

FLORA CORPORATION LIMITED

(FORMERLY ROYCE MARINE PRODUCTS LIMITED)

Date:24th April,2018

To,
The General Manager
The Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai-400001

Dear Sirs,

Sub: Submission of details regarding the voting results of the Postal Ballot as per the format prescribed under Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015

Ref: Scrip Code-540267-Flora Corporation Limited

Further to the above mentioned subject, we herewith enclose the results of voting of the members of the company, conducted by way of Postal Ballot (including electronic voting) as per the format prescribed under Regulation 44 of SEBI(Listing Obligations and Disclosure Requirements)Regulations,2015 in Annexure-I attached along with this letter.

Please note that all the two resolutions have been passed with requisite majority as prescribed under applicable laws.

This is for your information, records and necessary action. Kindly acknowledge receipt.

Thanking You
Yours Truly
For Flora Corporation Limited

A. Vishwak



CS. Vishwak Ananta
Company Secretary & Compliance Officer
Membership No: A48080

Regd. Office

H.No:8-711,Hussain Katta,
Mangalagiri,Guntur,
Andhra Pradesh-522503
Ph.08645-236237

Corp Office

305 A&B,3rd Floor, Pancom Business Centre
Ameerpet, Hyderabad,
Telanganna-500073
Ph.040-65452244

Email: csfloracorp@gmail.com

website:www.floracorporation.com

CIN: L01403AP1988PLC008419

FLORA CORPORATION LIMITED

(FORMERLY ROYCE MARINE PRODUCTS LIMITED)

Annexure-I

Format of Voting Results

Sl.No	Particulars	Details
1.	Date of the Postal AGM/EGM Postal Ballot	24 th April,2018
2.	Total Number of Shareholders on record date	3424(23 rd February,2018)
3	No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group Public	-----NOT APPLICABLE-----
4	No. of shareholders attended the meeting through video conferencing: Promoters and Promoter Group Public	-----NOT APPLICABLE-----

For Flora Corporation Limited

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ITEM NO 1: SHIFTING OF REGISTERED OFFICE OUTSIDE CITY LIMITS WITHIN STATE

Resolution required	Special Resolution									
Whether Promoter/Promoter Group are interested in the agenda/resolution	No									
Category	Mode of Voting	No of Shares held	No. of votes polled	% of votes polled on Outstanding shares	No. of votes in favor	No. of votes against	% of votes in favor in votes polled	% of votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]		
Promoter and Promoter Group	E-Voting		-	-	-	-	-	-		
	Poll	26,37,631	-	-	-	-	-	-		
	Postal Ballot		26,37,631	100	26,37,631	-	100	-		
	Total	26,37,631	26,37,631	100	26,37,631	-	100	-		
Public Institutions	E-Voting		-	-	-	-	-	-		
	Poll		-	-	-	-	-	-		
	Postal Ballot		-	-	-	-	-	-		
	Total	-	-	-	-	-	-	-		
Public Non Institutions	E-Voting		1,607	0.0264	1607	-	100	-		
	Poll	60,96,244	-	-	-	-	-	-		
	Postal Ballot		14,00,919	22.98	14,00,919	-	100	-		
	Total	60,96,244	14,02,526	23.0064	14,02,526	-	100	-		
TOTAL		87,33,875	40,40,157	46.2585	40,40,157	-	100	-		

For Flora Corporation Limited



A. Vishwak Ananta

CS. Vishwak Ananta

Company Secretary & Compliance Officer

ITEM NO 2: DISINVESTMENT IN THE WHOLLY OWNED SUBSIDIARY OF THE COMPANY

Resolution required		Special Resolution									
Whether Promoter/Promoter Group are interested in the agenda/resolution		No									
Category	Mode of Voting	No of Shares held	No. of votes polled	% of votes polled on Outstanding shares	No. of votes in favor	No. of votes against	% of votes in favor in votes polled	% of votes against on votes polled			
		(1)	(2)	(3)=[(2)/(1)*100]	(4)	(5)	(6)=[(4)/(2)*100]	(7)=[(5)/(2)*100]			
Promoter and Promoter Group	E-Voting		-	-	-	-	-	-			
	Poll	26,37,631	-	-	-	-	-	-			
	Postal Ballot		26,37,631	100	26,37,631	-	100	-			
	Total	26,37,631	26,37,631	100	26,37,631	-	100	-			
Public Institutions	E-Voting		-	-	-	-	-	-			
	Poll	-	-	-	-	-	-	-			
	Postal Ballot		-	-	-	-	-	-			
	Total	-	1607	0.0264	1607	-	100	-			
Public Non Institutions	E-Voting		-	-	-	-	-	-			
	Poll	60,96,244	-	-	-	-	-	-			
	Postal Ballot		1400919	22.98	1400919	-	100	-			
	Total	60,96,244	1402526	23.0064	1402526	-	100	-			
TOTAL		87,33,875	4040157	46.2585	4040157	-	100	-			



For Flora Corporation Limited
 CS. Vishwak Ananta
 Company Secretary & Compliance Officer

To,
The Board of Directors
M/s. FLORA CORPORATION LIMITED

24th April, 2018

Dear Sir,

Sub: Passing of resolutions through postal Ballot.

