

**FLOWER TRADING & INVESTMENT CO. LTD.**

Regd. Office: 540 MARSHALL HOUSE 33/1 N.S. ROAD, KOLKATA – 700001

CIN: L65993WB1981PLC033398

Tel No.:033 22431845

Email: flower@pratapgroup.com; Website: www.flowertrading.in

**DIRECTORS' REPORT**

To,  
The Members  
FLOWER TRADING & INVESTMENT CO LTD

Your Directors have pleasure in presenting their 42<sup>nd</sup> Annual Report together with the Audited financial statements of your Company for the year ended 31st March, 2023.

**KEY FINANCIAL HIGHLIGHTS**

The highlights of the financial results of the Company are as follows: (AMT. IN RUPEES)

<b>PARTICULARS</b>	<b>Year Ended March 31,2023</b>	<b>Year Ended March 31,2022</b>
<i>Revenue from Operations</i>	58,97,045	41,86,463
<i>Other Income</i>	-	-
<i>Total Revenue</i>	58,97,045	41,86,463
<i>Total Expenses</i>	44,39,655	29,18,302
<i>Profit/ (Loss) for the year before tax</i>	14,57,390	12,68,161
<i>Less : Provision for Taxation</i>	-	-
<i>Current Tax</i>	-	-
<i>Deferred Tax</i>	-	-
<i>Mat Credit Entitlement</i>	-	-
<i>(Excess)/Short provision for the earlier year</i>	-	18,17,220
<b>Profit during the year (PAT)</b>	<b>14,57,390</b>	<b>30,85,381</b>

**BUSINESS PERFORMANCE REVIEW**

The main operations of the Company are that of Trading of Shares & Investment Activities. There are no material changes or commitments affecting the financial position of the Company which have occurred between the end of the Financial Year and the date of the report.

**DIVIDEND**

Our Director's regret for not recommending any Dividend on Equity Shares and has decided to retain the profits for future investments and to strengthen the business of the Company.

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### **RESERVES**

The Company transfers sum of Rs. 2, 91,478 u/s 45 IC of RBI Act, 1934 as statutory reserves and is proposed to be retained in the Profit or Loss account during the Financial Year ended on 31.03.2023.

### **CHANGE IN THE NATURE OF BUSINESS**

During the year under review, there are no changes in the nature of the business of the Company.

### **SHARE CAPITAL**

The Equity shares of the Company are listed on the CSE. The paid up Equity Share Capital as on March 31, 2023 was Rs. 43.99 Lakhs. The Company has neither issued shares with differential rights as to dividend, voting or otherwise nor issued shares (including sweat equity shares) to the employees or Directors of the Company, under any Scheme. However, the data at CSE is showing different amount as Paid-up share capital and Company has written to CSE to rectify their records.

### **LISTING**

The shares of the Company continue to be listed on the CSE Limited (CSE). However the status at Stock Exchange showing “under process for revocation”. The scrip code number of the Equity Shares of the Company on CSE is 0016046 respectively. The Annual Listing Fee for the Financial Year 2022-23 has been duly paid within the stipulated time to the Stock Exchange.

### **DIRECTOR AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Jagdish Chandra Agarwal (DIN-00373349), Director of the Company retires by rotation and being eligible for reappointment and offers himself for re-appointment.

Mr. Pradeep Kumar Saraf (DIN: 01170333) who was appointed as Independent Director of the Company with effect from 31<sup>st</sup> October,2013 by the Board under the provisions of section 152, 149(10) and (11) of the Companies Act,2013 read with applicable rules Independent Director shall ceases to continue as Director after 31.10.2023 due to expiry of his term as Independent Director in terms of the provisions of the Companies Act, 2013. Board of Director express their appreciation for the contribution made by Mr. Pradeep Kumar Saraf.

Nomination and Remuneration Committee of the Company after considering the attributes for Independent Director has proposed the name of. Mr. Rahul Srivastava, as Independent Director, Board has confirmed the recommendation of NRC and propose to appoint Mr. Rahul Srivastava as Independent Director subject to the approval of the Members of the Company at the forthcoming AGM of the Company. Mr. Rahul Srivastava, if appointed, shall hold office for maximum five consecutive years on the board of the company, but shall be eligible for re-appointment for another term provided that such term cannot exceed five consecutive years.

All the directors of the Company have confirmed that they are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013.

Mr. Shyam Sunder Jindal (Managing Director), Mr. Jagdish Agarwal Chandra (Company Secretary) and Mr. Joy Prakash Sharma (CFO), the Key Managerial Personnel (KMP) of the Company pursuant to the provisions of the Company Act, 2013, as on the date of this report.

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All the Directors, Key Managerial Personnel and senior management of the company have affirmed compliance of with the code of conduct applicable to the Directors and employees of the Company and a declaration in this regard made by the Managing Director is attached which forms a part of this report of Directors. The Code of Conduct is available on the Company's website [www.flowertrading.in](http://www.flowertrading.in).

### **DIRECTORS RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained, our Directors make the following statement in terms of Section 134 (3)(c) and 134 (5) of the Companies Act, 2013:

- a) that in the preparation of Annual Accounts for the financial year ended March 31, 2023, the applicable Accounting Standard has been followed;
- b) that the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the March 31, 2023 and the Statement of Profit and Loss for financial year ended March 31, 2023;
- c) that proper and sufficient care have been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding assets of the Company and for preventing and detecting frauds and other irregularities;
- d) that the Annual Accounts have been prepared on a 'going concern' basis;
- e) that proper internal financial controls laid down by the Directors is being followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) that proper system to ensure compliance with the provisions of all applicable laws as devised by the Directors are in place and that such systems are adequate and operating effectively.

### **DECLARATION BY INDEPENDENT DIRECTOR**

The Company has received declarations from the Independent Director that they meet the criteria as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations, 2015.

The Board confirms that the said Independent Director meet the criteria as laid down under the Companies Act, 2013 as well as the SEBI Listing Regulations, 2015.

### **SEPARATE MEETING OF INDEPENDENT DIRECTOR**

During the year under review, the Independent Director had, in accordance with the provisions of Schedule IV (Code for Independent Director) of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, met separately and discussed and reviewed, inter-alia, the performance of Non-Independent Director and the Board as a whole after taking into consideration the views of Executive and Non- Executive Directors.

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**BOARD AND ITS COMMITTEES****BOARD MEETINGS**

The Board met 5(Five) times during the financial year as on 31<sup>st</sup> May 2022, 12<sup>th</sup> August 2022, 14<sup>th</sup> October, 2022, 14<sup>th</sup> November 2022, and 14<sup>th</sup> February 2023. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the SEBI Regulation, 2015.

