

20th Annual Report

1st October, 2012 - 31st March, 2014

Florence Investech Limited

FLORENCE INVESTECH LIMITED

CIN : U24211DL1993PLC 254964

BOARD OF DIRECTORS : A. K. KINRA
L. N. GUPTA
P. S. LODHA

MANAGER & CHIEF FINANCIAL OFFICER : K. C. JAIN

BANKERS : CENTRAL BANK OF INDIA

AUDITORS : M/S LODHA & CO.
Chartered Accountants

ASSTT. COMPANY SECRETARY : NEHA GUPTA

REGISTERED &
ADMINISTRATIVE OFFICE : LINK HOUSE
3, BAHADUR SHAH ZAFAR MARG,
NEW DELHI - 110 002

REGISTRAR &
SHARE TRANSFER AGENT : ALANKIT ASSIGNMENTS LTD.
ALANKIT HEIGHTS
IE/13, JHANDEWALAN EXTENSION,
NEW DELHI-110 055 (INDIA)
PH. : 91-11-23541234, 42541234
FAX : 91-11-23552001
EMAIL : rta@alankit.com
WEBSITE : www.alankit.com

COMPANY WEBSITE : www.florenceinvestech.co.in
E-MAIL ID : gupta.neha@jkmil.com

Directors' Report and Management Discussion and Analysis

TO THE MEMBERS

Your Directors have pleasure in presenting the 20th Annual Report together with the Audited Accounts of the Company for the financial year ended 31st March, 2014 (18 Months).

DIVIDEND

Your Directors are pleased to recommend a Dividend of ₹ 1.50 per Equity Share (15%) for the financial year ended 31st March 2014 (18 Months). The dividend outgo will be ₹ 58.81 Lacs (inclusive of dividend tax of ₹ 8.88 Lacs).

FINANCIAL RESULTS

The financial results of the Company for the financial year ended 31st March 2014 (18 Months) are as under:

	₹ / Lacs
Profit before Depreciation and Tax	664.48
Profit after Tax	658.63
Surplus brought forward	3,519.56
Amount available for appropriation	<u>4,178.19</u>
Appropriation:	
Statutory Reserve	131.73
Transfer to General Reserve	32.93
Dividend including Dividend Tax	58.81
Surplus carried to Balance Sheet	<u>3,954.72</u>

OPERATIONS

The main operations of the Company are that of an Investment Company, and majority of the investments of the Company are in the nature of strategic investments in Group Companies. The investment pattern of the Company complies with the requirement for the Company to qualify as a Core Investment Company - Non-Banking Financial Company (CIC-NBFC). The source of income for the Company is in the form of dividends as declared by these companies.

DIRECTORS

Your Directors express their grief and sorrow on the sad demise of Shri Asok Chand Choraria, on Friday, 11th July 2014, at the age of 65 years at New Delhi. He was associated with the J.K.Organisation since last 40 years. Your Directors pay their respectful homage and tribute to Shri Asok Chand Choraria and their profound sympathy and sincere condolence to the family members of Late Shri Asok Chand Choraria.

Shri Ashok Kumar Kinra, who was appointed as a Director of the Company w.e.f. 12th February 2013 in the casual vacancy caused by resignation of Shri J.R.C. Bhandari, pursuant to Section 262 of the Companies Act, 1956 (since re-enacted as Companies Act 2013) retires at the ensuing Annual General Meeting (AGM) and being eligible offers himself for re-appointment.

The Board appointed Shri Laxmi Narain Gupta as Director w.e.f. 5th August 2013, in the casual vacancy caused by resignation of Shri P.K. Rustagi pursuant to Section 262 of the said Act. Shri V.K. Sharma, Director of the Company also resigned w.e.f. 5th August 2013. The Board of Directors places on record its sincere appreciation for the valuable services rendered by the said Directors during their respective tenures.

Shri Pradeep Singh Lodha, who was appointed by the Board as an Additional Director pursuant to Section 161 of the Companies Act, 2013 with effect from 2nd August 2014 holds office upto the date of the ensuing AGM. The Company has received requisite Notice from a Member under section 160 of the Companies Act, 2013 proposing the name of Shri Pradeep Singh Lodha for appointment as Director of the Company.

Pursuant to notifications of Section 149 and other applicable provisions of the Companies Act, 2013 your Directors are seeking appointment of Shri Laxmi Narain Gupta and Shri Pradeep Singh Lodha at ensuing AGM, as Independent Directors of the Company for a term of five consecutive years respectively. The Company has received declarations from the aforesaid Independent Directors about their independence pursuant to Section 149 of the Companies Act, 2013.

AUDITORS

M/s Lodha & Co., Chartered Accountants, Auditors of the Company, retire and are eligible for appointment for three years i.e. upto the conclusion of Annual General Meeting to be held in the Year 2017 pursuant to the provisions of Companies Act 2013. The observations of the Auditors in their report on Accounts read with the relevant notes are self-explanatory.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217 (2AA) of the Companies Act, 1956, your Directors state that:

- in the preparation of Annual Accounts, the applicable accounting standards have been followed alongwith proper explanation relating to material departures;
- the accounting policies selected and applied are consistent and judgements and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provision of the said Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- the annual accounts have been prepared on a going concern basis.

CORPORATE GOVERNANCE

Your Company reaffirms its commitment to good Corporate Governance Practices. Pursuant to Clause 49 of the Listing Agreement with the Stock Exchange, a Management Discussion and Analysis and Corporate Governance Report and Auditors' Certificate regarding compliance of conditions of Corporate Governance are made a part of this Annual Report.

RISK AND CONCERNS

The Company is essentially an Investment Company with income mainly from the dividends receivable on investments made by it in other companies. Any adverse financial impact on the operations / business of the investee companies may impact the revenue of the Company.

ADEQUACY OF INTERNAL CONTROL SYSTEM

The Company's internal control systems and procedures are commensurate with the size of operation and are adequate to ensure safeguarding its assets and resources against the loss, unauthorized use or disposition, compliance with all statues and regulatory policies and framework and all transactions are authorized, recorded and reported correctly.

The group Internal Audit department evaluates the functioning and quality of internal control and provides assurance of periodic reporting. The Audit Committee reviews the Internal Audit Reports and the adequacy on regular basis which also acts as a tool for minimizing any possible risks in the operations of the Company.

CAUTIONARY STATEMENT

The statement in this Report, describing the Company's outlook, projections, estimates, expectations or predictions may be 'Forward-looking Statements' within the meaning of applicable Securities Laws or Regulations. Actual results could differ materially from those expected or implied.

PARTICULARS OF EMPLOYEES

During the period under review, the Company had no employee in the category specified under Section 217(2A) of the Companies Act, 1956.

CORPORATE SOCIAL RESPONSIBILITY

The requirement of Corporate Social Responsibility (CSR) in terms of Section 135 of the Companies Act, 2013 and the rules made thereunder is not applicable to the Company, since the Company's main source of income is dividend from CSR compliant companies.

INFORMATION PURSUANT TO SECTION 217(1)(e) OF THE COMPANIES ACT, 1956

The requirement of furnishing particulars of energy conservation, technology absorption, etc. is not applicable to the Company.

Particulars of Foreign Exchange Earning and Outgo :

- i) Foreign Exchange Earned : NIL
- ii) Foreign Exchange Outgo : ₹ 2.18 Lacs

ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation to the Shareholders, Banks, Employees and various Government agencies for their co-operation and support.

New Delhi
4th August, 2014

On behalf of the Board
ASHOK KUMAR KINRA
LAXMI NARAIN GUPTA
Directors

With a view to avoid duplication between the Directors' Report and Management Discussion and Analysis, a Combined Report has been presented.

CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is an integral part of values, ethics and the best business practices followed by the Company. The core values of the Company are:

- commitment to excellence and customer satisfaction
- maximizing long term shareholders' value
- socially valued enterprise, and
- caring for people and environment.

In a nutshell, the philosophy can be described as observing of business practices with the ultimate aim of enhancing long term shareholders' value and commitment to high standards of business ethics. The Company has in place a Code of Corporate Ethics and Conduct reiterating its commitment to maintain the highest standards in its interface with stakeholders and clearly laying down the core values and corporate ethics to be practiced by its entire management cadre.

2. BOARD OF DIRECTORS:

The Board of Directors presently consists of Three Directors, all being Non-executive Directors (NED) out of which two are Independent Directors (IND). Six Board Meetings were held during the Financial Year 2012-14 ended 31st March 2014, on 1st November 2012, 12th February 2013, 15th May 2013, 5th August 2013, 29th October 2013 and 4th February 2014. Attendance and other details of the Directors are given below:

Name of the Director	Category	No. of Board Meetings attended	Whether last AGM Attended (28.06.13)	Outside Directorships and Committee positions		
				Directorships [§]	Committee Membership ^{**}	Committee Chairmanship ^{**}
Shri Bharat Hari Singhania, Chairman [§]	NED	2	NA	3	1	–
Dr. Raghupati Singhania [§]	NED	2	NA	7	2	1
Shri Vikrampati Singhania [§]	NED	2	NA	3	1	1
Shri S.C. Sethi [§]	IND	2	NA	5	6	–
Shri Sanjay Kumar Khaitan [§]	IND	1	NA	1	–	–
Shri J.R.C. Bhandari [§]	IND	1	NA	3	2	2
Shri Sanjeev Kumar Jhunjunwala [§]	IND	1	NA	1	–	–
Shri Pawan Kumar Rustagi [#]	IND	3	Yes	2	1	–
Shri Ashok Kumar Kinra	NED	5	No	6	2	2
Shri Vijay Kumar Sharma [#]	IND	2	Yes	–	–	–
Shri Asok Chand Choraria [@]	IND	3	NA	5	3	2
Shri Laxmi Narain Gupta [*]	IND	3	NA	3	4	–

The last Annual general Meeting held on 28th June 2013 was attended by Shri Pawan Kumar Rustagi and Shri Vijay Kumar Sharma.

[§] Ceased to be a Director w.e.f. 12.02.2013.

[#] Ceased to be a Director w.e.f. 5th August 2013.

^{*} Director appointed in Casual Vacancy w.e.f. 5th August 2013.