Pursuant to the resolution passed by the Committee of Board of Directors of M/s. Flora Corporation Limited on 19th February, 2018, I have been appointed as scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Special Resolutions as circulated in the postal ballot notice dated 19th February, 2018

To enable wider participation of share holders, pursuant to the provisions of section 108 of the Companies Act, 2013 (the act) and the rules framed there under and as required under the listing agreement, listed Companies are required to provide e-voting facility to their share holders for all resolution to be passed at General Meeting or through postal ballot.

Flora Corporation Limited had therefore made arrangement with the system provider CDSL for providing system of recording votes of shareholders electronically through e-voting. Flora Corporation Limited had accordingly arranged through its Registrar and Transfer Agent M/s. Aarthi Consultants Private Limited (RTA), Hereinafter referred to as RTA to set up the e-voting facility on the CDSL e-voting website; <https://www.evoting.india.com>.

Flora Corporation Limited through RTA uploaded the resolution together with the explanatory statement on which e-voting is required and for generating Electronic Voting Event Number (EVEN) by the system provider. The register of members was made up, for the purpose of dispatch of postal ballots to the shareholders as of 23rd February, 2018 (cutoff date).

Description of Special Resolutions:

1. Shifting Of Registered Office Outside The City Limits Within The State
2. Disinvestment of Wholly-Owned Subsidiary

I report that the postal ballot notice date 19th February, 2018 under section 110 of the Companies Act, 2013 read with the relevant rules dispatched to shareholders in physical form along with self addressed prepaid business reply envelope on 20th March, 2018.



In addition to the above, postal ballot notices were also sent via electronic mode by the company, the system provider to the shareholders at their e-mail addresses registered with the Depository participants as per the data downloaded from the CDSL and NSDL as on 23rd February, 2018 (cutoff date).

I report that I have received the postal ballot forms from the shares holders during the period starting from Saturday, 24th March 2018 to Sunday, 22nd April, 2018. All the postal ballot forms together with all votes cast by E-voting through CDSL received up to 22nd April, 2018 being the last date fixed by the Company for receipt of the ballot forms/ e-voting were considered for my scrutiny.

On scrutiny, I report that 3 (Three) shareholders have exercised their vote through e-voting and 11 (Eleven) share holders have exercised their votes through postal ballot forms in physical mode.

The voting was reckoned in proportion to Members shares of voting rights on the paid up equity share capital of the company as on 23rd February, 2018. The postal ballot notice was also placed on the website of the company during the period of voting i.e. 24th March 2018 to 22nd April, 2018.

The locked E-votes on the website of CDSL has been unblocked by me in the presence of two witnesses namely Mr. Siva Prasad J and Mr. Karunakar Naidu B who are not employees of the company. The e-votes were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company.

The summary of the postal ballot is as per the attached annexure.

Result of the Postal Ballot:

These special resolutions set out in the notice of the postal ballot dated 19th February, 2018 require more than three-fourths of the number of votes to be cast in favour of the resolution in order to pass the resolution. I report that the Special Resolutions have been passed by the share holders by the requisite majority.

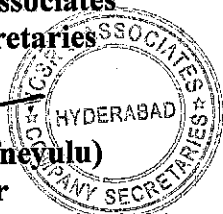
Thanking you,

Yours faithfully,

**For VCSR & Associates
Company Secretaries**


(Ch. Veeranjanevulu)
Partner

CP No. 6392 F.C.S No. 6121



Physical Voting Result

S.No	Resolution	Assent			Dessent			Invalid			Summary of result	
		No.of Shareholders	No.of Shares	Percent age (%)	No.of Shareholders	No.of Shares	Percent age (%)	No.of Shareholders	No.of Shares	Percent age (%)	No.of Shareholders	No.of Shares
1	Shifting Of Registered Office Outside The City Limits Within The State.	11	4038550	100	0	0	0	0	0	0	11	4038550
2	Disinvestment of Wholly-Owned Subsidiary.	11	4038550	100	0	0	0	0	0	0	11	4038550

The above resolutions are passed with requisite majority.



Electronic Voting Result

S.No	Resolution	Assent			Dissent			Invalid			Summary of result	
		No. of Shareholders	No. of Shares	Percent age (%)	No. of Shareholders	No. of Shares	Percent age (%)	No. of Shareholders	No. of Shares	Percent age (%)	No. of Shareholders	No. of Shares
1	Shifting Of Registered Office Outside The City Limits Within The State	3	1607	100	0	0	0	0	0	0	3	1607
2	Disinvestment of Wholly-Owned Subsidiary	3	1607	100	0	0	0	0	0	0	3	1607

The above resolutions are passed with requisite majority.



Consolidated Results (Physical & E-voting)

S.No	Resolution	Assent			Dissent			Invalid			Summary of result	
		No.of Shareholders	No.of Shares	Percentage (%)	No.of Shares	Percentage (%)	No.of Shares	Percentage (%)	No.of Shareholders	No.of Shares		
1	Shifting Of Registered Office Outside The City Limits Within The State	14	4040157	100	0	0	0	0	0	14	4040157	
2	Disinvestment of Wholly-Owned Subsidiary	14	4040157	100	0	0	0	0	0	14	4040157	

The above resolutions are passed with requisite majority.