Attendances of each Director at Board Meetings held during the financial year 2022-23 are as follows:

Name of Director(s)	Designation	No. of Board Meeting(s) during the tenure of the Director	
		Held	Attended
SHYAM SUNDER JINDAL	Managing Director	5	5
JAGDISH AGARWAL CHANDRA	Executive Director	5	5
SUSHILA DEVI AGARWAL	Non-Executive Director	5	4
SUDHIR KUMAR AGARWAL	Non-Executive Director	5	5
SANJAY KUMAR AGARWAL	Independent Director	5	5
PRADEEP KUMAR SARAF	Independent Director	5	5

**COMMITTEES OF THE BOARD**

The Board has formulated the following Committees:

**1. Audit Committee:**

The Audit Committee was constituted in line with the provisions of Section 177 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014. All the members of the committee possess sound knowledge of accounts, audit. Mr.Sanjay Kumar Agarwal & Mr.Pradeep Kumar Saraf are having expertise in financial management. During the year 2022-23, all the recommendations received from the Audit committee was accepted by the Board of Directors.

During the Financial Year 2022-23, the Audit Committee met 4 (Four) times on 31<sup>st</sup> May 2022, 12<sup>th</sup> August 2022, 14<sup>th</sup> November 2022 and 14<sup>th</sup> February 2023. The table below provides the details of meetings and attendance of the Audit Committee members during the year 2022-23:

	Category	No. of Meeting(s) during the tenure of Members	
		Held	Attended
Pradeep Kumar Saraf (Chairman)	Independent Director	4	4
Shyam Sunder Jindal (Member)	Managing Director	4	4
Sanjay Kumar Agarwal (Member)	Independent Director	4	4



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## 2. Nomination and Remuneration Committee:-

The Nomination and Remuneration Committee was constituted in line with the provisions of Section 178 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014.

During the Financial Year 2022-23, the Nomination and Remuneration committee met 2 (Two) times on 14<sup>th</sup> November 2022 and 14<sup>th</sup> February 2023

The composition of the Nomination and Remuneration Committee and the details of meeting attended by its members during the year 2022-23 are given below:

	Category	No. of Meeting(s) during the tenure of Members	
		Held	Attended
Sanjay Kumar Agarwal(Chairman)	Independent Director	2	2
Shyam Sunder Jindal (Member)	Managing Director	2	2
Pradeep Kumar Saraf (Member)	Independent Director	2	2

## BOARD EVALUATION

The Board of Directors of the Company carried out annual evaluation of its own performance, of the Committees of the Board and individual Directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board's functioning was evaluated on various aspects, including inter alia degree of fulfillment of key responsibilities, board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes. The Directors were evaluated on aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings.

In addition, the Whole Time Director was evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Management. Areas on which the Committees of the Board were assessed included degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings.

The performance evaluation of the Independent Director was carried out by the entire Board, excluding the Director being evaluated. The performance evaluation of the Non Independent Director was carried out by the Independent Director, who also reviewed the performance of the Board as a whole.

## RELATED PARTY TRANSACTION

All Related Party Transactions entered into by your Company during the financial year were on arm's length basis and were in the ordinary course of business. The particulars of Contracts or Arrangements made with related parties referred to in subsection (1) of section 188 entered by the company during the financial year ended 31<sup>st</sup> March 2023 is annexed here to Annexure - I in prescribed Form AOC-2 and forms part of this report.

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### **PARTICULARS OF EMPLOYEES**

During FY 2022-23, your Company had not employed anyone for entire year or part of the year which needs disclosure as per the provisions of the Companies Act, 2013 read with relevant Rules. The ratio of remuneration of each Director to the median of employees remuneration and such other details as required under Sec 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, is provided in the Annexure-II and forms part of this report.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The provisions of Section 135 of the Companies Act, 2013, in respect of Corporate Social Responsibility are not applicable to the Company.

### **POLICY FOR APPOINTMENT AND REMUNERATION**

The Board has, on recommendation of the Nomination and Remuneration Committee formulated a policy for selection and appointment of Directors, senior managements and their remuneration. The said policy is set out as an Annexure - III and forms a part of this report.

### **RISK MANAGEMENT POLICY**

In terms of Section 134(3) (n) of the Act, your Directors wish to state that the Company has drawn and implemented a Risk Management Policy including identification of elements of risks, if any, which may threaten the existence of the Company. The above policy is being reviewed/re-visited once a year or at such other intervals as deemed necessary for modifications and revisions, if any.

### **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The employees are free to report violations of applicable laws and regulations and the Code of Conduct.

The policy provides for a formal mechanism for all the directors, employees to report to the Management their genuine concerns or grievances about unethical behaviour, actual or suspected fraud and any violation of the Company's Code of Business Conduct and Ethics policy.

The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning Company. The Policy is available on the Company's website [www.flowertrading.in](http://www.flowertrading.in)

During the year under review, no employee was denied access to the Audit Committee. The said policy is available on the website of the Company.

### **POLICY ON PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE**

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there

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under. The Policy aims to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

The Company has not received any complaint of sexual harassment during the financial year 2022-23.

### **AUDITORS' REPORT**

#### **STATUTORY AUDITOR'S REPORT**

In terms of Section 134(2) and 134(3) of the Act, your Directors are pleased to inform that there are no qualifications, reservation or adverse remark or disclaimer made by the statutory auditors of the Company in their audit report for the financial year FY 2022-23.

#### **INSTANCES OF FRAUD, IF ANY REPORTED BY THE AUDITORS**

There have been no instances of fraud reported by the Auditors under Section 143(12) of the Act.

#### **STATUTORY AUDITORS**

The financial statements for the year under review have been audited by M/s. Vivek Jaiswal & Co., Chartered Accountants, Kolkata (FRN: ICAI-323094E), Statutory auditors of the Company.

In terms of Section 139 of the Companies Act, 2013 and the rules framed thereunder, M/s. Vivek Jaiswal & Co., Chartered Accountants were appointed as the Statutory Auditor of the Company at the 39<sup>th</sup> AGM held on 30<sup>th</sup> September, 2020 for a period of 5 years up to the conclusion of the 44<sup>th</sup> AGM of the Company.

#### **SECRETARIAL AUDITOR**

In terms of Section 204 of the Companies Act, 2013 and the rules framed thereunder, the Company had appointed Mr. Anil Kumar Dubey, partner of M & A Associates, Practicing Company Secretaries (Membership No. 9488 & CP No – 12588) to undertake the Secretarial Audit of the Company.

The Secretarial Audit Report for the financial year ended 31st March, 2023 is set out as an Annexure - IV and forms a part of this report.

#### **ANNUAL RETURN**

The Annual Return as on the Financial Year ended on March 31, 2023 as required under Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014 (as amended) is available on the website of the Company at [www.flowertrading.in](http://www.flowertrading.in).