[@] Appointed as an Additional Director w.e.f. 5th August 2013.

^{\$} As per Section 275 read with Section 278 of the Companies Act, 1956.

^{**} Only covers Memberships/Chairmanships of Audit Committee and Shareholders/Investors Grievance Committee.

N.A. Not Applicable

Shri Bharat Hari Singhania is brother of Dr. Raghupati Singhania and father of Shri Vikrampati Singhania. There is no relationship between present Directors interse.

The Board periodically reviews compliance reports of all laws applicable to the Company and the steps taken by the Company to rectify instances of non-compliances, if any.

The Company has a Code of Conduct for Management Cadre Staff. In terms of provisions of Clause 49 of the Listing Agreement and contemporary practices of good corporate governance, the Board has laid down a Code of Conduct for all the Board Members and Senior Management of the Company and the same is available on the Company's website (www.florenceinvestech.co.in). All the Board Members and Senior Management Personnel have affirmed compliance with the said Code. This Report contains a declaration to this effect signed by the Director.

3. AUDIT COMMITTEE:

The Company has an Audit Committee of Directors. The Audit Committee as on 1st October 2012 consisted of four Directors – all being Non-Executive Independent Directors, namely – Shri J.R.C. Bhandari (Chairman), Shri Sanjay Kumar Khaitan, Shri Sanjeev Kumar Jhunjhunwala and Shri S.C. Sethi. The Audit Committee of Directors was re-constituted by the Board at its Meeting held on 12th February 2013 and consisted of following three Non-Executive Directors out of which two were Independent Directors – namely, Shri A.K. Kinra (Chairman), Shri P.K. Rustagi and Shri V.K. Sharma. Pursuant to the change in the Directorate of the Company on 5th August 2013, the Audit Committee was reconstituted. Presently the Audit Committee consists of following three Non-Executive Directors (out of which two are Independent Directors), namely – Shri A.K. Kinra, Shri A.C. Choraria and Shri L.N. Gupta.

As on 31st March 2014, the "Terms of Reference" of the Committee and also the composition were in conformity with the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement with the Stock Exchange.

The 'Terms of Reference' of the Committee have since been revised by the Board of Directors at its Meeting held on 15th May 2014, in accordance with the provisions of Section 177 of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement. The composition of the Committee is in conformity with the provisions of the Companies Act, 2013 and also the revised Listing Agreement.

Six meetings of the Audit Committee were held during the year ended 31st March 2014.

Dates of the meetings and the number of Members attended are:

Dates of Meetings	Number of members attended
1 st November 2012	3
12 th February 2013	2
15 th May 2013	3
5 th August 2013	3
29 th October 2013	3
4 th February 2014	3

The names of the Members of the Committee and their attendance at the Meetings:

Name	Status	No. of Meetings attended
Shri S.C. Sethi	Member	2
Shri J.R.C. Bhandari	Chairman	1
Shri Sanjeev Kumar Jhunjhunwala	Member	1
Shri Sanjay Kumar Khaitan	Member	1
Shri Pawan Kumar Rustagi	Member	2
Shri Vijay Kumar Sharma	Member	2
Shri Ashok Kumar Kinra	Chairman	4
Shri Asok Chand Choraria	Member	2
Shri Laxmi Narain Gupta	Member	2

All the Committee meetings were attended by the Statutory Auditors and Asstt. Company Secretary. Asstt. Company Secretary acts as the Secretary of the Committee.

4. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Company had Shareholders/Investors Grievance Committee at the Board level. The Shareholders/Investors Grievance Committee of Directors as on 1st October 2012 had consisted of three Directors – all being Non-Executive Independent Directors, namely-Shri S.C. Sethi (Chairman), Shri Sanjay Kumar Khaitan and Shri Vikrampati Singhania. The Shareholders/Investors Grievances Committee was re-constituted by the Board at its meeting held on 12th February, 2013 and consisted of two Non-Executive Directors, namely–Shri A.K. Kinra and Shri P.K. Rustagi. Pursuant to the change in the Directorate of the Company on 5th August 2013, the Shareholders/Investors Grievance Committee presently consists of following three Non Executive Directors (out of which two are Independent Directors), namely – Shri A.K. Kinra, Shri A.C. Choraria, Shri L.N. Gupta. The composition of the Committee is in conformity with Clause 49 of the Listing Agreement.

The Board of Directors at its meeting held on 15th May, 2014 has renamed the Committee as 'Stakeholders Relationship Committee' and the 'Terms of Reference' of the Committee have also been revised in accordance with the provisions of Section 178 of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement. The composition of the Committee is in conformity with the provisions of the Companies Act, 2013 and also the revised Listing Agreement.

Dates of the meetings and the number of Members attended are:

Dates of Meetings	Number of members attended
1 st November 2012	3
12 th February 2013	2
15 th May 2013	2
5 th August 2013	2
29 th October 2013	3
4 th February 2014	3

The names of the Members of the Committee and their attendance at the Meetings:

Name	Status	No. of Meetings attended
Shri S.C. Sethi	Chairman	2
Shri Sanjay Kumar Khaitan	Member	1
Shri Vikrampati Singhania	Member	2
Shri Pawan Kumar Rustagi	Member	2
Shri Ashok Kumar Kinra	Member	4
Shri Asok Chand Choraria	Member	2
Shri Laxmi Narain Gupta	Member	2

Shri Alok Dubey, Asstt. Company Secretary, is the Compliance Officer. During the financial year ended 31st March 2014, the Company received three complaints from the investors and the same have since been resolved. Also, there are no complaints pending in respect of previous period.

The Board had earlier delegated the power of share transfer to Committee of Directors which approved registration of transfer and transmission of shares in Physical Mode on fortnightly basis. Later on the Board delegated this power to Share Transfer Committee of Directors constituted for the purpose. During the financial year ended 31st March 2014, 8 Meetings of Committee of Directors and 17 Meetings of the Share Transfer Committee were held. All valid requests for transfer of shares were processed in time and there were no pending transfers of shares.

5. NOMINATION AND REMUNERATION COMMITTEE:

The Board of Directors at its meeting held on 15th May, 2014 has constituted the 'Nomination and Remuneration Committee' and approved the 'Terms of Reference' of the Committee in accordance with the provisions of Section 178 of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement with the Stock Exchange, applicable from 1st October 2014. The composition of the Committee is in conformity with the provisions of the Companies Act, 2013 and also the Listing Agreement.

6. SITTING FEE:

The Company has paid sitting fees aggregating to ₹ 2.07 Lac to all Non-executive Directors for attending the meetings of the Board and/or Committees thereof. Non-executive Directors did not have any other material pecuniary relationship or transaction vis-à-vis the Company during the year.

The number of Equity Shares of ₹ 10/- each (i.e. shares) held by the Non-Executive Directors as on 31st March 2014 are: Shri Ashok Kumar Kinra - Nil, Shri Asok Chand Choraria - Nil and Shri Laxmi Narain Gupta- Nil. The Company does not have any outstanding convertible instruments.

7. GENERAL BODY MEETINGS:

Location and time for the last three Annual General Meetings (AGMs) of the Company were:

Year	Location	Date	Time
2009-10	Shripati Singhania Hall, Rotary Sadan, 94/2, Jawaharlal Nehru Road (Chowringhee Road) Kolkata- 700 020	24.02.2011	11.30 A.M.
2010-11	Same as above	15.03.2012	11.30 A.M.
2011-12	Sri Sathya Sai International Centre, Pragati Vihar, Lodi Road Institutional Area, Lodi Road, New Delhi-110 003	28.06.2013	11.00 A.M.

Details of the Special Resolution (SR) passed: Special Resolution regarding appointment of Shri S.K. Gupta as Manager with designation 'President' for a term of three years at the AGM held in the year 2012. No special resolution was passed in the AGM held in the years 2011 and 2013.

No special resolutions were required to be put through postal ballot during the year.

8. DISCLOSURES:

- (a) Disclosures on materially significant related party transactions i.e., transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of the Company at large: *None. Suitable disclosures as required by Accounting Standard (AS-18) on Related Party Transactions has been made in the Annual Report.*
- (b) Details of non compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital market, during the last three years: There were no cases of non-compliance of any matter related to capital markets during the last three years.
- (c) The Company has strengthened its risk management system and has further laid down procedures to inform Board Members about risk assessment and minimization procedures. These procedures are being periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

9. MEANS OF COMMUNICATION:

Quarterly, half-yearly and annual results are normally published in the leading English newspaper, namely, Financial Express and one regional daily namely, Jansatta, having wide circulation and promptly furnished to the Stock Exchange for display on its website. The financial results are also displayed on the Company's website – www.florenceinvestech.co.in.

"Management Discussion and Analysis" forms part of the Annual Report.

10. GENERAL SHAREHOLDERS' INFORMATION:

(i) **Registered Office** : Link House, 3, Bahadur Shah Zafar Marg, New Delhi-110 002

(ii) Annual General Meeting (AGM)

- (a) Date & Time : 26th September, 2014 at 2.30 P.M.
Venue : Sri Lakshmi Pat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House , 4/2 Sri Institutional Area, August Kranti Marg, New Delhi-110016
- (b) As required under Clause 49 (IV)(G)(i), brief resume and other particulars of the appointment of the Directors retiring by rotation at the aforesaid AGM and seeking re-appointment are given in the Notes to the Notice convening the said AGM.

(iii) Financial Calendar (Tentative)

Financial Reporting

- for the quarter ending 30.06.2014
 - for the half-year ending 30.09.2014
 - for the quarter ending 31.12.2014
- } Within 45 days of the end of the quarter
- for the year ending 31.03.2015 (Audited)
 - Annual General Meeting for the Financial Year ending 2014-15
- Within 60 days of the end of the year
Between July and September 2015

(iv) **Date of Book Closure:** 20th September 2014 to 22nd September 2014

(v) **Dividend Payment Date:** Before 20th October 2014

(vi) **Listing on Stock Exchange:** The Equity Shares of the Company are listed on BSE Ltd. Annual Listing Fee for the Financial Year 2014 -15 has been paid to BSE Ltd.

The Equity Shares of the Company has been Voluntarily Delisted from The Calcutta Stock Exchange Ltd. w.e.f. 19th March 2014 under Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 due to non trading in the Equity Shares.

