



25th Annul Report

Registered Office Address: H.No. 1-8-364, Soap Factory Lane Chikkadapally Hyderabad
Hyderabad TG 500020 IN

CIN: L01110TG1994PLC018562

Board of Directors, KMP:

S.No	Name of the Director	Designation	Committees
1	Setty Sangameswar	Managing Director	Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee
2	Srinivasulu Vuppala	Non Executive Independent Director	Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee
3	Setty Swaroopa	Non Executive Woman Independent Director	Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee
4	Sathyanarayana Kandlapally	Additional Director	Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee
5	MVSA Murali Krishna	Company Secretary and Compliance Officer	
6	Kanjerla Raghunadha Rao	Chief Financial Officer	

Statutory Auditors of the Company	Secretarial Auditor
V. Ramachandra Rao Chartered Accountant Office Place 904, T19 Towers, Ranigunj, Secunderabad. India.	ARM Madhuri PCS LIG-38, Sandhya Nivas, Phase-1, Dharmareddy Colony, KPHB, Hyderabad
Bankers	Registered Office
State Bank of Mysore, Bangalore KSIIDC, Bangalore	H.No. 1-8-364, Soap Factory Lane, Chikkadapally, Hyderabad-500 020

NOTICE

Notice is hereby given that the **25th Annual General Meeting ("AGM") of the members of ASIAN FLORA LIMITED** will be held on the day of **Monday, 30th day of September, 2019 at 11.00 A.M at H.No. 1-8-364, Soap Factory Lane, Chikkadapally, Hyderabad-500 020** 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, 2019 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), Managing Director** who retires by rotation and being eligible offers himself for re-appointment as Managing Director liable to retire by rotation.
3. To appointment of Statutory Auditor and to fix his remuneration and consider the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 139, 141 and 142 of the Companies Act, 2013, the appointment of **M/s. Bhumik Sarda, Chartered Accountants, (Firm Registration No. 0184875), Hyderabad** be and are hereby appointed as the Statutory Auditors of the Company to hold the office for a term of 5 years from the conclusion of this 25th Annual General Meeting till the conclusion of 30th Annual General Meeting, in respect of the financial year beginning April 1, 2019, and ending March 31, 2024, and on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company”.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**.

To Appoint Sri. Sathyanarayana Kandlapally (DIN-07618655), as Non Executive and Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Sri. Sathyanarayana Kandlapally (DIN-07618655)**, who was appointed as an Additional Director of the Company by the Board of Directors as per Section

161(1) of the Companies Act, 2013 and who holds office only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing that his term as an Independent Director be for a period of five years, not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company, for a period of five consecutive years from the ensuing Annual General Meeting.”

5. To consider and, if thought fit, to pass with or without modification, the following Resolution as an **Ordinary Resolution**.

To Appoint Sri M S Rao, as Non Executive and Independent Director of the Company.

“**RESOLVED THAT** pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, **Sri M S Rao** a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from **30.09.2019 up to 29.09.2024.**”

6. To consider and if thought fit to pass the following resolution with or without modification as a **Special Resolution**:

To approve power to borrow funds pursuant to the provisions of section 180(1)(c) of the Companies Act, 2013, not exceeding Rs. 2 crores.

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or reenactment thereof) consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing, from time to time, as they may consider fit, any sums of money, on such terms and conditions as the Board may deem fit 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) will exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose so that the total amounts of monies so borrowed for the purpose of the Company at any time shall **not exceed the sum of Rs. 2 Crores (Rupees Two Crores only).**”

7. To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby

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accorded to the Board to mortgage and /or create charge to the extent of Borrowing Limits of the Board of Directors, on all or any of the movable or immovable properties both present and future or the whole or substantially the whole of the undertakings of the Company to or in favour of any Financial Institutions, Banks, NBFCs or any other Agencies/Lenders to secure the term loans and / financial assistance/ other obligations that has already been granted or may in future be granted by them to the Company from time to time.”

