

ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED



26TH ANNUAL REPORT 2018-19

CORPORATE INFORMATION

CIN	: L01110MH1993PLC073872
BOARD OF DIRECTORS	: 1. Mr. Pawan Kumar Agarwal 2. Mr. Rajkumar Agarwal 3. Mrs. Kalpana Agarwal 4. Mr. Sheoram Agarwal 5. Mr. Surendra Gupta
COMPANY SECRETARY	: Ms. Aditi Jain
REGISTERED OFFICE	: 101, Sagarika CHS Ltd, Plot No. 89, Juhu Tara Road Opp. Palm Grove Hotel, Santacruz (West), Mumbai - 400 049.
BANKERS	: IDBI Bank
AUDITORS	: M/s. Shiv Pawan & Company Chartered Accountants
SECRETARIAL AUDITORS	: N. Bagaria & Associates Company Secretaries
SHARE TRANSFER AGENTS	: Sharex Dynamic (India) Private Limited Unit - 1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400 072. C101, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400 083.
SHARES LISTED AT	: BSE Limited

NOTICE

Notice is hereby given that the **26th Annual General Meeting** of the members of **ELEGANT FLORICULTURE & AGROTECH (INDIA) LIMITED** will be held on Monday, 30th September, 2019 at 11:30 a.m. at 101, Sagarika CHS Ltd., Plot No. 89, Juhu Tara Road Opp. Palm Grove Hotel, Santacruz (West), Mumbai - 400 049 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the report of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Pawankumar Basudev Agarwal (holding DIN 00127504) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to provisions of Sections 2(94), 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Rajkumar Agarwal (holding DIN 00127496) as a Whole-time Director of the Company without any remuneration for a period of three years whose period of office is liable to determination by rotation w.e.f. 23rd March, 2019.

RESOLVED FURTHER THAT Mr. Pawankumar Agarwal (holding DIN 00127504) Director of the Company, be and is hereby authorised to digitally sign and file the necessary e-forms in this regard with the Registrar of Companies, Maharashtra, Mumbai and to do all such actions, matters, writings and things which may be required to implement the above resolution."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for reappointment of Mr. Sheo Ram Agarwal (holding DIN 00401760) as an Independent Director of the Company w.e.f. 1st April, 2019 for a further term of five consecutive years whose period of office is not liable to determination by rotation.

RESOLVED FURTHER THAT Mr. Pawankumar Agarwal (holding DIN 00127504) and / or Mr. Rajkumar Agarwal (holding DIN 00127496), Directors of the Company be and are hereby authorized on behalf of the Board to digitally sign and file the necessary e-form in this regard with the Registrar of Companies, Maharashtra, Mumbai and to do all such actions, matters, writings and things which may be required to implement the above resolution.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded for reappointment of Mr. Surendra Shriram Gupta (holding DIN 01147494) as an Independent Director of the Company w.e.f. 1st April, 2019 for a further term of five consecutive years whose period of office is not liable to determination by rotation.

RESOLVED FURTHER THAT Mr. Pawankumar Agarwal (holding DIN 00127504) and / or Mr. Rajkumar Agarwal (holding DIN 00127496), Directors of the Company be and are hereby authorized on behalf of the Board to digitally sign and file the necessary e-form in this regard with the Registrar of Companies, Maharashtra, Mumbai and to do all such actions, matters, writings and things which may be required to implement the above resolution.”

Registered Office:

101, Sagarika CHS Ltd,
Plot No. 89, Juhu Tara Road,
Opp. Palm Grove Hotel,
Santacruz (West), Mumbai - 400049

For and on Behalf of the Board

Pawankumar Agarwal
DIN: 00127504
Chairman

Place: Mumbai

Date: 3rd September, 2019

NOTE:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself. The proxy need not to be a member of the company.
2. Proxies in order to be effective must be delivered at the registered office of the Company not later than forty eight hours before the meeting.
3. Pursuant to Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards - 2 (SS-2), the particulars of Directors proposed to be appointed/re-appointed at the Annual General Meeting is given in the Annexure to the notice.
4. Explanatory Statement under section 102 of the Companies Act, 2013 is annexed hereto.
5. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend the Annual General Meeting.