(vii) Security Code for Company's Equity Shares on BSE Ltd. and ISIN :

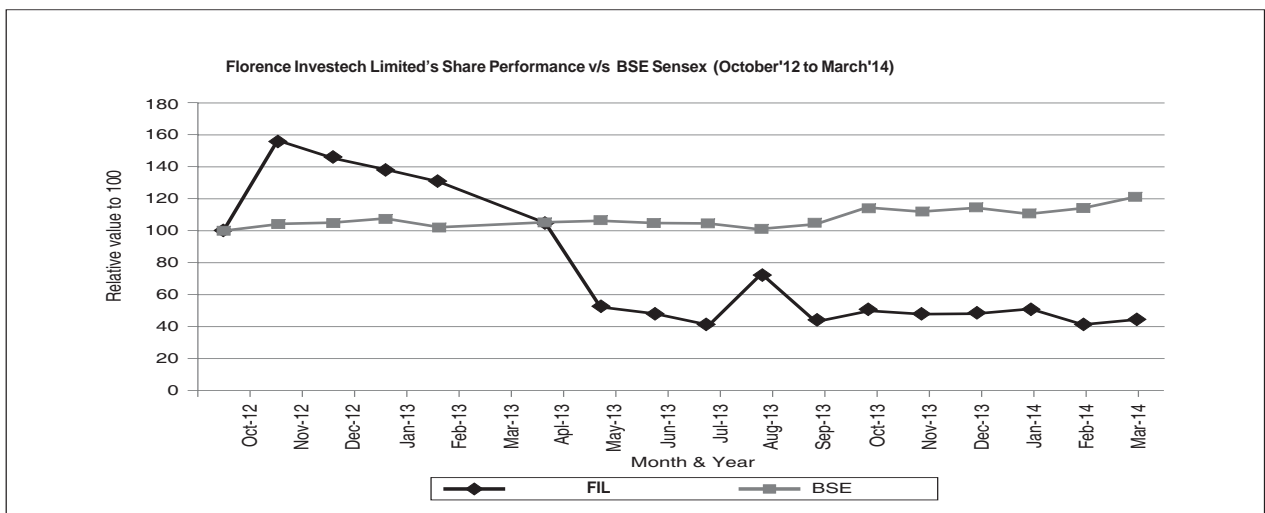
BSE - 532518, ISIN - INE211G01020.

(viii) Stock Market Price Data

Month	BSE	
	HIGH (₹)	LOW (₹)
October 2012	334.95	286.00
November 2012	562.00	311.05
December 2012	558.95	439.45
January 2013	544.85	418.05
February 2013	450.00	413.30
March 2013**	–	–
April 2013	399.90	331.90
May 2013	315.35	152.10
June 2013	195.25	125.10
July 2013	198.95	127.00
August 2013	282.85	122.00
September 2013	220.15	129.65
October 2013	187.00	130.00
November 2013	180.00	139.05
December 2013	189.15	130.10
January 2014	175.00	141.55
February 2014	174.00	130.10
March 2014	169.25	128.00

** Trading in the Equity Shares was suspended in March 2013 due to the Scheme of Arrangement and Demerger.

(ix) Florence Investech Limited's Share Performance v/s BSE Sensex (October'12 to March'14)



(x) Distribution of Shareholding as on 31st March 2014

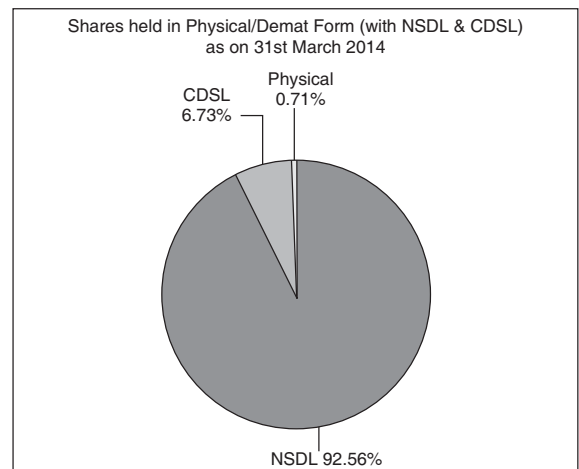
Category (No. of Shares)	No. of Equity Shares	%	No. of Shareholders	%
1-500	1,26,074	3.79	8,651	98.64
501-1000	34,732	1.04	47	0.54
1001-5000	1,00,850	3.03	48	0.55
5001-10000	99,462	2.99	14	0.16
10001 and above	29,67,826	89.15	10	0.11
TOTAL	33,28,944	100.00	8,770	100.00

(xi) Share Transfer System

The transfer/transmission of shares in physical form is normally processed and completed within a period of 15 days from the date of receipt thereof. In case of shares held in electronic form, the transfers are processed by National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) through the respective Depository Participants.

(xii) De-materialization of Shares and Liquidity

Trading in the Equity Shares of the Company is permitted only in dematerialised form. Shareholders may therefore, in their own interest, dematerialise their holdings in physical form, with any one of the Depositories namely NSDL and CDSL. The ISIN No. for Equity Shares of the Company for both the depositories is INE211G01020. As on 31st March 2014, 99.29% of the Equity Shares stand dematerialised. It may be noted that in respect of shares held in demat form, all the requests for nomination, change of address, change of Bank Mandate, Bank particulars and rematerialisation etc. are to be made only to the Depository Participant with whom the shareholders have opened their Demat Account.



(xiii) Outstanding GDRs/ADRs/Warrants/Options or any convertible instruments, conversion date and likely impact on Equity: – NIL

(xiv) Plant Location

The Company being an investment company, does not have any plant.

(xv) Address for Correspondence for Share Transfers and Related Matters

1. The Company Secretary
Florence Investech Limited
Link House,
3, Bahadur Shah Zafar Marg
New Delhi – 110 002
Phone No.: 91–11–3017 9818
Fax No.: 91–11–23716607
Email: florenceinvestor@jkm.com
Website: www.florenceinvestech.co.in

2. Registrar & Share Transfer Agent:
Alankit Assignments Ltd.
Alankit Heights
1E/13, Jhandewalan Extension,
New Delhi–110 055 (India)
Phone No.: 91–11–23541234 / 42541234
Fax No.: 91–11–23552001
Contact Person: Shri J.K. Singla
Email: rta@alankit.com
Website: www.alankit.com

11. Information in terms of Clause 5A of the Listing Agreement:

Consequent to the sanction of the Scheme of Arrangement & Demerger between JK Agri Genetics Ltd. (name changed to Florence Investech Ltd. – Transferor Co.) and Florence Alumina Ltd. (name changed to JK Agri Genetics Ltd.– Transferee Co.), the share capital of the Transferor Co. was re–organized in the ratio of 2:3.

Accordingly, the Unclaimed 5489 Equity Shares lying in the Unclaimed Suspense Account of the transferor Co. which remain unclaimed by 550 Equity Shareholders were also re–organized in the ratio of 2:3. Consequent to the reorganization of capital pursuant to the Scheme, the Company has 2,195 Equity Shares issued in physical form, which remained unclaimed by 484 shareholders.

During the year, the Company received one request for dispatch of Share Certificate for 4 Equity Shares which have since been dispatched. Accordingly, as on 31st March 2014, the company has 2191 Equity Shares, which remain unclaimed.

The "Unclaimed Suspense Account" is held by the Company purely on behalf of the allottees and the Shares held in such Suspense Account shall not be transferred except to the allottees as and when they approach the Company.

12. DECLARATION:

It is hereby declared that all the members of the Board and the Senior Management personnel have affirmed compliance with the "Code of Conduct for Members of the Board and Senior Management of Florence Investech Limited" during the Financial Year ended 31st March 2014 (18 months).

Ashok Kumar Kinra
Director

AUDITORS' COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of FLORENCE INVESTECH LIMITED

We have examined the compliance of conditions of Corporate Governance by Florence Investech Limited for the year ended 31st March 2014 (18 months), as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Lodha & Co.
Chartered Accountants
Firm Registration No. 301051E

N.K. LODHA
Partner
Membership No. 85155

Place: New Delhi
Date: 15th May, 2014

AUDITOR'S REPORT

Independent Auditors' Report to the members of FLORENCE INVESTECH LIMITED

Report on the financial statements

We have audited the accompanying financial statements of FLORENCE INVESTECH LIMITED ('the company'), which comprise the Balance Sheet as at 31st March 2014, the Statement of the Profit and Loss and the Cash Flow Statement for the eighteen months period ended, and a summary of the significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation of these financial statements that give a true and the fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by Institute of Chartered Accountant of India. Those standards require that we comply with the ethical requirements and plan and perform the audit to obtain the reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for audit opinion.

Emphasis of Matter

Note No. 26 regarding non provision in the value of certain long term investments, since in the opinion of the Management, such diminution in their value is temporary in nature.

Our opinion is not qualified in respect of this matter.

Opinion

In our opinion and best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so require and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a. In the case of the balance sheet, of the state of the affairs of the company as at 31st March 2014,
- b. In case of the statement of the profit and loss, of the profit for the eighteen months period ended on that date, and
- c. In case of the cash flow statement, of the cash flows for the eighteen months period ended on that date.