By Order of the Board

For Asian Flora Limited
Sd/-
Setty Sangameshwar
Director
DIN:03157030

Date: 07/09/2019

Place: Hyderabad

Notes

1. The statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out in the notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument of proxy in order to be effective, must be deposited at the Corporate Office of the Company, duly completed and signed, not less than 48 hours before the commencement of meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company's Corporate Office a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

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6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. The Register of Members and Share Transfer Books of the Company will remain closed from 24th September, 2019 to 30th September, 2019 (both days inclusive). And Cut off date for dispatch of Annual Reports to Shareholders either in physical or in demat mode is 31st August, 2019.
8. The annual report for the financial year 2018-19 has been sent through email to those members who have opted to receive electronic communication or who have registered their email addresses with the Company/depository participants. The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2018-19, free of cost, upon sending a request to the Compliance Officer/Company Secretary at H.No. 1-8-364, Soap Factory Lane Chikkadapally Hyderabad Hyderabad TG 500020 IN.
9. Pursuant to Section 108 of the Companies Act, 2013, read with Rules 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice. The detailed instructions for e-voting are given as a separate attachment to this notice as Annexure 1.
10. Members are requested to kindly bring their copy of the annual report with them at the AGM, as no extra copy of annual report would be made available at the AGM. Members/proxies should also bring the attached Attendance Slip, duly filled and hand it over at the entrance to the venue.
11. Members are requested to intimate immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts or to the Company, if the shares are held by them in physical form.
12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company.

**By Order of the Board
For Asian Flora Limited
Sd/-
Setty Sangameshwar
Director**

Date: 07/09/2019**Place: Hyderabad**

Dear Member,

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to members to cast their vote on all resolutions set forth in the notice convening the 25th Annual General Meeting (AGM) to be held on Monday, 30th day of September 2019 at 4.00 P.M. The Company has engaged the services of Central Depository Service Limited (CDSL) to provide the remote e-voting facility. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM is termed as 'remote e-voting'

Company appointed Mrs. ARM Madhuri, Practicing Company Secretaries, Hyderabad, to act as the Scrutinizer, to scrutinize the voting at the Annual General Meeting (AGM) and remote e-voting process in a fair and transparent manner.

The e-voting facility is available at the link [https //www.evotingindia.com](https://www.evotingindia.com) and the E-voting Event Number (EVEN) and period of remote e-voting are set out below:

Commencement of Remote E-voting	End of Remote E-Voting
Friday, 27th day of September, 2019, 09.00 A.M.	Sunday, 29th day of September, 2019, 05.00 P.M

Please read the instructions printed below before exercising your vote. These details and instructions form an integral part of the notice of the AGM to be held on 30th September, 2019.

STEPS FOR REMOTE E-VOTING:

- i.** The voting period begins on Friday, 27th day of September, 2019, 09.00 A.M. and ends on Sunday, 29th day of September, 2019, 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd day September, 2019 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.

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- v. Now Enter your User ID
 1. For CDSL: 16 digits beneficiary ID,
 2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 3. 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:

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).
DOB#	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
DIVIDEND BANK DETAILS	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramanathan with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the Member id / folio number in the Dividend Bank details field.

- 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

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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. Members can also cast their vote using CDSL’s mobile app **“m-Voting”** available for Android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. **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
- xxi. 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.

EXPLANATORY STATEMENT

4. The Board appointed **Sri Sathyanarayana Kandlapally (DIN 07618655)** as an additional director of the Company on 15/06/2019. He has to vacate office in ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of **Sri. Sathyanarayana Kandlapally (DIN-07618655)** for the office of Director of the Company. **Sri. Sathyanarayana Kandlapally (DIN-07618655)** is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from **Sri. Sathyanarayana Kandlapally (DIN-07618655)** that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and SEBI(LODR) Regulations, 2015.

In the opinion of the Board, **Sri. Sathyanarayana Kandlapally (DIN-07618655)** fulfils the conditions for his appointment as an Independent Director as specified in the Act and the SEBI(LODR) Regulations, 2015. **Sri Sri. Sathyanarayana Kandlapally (DIN-07618655)** is independent of the management and possesses appropriate skills, experience and knowledge.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at **Item No. 4.**

5. In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that **Sri M S Rao** be appointed as an Independent Director of the Company.

The appointment of **Sri M S Rao** shall be effective upon approval by the members in the Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of **Sri M S Rao** for the office of