e-voting service provider and you will be re-directed to KFinTech website for casting the vote during the remote e-voting period.

II. Users not registered for IDeAS facility of NSDL may follow the following procedure:

1. To register, click on URL: <https://eservices.nsdl.com>.
2. Select "Register Online for IDeAS".
3. Proceed to complete registration using your DPID, Client ID, Mobile Number, etc.
4. After successful registration, please follow steps given under Sr. No. I above to cast your vote.

III. Users may directly access the e-voting module of NSDL as per the following procedure:

1. Click on URL: <https://www.evoting.nsdl.com>.
2. Click on the button "Login" available under "Shareholder / Member section".
3. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen.
4. On successful authentication, you will enter the e-voting module of NSDL.
5. Click on "Active E-voting Cycles / VC or OAVMs" option under e-voting.
6. Click on Company name or e-voting service provider and you will be re-directed to KFinTech website for casting the vote during the remote e-voting period.

PROCEDURE TO LOGIN THROUGH DEMAT ACCOUNTS/WEBSITE OF DEPOSITORY PARTICIPANT

Individual shareholders holding shares of the Company in Demat mode can access the evoting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts/websites of Depository Participants registered with NSDL/CDSL. An option for "e-voting" will be available once they have successfully logged in through their respective logins. Click on the option "e-voting" and they will be redirected to e-voting modules of NSDL/CDSL (as may be applicable). Click on the e-voting link available against the name of the Company or select e-voting service provider "KFinTech" and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.

Important note: Members who are unable to retrieve User ID/Password are advised to use "Forgot User ID"/"Forgot Password" options available on the websites of Depositories/Depository Participants

Contact details in case of technical issue on NSDL website.

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

INFORMATION AND INSTRUCTIONS FOR E-VOTING BY NON-INDIVIDUAL MEMBERS AND MEMBERS HOLDING SHARES 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 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 eniward.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 eniward.ris@kfintech.com or call KFinTech toll free number 1-800-309-4001.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('ACT')

Item No. 1:

M/s TV Subramanian & Associates, Chartered Accountants (Firm Registration No.: 007433S) have tendered their resignation as statutory auditors w.e.f. October 29, 2024, Coimbatore and will not be able to continue as statutory auditor of the Company as there is a change in the promoters and the management of the company and also as the Company proposes to shift its Registered Office and the business in the state of Maharashtra.

This has resulted into a casual vacancy in the office of statutory auditors of the Company as envisaged by section 139(8) of the Act. The casual vacancy caused by the resignation of statutory auditor shall be approved by the shareholders in their general meeting within three months from the date of recommendation of the board of directors of the Company.

Accordingly, shareholders' approval by way of ordinary resolution is sought.

M/s SGCO & Co. LLP, Chartered Accountants (Firm Registration No: 112081W/W100184), have conveyed their consent for being appointed as the statutory auditor of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Act and shall satisfy the criteria as provided under section 141 of the Act and have given a certificate declaring that firm complies with all eligibility norms prescribed by the Act regarding appointment of statutory auditors.

Pursuant to Regulation 36(5) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following details are mentioned below for the information of Members:

Sr. No.	Particulars	Details
1.	Proposed audit fee payable to auditors:	The fees proposed to be paid to M/s. SGCO & Co. LLP towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursements) shall not be exceeding Rs. 3,00,000/- plus applicable taxes for the financial year.
2.	Terms of Appointment	Pursuant to Section 139(8)(i) of the Companies Act, 2013, M/s. SGCO & Co. LLP Statutory Auditors of the Company, shall hold office up to the conclusion of the ensuing Annual General Meeting
3.	Material change in fee payable	No material change in fee for the proposed auditors
4.	Basis of recommendation and auditor Credentials	The Audit Committee and board of directors of the Company recommended the appointment of M/s SGCO & Co. LLP, Chartered Accountants (Firm Registration No. 112081W/W100184) as the statutory auditors of the Company to fill the casual vacancy caused by the resignation of M/s TV Subramanian & Associates, Chartered Accountants (Firm Registration No: 007433S).