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion & Analysis Report, in terms of Regulation 34 read with Schedule V of the SEBI Listing Regulations, 2015 is annexed as an Annexure-V and forms part of this Annual Report.

#### **PUBLIC DEPOSIT**

Your Company has not accept any deposit from the public during the financial year within the meaning of Section 73 of the Companies Act, 2013 or the Companies (Acceptance of Deposits) Rules, 2014 nor does it hold any public deposit.

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### **SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS**

As per Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") and applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, the Company has no subsidiaries or associate company.

### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

### **CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO**

Since your Company is a trading company and does not own any manufacturing facility, the requirement relating to providing the particulars relating to conservation of energy and technology absorption as per Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, are not applicable

#### **Accounting of Foreign Exchange Transactions:-**

	<b>2022-2023</b>	<b>2021-22</b>
C.I.F. Value of Imports	NIL	NIL
Expenditure in Foreign Currency	NIL	NIL
Earnings in Foreign Exchange	NIL	NIL

### **CORPORATE GOVERNANCE**

During the year under review, Company does not fall under the any of the criteria of the Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 i.e. its Paid up share capital and Net Worth are less than 10 Crores and 25 Crores respectively. Therefore the Compliance with Corporate Governance provisions as per Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 are not applicable to the Company.

Henceforth, the Corporate Governance Report, in terms of Regulation 34(3) read with Schedule V of the Listing Regulations, does not form part of this Annual Report. Further, no Certificate from the Auditors or practicing company secretaries regarding compliance of conditions of corporate governance has been obtained and not forms part of this Annual Report.

### **PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for Prevention of Insider Trading for its Designated Persons in compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Code lays down Guidelines, which advise the insiders on procedures to be followed and disclosures to be made, while dealing with the shares of the Company, and cautioning them of the consequences of violations. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. As per Reg. 3(5) of the

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Prohibition of Insider Trading Regulation, 2015, Company is required to maintain Structured Digital Database, however there is no Trading at CSE therefore Company is not maintaining the Structured Digital Database.

The code of conduct for Prevention of Insider Trading is posted on the website of the Company and can be accessed at: [www.flowertrading.in](http://www.flowertrading.in)

All the Board of Directors and designated employees have confirmed compliance with the Code.

### **INTERNAL FINANCIAL CONTROLS**

Your Company has in place adequate internal financial controls. This ensures that all transactions are authorized, recorded and reported correctly and assets are safeguarded and protected against loss from unauthorized use or disposition.

We have documented policies and procedures covering all financial and operating functions and processes. The Company's internal control system is commensurate with its size, scale and complexities of its operations.

The Audit Committee oversees and reviews the functioning of the entire audit team and the effectiveness of internal control system at all levels and monitors the implementation of audit recommendations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

Your Directors confirm that during the year under review, there were no reportable material weaknesses in the present systems or operations of internal controls.

### **SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS**

Your Directors confirm that there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's future operations.

### **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

No material changes or events affecting the financial position of the Company have occurred between the end of the financial year of the Company to which the financial Statements relates and the date of this report.

### **SECRETARIAL STANDARD**

The Company has complied with the applicable Secretarial Standard(s) (as revised from time to time) issued by ICSI and approved by Central Government.

### **APPRECIATION**

Your Directors would like to acknowledge the role of all its stakeholders' viz., shareholders, bankers, lenders, borrowers and all others for their continued support to your Company and the confidence and faith that they have always reposed in your Company.

Your Directors acknowledge and appreciate the guidance and support extended by all the Regulatory authorities including Securities Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA), Registrar of Companies, Kolkata, the Stock Exchanges and the NSDL. We value the professionalism of all the employees

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who have proved themselves in a challenging environment and whose efforts have stood the Company in good stead and taken it to present level.

**Date:30.05.2023**

**For and on behalf of the Board**

Place: Kolkata

Sd/:

Sd/:

Sudhir Kumar Agarwal

Shyam Sunder Jindal

DIN: 00373259

DIN:00372346

Director

Managing Director

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**Annexure – I**

**Particulars of Contracts/Arrangements made with Related Parties**

**[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014 – AOC- 2]**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

**Details of contracts or arrangements or transactions not at Arm's Length Basis:**

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2023, which were not at arm's length basis.

**Details of contracts or arrangement or transactions at arm's length basis:**

There were contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2023 as follows:

<b>Name of the Party</b>	<b>Amount</b>	<b>Nature</b>
Harsh Filaments Pvt.Ltd.	11134474	Loan given
Pratap Polysacks Ltd.	1919131	Loan given
Pratap Synthetics Ltd.	15412013	Loan given
Vansh Technoplast Pvt. Ltd.	45827734	Loan given

**For and on behalf of the Board**

**Sd/-**

**SUDHIR KUMAR AGARWAL**

Director

DIN – 00373259

**Sd/-**

**SHYAM SUNDER JINDAL**

Managing Director

DIN – 00372346

**Place: Kolkata**

**Dated: 30.05.2023**



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**Annexure -II****STATEMENT OF DISCLOSURE OF REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013, READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014 AND COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) AMENDMENT RULES, 2016****I.**

The Non-Executive Directors of the Company are entitled for sitting fees as per the statutory provisions and within the limits approved by the shareholders. The ratio of remuneration and percentage increase in remuneration for Non-executive Directors is therefore not considered for the above purpose.

(i)	<b>The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year</b>	<b>Ratio</b>	<b>% increase in Remuneration</b>
	Mr. SHYAM SUNDER JINDAL, Managing Director	-	NA
	Mrs. SUSHILA DEIV AGARWAL	-	NA
	Mr. SUDHIR KUMAR AGARWAL	-	NA
	Mr. SANJAY KUMAR AGARWAL	-	NA
	Mr. PRADEEP KUMAR SARAF	-	NA
	Mr. JAGDISH CHANDRA AGARWAL, Director & Company Secretary	1.58	(38)%
	Mr. JOY PRAKASH SHARMA, Chief Financial Officer	.0.42	24%
(ii)	The percentage increase in the median remuneration of employees in the financial year.		(0.07%)
(iii)	The number of permanent employees on the rolls of Company (as on 31 <sup>st</sup> March, 2023)		4(four) Including Company Secretary & CFO
(iv)	Average percentage increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentage increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:- Nil		
(v)	Affirmation that the remuneration is as per the remuneration policy of the Company:  It is hereby affirmed that the remuneration paid to employees, who are covered under Remuneration Policy is in accordance with the Remuneration Policy of the company.		

