

FLORENCE INVESTECH LIMITED

CIN: L24211WB1993PLC221608 Website: www.florenceinvestech.co.in
Regd. Office: 7, Council House Street, Kolkata, West Bengal - 700 001
Telephone- 033-22486181/22487084, Fax:033-22481641, E-Mail : arun.sharma1@jkmil.com

NOTICE

NOTICE is hereby given that the **23rd Annual General Meeting** of the Members of **FLORENCE INVESTECH LIMITED** will be held at **Shripati Singhania Hall, Rotary Sadan, 94/2, Jawahar Lal Nehru Road, (Chowringee Road) Kolkata – 700 020** on **Friday, 25th August, 2017 at 4.30 P.M.** to transact the following business:

1. To receive, consider and adopt the audited financial statements of the Company (including audited consolidated financial statements) for the financial year ended 31st March, 2017 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 fix their remuneration and in connection therewith to pass, with or without modifications, the following, as an **Ordinary Resolution**:

“RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder as amended from time to time, M/s. Singhi & Co., Chartered Accountants, New Delhi, (Registration No. 302049E) be and are hereby appointed as the Auditors of the Company for a term of five consecutive years to hold office from the conclusion of 23rd AGM till the conclusion of the 28th AGM, subject to ratification of the appointment by the Members at every subsequent AGM to be held during its term, on a remuneration of Rs. 65,000/- (Rupees Sixty Five Thousand only) per annum, upto the conclusion of the next AGM, excluding Service Tax or Goods & Service Tax, as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit and the Board of Directors of the Company be and is hereby authorised to fix the remuneration for the remaining tenure of the Auditors.”

By Order of the Board

Place: New Delhi
Date: 23rd June, 2017

Arun Kumar Sharma
Company Secretary

NOTES:

1. 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. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.

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. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Relevant documents referred to in the accompanying Notice shall be available for inspection at the Registered Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on all working days upto and including the date of the Annual General Meeting and also at the venue of the meeting.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from 19th August, 2017 to 25th August, 2017 (both days inclusive).
4. The dividend of ₹ 30/- per Equity Share of ₹ 10 each (300%), 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 18th August, 2017 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 the financial year 2016-17, the Notice of the 23rd AGM of the Company along with Admission Slip and Proxy Form are being sent to all the members whose e-mail addresses are registered with the Company/Depository Participants. Physical copy of the aforesaid documents may be sent on request by any such Member.
6. Physical copy of the Annual Report for the financial year 2016-17, the Notice of the 23rd AGM of the Company along with Admission Slip and Proxy Form are being sent to those members who have not registered their e-mail addresses with the Company/Depository Participants. The Annual Report for the financial year 2016-17 and the Notice of the 23rd AGM will also be available on the Company's website www.florenceinvestech.co.in.
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. **APPOINTMENT OF DIRECTOR**

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

Shri Ashok Kumar Kinra, aged 68 years, is a Chartered Accountant. He joined the Board of the Company on 13th February, 2013. He has over 44 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 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., Natext Biosciences Pvt. Ltd., JK Tornel, S.A. De C.V., Compania Hulera Tornel S.A. DE C.V, Gintor Administration S.A. DE C.V, Comercializadora America Universal S.A. DE C.V, CliniRx Asia Pacific Ltd. Hongkong, CliniRx, USA Inc, Sunrise Consolidated Ltd., Habras International Limited, Divyashree Company Pvt. Ltd., Henry F Cockill & Sons Limited, Sago Trading Limited, Terriswood Limited and Acorn Engineering Limited.

Shri Kinra is the Member of the Stakeholders' Relationship Committee of Bengal & Assam Company Limited and Chairman in the Audit Committee of Dwarkesh Energy Limited. He is also a Member of the Audit Committee of Sago Trading Limited and BMF Investments Limited. [Chairmanship/Membership of Shri Kinra in Committees of Directors and other Committees are in terms of Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]. Shri Kinra attended four Board Meetings of the Company held during the financial year ended 31st March, 2017. His Director Identification No. is 00066421. Shri Kinra is not related to any other Director of the Company.

9. Appointment of M/s Singhi & Co., as Statutory Auditor of the Company (Item No. 4 of the Notice)

The term of office of M/s Lodha & Co., having been Auditors of the Company for more than ten Consecutive years before the Companies Act, 2013, will end at the forthcoming Annual General Meeting.

Accordingly, as recommended by the Audit Committee, the Board at its Meeting held on 22nd May, 2017, has recommended appointment of M/s. Singhi & Co., Chartered Accountants, New Delhi, (Registration No. 302049E) as the Statutory Auditor of the Company for a period of five years, from the conclusion of 23rd AGM till the conclusion of the 28th AGM, on a remuneration of Rs. 65,000/- (Rupees Sixty Five Thousand only) per annum, excluding Service Tax or Goods & Service Tax, as applicable and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit with a authority to the Board to fix the remuneration for the remaining tenure.

In accordance with the provisions of the Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the aforesaid appointment has to be approved by the Shareholders of the Company.

