

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 Lakshmi Pat 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 for 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.

Florence Investech Limited

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.

Florence Investech Limited

- (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. Namo 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.

Florence Investech Limited

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:

(₹ in Lacs)

Particulars	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.

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

By Order of the Board

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@jkm.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 Lakshmi Pat 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 to ₹ 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.