Report on other legal and the regulatory requirements:

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the manners specified in the paragraphs 4 and 5 of the order.
2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;

- b. In our opinion, proper books of account, as required by law, have been kept by the Company so far as appears from our examination of those books;
- c. The Balance Sheet, Statement of Profit & Loss and Cash Flow Statement referred to in this report are in agreement with the books;
- d. In our opinion, the Balance Sheet, Statement of Profit & Loss and Cash Flow Statement referred to in this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013; and
- e. On the basis of the written representations received from the Directors and taken on records by the Board of Directors, we report that none of the directors of the Company is disqualified as on 31st March 2014 from being appointed as a Director of the Company in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For LODHA & CO.,
Chartered Accountants
Firm Registration No.: 301051E

N.K. LODHA
Partner

Membership No. 85155

Place: New Delhi
Date: 15th May, 2014

ANNEXURE TO THE AUDITORS' REPORT

[Referred to in paragraph (1) of our Report of even date to the Members of FLORENCE INVESTECH LIMITED on the Financial Statements for the year ended 31st March 2014]

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) The fixed assets have been physically verified by the Management according to the programme of periodical physical verification in phased manner which in our opinion is reasonable having regard to the size of the Company and the nature of its fixed assets. The discrepancies noticed on such physical verification were not material.
(c) As per the records and information and explanations given to us, no substantial fixed assets have been disposed off during the year.
2. The Company does not have any inventory; hence provisions of clause 4(ii)(a) to (c) of the Order are not applicable.
3. The Company has neither granted nor taken any loans, secured or unsecured to and from companies, firms or other parties as covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, the provisions of clause 4 (iii) (b) to (d) and (f) and (g) of the Order are not applicable.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business with regards to purchase and sale of the shares and securities. Based on the audit procedure performed and on the basis of information and explanations provided by the management, during the course of our audit we have not observed any continuing failure to correct major weaknesses in internal control system.
5. According to the information and explanations provided by the management and based upon audit procedures performed, we are of the opinion that there are no contracts or arrangements referred to in Section 301 of the Companies Act 1956 have been entered in the register required to be maintained under that section. Accordingly, the provision of clause 4 (v) (b) of the Order are not applicable.
6. According to the information and explanations provided by the management, the Company has not accepted any deposits from the public covered under section 58A and 58AA of the Act during the current year.
7. In our opinion, the Company has an internal audit system commensurate with the size of the Company and nature of its business.
8. The rules prescribed by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 are not applicable to the Company.

9. (a) According to the records of the Company and information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Sales Tax, Wealth Tax, Income Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material dues with the appropriate authorities to the extent applicable and there are no undisputed statutory dues payable for a period of more than six months from the date they became payable as at 31st March, 2014.
- (b) According to the records and information and explanations given to us, there are no dues in respect of Wealth Tax, Service Tax, Sales Tax, Custom Duty, Excise Duty and Cess that have not been deposited with the appropriate authorities on account of any dispute and the dues in respect of Income Tax that have not been deposited with the appropriate authorities on account of dispute and the forum where the dispute is pending are as given below:-

Nature of statute	Nature of dues	Period (Financial Year)	Amount (₹ in Lacs)
Income Tax Act, 1961	Income Tax	2003-04	15.63
		2007-08	27.00
		2008-09	38.65
		2009-10	37.34
		2010-11	38.63

10. The Company does not have accumulated losses at the end of the financial year and it has not incurred cash losses in the current financial year and in the immediately preceding financial year.
11. The Company has no dues of any banks, financial institution or debenture holder either during the year or at the end of the year.
12. According to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund /society, therefore, the provisions of clause 4 (xiii) of the said Order are not applicable to the company.
14. According to the information and explanations given to us, we are of the opinion that proper records have been maintained in respect of purchase of shares/securities and timely entries have been made therein and all the investments of the Company have been registered in the name of the Company as at 31st March 2014.
15. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
16. On the basis of information and explanations given to us and on an overall examination of the financial statements of the company, we are of the opinion that no funds raised on short-term basis have been used for long-term investment.
17. In our opinion and on the basis of information and explanations given to us, the company has not obtained any term loans during the year.
18. According to the information and explanations given to us, the Company has not made any preferential allotment of shares during the year to any parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. The Company has neither issued any debentures during the current year nor the Company have outstanding as on date.
20. The company has not raised any money through a public issue during the year.
21. Based on the audit procedure performed and on the basis of information and explanations provided to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For LODHA & CO.,
Chartered Accountants
Firm Registration No.: 301051E

N.K. LODHA
Partner

Membership No. 85155

Place: New Delhi
Date: 15th May, 2014

BALANCE SHEET
AS AT 31ST MARCH, 2014

₹ in Lacs

PARTICULARS	NOTE NO.	31.03.2014 (18 Months)	30.09.2012 (12 Months)
I. EQUITY & LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	2	332.89	332.89
(b) Reserves & Surplus	3	11,194.43	10,594.61
		11,527.32	10,927.50
(2) Non-current Liabilities			
(a) Long-term provisions	4	0.10	-
(3) Current Liabilities			
(a) Other current liabilities	5	10.25	0.04
(b) Short-term provisions	6	69.17	81.09
		79.42	81.13
TOTAL		11,606.84	11,008.63
II. ASSETS			
(1) Non-current Assets			
(a) Fixed Assets			
(i) Tangible assets	7	0.41	-
(b) Non-current investments	8	11,089.63	9,996.54
(c) Long-term loans and advances	9	500.00	-
(d) Deferred Tax Assets	10	9.84	4.24
		11,599.88	10,000.78
(2) Current Assets			
(a) Cash and cash equivalents	11	6.89	-
(b) Short-term loans and advances	12	0.07	1,007.85
		6.96	1,007.85
TOTAL		11,606.84	11,008.63

Significant accounting policies 1

The accompanying Notes are an integral part of the Financial Statements

As per our report of even date.

For LODHA & CO.

Chartered Accountants

Firm Registration No. - 301051E

N.K. LODHA

Partner

Membership No.85155

Place: New Delhi

Dated: 15th May, 2014

ALOK DUBEY

Asstt. Company Secretary

A.K. KINRA

A.C. CHORARIA

L.N. GUPTA

Directors

**PROFIT AND LOSS STATEMENT
FOR THE YEAR ENDED 31ST MARCH, 2014**

₹ in Lacs

PARTICULARS		NOTE NO.	31.03.2014 (18 Months)	30.09.2012 (12 Months)
I.	Revenue from Operations	13	737.99	666.54
II.	Other Income		–	–
III.	Total Revenue (I + II)		737.99	666.54
IV.	Expenses			
	Employees Benefit expenses	14	4.54	3.71
	Depreciation & amortization expenses	7	0.12	–
	Other expenses	15	68.97	8.59
	Total Expenses		73.63	12.30
V.	Profit before exceptional and extraordinary Items and Tax (III – IV)		664.36	654.24
VI.	Exceptional Items		–	–
VII.	Profit before extraordinary Items and Tax (V – VI)		664.36	654.24
VIII.	Extraordinary Items		–	–
IX.	Profit before tax (VII – VIII)		664.36	654.24
X.	Tax Expenses			
	– Current Tax		11.33	9.05
	– Deferred Tax		(5.60)	0.97
XI.	Profit for the year from continuing operations (IX – X)		658.63	644.22
XII.	Profit from discontinuing operations		–	–
XIII.	Tax expense of discontinuing operations		–	–
XIV.	Profit from discontinuing operations (after tax) (XII–XIII)		–	–
XV.	Profit for the period (XI + XIV)		658.63	644.22
XVI.	Basic and Diluted Earning per share (in ₹)	24	19.79	19.35

The accompanying Notes are an integral part of the Financial Statements

As per our report of even date.

For LODHA & CO.

Chartered Accountants

Firm Registration No. - 301051E

N.K. LODHA

Partner

Membership No.85155

Place: New Delhi

Dated: 15th May, 2014

ALOK DUBEY

Asstt. Company Secretary

A.K. KINRA

A.C. CHORARIA

L.N. GUPTA

Directors

NOTES TO FINANCIAL STATEMENTS

NOTE - 1

SIGNIFICANT ACCOUNTING POLICIES - Period ended 31st March, 2014 (18 Months 01.10.2012 - 31.03.2014)

1.1 BASIS OF ACCOUNTING:

The financial statements have been prepared under historical cost convention on accrual basis in compliance with applicable Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 and relevant provisions of the Companies Act, 1956.

1.2. FIXED ASSETS AND DEPRECIATION:

- (a) Fixed Assets are stated at cost. Cost includes all costs incurred to bring the assets to their present location and condition.
- (b) Depreciation on Fixed Assets is calculated on straight-line method. Depreciation is provided at the rates in force as per Schedule XIV of the Companies Act, 1956.

1.3. REVENUE RECOGNITION:

- (a) Dividend Income is accounted for in the year in which it is declared.
- (b) Overdue interest on Loans & Advances is accounted for on actual receipt basis.

1.4. INVESTMENTS:

Investments made by the Company in various shares / securities are primarily meant to be held over long term period and are stated at cost less diminution, if the same is other than temporary in nature. The current investments are stated at lower of cost or quoted / fair value.

1.5. TAXES ON INCOME:

Current Tax is the amount of tax payable on the estimated taxable income for the current year as per the provisions (proposed/enacted) of Income Tax Act, 1961. Deferred Tax Assets and Liabilities are recognized in respect of current year and prospective years. Deferred Tax Asset is recognized on the basis of reasonable / virtual certainty that sufficient future taxable income will be available against which the same can be realized.

1.6. Contingent Liabilities are not provided for are disclosed by way of Notes to the Accounts.

₹ in Lacs

	31.03.2014 (18 Months)	30.09.2012 (12 Months)
NOTE 2 : SHARE CAPITAL		
A. Authorised		
50,00,000 Equity Shares of `10/- each	500.00	500.00
50,00,000 Preference Shares of Rs 85/- each (Read with Note No.16(iii))	4,250.00	4,250.00
	4,750.00	4,750.00
B. Issued, Subscribed & Paid up		
Equity Shares fully paid up		
33,28,944 Equity Shares of `10/- each	332.89	332.89
	332.89	332.89

C. Reconciliation of the numbers of shares outstanding at the beginning and at the end of the reporting period

	As at 31.03.2014 No. of Shares	As at 30.09.2012 No. of Shares
At the beginning of period	3,328,944	3,328,944
Add:– Issued during the year	–	–
Less:– Bought Back during the year	–	–
Outstanding at the end of period	3,328,944	3,328,944

D. Details of each shareholder holding more than 5% shares :-

Name of Shareholder	As at 31.03.2014 No. of Shares held	As at 30.09.2012 No. of Shares held
Bengal & Assam Company Ltd	–	1,383,274
JK Tyre & Industries Ltd.	1,074,994	1,074,994
BMF Investments Limited	1,383,274	–

E. Rights and preferences attached to Equity Shares :

- The Company has only one class of Equity Shares having a par value of ₹10/- per share. Each shareholder is entitled to one vote per share.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