		<p>S G C O & Co. LLP was established in the year 1992 with a vision to become a “Truly Global Consulting Group” providing value added services and solutions. SGCO, a Multi- Disciplinary, Accountancy firm, in existence for more than two decades is catering to over 250 plus client groups across diverse sectors. We, at SGCO, are committed to ensuring that our services are provided objectively, maintaining the highest ethical & professional standards with paramount emphasis on the interest of the clients. We are well equipped with a highly skilled, well-trained and strongly motivated team of including experienced/ qualified professionals.</p>
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The Audit Committee and Board of the Company noted that the exiting Statutory Auditors i.e. M/s TV Subramanian & Associates, have not raised any concern or issue and there is no reason other than as mentioned in their resignation letter.

The board of directors of the Company recommends the passing of the resolution in Item No. 01 of the notice as an ordinary resolution.

None of the directors or key managerial persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

Item No. 2:

Members may note that presently the registered office of the Company is situated in Coimbatore in the state of Tamil Nadu at 23, Bharathi Park Road, Coimbatore 641 043, Tamil Nadu, India.

Oilmax Energy Private Limited, the promoter company and its associates/group of Companies are located in the state of Maharashtra. Majority of Board of Directors of the Company and Key Managerial Personnels (‘KMP’) are also residing therein.

In order to have better operational synergies, effective coordination and efficient and systematic management of the business affairs of the Company, with lots of business and operational convenience and ease, the Board has proposed to shift its registered office from the state of Tamil Nadu to the State of Maharashtra, subject to the requisite approval of the shareholders and the Central Government, Regional Director, Registrar of Companies.

The proposed shifting will, in no way be detrimental to the interest of any members of Company, public, employees, creditors or any other person, in any manner whatsoever and this can be helpful to increase the shareholder base at Mumbai being the financial capital of India.

The board of directors of the Company have, subject to the requisite approvals as may be required, approved the shifting of the registered office of the Company and consequential amendment to the MOA of the Company (‘MOA’), in their meeting held on 29th October, 2024.

The shifting of the registered office of the Company and the consequential amendment to the MOA is subject to approval of the Central Government (power delegated to regional Director) and such other regulatory / statutory approvals, permissions and sanction, as may be required under the provisions of the Act or under any other law / regulations / guidelines prescribed by the statutory / regulatory

authorities and subject to any consent (prior / post) / notification or intimation of / from / to any investors, creditors, lenders *etc.*, if required, in terms of any contractual obligations / covenant prescribed by the investors / lenders *etc.*

Pursuant to sections 12, 13 and other applicable provisions if any, of the Act read with The Companies (Incorporation) Rules, 2014 ('the Rules'), approval of the members is being sought, by way of a special resolution, for the shifting of the registered office of the Company and the consequential amendment to the MOA.

The electronic copy of the draft amended MOA of the Company would be available for inspection by the members.

The board of directors of the Company recommends the passing of the resolution in Item No. 02 of the notice as the special resolution.

None of the directors or key managerial persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

Item no. 3 and 4:

The board of directors of the Company at its meeting held on held on October 29, 2024, has subject to the approval of the shareholders of the Company by way of special resolutions and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the change in name of the Company from 'Flora Textiles Limited' to 'Anirit Ventures Limited'.

The board of directors had discussed the same and is of the opinion that the name of the company be changed from 'Flora Textiles Limited' to 'Anirit Ventures Limited' along with the consequent amendment to the Memorandum of Association ('MOA') and Articles of Association ('AOA') of the Company.

The Company had made application for reservation of name to Central Registration Centre ('CRC')/Registrar of Companies ('ROC'), ROC vide its approval letter dated 23rd October, 2024 has confirmed that new name i.e. "Anirit Ventures Limited" is available for registration. Also, pursuant to the change of name, the Company is also required to amend the object clause in the MOA of the Company.

Pursuant to the Regulation 45 sub regulation (3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the text of the Certificate addressed to the Board by M/s. Vivek Gupta, Chartered Accountants, Bangalore is reproduced below:



VIVEK VATSALA & ASSOCIATES CHARTERED ACCOUNTANTS

Date: November 14, 2024

To,
The Board of Directors,
Flora Textiles Limited

Sub: Certificate for change of name

The Company namely 'Flora Textiles Limited' proposes to change its name Anirit Ventures Limited in terms of provisions of Section 4, 13, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules framed thereunder.