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- II. During the year, the Company had not engaged any employee drawing remuneration in exceeding the limit specified under Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**For and on behalf of the Board**

**Place: Kolkata**

**Dated: 30<sup>th</sup> May, 2023**

**Sd/-**  
**SUDHIR KUMAR AGARWAL**  
**Director**  
**DIN – 00373259**

**Sd/-**  
**SHYAM SUNDER JINDAL**  
**Managing Director**  
**DIN – 00372346**



**M & A Associates**  
*Practicing Company Secretaries*  
Mob: 9883039240/8334984350  
Email: anil@mandaassociates.in

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended)]

**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023**

To,  
The Members,  
**FLOWER TRADING & INVESTMENT CO. LTD.**  
**540 MARSHALL HOUSE, 33/1 N S ROAD**  
**KOLKATA 700001, WEST BENGAL**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **FLOWER TRADING & INVESTMENT CO. LTD.** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit and subject to my separate letter attached as "ANNEXURE – A", I hereby report that in my opinion, the Company has, during the financial year ended on March 31, 2023 (the audit period) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company during the audit period according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; **[All the shares are held in physical form]**
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing. **(Not applicable on the Company during the Audit Period).**
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) :-

**13 Crooked Lane, Ajit Sen Bhawan, 4<sup>th</sup> Floor Kolkata-700069**



- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; **[Reg 3(5) has mandated the maintenance of Structured Digital Database, Company is not maintaining the Structured Digital Database as mandated by Regulation 3(5).]**
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;**(Not applicable on the Company during the Audit Period).**
- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; **(Not applicable on the Company during the Audit Period).**
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable on the Company during the Audit Period)**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **[Company maintaining the share transfer facility in house and therefore did not have any Registrar and Share Transfer Agent]**
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;**(Not applicable on the Company during the Audit Period)**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;**(Not Applicable to the Company during the Audit Period)**

I have also examined compliance with the applicable clauses of the following:

1. SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015; and
2. Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards, etc. mentioned above, except the following:

- (a) *The Company is under the process of Revocation at Calcutta Stock Exchange as per the records available at the portal of the CSE*
- (b) *In terms of the provisions of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, on the date of commencement of the Companies (Appointment and Qualification of Directors) Fifth Amendment Rules, 2019, independent director in a company shall within a period of thirteen months from such commencement apply online to the institute for inclusion of his name in the data bank, the Company did not comply with the same.*

I further report that the Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors during the Audit Period. The changes, if any, in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.



**M & A Associates**  
*Practicing Company Secretaries*  
Mob: 9883039240/8334984350  
Email: anil@mandaassociates.in

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance. As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Based on such checks as considered appropriate and documents provided by the Company, I observed that the specific laws, as applicable to the Company are being duly complied with.

I further report that during the audit period, the Company has not passed any Special Resolution and that there were no specific event/ action having a major on the Company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. This report is to be read out with our letter of even date which is annexed as "ANNEXURE - A" and forms an integral part of this report.

For **M & A Associates**  
Practicing Company Secretaries

**Anil Kumar Dubey**  
Partner  
Membership No. 9488  
CP No.12588  
PR 2000/2022  
Place: Kolkata  
Dated: 24.05.2023  
**UDIN-F009488C000830101**



**M & A Associates**  
*Practicing Company Secretaries*  
Mob: 9883039240/8334984350  
Email: anil@mandaassociates.in

## **ANNEXURE “A”**

To,  
The Members,  
**FLOWER TRADING & INVESTMENT CO. LTD.**  
**540 MARSHALL HOUSE, 33/1 N S ROAD**  
**KOLKATA 700001, WEST BENGAL**

My Secretarial Audit Report for the financial year March 31, 2023 of even date is to be read along with this annexure.

### **MANAGEMENT’S RESPONSIBILITY**

1. It is the responsibility of management of the Company to maintain secretarial records and to ensure compliance of the provisions of corporate and other applicable laws, rules, regulations, standards.

### **AUDITOR’S RESPONSIBILITY**

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances and my examination was limited to the verification of procedures on test-check basis.
3. I have followed the audit practices and processes as were appropriate to the best of my understanding to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed, provide a reasonable basis for my opinion.
4. Wherever required, I have obtained the management’s representation about the compliance of laws, rules and regulations and happening of events etc.

### **DISCLAIMER**

5. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted affairs of the Company.
6. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

For **M & A Associates**  
Practicing Company Secretaries

**Anil Kumar Dubey**  
Partner  
Membership No. 9488  
PR 2000/2022  
CP No.12588  
Place: Kolkata  
Dated:24.05.2023  
**UDIN- F009488C000830101**



**INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF FLOWER TRADING & INVESTMENT CO. LIMITED**

**Report on the Audit of the Financial Statements Opinion**

We have audited the accompanying financial statements of **FLOWER TRADING & INVESTMENT CO. LIMITED** (the "Company") which comprise the Balance Sheet as at **March 31, 2023**, and the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ("Ind AS") prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at **March 31, 2023**, the **profit** and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA's") specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.





Sr. No.	Key Audit Matter	Auditor's Response
1	<p><b>Significant estimates and judgement involved</b></p> <p>Identification of NPAs and provisions in respect of NPAs are made based on management's assessment of degree of impairment's of the advances subject to and guided by the minimum provisioning levels prescribed under the RBI guidelines with regard to the Prudential Norms on Income Recognition, Asset Classification &amp; Provisioning, prescribed from time to time.</p>	<p>Our key audit procedures include:</p> <p><b>Design/controls</b></p> <p>Assessing the design, implementation and operating effectiveness of key internal control over approval, recording and monitoring of loans, monitoring process of overdue loans (including those which became overdue subsequent to the reporting date), measurement of provisions, identification of NPA accounts and assessing their liability of management information (including overdue reports).</p> <p>Evaluated the design, implementation and operating effectiveness of key internal controls over determination of the contingency provision including documentation of the relevant approvals along with basis and rationale of the provision.</p> <p>Testing of management review controls over measurement of provisions and disclosures in financial statements.</p> <p><b>Substantive tests</b></p> <p>Test of details for a selection of exposures over calculation of NPA provisions as at 31 March 2023; the borrower-wise NPA identification and provisioning determined by the Company and also testing related disclosures by assessing the completeness, accuracy and relevance of data and to ensure that the same is in compliance with RBI guidelines with regard to the Prudential Norms on Income Recognition, Asset Classification &amp; Provisioning.</p>

#### Emphasis of Matter

Our opinion is not modified in respect of this matter.

#### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and in doing so, consider whether the other information is materially inconsistent with the financial



statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Management's Responsibilities for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income and consolidated cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. The Boards of Directors of the company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

In preparing the financial statements, the Boards of Directors of the company are responsible for assessing the ability of the company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

#### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.



- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Company the financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by Companies (Auditor's Report) Order, 2019 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the **Annexure B**, a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid financial statements.