₹ in Lacs

	31.03.2014 (18 Months)	30.09.2012 (12 Months)
NOTE 3 : RESERVES & SURPLUS		
Security Premium	4,531.43	4,531.43
Reserve (as per RBI guidelines)	902.45	–
Addition during the year	131.73	902.45
General Reserve	1,641.17	1,608.96
Addition during the year	32.93	32.21
Surplus in Profit & Loss Account A/c (Refer note (a) below)	3,954.72	3,519.56
	11,194.43	10,594.61

(a) Detail of Surplus/(Deficit) in Profit and Loss Statement:

Surplus/(Deficit) in Profit and Loss Statement from Previous Year	3,519.56	3,676.92
Profit / (Loss) for the year	658.63	644.22
Transfer from Debenture Redemption Reserve	–	590.17
Transfer in terms of scheme	–	(399.06)
Transfer to Reserve (as per RBI guidelines)	(131.73)	(902.45)
Transfer to General Reserve	(32.93)	(32.21)
Proposed Dividend @ ₹ 1.50 (Previous Year – ₹ 1.50) per equity share	(49.93)	(49.93)
Corporate Dividend Tax (Including ₹ 0.39 lacs for previous year)	(8.88)	(8.10)
Surplus/(Deficit) in Profit and Loss Statement carried to Balance sheet	3954.72	3519.56

₹ in Lacs

	31.03.2014 (18 Months)	30.09.2012 (12 Months)
NOTE 4 : LONG TERM PROVISIONS		
Provision for Employee Benefits	0.10	–
	0.10	–
NOTE 5 : OTHER CURRENT LIABILITIES		
Others :		
– Other Liability	10.25	0.04
	10.25	0.04
NOTE 6 : SHORT TERM PROVISIONS		
Provision for Tax (Net of advances)	10.75	23.06
Proposed Dividend	49.93	49.93
Corporate Dividend Tax	8.49	8.10
	69.17	81.09

NOTE 7 : TANGIBLE ASSETS

₹ in Lacs

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	Gross Block as at 01.10.12	Additions	Sales/ Adjustments	Gross Block as at 31.03.14	Upto 01.10.12	For The Period	Sales/ Adjustments	Upto 31.03.14	As At 31.03.14	As At 30.09.12
Office Equipment	–	0.53	–	0.53	–	0.12	–	0.12	0.41	–
Total	–	0.53	–	0.53	–	0.12	–	0.12	0.41	–
Previous Year	–	–	–	–	–	–	–	–	–	–

NOTE 8 : INVESTMENT

Name of the Bodies Corporate	As at 31.03.2014		As at 30.09.2012		
	Nos.	₹ in Lacs	Nos.	₹ in Lacs	
NON - CURRENT INVESTMENTS (Other than trade, fully paid up)					
A1. Quoted					
Face Value of ₹10/- each					
J K Sugar Limited	(1)	–	–	271,035	163.05
J.K. Tyre & Industries Limited		6,034,070	2,891.43	6,034,070	2,891.43
J.K.Lakshmi Cement Ltd.	(F.V. ₹ 5/-)	13,645,040	982.67	13,645,040	982.67
J.K.Paper Limited		11,681,684	5,106.57	11,681,684	5,106.57
JK Agri Genetics Ltd.		1,500,000	150.00	1,500,000	150.00
Bengal & Assam Company Limited		646,811	645.59	646,811	645.59
Dhampur Sugar Mills Limited	(1)	74,534	163.05	–	–
Umang Dairies Limited	(F.V. ₹ 5/-)	1,194,965	14.34	1,194,965	14.34
Udaipur Cements Works Ltd.	(F.V. ₹ 4/-)	35,486,242	352.69	4,333,000	41.16
Total Quoted Equity Shares (A1)			10,306.34		9,994.81

Name of the Bodies Corporate	As at 31.03.2014		As at 30.09.2012	
	Nos.	₹ in Lacs	Nos.	₹ in Lacs
A2. Unquoted				
J.K.Pharmachem Ltd.– Under Liquidation	2,371,903	–	2,371,903	–
J.K. Tyre & Industries Limited (Warrants) ₹ 115/- each, ₹ 28.75 paid up (2)	497,750	143.10	–	–
J.K. Fenner (India) Ltd	3,796	1.23	3,796	1.23
JK Plant Bio Sciences Limited	5,000	0.50	5,000	0.50
Global Strategic Technologies Ltd.	500,000	50.00	–	–
JK Risk Managers & Insurance Brokers Ltd.	1,000,000	100.00	–	–
CliniRx Research Pvt. Ltd.	2,625,001	262.50	–	–
Total Unquoted Equity Shares (A2)		557.33		1.73
B Preference Shares				
CliniRx Research Pvt. Ltd.(6%OCCRPS)	1,500,000	150.00	–	–
C MUTUAL FUNDS				
Baroda Pioneer Liquid Fund	5,416.08	75.96	–	–
Total Non Current Investments (A1+A2+B+C)		11,089.63		9,996.54
		Current Year		Previous Year
Book Value of Quoted Investments		10,306.34		9,803.65
Book Value of Unquoted Investments		783.29		192.89
Market Value of Quoted Investments		40,758.54		28,351.77

Note:–

- Pursuant to the Scheme of Amalgamation of JK Sugar Limited with Dhampur Sugar Mills Limited the Company received 275 Equity shares of ₹ 10/- each fully paid up of Dhampur Sugar Mills Limited for every 1000 Equity Shares of ₹ 10/- each fully paid up held in JK Sugar Limited. Accordingly the Company received 74,534 Equity Shares of Dhampur Sugar Mills Ltd. as against 2,71,035 Shares of JK Sugar Limited held.
- ₹ 429.31 Lacs is payable on or before 15.06.2015 towards conversion of warrants into fully paid up 4,97,750 No. of Equity Shares of ₹ 10/- each.

₹ in Lacs

	31.03.2014 (18 Months)	30.09.2012 (12 Months)
NOTE 9 : LONG TERM LOANS & ADVANCES		
(Unsecured and considered good)		
Other Advances	500.00	–
TOTAL	500.00	–
NOTE 10 : DEFERRED TAX ASSETS		
Disallowance under income tax	9.84	4.24
TOTAL	9.84	4.24
NOTE 11 : CASH & CASH EQUIVALENTS		
Cash in Hand	0.04	–
Balance with banks :		
– on Current Accounts	6.85	–
TOTAL	6.89	–
NOTE 12 : SHORT TERM LOANS & ADVANCES		
(Unsecured and considered good)		
Accrued Interest	0.07	–
Other Advances	–	1,007.85
TOTAL	0.07	1,007.85

₹ in Lacs

	31.03.2014 (18 Months)	30.09.2012 (12 Months)
NOTE 13 : REVENUE FROM OPERATIONS		
Interest on :		
– Loans and deposits	79.60	40.55
– Others	4.00	–
Other Financial Services:-		
Dividend	648.39	625.99
Profit on sale of Investments	5.96	–
Miscellaneous Receipts	0.04	–
TOTAL	737.99	666.54
NOTE 14 : EMPLOYEES BENEFIT EXPENSES		
Salaries & wages	4.54	3.71
TOTAL	4.54	3.71
NOTE 15 : OTHER EXPENSES		
Auditors Remuneration		
– Statutory Audit Fees	0.70	0.20
– Tax Audit Fees	0.23	–
– Certification	0.64	–
– Others	6.74	–
Directors' Fee	2.07	2.51
Demerger Expenses	39.27	–
Bank Charges, Travelling, Legal & Professional & Other Miscellaneous Expenses	19.32	5.88
TOTAL	68.97	8.59

NOTES TO FINANCIAL STATEMENTS:-

16. (i) During the year 2011-12, a Scheme of Arrangement and Demerger (the Scheme) between the Company {Florence Investech Limited (FIL) (formerly JK Agri Genetics Limited) (Transferor)} and JK Agri Genetics Limited (JKAGL) {(formerly Florence Alumina Limited (FAL)} (Transferee) has been sanctioned by the Hon'ble High Court at Kolkata vide its Order dated 17th October, 2012 and the Scheme became effective on 02nd November, 2012 operative from 01st April, 2005, the Appointed Date.
- (ii) Name of the Company has been changed from JK Agri Genetics Ltd. to Florence Investech Ltd.
- (iii) Further, the entire amount of Authorised Preference Shares Capital of ₹4,250 lacs divided into 50,00,000 Preference Shares of ₹85 each is to be transferred from authorised share capital of the Company to JKAGL (formerly FAL) as equity and unclassified shares are in the process of getting transferred from the Company to the JKAGL (formerly FAL) as authorised capital divided into 4,25,00,000 unclassified shares of ₹10 each as per the said Scheme {Note no. (i)} . The matter is pending for disposal with the Registrar of Companies, NCT of Delhi & Haryana.
- (iv) Certain Charge(s) of secured loans, licenses, approvals etc. are in process of getting transferred in the name of JKAGL (formerly FAL).
17. Company is a NBFC. During the year, the Company has been granted exemption by Reserve Bank of India (RBI) from registration as a Core Investment Company (CIC).
18. The Company has changed its Accounting Year from October - September to April – March. Accordingly, the current Financial Year is for a period of Eighteen Months and to that extent financials of current year are not strictly comparable with the financials of previous year.

19. Related Party Disclosures

- A) Relationships:
- i. Wholly Owned Subsidiary : Nil
 - ii. Associate : Nil
 - iii. Key Management Personnel (KMP) : Shri Sanjay Kumar Gupta, Manager (upto July 04, 2013).
- B) Transaction with Related Parties : Nil

20. Contingent liabilities not provided:

- (a) Disputed Income Tax matters (estimated) under Appeal ₹157.25 Lacs (Previous Year: ₹81.28 lacs).
- (b) In respect of certain disallowances and additions made by the Income Tax Authorities, appeals are pending before the Authorities and adjustment, if any, will be made after the same are finally determined.

21. The company has only one reportable business segment namely "Investment".

22. Income Tax calculation has been made considering certain expenses / adjustments available as assessed by the Management.

23. Amounts outstanding under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) to the extent information available with the Company - ₹Nil ((Previous Year - ₹Nil).