6. Route-map to the venue of the Meeting is provided in the Annual Report for the convenience of the members.
7. The Register of Members and the Share Transfer Books of the Company will be closed from September 24, 2019 to September 30, 2019 (both days inclusive).
8. Member desirous of obtaining information with respect of the accounts of the Company are requested to send queries in writing to the Company at its registered office so as to reach at least seven days before the date of Meeting.
9. Members are requested to furnish their bank account details, change of address and all other required details to the Registrar & Share Transfer Agent in respect of shares if held in physical form. In case of shares held in electronic form, these details should be furnished to the respective Depository Participants (DPs).
10. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN card numbers / copies of PAN card to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrar and Share Transfer Agent, M/s. Sharex Dynamic (India) Pvt. Ltd.
11. The Securities and Exchange Board of India ("SEBI") has mandated that transfer of securities would be carried out in dematerialized form only w.e.f. 5th December, 2018. In view of the same and to avail various benefits of dematerialization, members are requested to dematerialize shares held by them in physical form.
12. For convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by way of Attendance Slip, which is annexed to this Notice. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.
13. Members can avail of the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s. Sharex Dynamic (India) Pvt. Ltd. at the Registered Office of the Company. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
14. As per the Companies Act, 2013 and rules made thereunder all documents to be sent to shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. henceforth will be sent to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. The physical copies of the annual report will also be available at our Registered Office for inspection during office hours. Members are also requested to register/update their email addresses, with the depository participant (in case of shares held in dematerialized form) or with Company / M/s. Sharex Dynamic (India) Pvt. Ltd., Registrar and Share Transfer Agent of the Company (in case of Shares held in physical form).

15. Electronic copy of the Annual Report for 2019 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019 is being sent in the permitted mode.

16. Voting through electronic means:

- (a) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 26th Annual General Meeting (AGM) by electronic means. The members may cast their votes using electronic voting system from a place other than the venue of the meeting (remote e-voting).
- (b) The Company has engaged the services of National Securities Depository Limited (NSDL) as agency to provide e-voting facility.
- (c) The facility for voting through ballot papers shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot papers.
- (d) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (e) The voting period begins on <September 27, 2019 (9.30 a.m.)> and ends on < September 29, 2019 (5.00 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 (record date) of <September 23, 2019>, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (f) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 23rd September, 2019.
- (g) 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 cut-off date i.e. 23rd September, 2019 only shall be entitled to avail the facility of remote e-voting and voting at meeting through ballot paper.
- (h) M/s. N. Bagaria & Associates, Practicing Company Secretaries, Mumbai, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (i) Any person who acquire shares and become member of the Company after dispatch of the Notice of the Meeting and holding shares as on cut-off date i.e. 23rd September, 2019 may obtain User Id and password by sending request at evoting@nsdl.co.in. However, if the member is already registered with NSDL for remote e-voting then he

can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evoting.nsdl.com or contact NSDL at toll free no.:1800-222-990.

(j) The instructions of e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

A. Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID
b) For Members who hold shares in demat account with CDSL.	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. 16 Digit Beneficiary ID
c) For Members holding shares in Physical Form.	For example if your Beneficiary ID is 12***** then your user ID is 12*****EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - (a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote;
 - (b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password;
 - (c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password';
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

B. Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles;
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status;
3. Select "EVEN" of company for which you wish to cast your vote;
4. Now you are ready for e-Voting as the Voting page opens;
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted;
6. Upon confirmation, the message "Vote cast successfully" will be displayed;
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page;
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to nbagariaandassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

Explanatory Statement under Section 102 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Item No. 3:

Mr. Rajkumar Agarwal was re-appointed as Whole-time Director of the Company w.e.f 23rd March, 2019 for a period of three years whose period of office is liable to determination by rotation. As per the provisions of Section 196, 197 and 203 read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every such re-appointment of the Whole-time Director shall be approved by the members in general meeting.

The Nomination and Remuneration Committee of the Board of Directors of the Company has already approved the re-appointment of Mr. Rajkumar Agarwal.

The Board recommends the resolution at Item no. 3 to be passed by the members as an Ordinary Resolution.

Mr. Rajkumar Agarwal being the appointee Director and Mr. Pawankumar Agarwal being relative of Mr. Rajkumar Agarwal are concerned or interested, financial or otherwise in the resolution set out at Item No. 3.

Item No. 4:

The Members of the Company at the 21st Annual General Meeting held on 30th September, 2014 had approved the appointment of Mr. Sheo Ram Agarwal, as an Independent Director of the Company for a term of five year upto 31st March, 2019.

According to section 149 (10) read with schedule IV of the Companies Act, 2013 an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years on the Board of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sheo Ram Agarwal as an Independent Director. Accordingly, the Board at their meeting held on 17th May, 2019 on the recommendation made by the Nomination and Remuneration Committee has reappointed Mr. Sheo Ram Agarwal as an Independent Director of the Company w.e.f 1st April, 2019 for a further term of five years whose period of office shall not be liable to determination by rotation.

Brief resume of the Director proposed to be re-appointed as stipulated under the Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given in the annexure to the Notice.

The Board recommends the resolution at Item No. 4 to be passed by the members as an Special Resolution.