- b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Company as on **March 31, 2023** taken on record by the Boards of Directors of the Company, none of the directors of the companies incorporated in India is disqualified as on **March 31, 2023** from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in **Annexure C** which is based on the auditors' reports of the Company. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of internal financial controls over financial reporting of those companies.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i) The financial statements disclose the impact of pending litigations on the financial position of the Company.
- ii) Provision has been made in the financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long- term contracts including derivative contracts;
- iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Place: Kolkata

Date: 30<sup>th</sup> May 2023



For **VIVEK JAISWAL & CO.**  
F.R.N. 323094E  
Chartered Accountants

*Vivek Jaiswal*

**Vivek Jaiswal**  
Partner

M. No. 057710

UDIN: 23057710BGQDLM5330



**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Flower Trading & Investment Co. Limited** of even date)

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the financial statements of the Company as of and for the year ended **March 31, 2023**, we have audited the internal financial controls over financial reporting of **FLOWER TRADING & INVESTMENT CO. LIMITED** (hereinafter referred to as the "Company") as of that date.

**Management's Responsibility for Internal Financial Controls**

The Boards of Directors of the Company are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI") and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.



### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **March 31, 2023**, based on the internal financial control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Place: Kolkata

Date: 30<sup>th</sup> May 2023



For **VIVEK JAISWAL & CO.**  
F.R.N. 323094E  
Chartered Accountants

*Vivek Jaiswal*

**Vivek Jaiswal**  
Partner

M. No. 057710

UDIN: 23057710BGQDLM5330



**ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Flower Trading & Investment Co. Limited** of even date)

- i) (a) The Company has maintained proper records showing full particulars quantitative details and situation of fixed assets.
- (b) All the assets have been physically verified by the management during the year at reasonable intervals. No material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties as disclosed in Note no.26 on fixed assets to the financial statements, are held in the name of the Company.
- ii) The physical verification of inventory has been conducted at regular intervals by the management during the year. According to the information and explanation given to us, no disciplinary have been noticed by the management on physical verification of inventory.
- iii) According to the information and explanations given to us, the company has given unsecured loan to three companies covered in the register maintained under section 189 of the Act.
  - (a) In respect of aforesaid loan, the terms and conditions of the grant of such loans are not prejudicial to the interest of the company.
  - (b) In respect of aforesaid loan, the schedule of repayment of loan is not stipulated since it is repayable on demand. However, the repayments or receipts are regular.
  - (c) In respect of aforesaid loan, there is no amount overdue which is overdue for more than ninety days.
- iv) In our opinion and according to the information and explanations given to us, the Company is a Non-Banking Financial Company registered with Reserve Bank of India and therefore, provisions of Section 185 and 186 of the Act are not applicable to the Company.
- v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public in accordance with the provisions of section 73 to 76 of the Act and the rules framed there under. Hence, provisions of Clause 3(v) of the Order are not applicable to the Company.
- vi) According to the information and the explanations given to us, the Central Government has not prescribed maintenance of Cost records under sub-section (1) of section 148 of the Act, for any of the services rendered by the Company.
- vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has generally been regular in depositing the undisputed statutory dues including provident fund, employees state insurance, income tax, goods and service tax, duty of customs, duty of excise, value added tax, cess, professional tax, and other material statutory dues, as applicable, with the appropriate authorities. There is no outstanding statutory dues for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, income-tax has not been deposited on account of dispute, as 31<sup>st</sup> March, 2023 as follows:-

Name of Statute	Nature of Dues	Amount (Rs. In lakhs)	Period to which the amount relates	Forum where dispute is pending
Income tax Act, 1961	Income Tax	3.69	FY 2012-13	CIT (Appeal), Kolkata



- viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of des to the financial institutions and bank.
- ix) According to the information and explanations given to us, the Company has not raised money by way of initial public offer (including debt instruments) and term loans during the year. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- xi) According to the information and explanations given to us and based on our examination of the records, the company has paid/provided for managerial remuneration in accordance with the provisions of section 197 read with schedule V to the said Act.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi based company. Accordingly, the provisions of the clause 3(xii) of the Order are not applicable to the Company.
- xiii) Based upon the audit procedures performed and according to the information and explanations given to us, the Company has complied with provisions of Section 177 and 188 of the Act, where applicable for transactions with related parties and the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partially convertible debentures during the year. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into cash transactions with directors or persons connected with him. Hence, provision of clause 3(xv) of the Order are not applicable to the Company.
- xvi) According to the information and explanations given to us the Company is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934, and the said registration has been obtained by the company.

Place: Kolkata

Date: 30<sup>th</sup> May 2023



For **VIVEK JAISWAL & CO.**

F.R.N. 323094E

Chartered Accountants

**Vivek Jaiswal**

Partner

M. No. 057710

UDIN: 23057710BGQDLM5330



**ANNEXURE "C" TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF FLOWER TRADING & INVESTMENT CO. LIMITED.**

**Report on the International Financial Controls under Clause (i) of Section 143 of the Companies Act, 2013 ("The Act")**

We have audited the internal financial controls over financial reporting of **FLOWER TRADING & INVESTMENT CO. LIMITED** ("the Company") as of 31st March 2023 in conjunction with our Audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

Hey Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note of Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These Responsibilities include the design, implementation and maintenance of the adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, Including adherence to companies policies, the same guarding office assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted are audit in accordance with the Guidance Note of Audit of Internal Financial Controls Over Financial Reporting ( the " Guidance Note") and the Standards on Auditing, issued by ICA and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to The extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those standards and assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Are audit in walls performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Order of internal financial controls over financial reporting included obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depended on the auditor's judgment, including the assessment of the risks of material misstatements of the financial systems, weather due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounted principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, and reasonable detail, accurately and fairly reflect the transactions and the positions of the assets of the company;



- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipt and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, and adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting operating effectively as at 31st March, 2023, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Kolkata