24. Earning per Share:-

₹ in Lacs

	As at 31.03.2014 (18 Months)	As at 30.09.2012 (12 Months)
a) Profit/(Loss) after Tax (₹ in lacs)	658.63	644.22
b) Weighted average No. of Equity Shares (Nos.)	3328944	3328944
c) Nominal Value of Equity Shares (₹)	10	10
d) Basic and Diluted Earnings per Equity Share (₹)	19.79	19.35
25. Remuneration to Manager:	2012-14	2011-12
Salary	-	3.31
Contribution to PF& other funds	-	-
Value of perquisites (as per income tax rules) and Other Allowances	-	-
	-	3.31 [#]

Net of ₹124.17 lacs transferred to JKAGL (formerly FAL).

Excludes provision for Gratuity and Leave Encashment where the actuarial valuation has been done on overall company basis

26. No provision for diminution in the value of certain long term investments has been considered necessary, since in the opinion of the Management, such diminution in their value is temporary in nature considering the nature of investments, inherent value, investees' assets and expected future cash flow from such investments.

27. Leave Encashment liability has not been actuarially calculated due to limited number of employees and provided for on accrual basis; however, amount of provision made is not material, accordingly full disclosure as per AS-15 is not considered necessary by the Management. As no employee has completed statutory period of service with the Company, no liability accrued on account of gratuity.

28. Previous year figures have been reclassified / regrouped wherever considered necessary.

As per our report of even date.

For LODHA & CO.

Chartered Accountants

Firm Registration No. - 301051E

N.K. LODHA

Partner

Membership No.85155

Place: New Delhi

Dated: 15th May, 2014

ALOK DUBEY

Asstt. Company Secretary

A.K. KINRA

A.C. CHORARIA

L.N. GUPTA

Directors

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

₹ in Lacs

PARTICULARS	31.03.2014 (18 Months)	30.09.2012 (12 Months)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax & Extraordinary Items	664.36	654.24
Adjusted for :		
Depreciation	0.12	-
Interest/Dividend Received	(731.99)	(666.54)
Profit on sale of Equity Shares	(5.96)	-
Operating profit before working Capital changes	(73.47)	(12.30)
Adjusted for :		
(Increase)/Decrease in Trade & Other Receivables	507.78	(654.28)
Increase/(Decrease) in Trade & Other Payables	10.31	0.04
Cash Generated from Operations	444.62	(666.54)
Direct Taxes Paid	(23.65)	-
Net Cash from Operating Activities	420.97	(666.54)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Shares	(1378.13)	-
Sale of Investments	291.00	-
Purchase of Assets	(0.53)	-
Interest Received	83.60	40.55
Dividend Received	648.39	625.99
Net Cash from Investing Activities	(355.67)	666.54
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
Dividend & Corporate Dividend Tax Paid	(58.41)	-
Net Cash used in Financial Activities	(58.41)	-
D. NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	6.89	-
Opening Balance of Cash and Cash Equivalents	-	126.29
Cash Transferred pursuant to scheme	-	(126.29)
Closing Balance of Cash and Cash Equivalents	6.89	-

Note:-

Cash and Cash Equivalents include Cash in hand & Balance with Schedule Bank.

For LODHA & CO.
Chartered Accountants
Firm Registration No. - 301051E
N.K. LODHA
Partner
Membership No. 85155

Place: New Delhi
Dated: 15th May, 2014

ALOK DUBEY
Asstt. Company Secretary

A.K. KINRA
A.C. CHORARIA
L.N. GUPTA

Directors

FLORENCE INVESTECH LIMITED

Regd. Office: Link House, 3, Bahadur Shah Zafar Marg, New Delhi - 110 002

CIN: L24211DL1993PLC254964, Website: www.florenceinvestech.co.in

E Mail ID: gupta.neha@jkmil.com

NOTICE

NOTICE is hereby given that the **20th Annual General Meeting** of the Members of **FLORENCE INVESTECH LIMITED** will be held at Lakshmipat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi - 110 016 on **Friday, the 26th September 2014 at 2.30 P.M.** to transact the following business:

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2014 (18 Months) and the Reports of the Board of Directors and Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Shri Ashok Kumar Kinra (DIN: 00066421) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in connection therewith to pass with or without modification(s), the following as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Messrs. Lodha & Co., Chartered Accountants, New Delhi, (Registration No. 301051E) be and are hereby appointed as Auditors of the Company for a term of three consecutive years from the conclusion of the 20th Annual General Meeting (AGM) till the conclusion of its 23rd AGM, (subject to ratification of the appointment by the members at every AGM held after this AGM) on a remuneration of ₹ 50,000/- (Rupees Fifty Thousand only) for the first year, excluding Service Tax as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by the said Auditors in connection with the audit.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to fix remuneration of the said Auditors for the subsequent two years thereafter, based on the recommendations of the Audit Committee of Directors of the Company in consultation with the said Auditors; and to do all acts, deeds and things as may be deemed necessary or expedient in connection therewith and incidental thereto.”

As Special Business

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 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, Shri Laxmi Narain Gupta (DIN: 00046749) Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the date of his appointment at this Annual General Meeting, upto the conclusion of 25th Annual General Meeting of the Company in the year 2019.”

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

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 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, Shri Pradeep Singh Lodha (DIN: 06939173) Director of the Company, whose term of office as Additional Director determines on the date of this Annual General Meeting, be and is hereby appointed as an Independent

Director of the Company to hold office for a term of five consecutive years from the date of his appointment at this Annual General Meeting, upto the conclusion of 25th Annual General Meeting of the Company in the year 2019.”

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

“RESOLVED that pursuant to the provisions of Sections 196,197,198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (the ‘Act’) (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the appointment of Shri Kailash Chand Jain as Manager with the designation “Manager and Chief Financial Officer” of the Company for a period of five years with effect from 1st July 2014 be and is hereby approved on the terms and remuneration as set out in the Explanatory Statement annexed hereto which shall be deemed to form part hereof, and in the event of inadequacy or absence of profits under Section 198 of the said Act in any financial year or years, the remuneration comprising salary, perquisites, allowances and benefits as approved herein be paid as minimum remuneration to the said Manager and Chief Financial Officer for a period not exceeding three years in the aggregate subject to requisite approvals, under the said Act.

RESOLVED FURTHER that the Board of Directors or a Committee thereof be and are hereby authorised to vary and/or revise the terms and conditions of appointment including remuneration of the said Manager and Chief Financial Officer within the overall limits approved herein and settle any question or difficulties in connection therewith or incidental thereto without any further approval of the Company in general meeting.”

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

“RESOLVED that in supersession of the resolution passed by the Company with respect to the borrowing powers of the Board of Directors at the Annual General Meeting held on 5th September 2003, consent of the Company be and is hereby accorded pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act 2013, or any statutory modification or re-enactment thereof, to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as “the Board”) for borrowing moneys (apart from temporary loans from time to time obtained from the Company’s Bankers in the ordinary course of business) in excess of the aggregate of paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, as the Board may, from time to time, deem necessary and/or expedient for the purpose of the Company, provided that the sum or sums so borrowed and remaining outstanding at any one time on account of principal shall not exceed in the aggregate ₹ 250 Crores (Rupees Two Hundred Fifty Crore only).”

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

“RESOLVED that in supersession of the resolution passed by the Company with respect to mortgaging and/or charging by the Board of Directors at the Annual General Meeting held on 5th September 2003, consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act 2013, or any statutory modification or re-enactment thereof, to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as “the Board”) to mortgage and/or charge (by way of first, second or other subservient charge as may be agreed to between the Company and the lenders and/or Debenture Trustees), all the immovable and movable properties, present and future, wheresoever situate and the whole or substantially the whole of any one or more of the undertakings of the Company, to or in favour of any Financial Institutions, Banks and other lending Institutions or Funds, Trustees of Debentures, to secure their respective Rupee and Foreign Currency Loans or other Financial assistance lent, granted and advances or agreed to be lent, granted and advanced to the Company or the Debentures, Bonds or other financial instruments issued and allotted or as may be issued by the Company and subscribed to or agreed to be subscribed to by such Institutions/Banks/Funds, or any other persons, of such amount or amounts not exceeding ₹ 250 Crores in the aggregate on account of principal, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Trustees, costs, charges and other moneys payable by the Company to the respective Financial Institutions, Banks and other lending institutions and Debenture holders and/or Trustees under the Loan/Subscription Agreement(s) entered into/to be entered into by the Company in respect of the said Term Loans, Debentures or other financial instruments or assistance.

RESOLVED FURTHER that the Board of Directors of the Company including a Committee thereof, be and is hereby authorized to finalise the terms and conditions with the Financial Institutions, Banks and other lending Institutions or Debenture Trustees and the documents for creating mortgage(s) and/or charge(s) as aforesaid and to do all acts, deeds and things in connection therewith and incidental thereto.”

10. To consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:
“RESOLVED that in supersession of the resolution passed by the Company with respect to powers of the Board for contribution to Charitable and other funds at the Annual General Meeting held on 5th September 2003, consent of the Company be and is hereby accorded pursuant to Section 181 and other applicable provisions, if any, of the Companies Act 2013, or any statutory modification or re-enactment thereof, to the Board of Directors of the Company including a Committee thereof (hereinafter referred to as “the Board”) to contribute in any financial year to bonafide charitable and other funds, sum or sums aggregating ₹ 5 Crores or five percent of the average net profits for the three immediately preceding financial years, whichever is higher.”

By Order of the Board

Regd. Office:
Link House, 3, Bahadur Shah Zafar Marg
New Delhi-110002
4th August, 2014

Neha Gupta
Asstt. Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL TO VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. Statement pursuant to Section 102 (1) of the Companies Act, 2013 is annexed.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from **19th September 2014 to 26th September 2014** (both days inclusive).
4. The dividend of ₹ 1.5/- per Equity Share of ₹ 10 each (15%), as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid to the Members whose names appear on the Register of Members of the Company on 26th September 2014 or to their mandates. In respect of shares held in dematerialized form, the dividend will be paid on the basis of details of beneficial ownership to be received from the Depositories for this purpose.
5. In furtherance of the Go Green Initiative of the Government, electronic copy of the Annual Report for 2012-14 (18 Months) is being sent to all the members whose email IDs are registered with the Company/ Depository Participants. Physical copy of the Annual Report for 2012-14 (18 Months) may be sent on request by any Member.
6. Electronic copy of the Notice of the 20th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
8. **Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchange, the Company is pleased to provide members facility to exercise their right to vote at the

20th Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL). E-voting is optional.