10. Remote e-voting procedure:-

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with relevant rules thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members, facility to exercise their right to vote at the 23rd AGM by electronic means and the business may be transacted through remote e-voting services provided by Central Depository (Services) India Limited (CDSL). Remote e-voting is optional. The facility for voting through ballot polling paper shall also be made available at the AGM and the members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.

The instructions for Members for remote e-voting are as under:

- (i) The voting period begins on 22nd August, 2017 (10.00 AM) and ends on 24th August, 2017 (5.00 PM). During this period, Members of the Company, holding Equity Shares either in physical form or in dematerialized form, as on the cut-off date 18th August, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted by remote e-voting prior to the AGM date may attend the AGM but would not be entitled to vote at the AGM.
- (iii) Log on to the e-voting website www.evotingindia.com and click on Shareholders/Members.
- (iv) Members maintaining their holding in Demat form should enter their User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID). Members holding shares in Physical form should enter Folio Number registered with the Company.
- (v) Enter the characters displayed on the image verification and Click on Login.
- (vi) Members holding shares in demat form and had logged on to www.evotingindia.com and voted earlier for any company, then your existing password is to be used.

- (vii) For the 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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in capital letters followed by 8 digits of the sequence number in the PAN field. The sequence no. is printed on the Address Slip on the Envelope. In case the sequence number is less than eight digits, enter the applicable number of "0" after the first two letters of the name in CAPITAL letters and before the sequence number. For example: If your name is RAMESH KUMAR and number of Equity Shares held as on cut-off date are 250, then enter RA00000250 in the PAN field.
Dividend Bank Details OR Date of Birth	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Florence Investech Limited.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If a Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Members can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- (xix) Note for Non-Individual members and Custodians
- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 18th August, 2017, may follow the same instructions as mentioned above for remote e-Voting.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section. The Contact details of official responsible to address grievances connected with remote e-voting are Shri Mehboob Lakhani (Assistant Manager), Central Depository Services (India) Ltd., 16th Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400 001, Phone No. 18002005533 or write an email to helpdesk.evoting@cdslindia.com.
- (xxii) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th August, 2017 and a person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- (xxiii) The Company has appointed Shri Namo Narain Agarwal, Company Secretary in Practice, as Scrutinizer to scrutinize the voting (at AGM venue) and remote e-voting process in a fair and transparent manner.
- (xxiv) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing who shall countersign the same. The Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
11. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., 18th August, 2017 and who has not cast vote by remote e-voting, and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM. Ballot papers will be available at the venue of the AGM.
12. The results declared along with the consolidated Scrutinizer’s Report shall be placed on the Company’s website www.florenceinvestech.co.in and on the website of CDSL and shall simultaneously be forwarded to the Stock Exchange.
13. This Notice also contains a route map of the venue of the AGM.

By Order of the Board

Place: New Delhi
Date: 23rd June, 2017

Arun Kumar Sharma
Company Secretary

FOR ATTENTION OF THE MEMBERS

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. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, Bank Mandates, Nominations, Power of Attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Alankit Assignments Limited ("Alankit") to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Alankit.

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Alankit.

4. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Alankit for assistance in this regard.
5. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Alankit, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
6. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
7. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.florenceinvestech.co.in (under 'Investors Relations' section). Members holding shares in physical form may submit the same to Alankit. Members holding shares in electronic form may submit the same to their respective depository participant.
8. Unclaimed Dividends: Transfer to Investor Education and Protection Fund: Pursuant to Section 124 of the Companies Act, 2013, read with relevant Rules, the unclaimed dividend will be transferred to the Investor Education and Protection Fund after expiry of 7 years from the date of dividend become due for payment as under:

Dividend	Due date for transfer to the said Fund
➤ Financial Year ended 31.03.2012 • 15% Dividend	9 th August, 2020
➤ Financial Year ended 31.03.2014 • 15% Dividend	6 th October, 2021
➤ Financial Year ended 31.03.2015 • 15% Dividend	5 th November, 2022
➤ Financial Year ended 31.03.2016 • 15% Dividend	27 th October, 2023

9. 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.
10. Members who have not encashed their dividend warrants for the said financial years are requested to send the same for issue of fresh Demand Drafts to the Company Secretary at Gulab Bhawan (Rear Block), 3rd Floor, 6A, Bahadur Shah Zafar Marg, New Delhi-110 002.

11. Members are requested to quote their Folio No./ DP ID-Client ID and details of shares held in physical/demat mode, e-mail IDs and Telephone/Fax Nos. for prompt reply to their communications.