Date: 30<sup>th</sup> May 2023



For **VIVEK JAISWAL & CO.**

F.R.N. 323094E

Chartered Accountants

**Vivek Jaiswal**

Partner

M. No. 057710

UDIN: 23057710BGQDLM5330

**FLOWER TRADING & INVESTMENT CO. LTD.**

CIN: L65993WB1981PLC033398

Regd. Office : 540 Marshall House, 33/1 N. S. Road, Kolkata - 700001

**BALANCE SHEET AS AT 31ST MARCH, 2023**

	Note No.	As at 31.03.2023 (Amount in Rs.)	As at 31.03.2022 (Amount in Rs.)
<b><u>ASSETS</u></b>			
<b><u>Non - Current Assets</u></b>			
(a) Plant Property and Equipment	2	1,83,656	1,89,193
(b) Financial Assets			
(i) Investments	3	86,09,084	35,99,334
(ii) Loans & Advances	4	47,808	47,808
(c) Other Non Current Assets		-	-
<b><u>Current Assets</u></b>			
(a) Inventories	5	1,06,94,711	1,06,94,711
(b) Financial Assets			
(i) Trade Receivables		-	-
(ii) Cash and Cash Equivalents	6	11,88,222	15,84,812
(iii) Loans & Advances	7	7,54,15,182	6,13,36,585
<b>TOTAL ASSETS</b>		<b>9,61,38,663</b>	<b>7,74,52,443</b>
<b><u>EQUITY AND LIABILITIES</u></b>			
<b><u>EQUITY</u></b>			
(a) Equity Share Capital	8	43,99,500	43,99,500
(b) Other Equity	9	7,41,22,097	7,26,64,706
<b><u>LIABILITIES</u></b>			
<b><u>Non Current Liability</u></b>			
(a) Other non- Current Liabilities	10	42,000	42,000
<b><u>Current Liabilities</u></b>			
(a) Financial Liabilities			
(i) Borrowings	11	1,70,00,000	-
(ii) Trade Payables		-	-
(b) Other Current Liabilities	12	3,89,146	1,95,695
(c) Provisions	13	1,85,920	1,50,541
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>9,61,38,663</b>	<b>7,74,52,443</b>
The accompanying notes are integral part of the Financial Statements.	1		

As per our Report of even date

For Vivek Jaiswal &amp; Co.

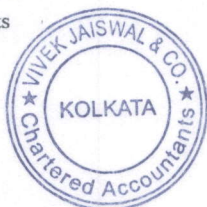
Chartered Accountants

(FRN. 323094E)

(Vivek Jaiswal)

Partner

Membership No. 057710



Jagdish Chandra Agarwal

  
Company Secretary

Sudhir Kumar Agarwal

  
Director  
DIN: 00373259

Shyam Sunder Jindal

  
Managing Director  
DIN: 00372346

Joy Prakash Sharma



**FLOWER TRADING & INVESTMENT CO. LTD.**

CIN:L65993WB1981PLC033398

Regd. Office : 540 Marshall House, 33/1 N. S. Road, Kolkata - 700001

**STATEMENT OF PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MARCH, 2023**

	Note No.	As at 31.03.2023 (Amount in Rs.)	As at 31.03.2022 (Amount in Rs.)
I Revenue from operations	14	58,97,045	41,86,463
II Other Income		-	-
<b>III Total Income (I+II)</b>		<b>58,97,045</b>	<b>41,86,463</b>
<b>IV Expenses</b>			
Purchases of Stock-in-trade		-	-
Change in inventories of finished goods, stock in trade	15	-	-
Direct Expenses		-	-
Employee Benefits expense	16	33,88,897	24,55,337
Finance Cost	17	5,70,334	12
Depreciation and amortization expense	2	5,537	5,978
Other Expenses	18	4,39,507	4,54,331
Contingent Provision against Standard Asset		35,379	2,644
<b>Total Expenses (IV)</b>		<b>44,39,655</b>	<b>29,18,302</b>
<b>(V) Profit/ (Loss) before Exceptional items and tax</b>		<b>14,57,390</b>	<b>12,68,161</b>
(VI) Exceptional items		-	-
<b>(VII) Profit/ (Loss) before tax (V-VI)</b>		<b>14,57,390</b>	<b>12,68,161</b>
<b>(VIII) Tax expenses</b>			
(i) Current Tax		-	-
(ii) Mat Credit		-	-
(iii) (Excess)/Short provision for the earlier years		-	18,17,220
<b>Total Tax Expense</b>		<b>-</b>	<b>18,17,220</b>
<b>Profit/(Loss) for the year from Continuing Operations (A)</b>		<b>14,57,390</b>	<b>30,85,361</b>
<b>Earnings per Equity Share per Nominal Value of Share:- 10/-</b>			
Basic		3.31	7.01
Diluted		3.31	7.01
<b>Summary of significant accounting policies</b>	1		

The accompanying notes are an integral part of the financial statements.

As per our Report of even date

For Vivek Jaiswal &amp; Co.

Chartered Accountants  
(FRN. 323094E)(Vivek Jaiswal)  
Partner

Membership No. 057710

UDIN: 23057710BGQDLM5330

Place: Kolkata

Dated: 30th May 2023



Jagdish Chandra Agarwal

  
Company Secretary

Sudhir Kumar Agarwal

  
Director

DIN: 00373259

Shyam Sunder Jindal

  
Managing Director

DIN: 00372346

Joy Prakash Sharma


  
CFO

**FLOWER TRADING & INVESTMENT CO. LTD.**  
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

Particulars	Year Ended 31st March 2023	Year Ended 31st March 2022
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Tax & Extraordinary items	Rs. 14,57,390	Rs. 12,68,161
Add/(Deduct)		
a) Depreciation	5,537	5,978
b) Profit on sale of investments	-	-
c) profit on sale of Fixed Assets	-	-
d) Contingent Provision Against Standard assets	35,379	2,644
<b>Operating Profit before working Capital changes</b>	<b>14,98,306</b>	<b>12,76,783</b>
Add/(Deduct)		
a) Inventories	-	-
b) Trade Receivables & other receivable	-	-
c) Trade Payables & Other payable	1,93,450	1,74,342
<b>Net Cash generated from operation</b>	<b>16,91,756</b>	<b>14,51,125</b>
Direct Tax Paid (net of refunds)	-	-
<b>Net Cash from operating activities</b>	<b>16,91,756</b>	<b>14,51,125</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
<b>Inflow/(Outflow)</b>		
a) Investments sold	-	-
b) Investments purchased	(50,09,750)	(2,833)
c) Received on sale of Assets	-	-
<b>Net Cash inflow/(outflow) from Investing Activities</b>	<b>(50,09,750)</b>	<b>(2,833)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
<b>Inflow/ (Outflow)</b>		
a) loans and advances given	(1,40,78,597)	(27,754)
b) proceeds form borrowings	1,70,00,000	-
<b>Net Cash inflow/(outflow) in course of Financing Activities</b>	<b>29,21,403</b>	<b>(27,754)</b>
<b>Net Increase / (decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>(3,96,591)</b>	<b>14,20,538</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>15,84,813</b>	<b>1,64,275</b>
<b>Cash and Cash Equivalents at the end of the year</b>	<b>11,88,222</b>	<b>15,84,813</b>

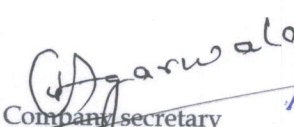
As per our Report of even date

For Vivek Jaiswal & Co.  
Chartered Accountants  
(FRN. 323094E)

  
(Vivek Jaiswal)  
Partner



Jagdish Chandra Agarwal    Sudhir Kumar Agarwal    Shyam Sunder jindal

  
Company secretary

Director  
Din: 00373259

Managing Director  
Din: 00372346

Membership No. 057710  
UDIN: 23057710BGQDLM5330  
Place: Kolkata  
Dated: 30th May 2023

Joy Prakash Sharma

  
CFO



**FLOWER TRADING & INVESTMENT CO. LTD.**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023**

**1) SIGNIFICANT ACCOUNTING POLICIES**

**a) BASIS OF ACCOUNTING**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles generally accepted in India, the directions issued by the Reserve Bank of India, the mandatory Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the provisions of the Companies Act, 2013 ("the 2013 Act") as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

**b) FIXED ASSETS AND DEPRECIATION**

Fixed Assets are stated at original cost including freight, taxes, duties & other attributable expenses other than those subsequently recoverable and net of grant, subsidy etc. Depreciation is charged on written down value method based on useful life as prescribed in Schedule II of the Companies Act, 2013 on assets which have been installed & put to use.