I, M/s. Vivek Vatsala & Associates, Chartered Accountants, Bangalore, hereby confirm and certify compliance in respect of conditions mentioned in sub-regulation (1) of Regulation Regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as follows"

- (a) a time period of at least one year has elapsed from the last name change of the Company:
The Company has not changed its name since at least one year.
- (b) at least fifty percent. of the total revenue in the preceding one year period has been accounted for by the new activity suggested by the new name;
Not applicable
- (c) the amount invested in the new activity/project is atleast fifty percent. of the assets of the listed entity:
Not applicable

This certificate is issued at the request of the company pursuant to requirement of Regulation 45(3) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the stock exchange where the equity shares of the company are listed.

For, M/s Vivek Vatsala & Associates
Chartered Accountants
Firm Reg. No.: 026444S


Vivek Gupta
PROPRIETOR
Mem. No.: 432103
UDIN: 24432103BKEMXN5684



202 Anurag Residency, 10th Cross, Dasrahalli Main Road, Bengaluru-560024
Email ID: cavivek@advisor.associates/cavivek2848@gmail.com
Mob No.: 9920450347/7307962255

The proposed change in name would be subject to the necessary approvals in terms of section 4 and 13 of the Companies Act, 2013 ('Act'). Since the aforesaid sections requires approval of the shareholders of the Company by way of passing special resolution, your directors recommend the resolution set out in item no. 3 & 4 for your approval.

The board of directors of the Company recommends the passing of the resolutions in Item No. 03 and 04 of the notice as an ordinary resolution.

None of the directors or key managerial persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolutions.

Item no. 5 and 6:

The present authorised share capital of the Company is 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.

The Board, at its meeting held on October 29, 2024 approved the business plan with infusion of additional equity of upto Rs. 20,00,00,000/-. The Board at its meeting held on October 29, 2024 has accorded its approval to the proposal of increase in capital of the Company and accorded its approval for increasing the existing authorised share capital from 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 ranking pari passu with the existing equity shares in all respects as per the Memorandum of Association ('MOA') and Articles of Association ('AOA') of the Company, subject to shareholder's approval.

Pursuant to the provisions of section 13 & 61 of the Act, approval of the members is required for increasing the authorised share capital of the Company and alteration in the MOA and AOA of the Company.

The Board of directors recommends an ordinary resolution for item no. 5 and special resolution for the item no. 6 of the notice for your approval.

The new set of MOA and AOA is available for inspection at the registered office of the Company on any working day during business hours.

None of the directors or key managerial persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolutions.

Item No. 7 and 8:

Keeping in view the Company's existing and future financial requirements to support its business operations and to fulfil long term strategic and business objectives, the Company needs additional funds. The Board of Directors at its meeting held on October 29, 2024 proposed and approved increase in the borrowing limit upto Rs. 100 Crores (Rupees Hundred Crore only) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness upto the aggregate limit of Rs. 100 Crores (Rupees Hundred Crores only) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the members of the Company.

For this purpose, the Company is desirous of raising finance from various banks and / or financial institutions and / or any other lending institutions and / or bodies corporate and / or such other persons / individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company.

Hence it is proposed to increase the maximum borrowing limits upto Rs. 100 Crore (Rupees Hundred Crore only).

Pursuant to section 180(1)(c) of the Companies Act, 2013 ('Act'), the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any time except with the consent of the members of the Company in a general meeting.

Further, Section 180(1)(a) of the Act provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company, subject to the approval of members in the general meeting.

In order to facilitate securing the borrowings made by the Company, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to Rs. 100 Crores.

Accordingly, the approval of the members of the Company is sought.

The Board of directors recommends the special resolution for the item no. 7 and item no. 8 of the notice for your approval.

None of the directors or key managerial persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolutions.

Item No. 9:

As per section 186 of the Companies Act, 2013 ('Act'), a Company can give a loan to bodies corporate or give any guarantees or make investments in the securities of any other body corporate with the approval of the Board of Directors if the same is within the permissible limit of either 100% of free reserves or 60% of the paid up share capital and free reserves.

Inter-corporate loans and investments can be made above the aforesaid limits if the Company has prior approval from its members by a special resolution.