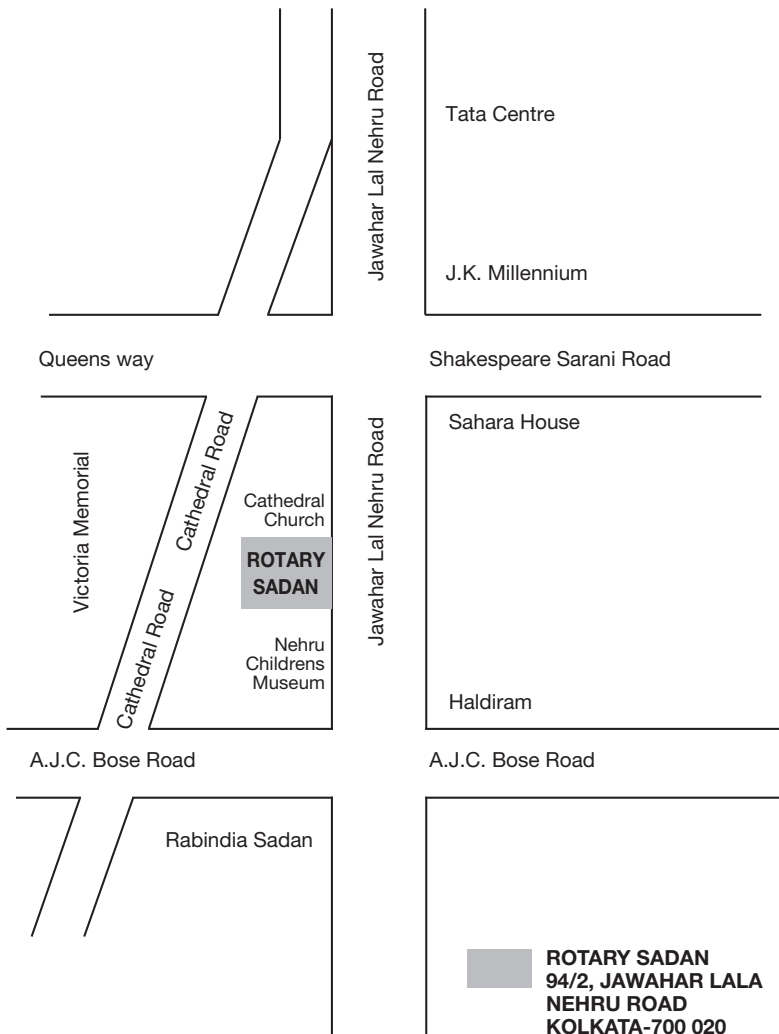
Green Initiative in Corporate Governance: Register E-mail Address

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 Members, through electronic mode. We request the Members to support this initiative and register their E-mail addresses in respect of shares held in: (1) dematerialised mode, with their Depository Participants; and (2) physical mode with Alankit Assignments Ltd., Registrar and Share Transfer Agent. 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

Route map to the venue of the AGM

**Shripati Singhania Hall, Rotary Sadan, 94/2, Jawahar Lal Nehru Road,
(Chowringee Road), Kolkata – 700 020**



FLORENCE INVESTECH LIMITED

Regd. Office: 7, Council House Street, Kolkata, West Bengal - 700 001
Telephone- 033-22486181/22487084, Fax: 033-22481641, E-Mail : arun.sharma1@jkm.com
CIN: L24211WB1993PLC221608 Website: www.florenceinvestech.co.in

ADMISSION SLIP

Folio No. / DP id / Client id #	
No. of Shares held	

I hereby record my presence at the 23rd Annual General Meeting of the Company being held at **Shripati Singhanian Hall, Rotary Sadan, 94/2, Jawahar Lal Nehru Road, (Chowringee Road) Kolkata – 700 020**, on **Friday, the 25th August, 2017 at 4.30 P.M.**

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

Signature of the attending Member/Proxy/Authorised Representative*

* Strike out whichever is not applicable. # Applicable for shareholders holding shares in dematerialised form.

- Notes:** 1. A member/ proxy/ authorised representative wishing to attend the meeting must complete this Admission Slip before coming to the Meeting and hand it over at the entrance.
2. If you intend to appoint a Proxy, please complete, stamp, sign and deposit the Proxy Form at the Company's Registered Office at least 48 hours before the meeting.

FLORENCE INVESTECH LIMITED

Regd. Office: 7, Council House Street, Kolkata, West Bengal - 700 001
Telephone- 033-22486181/22487084, Fax: 033-22481641, E-Mail : arun.sharma1@jkm.com
CIN: L24211WB1993PLC221608 Website: www.florenceinvestech.co.in

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	
Folio No./DP id/Client id	

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

- (1) Name :
Address :
E Mail :
Signature : or failing him/her
- (2) Name :
Address :
E Mail :
Signature : or failing him/her
- (3) Name :
Address :
E Mail :
Signature :

as my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 23rd Annual General Meeting of the Company to be held on Friday, the 25th August, 2017 at 4.30 P.M. at Shripati Singhanian Hall, Rotary Sadan, 94/2, Jawahar Lal Nehru Road, (Chowringee Road), Kolkata – 700 020 and at any adjournment thereof in respect of the resolutions as are indicated below:



Resolution No.	Resolution Description
1.	Consideration and adoption of audited Financial Statements of the Company (including audited consolidated financial statements) for the financial year ended 31st March, 2017 and Reports of the Board of Directors and Auditors thereon.
2.	Declaration of Dividend.
3.	Re-appointment of Shri Ashok Kumar Kinra, who retires by rotation.
4.	Appointment of Auditors and fixing their remuneration.

Signed this.....Day of.....2017.

Signature of Member

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at 7, Council House Street, Kolkata, West Bengal - 700 001, not less than 48 hours before the commencement of the Meeting.