**c) INVESTMENT**

Long term Investments are stated at cost. Provision is made for diminution in value of investment, if the same is considered to be other than temporary in nature.

**d) INVENTORIES**

Shares and Securities held for the purpose of short term holding i.e. trading is shown as Inventories. Inventories are valued at Cost. However separate provision is made in case of decline in market value for each category as per RBI direction. Unquoted shares and securities are valued at lower of breakup value or cost.

**e) FOREIGN EXCHANGE TRANSACTIONS**

Transactions in foreign currency are accounted for at exchange rates prevailing on the date of the transaction. Foreign currency assets and liabilities at the year-end are accounted for at year-end Exchange rates and differences, if any are adjusted in the Profit & Loss Account.

**f) EMPLOYEE BENEFITS**

**(i) Short term employee benefits**

All employee benefits falling due wholly within twelve months of rendering the services are classified as short term employee benefits, which include benefits like Salary, wages, short term compensated absences and Performance production incentives, are recognised as expenses in the period in which the employee renders the related service.

**(ii) Retirement Benefits**

Liability in respect of bonus is ascertained at the year end and provided for in the accounts. Other liabilities such as Provident Fund, Gratuity, Pension etc. are not applicable to the company as per Statute and hence provided for at the time of payment.





**FLOWER TRADING & INVESTMENT CO. LTD.**

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2023**

**g) RECOGNITION OF ITEMS OF INCOME EXPENDITURE**

a. All Income and expenses to the extent considered receivable and payable respectively, unless otherwise stated, have been accounted for on mercantile basis.

b. Interest income is accounted for on accrued basis except that no interest income is recognised on non-performing/doubtful assets, considering prudential norms for income recognition prescribed by the Reserve Bank of India for Non-Banking Financial Companies.

Interest Income on such assets is recognised when the amount is actually received. Dividend income is accounted for as and when received.

**h) TAXATION**

Tax expenses for the year comprising current tax & deferred tax are considered in determining the net profit for the accounted for on mercantile basis year. A provision is made for current tax and based on tax liability computed in accordance with relevant tax rates & tax laws. A provision is made for deferred tax for all timing difference arising between taxable incomes & accounting income at currently enacted or substantively enacted tax rates. Deferred tax assets are recognized only if there is reasonable certainty that they will be realized and are reviewed for the appropriateness of their respective carrying values at each Balance Sheet date.

**i) EARNING PER SHARE**

The earnings in ascertaining the Company's EPS comprises the net profit after tax and includes the post tax effect of any extraordinary items. The number of shares used in computing basic EPS is the weighted average number of shares outstanding during the year.

**j) IMPAIRMENT OF ASSETS**

Impairment is ascertained at each Balance Sheet date in respect of cash generating units and impairment loss is recognized whenever the carrying amount of assets exceeds its recoverable amount. The recoverable amount is the greater of the net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value based on appropriate discount factor.

**k) PROVISIONS & CONTINGENT LIABILITIES**

Provisions are recognized in the accounts in respect of present probable obligations the amount of which can be reliably estimated Contingent Liabilities are disclosed in respect of possible obligations that arises from past events but their existence is confirmed from the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of company.

Jagdish Chandra Agarwal

Company Secretary

Sudhir Kumar Agarwal

Director

Din:00373259

Shyam Sunder Jindal

Managing Director

DIN: 00372346

Joy Prakash Sharma

CFO



# FLOWER TRADING & INVESTMENT CO. LTD.

## Note 3. Non Current Investments

	As at 31.03.2023	As at 31.03.2022
<b>Investment in Equity Instruments</b>		
<b>In Others</b>		
Investment in quoted shares (Schedule "A")	22,49,334	22,49,334
Investment in unquoted shares (Schedule "B")	63,59,750	13,50,000
	<u>86,09,084</u>	<u>35,99,334</u>

## Note 4. Loans & Advances

	As at 31.03.2023	As at 31.03.2022
Rental Security Deposit	2,428	2,428
	<u>2,428</u>	<u>2,428</u>
Other Loans and advances (Unsecured, considered good) (Schedule "C")	45,380	45,380
	<u>45,380</u>	<u>45,380</u>
Total :	<u>47,808</u>	<u>47,808</u>

## Note 5. Inventories

	As at 31.03.2023	As at 31.03.2022
Quoted Equity Shares	39,256	39,256
Unquoted Equity Shares (Schedule "D")	1,06,55,455	1,06,55,455
	<u>1,06,94,711</u>	<u>1,06,94,711</u>

## Note 6. Cash and Cash Equivalents

	As at 31.03.2023	As at 31.03.2022
<b>Cash and Bank Balances</b>		
Balance with Bank	11,24,795	15,27,319
Cash in Hand	63,427	57,493
	<u>11,88,222</u>	<u>15,84,812</u>

## Note 7. Loans & Advances

	As at 31.03.2023	As at 31.03.2022
Advance to Employees	210	15,063
Advance to others	3,00,000	2,00,000
Loans and Advances to Related Parties (Companies in Same group)	7,42,93,352	5,95,88,747
Balance with Govt. Authorities (Net)	8,21,621	9,79,958
Other Loans & Advances	-	5,52,817
	<u>7,54,15,182</u>	<u>6,13,36,585</u>





# FLOWER TRADING & INVESTMENT CO. LTD.

## Note 8. Equity Share Capital

	As at 31.03.2023	As at 31.03.2022
<b>AUTHORISED:</b>		
5,00,00 Equity Shares of 10/- each	50,00,000	50,00,000
<b>ISSUED, SUBSCRIBED &amp; PAID UP:</b>		
4,39,900 Equity Shares of 10/- each fully paid up	43,99,000	43,99,000
Forfeited Shares (Amount originally paid-up)	500	500
	<b>43,99,500</b>	<b>43,99,500</b>

### a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	As at 31.03.2022		As at 31.03.2021	
	Nos.	Amount In Rs.	Nos.	Amount In Rs.
At the beginning of the period	4,39,900	43,99,000	4,39,900	43,99,000
Issued during the period:- Private Placements	-	-	-	-
Issued during the period:- Bonus Issue	-	-	-	-
Outstanding at the end of the period	4,39,900	43,99,000	4,39,900	43,99,000

### b. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of 10 per share. Each holder of equity shares 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.