Since the amount of investments / loans / corporate guarantees proposed to be made by the Company exceeds the prescribed limit, this permission is sought to enable the Board of Directors with powers for making further investments / loans / guarantees and providing securities, whenever required on need basis for an amount not exceeding Rs. 100 crore.

Approval of shareholders of the Company, by way of special resolution, is sought to authorize the Board of Directors to make the Investments / loans / corporate guarantees as may be required, from time to time.

These investments, loans, guarantees and securities are made / proposed to be made out of own / surplus funds internal accruals / borrowed funds, the objective of which is optimum utilization of funds of the Company and also to achieve long term strategic and business objectives. The investments, loans, guarantees and securities will be made on terms and conditions most beneficial to the Company and at prevailing market rates.

The Board of directors recommends the special resolution for the item no. 9 of the notice for your approval.

None of the directors or key managerial persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

Item No. 10:

The Board of Directors of the Company ('the Board') at the meeting held on October 15, 2024, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the appointment of Mr. Ashutosh Biyani (DIN: 07349560) as a Director (Non-Executive Independent Director) of the Company, as set out in the Resolution.

Mr. Ashutosh Biyani, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given his consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing his appointment as a Director of the Company has been received. Declaration has also been received from Mr. Ashutosh Biyani that he meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and , confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority

Additional information in respect of Mr. Ashutosh Biyani, including his brief resume, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, are provided in 'Annexure-A' to the notice.

Mr. Ashutosh Biyani neither holds any share in the Company nor is he related to any of the Directors or Key Managerial Personnel of the Company.

Mr. Ashutosh Biyani possesses appropriate skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company. He also possesses appropriate skills, expertise in management and Corporate Administration. Considering his experience, professional competence, company can gain immense value from his experience and Company can take his guidance in various areas of his experience/expertise for the growth of the company. In the opinion of the Committee and the Board, Mr. Ashutosh Biyani's candidature is in conformity with the requirements of the Act and the Listing Regulations. Further, in the opinion of the Committee and the Board, Mr. Ashutosh Biyani fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company.

Mr. Ashutosh Biyani and his relatives are interested in this Resolution. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Special Resolution for your approval.

Item No. 11:

The Board of Directors of the Company ('the Board') at the meeting held on October 15, 2024, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), recommended for the approval of the Members, the appointment of Mr. Suvir Singh (DIN: 10810873) as a Director (Non-Executive Independent Director) of the Company, as set out in the Resolution.

Mr. Suvir Singh, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given his consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing his appointment as a Director of the Company has been received. Declaration has also been received

from Mr. Suvir Singh that he meets the criteria of independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority

Additional information in respect of Mr. Suvir Singh, including his brief resume, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, are provided in 'Annexure-A' to the notice.

Mr. Suvir Singh neither holds any share in the Company nor is he related to any of the Directors or Key Managerial Personnel of the Company.

Mr. Suvir Singh possesses appropriate skills, experience, knowledge and capabilities required for the role of an Independent Director of the Company. He also possesses appropriate skills, expertise in management and Corporate Administration. Considering his experience, professional competence, company can gain immense value from his experience and Company can take his guidance in various areas of his experience/expertise for the growth of the company. In the opinion of the Committee and the Board, Mr. Suvir Singh's candidature is in conformity with the requirements of the Act and the Listing Regulations. Further, in the opinion of the Committee and the Board, Mr. Suvir Singh fulfils the conditions specified in the Act & the Rules thereunder and the Listing Regulations for appointment as an Independent Director, and he is independent of the management of the Company.

Mr. Suvir Singh and his relatives are interested in this Resolution. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Special Resolution for your approval.

Item No. 12:

The Board of Directors of the Company ('the Board') at the meeting held on October 15, 2024, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the appointment of Mr. Rohit Agarwal (DIN: 01780752) as a Non-Executive Non-Independent Director of the Company, as set out in the Resolution.

Mr. Rohit Agarwal, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given his consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing his appointment as a Director of the Company has been received.

Additional information in respect of Mr. Rohit Agarwal, including his brief resume, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, are provided in 'Annexure-A' to the notice.

Mr. Rohit Agarwal neither holds any share in the Company nor is he related to any of the Directors or Key Managerial Personnel of the Company.

