

ASIAN FLORA LIMITED

BOARD OF DIRECTORS

Sri. Sangameshwar Setty
Director

Sri. Srinivasulu Vuppala
Director

Smt. Swaroopa Setty
Director

AUDITORS

V.Ramachandra Rao
Chartered Accountants
H.No.1-2-56/55, Ground Floor,
Street No 5, Advocates Colony,
Himayatnagar, Hyderabad – 29
Phone: 55547713
ICAI M No:203292

BANKERS

State Bank of Mysore
Hi-tech Agricultural Finance Branch
No.20, 1st Main, K.H.M. Block,
Ganganagar,
Bangalore – 560 032.

KSIIDC
Kaniya Bhavan
No.49, Race Course Road,
Bangalore

REGISTERED OFFICE

H.No. 7-180/4/2, Kamalanagar Colony,
Kapra, ECIL x Roads,
Hyderabad, Andhra Pradesh 500062



CIN NO: L01110TG1994PLC018562

NOTICE

Notice is hereby given that the 22nd Annual General Meeting ("AGM") of the members of ASIAN FLORA LIMITED will be held on the day of Friday, 30th September ,2016 at 9.00A.M at H.No.7-180/4/2, Kamalanagar Colony,Kapra, ECIL 'X' Roads, Hyderabad - 500062 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March,2016 and Balance Sheet as at that date together with Director's Report and Auditor's Report thereon.
2. To appoint Shri. Setty Sangameshwar (DIN: 03157030), who retires by rotation and being eligible offers him self for re-appointment as Director liable to retire by rotation.
3. To appointment of Statutory Auditors Shri. Ramachandra Rao(Regd.No.203292),Chartered Accountants, Hyderabad and to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s),the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139,142 and other applicable provisions,if any, of the companies act,2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force),and pursuant to the resolution passed by the Members at the Twenty Second Annual General Meeting of the Company held on 30th September,2016 Shri Ramachandra Rao(Regd.No.203292),Chartered Accountant,Hyderabad be and is hereby re appointed as

Regd. office: H.No 7-180/4/2, Kamalanagar colony, Kapra, ECIL x Roads, Hyderabad-500062

Tel: 040-23355044, 23355530, Fax: 040-23350433 email: shares@asianflora.in, www.asianflora.in

Statutory Auditors of the Company, to hold office as such for a period of 3 years, i.e. from this 22nd Annual General meeting till the conclusion of 25th Annual General Meeting of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors".

By Order of the Board
For Asian Flora Limited

Sd/-
Setty Sangameshwar
Director
DIN:03157030

Place: Hyderabad
Date : 09.08.2016

SPECIFIC ATTENTION OF SHAREHOLDERS

Sub: Furnishing of E-mail ID

Members are requested to provide their e-mail IDs so as to enable the Company to send documents like notice calling for general meetings, audited financial statements, Directors' report, Auditors' report etc., by way of e-mail of Shareholders :

Physical Mode: E-mail ID be furnished to the Company in the format enclosed.

Electronic / Demat Mode: E-mail ID be furnished to the DP with whom demat account has been opened and not to the Company. The Company cannot act on e-mail IDs received directly from the Members holding shares in Demat Mode for registration of e-mail IDs.

NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act,2013 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN THE MEETING INSTEAD OF HIM/HER SELF ANF THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.MEMBERS/PROXIES SHOULD BRING THEIR DULY FILLED ATTENDANCE SLIP ATTACHED HEREWITH TO ATTEND THE MEETING.A proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate certified copy at the Board resolution. authority, as applicable.
3. A person can act as Proxy on behalf of the members not exceeding fifty(50) and holding in the aggregate not more than 10 % of the total share capital of the company.Provided that a Member holding more than ten percent of the share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
4. A Member registered under section 8 of the Companies Act,2013 shall not be entitled to appoint any other person as his/her proxy unless such other person also a member of the company.
5. Members are requested to kindly bring their copy of the Annual Report with them at the AGM, as no extra copy of the Annual Report would be made available at the AGM Venue.
6. The Register of Members and Share Transfer Books of the company will remain closed from 21st September,2016 to 30th September,2016 (both days inclusive) for the purpose of Annual General Meeting.
7. All Documents referred to in the accompanying Notice to the Members and the Explanatory Statement are available for inspection,by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and Public Holidays, during working hours upto and including the date of AGM.
8. The shares of the company are at present listed with BSE Limited. The listing fee for the financial year 2016-17 has been paid to BSE Limited before due date.

9. The notice of 22nd AGM along with the Annual Report for the financial year 2015-16 will be sent electronically indicating the process and manner of remote e-voting to the members whose e-mail addresses are registered with the Depository Participants/company. The physical copy of the Notice of 22nd AGM along with the Annual Report for the financial year 2015-16 will be sent through permitted mode to those Members whose e-mail addresses are not registered with the Depository Participants/Company indicating the process and manner of remote e-voting.

The Members will be entitled to receive physical copy of the Annual Report for the financial year ended on March 31,2016,free of cost,upto sending a request to the Inhouse Registrar of the Company. The Notice along with the Annual Report will also be available on the Company's website www.asianflora.in.

Further,the Members who have not registered their e-mail address so far are requested to register the same for receiving all communications including Notices, circulars, Annual Reports etc. from the Company electronically.

10.Voting through electronic means;

In compliance with provisions of Section 108 of the Companies Act, 2013 and read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ('Amended rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements)Regulations,2015 as amended from time to time, the company is pleased to provided Members facility to excercise their right to vote at the Twenty Second AGM by electronic means ("e-voting") and business may be transacted through remote e-voting (e-voting from a place other than venue of the AGM), services provided by Central Depository Services (India)Limited (CDSL) for the resolutions set forth in this Notice. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility and a Member may avail facility at his/her discretion, subject to compliance with the instructions for remote e-voting given below:

The instructions for e-voting are as under:

- (i) The voting period begins on 27th September,2016 (9:00 am) and ends on 29th September,2016 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20th September,2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Asian Flora Limited on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other instructions:

- a. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date i.e 20th September,2016.
- b. Any person, who acquires shares of the company and become Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 20th September,2016,may obtain the login ID password by sending a request at the helpdesk.evoting@cdslindia.com.
- c. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cutoff date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- d. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- e. Mrs. Manjula Aleti, Practicing Company Secretary (Membership No. 31661) has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- f. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizers' report of the total votes cast in favor of against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- g. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.asianflora.in and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing.
The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed.

**By the Order of the Board
For Asian Flora Limited**

Sd/-
**Setty Sangameshwar
Director**

Place: Hyderabad
Date: 09.08.2016