The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website www.evotingindia.com during 20th September 2014 (10.00 a.m.) to 22nd September 2014 (5.30 p.m.).
- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “Florence Investech Limited” from the drop down menu and click on “SUBMIT”.
- (iv) Shareholders maintaining their holding in Demat form should enter their user ID (For CDSL 16 digit beneficiary ID, For NSDL 8 character DPID followed by 8 digit Client ID. Members holding shares in Physical Form should enter Folio Number registered with the Company then enter the Characters as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on earlier for any company, then your existing password is to be used.
- (vi) 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</p> <ul style="list-style-type: none"> ● Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0’s after the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA12340000 in the PAN field. ● Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is ‘RA00001234.
Date of Birth or Dividend Bank Details or Number of Shares	<ul style="list-style-type: none"> ● Please enter the Date of Birth or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on 22nd August 2014 in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the Florence Investech Limited. 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take printout of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xvi) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xvii) The e-voting period commences on 20th September 2014 (10.00 a.m.) and ends on 22nd September 2014 (5.30 p.m.). During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as on the cut off date: 22nd August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (xviii) 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 of 22nd August 2014.
- (xix) Mr. Namoo Narain Agarwal, Practising Company Secretary (Membership No. FCS-234) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xx) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witness not in the employment of the Company and make a Scrutinizer Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxi) The Results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website (www.florenceinvestech.co.in) and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company.

9. Appointment of Director

Brief Resume of the Director proposed to be re-appointed (Item No. 3) is given hereunder:

Shri Ashok Kumar Kinra is a Chartered Accountant. He has over 42 years of experience in Finance, Accounts, Mergers & Acquisitions, Business Restructuring of Companies and Administration. He is a Member of Finance, Banking and insurance Committees of ASSOCHAM and PHD Chambers of Commerce. He is also Director of Bengal & Assam Company Limited, Dwarkesh Energy Limited, BMF Investments Limited, Indica Travels & Tours Pvt. Limited, Valiant Pacific LLC, Dubai, J.K. Asia Pacific (S) Pte Ltd., Singapore, J.K. Asia Pacific Ltd., Hongkong, J.K. International Limited, U.K., Florence Investech Ltd., Modern Cotton Yarn Spinners Ltd., JK Tornel, S.A. De C.V., Compania Hulera Tornel S.A. DE C.V, Gintor Administration S.A. DE C.V,

Commercializadora America Universal S.A. DE C.V, CliniRx Asia Pacific Ltd. Hongkong, CliniRx, USA Inc, Divyashree Company Pvt. Ltd., Henry F Cockill & Sons Limited, Sago Trading Limited, Pushpawati Singhania Research Institute for Liver, Renal & Digestive Diseases and Acorn Engineering Limited. In terms of Clause 49 of the Listing Agreement, he is the Chairman of the Audit Committee of Florence Investech Limited and Dwarkesh Energy Limited, Member of Stateholders Relationship Committee of Florence Investech Limited and a Member of Audit Committee of Sago Trading Limited.

By Order of the Board

Regd. Office:
Link House, 3, Bahadur Shah Zafar Marg
New Delhi-110002
4th August, 2014

Neha Gupta
Asst. Company Secretary

Statement under Section 102 (1) of the Companies Act, 2013

Item No. 5

Shri Laxmi Narain Gupta was appointed by the Board in casual vacancy caused due to resignation of Shri P.K.Rustagi, on 5th August, 2013. The Board of Directors of the Company has recommended appointment of Shri Gupta as an Independent Director for a term of five consecutive years from this AGM in terms of Section 149 of the Companies Act, 2013 (the Act), as mentioned in the Resolution.

Shri Laxmi Narain Gupta, aged 65 years, holds a bachelors degree in commerce. He has rich experience in the field of Finance and Accounts, Corporate Taxation, Legal matters etc. He has been working for more than four decades on various senior management positions. Shri Gupta is also a Director of Saptrishi Consultancy Services Limited, Panchmahal Properties Limited, Pranav Investments (M.P.) Company Limited, Juggilal Kamapat Udyog Limited, Elate Builders Private Limited, PSV Energy Private Limited, Akhand Investments Private Limited and Crossbow Investments Private Limited. He is a member of Audit Committee and Stateholders Relationship Committee of Florence Investech Limited.

Shri Laxmi Narain Gupta has given requisite declaration that he meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement and has given his consent to act as Independent Director of the Company. Shri Gupta is also not disqualified from being appointed as Director in terms of Section 164 of the Act.

In the opinion of the Board, Shri Laxmi Narain Gupta fulfils the conditions specified in the Act in respect of his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of Shri Gupta as an Independent Director setting out the terms and conditions would be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day between 2nd September 2014 to 26th September 2014.

Except Shri Laxmi Narain Gupta, being the appointee, none of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the proposed resolution. This Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 6

Shri Pradeep Singh Lodha was appointed by the Board as an Additional Director, on 2nd August, 2014. The Board of Directors of the Company has recommended appointment of Shri Lodha as an Independent Director for a term of five consecutive years from this AGM in terms of Section 149 of the Companies Act, 2013 (the Act), as mentioned in the Resolution.

Shri Pradeep Singh Lodha, aged 57 years, holds Masters Degree in Arts from Jawahar Lal Nehru University, having a rich experience of about 34 years in Sales and Marketing.

Shri Pradeep Singh Lodha has given requisite declaration that he meets the criteria of Independence as prescribed both under sub-section (6) of Section 149 of the Act and Clause 49 of the Listing Agreement and has given his consent to act as Independent Director of the Company. Shri Lodha is also not disqualified from being appointed as Director in terms of Section 164 of the Act.

In the opinion of the Board, Shri Pradeep Singh Lodha fulfils the conditions specified in the Act in respect of his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter of appointment of Shri Lodha as an Independent Director setting out the terms and conditions would be available for inspection by the Members at the Registered Office of the Company during normal business hours on any working day between 2nd September 2014 to 26th September 2014.

Except Shri Pradeep Singh Lodha, being the appointee, none of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the proposed resolution. This Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

Item No. 7

The Board of Directors of the Company at its meeting held on 4th August 2014, has designated/ appointed Shri Kailash Chand Jain as Key Managerial Personnel of the Company with the designation “Manager and Chief Financial Officer”, for a period of five years with effect from 1st July 2014 on the terms of remuneration determined by the Nomination and Remuneration Committee of Directors as set out herein subject to requisite approvals.

Information pursuant to para (A) of Section II of Part II of the Schedule V to the Companies Act, 2013:

I. General Information:

1. Nature of Industry: The Company is a Core Investment Company-Non Banking Financial Company (CIC-NBFC).
2. Date or expected date of commencement of commercial production: Not Applicable.
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
4. Financial Performance based on given indicators:

Particulars	(₹ in Lacs)	
	2012-14 (18 Months)	2011-12 (12 Months)
Total Revenue and Other Income	737.99	666.54
Operating Profit (Before Interest, Depreciation and Tax)	683.80	660.12
Profit Before Tax	664.36	654.24
Profit After Tax	658.63	644.22

5. Foreign investments or collaborations, if any: Not Applicable.

II. Information about the Appointee

1. Shri Kailash Chand Jain, aged 58 years, holds Masters Degree in Commerce from Meerut University. He is having rich experience of about 36 years in Accounts and Finance. He has been working for more than 2 decades on various positions. He does not hold any other Directorship.
2. Past Remuneration: Not Applicable.
3. Recognition or Awards: NIL.
4. Job Profile and his suitability: Shri Kailash Chand Jain as Manager of the Company is vested with substantial powers of the management subject to superintendence, control and directions of the Board of Directors of the Company.

5. Remuneration proposed: The Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on 4th August 2014 have approved the following terms of remuneration of Shri Kailash Chand Jain for a tenure of 5 years w.e.f. 1st July 2014, as under:
- A. Salary ₹ 24,500 per month with such increments as may be decided by the Board/Nomination and Remuneration Committee of the Directors of the Company from time to time in the Salary Range of ₹ 15,000 to ₹ 48,000 per month.
 - B. Perquisites, allowances and benefits: Perquisites comprising provision of residential accommodation or house rent allowance in lieu thereof together with furnishings, reimbursement of medical expenses incurred, leave travel, premium on personal accident insurance and other perquisites, allowances and benefits as per the schemes, policies and the rules of the Company as applicable from time to time subject to any change as may be decided by the Board/ Nomination and Remuneration Committee of the Directors of the Company. The perquisites shall be evaluated as per the actual cost or Income tax Rules, as applicable.
 - C. Contribution to Provident Fund or Annuity Fund as per rules of the Company.
 - D. Gratuity as per the rules of the Company.
 - E. Encashment of unavailed leave as per rules of the Company.
 - F. The Board or the Nomination and Remuneration Committee thereof may, from time to time, increase, or vary the salary range, subject to the overall ceiling prescribed under the Companies Act, 2013.
 - G. In the event of inadequacy or absence of profits under Section 198 of the Companies Act, 2013 in any financial year or years, the Manager and Chief Financial Officer of the Company shall be entitled to such remuneration as he may be then drawing, as specified in paras A and B above, as minimum remuneration and be also entitled to perquisites mentioned in paras C, D and E above.
6. Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person: The Nomination and Remuneration Committee of Directors of the Company had, while approving the Remuneration of Shri Kailash Chand Jain took into account the financial position of the Company and the trends in the Industry, qualification, experience, responsibilities, past experience, past remuneration etc. and remuneration drawn by managerial persons in the industry. The proposed Remuneration is comparative with the remuneration being paid to the Manager and Chief Financial Officer of the same size companies in the industry.
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: Besides the remuneration proposed herein, Shri Kailash Chand Jain does not have any pecuniary relationship with the Company.