Mr. Rohit Agarwal and his relatives are interested in this Resolution. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Special Resolution for your approval.

Item No. 13:

The Board of Directors of the Company ('the Board') at the meeting held on October 15, 2024, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the appointment of Ms. Neha Thakkar (DIN: 10810103) as a Woman Director in the capacity of an Executive director of the Company, as set out in the Resolution.

Ms. Neha Thakkar, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given her consent to act as a Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing her appointment as a Director of the Company has been received.

Additional information in respect of Ms. Neha Thakkar, including her brief resume, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, are provided in 'Annexure-A' to the notice.

Ms. Neha Thakkar neither holds any share in the Company nor is she related to any of the Directors or Key Managerial Personnel of the Company.

Ms. Neha Thakkar and her relatives are interested in this Resolution. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Special Resolution for your approval.

ITEM No. 14:

The Board of Directors of the Company ('the Board') at the meeting held on October 29, 2024, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the appointment of Ms. Neha Thakkar (DIN: 10810103) as a Whole-time Director of the Company, as set out in the Resolution.

Ms. Neha Thakkar, pursuant to Section 152 of the Companies Act, 2013 ('the Act'), has given her consent to act as a Whole-time Director of the Company, and requisite Notice, pursuant to Section 160 of the Act, proposing her appointment as a Director of the Company has been received.

Further, Nomination and Remuneration Committee has recommended and approved the appointment of Ms. Neha Thakkar as Whole-time Director of the Company keeping in view the criteria laid down in Nomination and Remuneration Policy of the Company for appointment and payment of remuneration to the Directors, KMP and payment of remuneration to her, pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and Schedule V to the Companies Act, 2013.

Additional information in respect of Ms. Neha Thakkar, including her brief resume, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings, are provided in 'Annexure-A' to the notice.

Ms. Neha Thakkar neither holds any share in the Company nor is she related to any of the Directors or Key Managerial Personnel of the Company.

Ms. Neha Thakkar and her relatives are interested in this Resolution. None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends this Special Resolution for your approval.

By order of the Board,
For **FLORA TEXTILES LIMITED**,

Sd/-

Visha Jain
Company Secretary
Membership No: A73776

Date: November 14, 2024

Place: Mumbai

'Annexure-A'

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard 2, in respect of the Directors seeking appointment/ re-appointment/change in remuneration:

Name of Director	Mr. Ashutosh Biyani
DIN	07349560
Brief Resume and nature of Expertise in Specific Functional Areas, including skills and capabilities required for the role and the manner in which the director meet the requirements.	CA Ashutosh Biyani is a distinguished member of the Institute of Chartered Accountants of India and holds a commerce degree from MDSU, Ajmer. He is the managing partner of N B T and Co. Chartered Accountants and brings over 10 years of extensive experience across multiple domains. His expertise spans Statutory Audits, Tax Audits, Internal Audits, and various other types of audits. He is also highly proficient in IPO advisory, Direct Taxation, GST, Company Law, and allied legal matters, offering a comprehensive understanding and practical solutions in these areas. He is also responsible for the growth strategies and overall affairs of the firm.
D.O.B.	18.10.1991
Qualifications	Chartered Accountant
No. of years of Experience	10
Terms and conditions of appointment / re-appointment /change in remuneration	As mentioned in resolution and statement u/s 102 in Postal Ballot Notice.
Details of remuneration and remuneration last drawn (including sitting fees, if any)	He will be paid sitting fee as applicable to other Non-Executive Directors.
Date on which first appointed on the Board	October 15, 2024
Details of shareholding in the Company (as on 14/10/2024)	Nil
Relationship with other Directors/Key Managerial Personnel(if any)	None

Number of Board meetings attended during the year	1 (one)
Names of Listed entities in which the person also holdsthe Directorship and membership / chairmanship of the Committees of the Board, along with listed entities fromwhich the person has resigned in the past 3 years.	No Directorship in any other listed Company.
Directorship in other than listed companies and Membership & Chairmanship [Only Indian Companies considered]	None

Name of Director	Mr. Suvir Singh
DIN	10810873
Brief Resume and nature of Expertise in Specific Functional Areas, including skills and capabilities required for the role and the manner in which the director meet the requirements.	Dr. Suvir Singh holds a Bachelor of Engineering (B.E.) with first-class honors in Civil Engineering from Punjab Engineering College, as well as a Master of Engineering (M.E.) with first-class honors and a Ph.D. in Civil Engineering, both from IIT Roorkee. He has extensive experience in research and development, particularly in Structural Fire Engineering, technology development, and commercialization. He has also published various reports in his field. Currently, he serves as the Chief Scientist and Group Leader of the Fire Research Group at the Central Building Research Institute in Roorkee.
D.O.B.	22.09.1962
Qualifications	Civil Engineer
No. of years of Experience	35
Terms and conditions of appointment / re-appointment /change in remuneration	As mentioned in resolution and statement u/s 102 in PostalBallot Notice.
Details of remuneration and remuneration last drawn (including sitting fees, if any)	He will be paid sitting fee as applicable to other Non-Executive Directors.
Date on which first appointed on the Board	October 15, 2024
Details of shareholding in the Company (as on 14/10/2024)	Nil
Relationship with other Directors/Key Managerial Personnel(if any)	None
Number of Board meetings attended during the year	Nil
Names of Listed entities in which the person also holdsthe Directorship and membership / chairmanship of the Committees of the Board, along with listed entities fromwhich	No Directorship in any other listed Company.

the person has resigned in the past 3 years.	
Directorship in other than listed companies and Membership & Chairmanship [Only Indian Companies considered]	None

Name of Director	Mr. Rohit Agarwal
DIN	01780752
Brief Resume and nature of Expertise in Specific Functional Areas, including skills and capabilities required for the role and the manner in which the director meet the requirements.	Mr. Rohit Agarwal holds post graduate Degree. He possesses extensive and rich experience of over 2 decades in the field of consulting, IT and Oil and Natural Gas Sector E & P Companies. Mr. Rohit Agarwal is motivated, enthusiastic, creative and dynamic personality. He possesses good entrepreneurial skills of managing business activities.
D.O.B.	22.11.1973
Qualifications	Post Graduate
No. of years of Experience	20
Terms and conditions of appointment / re-appointment / change in remuneration	As mentioned in resolution and statement u/s 102 in Postal Ballot Notice.
Details of remuneration and remuneration last drawn (including sitting fees, if any)	He will be paid sitting fee as applicable to other Non-Executive Directors.
Date on which first appointed on the Board	October 15, 2024
Details of shareholding in the Company (as on 14/10/2024)	Nil
Relationship with other Directors/Key Managerial Personnel (if any)	None
Number of Board meetings attended during the year	1 (one)
Names of Listed entities in which the person also holds the Directorship and membership / chairmanship of the Committees of the Board, along with listed entities from which the person has resigned in the past 3 years.	No Directorship in any other listed Company.
Directorship in other than listed companies and Membership & Chairmanship [Only Indian Companies considered]	None

Name of Director	Ms. Neha Thakkar
DIN	10810103
Brief Resume and nature of Expertise in Specific Functional Areas, including skills and capabilities required for the role and the manner in which the director meet the requirements.	Ms. Neha Thakkar is a Commerce graduate from SIES College, and a Chartered Accountant. Ms. Neha is a professional with over 10 years of experience in accounts, taxation, MIS, finance in various companies. Her core competencies include finalization

	and consolidation of accounts, preparation of financial projections and information memorandum for fund raising, direct and indirect tax planning, compliances in relation to companies and cash flow and day to treasury and foreign exchange management.
D.O.B.	16.05.1995
Qualifications	Chartered Accountant
No. of years of Experience	10
Terms and conditions of appointment / re-appointment /change in remuneration	As mentioned in resolution and statement u/s 102 in PostalBallot Notice.
Details of remuneration and remuneration last drawn (including sitting fees, if any)	NA
Date on which first appointed on the Board	October 15, 2024
Details of shareholding in the Company (as on 14/10/2024)	Nil
Relationship with other Directors/Key Managerial Personnel(if any)	None
Number of Board meetings attended during the year	1 (one)
Names of Listed entities in which the person also holdsthe Directorship and membership / chairmanship of the Committees of the Board, along with listed entities from which the person has resigned in the past 3 years.	No Directorship in any other listed Company.
Directorship in other than listed companies and Membership & Chairmanship [Only Indian Companies considered]	None