III. Other information

Reasons of loss or inadequate profits and Steps taken or proposed to be taken for improvement and Expected increase in productivity and profits in measurable terms: At present, the Company has adequate profits. However, the appointment of Shri Kailash Chand Jain is for a term of 5 years, the future trend in the profitability will largely depend on the Economic Conditions. The Company, being a Core Investment Company, holds significant investments in Group Companies with a wide and diversified industrial segment, fortunes of which are dependent upon prevailing economic conditions. It is widely perceived that the tight monetary policy pursued by the Reserve Bank of India for curtailing inflationary pressure has impacted economic growth. With a stable government in place, easing of the inflationary pressure and concern for industrial and economic growth in particular, the coming days may see beginning of recovery in the Economy. This should have positive impact on the working of the investee companies and the capital market leading to better valuations.

The resolution is accordingly recommended as Special Resolution for approval of the Shareholders of the Company. Shri Kailash Chand Jain is interested in the resolution as Manager and Chief Financial Officer of the Company. None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the proposed resolution.

Item No. 8

The Company at its Annual General Meeting held on 5th September 2003 had authorised the Board of Directors of the Company, by an Ordinary Resolution passed under Section 293(1)(d) of the Companies Act 1956, to borrow moneys in excess of the paid-up capital of the Company and its free reserves upto an amount not exceeding ₹ 150 Crores, at any point of time.

The operations of the Company have increased significantly. To meet the increasing requirements of funds, it was considered necessary to increase the said borrowing limits to ₹ 250 Crores. Pursuant to Section 180(1)(c) of the Companies Act 2013, the Board can exercise borrowing powers, in excess of the paid-up capital and free reserves of the Company, with the approval of Members of the Company by way of Special Resolution.

The Resolution is accordingly recommended for approval of the Shareholders. None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the proposed resolution.

Item No. 9

The Company at its Annual General Meeting held on 5th September 2003 had authorised the Board of Directors of the Company, by an Ordinary Resolution passed under Section 293(1)(a) of the Companies Act, 1956, to create mortgage and/or charge on the immovable and movable properties of the Company in favour of the lenders to secure their financial assistance not exceeding ₹ 150 crores, in the aggregate on account of principal, together with interest thereon.

The operations of the Company have increased significantly. To meet the increasing requirements of funds, the Company will have to resort to further borrowings from Financial and other lending institutions. As security for such borrowings, the immovable and movable properties of the Company will have to be mortgaged/charged in favor of Financial and other lending institutions. It was therefore considered necessary to take approval of the shareholders upto a borrowing limit of ₹ 250 crores.

Pursuant to Section 180(1)(a) of the Companies Act 2013, the Board can exercise power to create mortgage and/or charge on the immovable and movable properties of the Company, with the approval of Members of the Company by way of Special Resolution.

The Resolution is accordingly recommended for approval of the Shareholders. None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the proposed resolution.

Item No. 10

The Company at its Annual General Meeting held on 5th September 2003, had authorised the Board of Directors of the Company, pursuant to Section 293 (1)(e) of the Companies Act 1956, to contribute to charitable and other funds not directly relating to the business of the Company or welfare of its employees, upto ₹ 50 Lacs, in any financial year, notwithstanding the limits in relation to net profits laid down in the said Section.

Pursuant to Section 181 of the Companies Act 2013, the Board of Directors of the Company may now contribute to bona fide charitable and other funds, in any financial year, exceeding 5% of its average net profits for the three immediately preceding financial years, with prior permission of the Company in general meeting.

The Resolution is accordingly recommended for approval of the Shareholders. None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the proposed resolution.

By Order of the Board

Regd. Office:
Link House, 3, Bahadur Shah Zafar Marg
New Delhi-110002
4th August, 2014

Neha Gupta
Asstt. Company Secretary

FOR ATTENTION TO THE SHAREHOLDERS

1. Members/Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
2. Please check the Pin Code in the address slip pasted on the envelope and advise correction, if any, therein. Also please do indicate the Pin Code Number of your delivery post office while notifying change in your address to the Company where the shares are held in physical form.
3. Transferee(s) seeking transfer of shares in physical form should furnish copy of their PAN card to the Company / RTA for registration of transfer of shares.
4. Shareholders having multiple folios are requested to write to the Company for consolidation of the Folios to save the administrative or servicing cost.
5. Requests for transfer of Equity Shares and related correspondence should be addressed to the Company's Registrar and Share Transfer Agents: Alankit Assignments Limited, Alankit Heights, 1E/13, Jhandewalan Extension, New Delhi - 110 055. The Shareholder may approach their Depository Participant for getting their shares dematerialised and in respect of shares already held in dematerialized mode, for registration of change in their addresses, bank mandates, nominations etc. For any further clarifications and for other matters, kindly write to the **Company Secretary** at Link House, 3, Bahadur Shah Zafar Marg, New Delhi - 110 002 or E-mail: gupta.neha@jkm.com.
6. The Members are requested to furnish to the Company their Bank particulars to enable the Company to directly credit the dividend amount in their Bank Account through **Electronic Clearing Services**. Members are also requested to advise details of their Bank account i.e. name and address of their Bank, Account No. and name of Account Holder(s) for printing on the Dividend Warrants to avoid fraudulent encashment thereof.
7. **Unclaimed Dividends: Transfer to Investor Education and Protection Fund:** The Unclaimed Dividend for the financial year 2011-12 will become due for transfer to the Investor Education and Protection Fund on 9th August 2020. It may be noted that after expiry of the said due date for transfer of unclaimed dividend to the said fund, no claim shall lie in respect of unclaimed dividend. Shareholders who have not encashed their dividend warrants for the last financial year 2011-12 are requested to send the same for revalidation to the Company at the address given at Point No.5 above.
8. **Nomination:** Pursuant to Section 72 of the Companies Act, 2013 individual Shareholders holding shares in the Company singly or jointly may nominate an individual to whom all the rights in the shares in the Company shall vest in the event of death of the sole/all joint Shareholders.
9. **Dematerialisation of Shares and Liquidity:** Members may in their own interest consider dematerialization of their shareholding in the Company held in physical form through their respective Depository Participants with one of the Depositories, namely, NSDL and CDSL. Company's ISIN No. is INE211G01020.
10. Pursuant to Section 101 of the Companies Act 2013 and the Rules made thereunder, the Company is permitted to send various notices/documents under the Companies Act 2013, to its shareholders, through electronic mode. We request to Members to support this initiative and register their E-mail addresses in respect of shares held in: (1) dematerialized mode, with their Depository Participants; and (2) physical mode with Alankit Assignments Limited (RTA). Please quote the following particulars in the E-Mail Registration Request: Folio No./DP ID-Client ID, PAN, Name (s) of Registered Holder(s), Address, Telephone and E-Mail Address (to be registered for sending future communications through E-mail) and send the same under your signature(s).

FLORENCE INVESTECH LIMITED

Regd. Office: Link House, 3, Bahadur Shah Zafar Marg, New Delhi - 110 002

CIN: L24211DL1993PLC254964 Website: www.florenceinvestech.co.in

E mail ID: gupta.neha@jkmmail.com

ADMISSION SLIP

Folio No. / DP ID / Client ID #	
No. of Equity Shares held	

I hereby record my presence at the 20th Annual General Meeting of the Company being held at Lakshmipat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi - 110 016 on **Friday**, the **26th September 2014** at **2.30 P.M.**

Name of the Shareholder (in block letters)	
Name of Proxy /Authorised Representative attending* (in block letters)	

*Strike out whichever is not applicable

#Applicable for shareholders holding shares in dematerialised form.

Signature of the attending Shareholder/Proxy/Authorised Representative*

Notes: Please produce this Admission Slip duly filled and signed at the entrance of the meeting hall. Shareholders intending to appoint a proxy may use the Proxy Form.

FLORENCE INVESTECH LIMITED

Regd. Office: Link House, 3, Bahadur Shah Zafar Marg, New Delhi - 110 002

CIN: L24211DL1993PLC254964 Website: www.florenceinvestech.co.in

E mail ID: gupta.neha@jkmmail.com

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014.]

Name of the member(s):	
Registered Address:	
E-Mail ID:	
Folio No./DPID/Client ID:	

I /Webeing the member(s) of Florence Investech Limited, holding shares hereby appoint :

- (1) Name: Address:
E Mail ID: Signature: or falling him/ her;
- (2) Name: Address:
E Mail ID:..... Signature: or falling him/ her;
- (3) Name: Address:
E Mail ID:..... Signature: or falling him/ her;

as my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 20th Annual General Meeting of the Company to be held on Friday, the 26th September 2014 at 2:30 P.M. at LakshmiPat Singhania Auditorium, PHD Chamber of Commerce and Industry, PHD House, 4/2 Siri Institutional Area, August Kranti Marg, New Delhi - 110 016 and at any adjournment thereof in respect of the resolutions as are indicated below:

Resolution No.	Resolutions
ORDINARY BUSINESS	
1.	Adoption of audited financial statements and Report of the Board of Directors and Auditors thereon for the year ended 31 st March 2014.
2.	Declaration of Dividend.
3.	Appointment of a Director in place of Shri Ashok Kumar Kinra, Director who retires by rotation
4.	Appointment of M/s Lodha & Co., Chartered Accountants, as Statutory Auditors of the Company.
SPECIAL BUSINESS	
5.	Appointment of Shri Laxmi Narain Gupta as an Independent Director of the Company for a term of five years from the date of 20 th Annual General Meeting upto the conclusion of 25 th Annual General Meeting.
6.	Appointment of Shri Pradeep Singh Lodha as an Independent Director of the Company for a term of five years from the date of 20 th Annual General Meeting upto the conclusion of 25 th Annual General Meeting.
7.	Appointment of Shri Kailash Chand Jain as Manager with the designation "Manager and Chief Financial Officer" of the Company for a term of five years w.e.f. 1 st July 2014.
8.	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing money up ₹ 250 Crores.
9.	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of charge /mortgage on the properties of the Company to secure the borrowing up to ₹ 250 Crores.
10.	Ordinary Resolution under Section 181 of the Companies Act, 2013 for contribution to bonafide and charitable funds up to a sum of ₹ 5 Crores.

Signed this _____ Day of _____ 2014

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Notes : A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll to vote instead of himself. Such proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Proxies in order to be effective, must be received by the company not less than 48 hours before the meeting.

Notes :

A series of horizontal dashed lines intended for writing notes.