### c. The company has not issued any bonus shares or any shares for consideration other than cash.

### d. Details of shareholders holding more than 5% shares in the company

(Equity shares of 10 each fully paid)

Name of the Shareholders	As at 31.03.2022		As at 31.03.2021	
	Nos.	% of Holding	Nos.	% of Holding
Sunil Kumar Agarwal	30,700	6.98%	30,700	6.98%
Sudhir Agarwal	28,750	6.54%	28,750	6.54%
Jagdish Chandra Agarwal	41,000	9.32%	41,000	9.32%
Shyam Sunder Jindal	40,750	9.26%	40,750	9.26%
<b>TOTAL</b>	<b>1,41,200</b>	<b>32.10%</b>	<b>1,41,200</b>	<b>32.10%</b>

## Note 9. Other Equity : Reserve & Surplus

	As at 31.03.2023	As at 31.03.2022
<b>a) Premium</b>		
Securities Premium	-	-
<b>b) Other Reserve</b>		
Amalgamation Reserve	79,81,921	79,81,921
Special Reserve Fund (in terms of section 45 IC of the RBI Act, 1934)	1,28,10,950	1,25,19,472
Special Reserve Fund	15,000	15,000
General Reserve	4,65,00,000	4,65,00,000
	<b>6,73,07,871</b>	<b>6,70,16,393</b>
<b>Net Surplus in the Statement of Profit and Loss</b>		
Balance as per last financial statements	56,48,314	31,80,009
Profit / (Loss) for the year	14,57,390	30,85,380
Less: Transfer to Reserve u/s 45 IC of RBI Act, 1934	2,91,478	6,17,076
Less: Transfer to General Reserve	-	-
	<b>68,14,226</b>	<b>56,48,313</b>
<b>Total Reserve and Surplus</b>	<b>7,41,22,097</b>	<b>7,26,64,706</b>



# FLOWER TRADING & INVESTMENT CO. LTD.

## Note 10. Other Non-current Liabilities

	As at 31.03.2023	As at 31.03.2022
Other	-	-
Security Deposit	42,000	42,000
	<u>42,000</u>	<u>42,000</u>

## Note 11. Current Borrowings

	As at 31.03.2023	As at 31.03.2022
<u>Secured</u>		
Loan from Financial Institution (Secured against pledge of Equity Shares)	1,70,00,000	-
<u>Unsecured</u>		
Loan from Related Parties	-	-
	<u>1,70,00,000</u>	<u>-</u>

## Note 12. Other Current Liabilities

	As at 31.03.2023	As at 31.03.2022
Liabilities for Expenses	3,71,543	1,95,261
Statutory Dues	17,603	434
	<u>3,89,146</u>	<u>1,95,695</u>

## Note 13. Provisions

	As at 31.03.2023	As at 31.03.2022
Contingent Provision against Standard Asset	1,85,733	1,50,354
Diminution in value of Current Investments	187	187
Provision for Income Tax	-	-
	<u>1,85,920</u>	<u>1,50,541</u>





# FLOWER TRADING & INVESTMENT CO. LTD.

(Amount in Rs.)

## Note 14. Revenue From Operation

	As at 31.03.2023	As at 31.03.2022
Sales	-	-
Interest Received	54,66,688	37,94,976
Dividend	4,30,357	3,91,487
	<u>58,97,045</u>	<u>41,86,463</u>

## Note 15. Change in Stock in Trade

	As at 31.03.2023	As at 31.03.2022
Opening Stock	1,06,94,711	1,06,94,711
Closing Stock	1,06,94,711	1,06,94,711
	<u>-</u>	<u>-</u>

## Note 16. Employee Benefit Expenses

	As at 31.03.2023	As at 31.03.2022
Salaries, Bonus & Other Benefits	33,78,701	24,44,142
Staff Welfare Expenses	10,196	11,195
	<u>33,88,897</u>	<u>24,55,337</u>

## Note 17. Finance Cost

	As at 31.03.2023	As at 31.03.2022
Interest Expense	5,70,334	12
	<u>5,70,334</u>	<u>12</u>



# FLOWER TRADING & INVESTMENT CO. LTD.

(Amount in Rs.)

## Note 18. Other Expenses

	As at 31.03.2023	As at 31.03.2022
Electricity Charges	9,950	14,500
Telephone Expenses	10,229	12,026
Office Building Maintenance Expenses	22,408	23,996
Advertisement Expenses	41,062	13,686
Rates & Taxes	21,985	19,824
Filing Fees	-	3,000
Security Transaction Tax	-	-
Miscellaneous Expenses	10,340	19,256
Bank Charges	7,320	696
Demat Charges	2,780	1,510
Listing Fees	73,750	29,500
Professional Fees	-	80,366
Security Expenses	2,18,064	2,13,816
Conveyance Expenses	380	915
Payments to Auditors		
- For Audit Fees	15,000	15,000
- For Other Matters	3,000	3,000
- For GST	3,240	3,240
	<u>4,39,507</u>	<u>4,54,331</u>





# FLOWER TRADING & INVESTMENT CO. LTD.

## Investment in quoted shares

### Schedule "A"

Sl. No.	Particulars	As at 31.03.2023			As at 31.03.2022		
		Face Value	Nos.	Amount	Face Value	Nos.	Amount
1	Ambuja Cements Limited	2.00	100	10,527	2.00	100	10,527
2	Bajaj Hindustan Sugar Limited	1.00	100	7,926	1.00	100	7,926
3	Balarampur Chini Mills limited	1.00	100	12,895	1.00	100	12,895
4	Britania Industries Ltd. 5.5 NCD 03JU24 NCD FV Rs. 29	-	2,200	-	-	-	-
5	Britania Industries Limited	1.00	2,200	1,061	1.00	2,200	1,061
6	Century Plyboards India Limited	1.00	500	9,763	1.00	500	9,763
7	Hindustan Unilever Limited	1.00	2,000	2,505	1.00	2,000	2,505
8	Hemisphere Properties India Limited	-	15,000	-	-	15,000	-
9	Infosys Limited	5.00	800	2,25,370	5.00	800	2,25,370
10	Larsen & Turbo Limited	2.00	4,450	64,119	2.00	4,450	64,119
11	Dalmia Bharat Ltd.	2.00	366	3,568	2.00	366	3,568
12	Pilani Investments and Industries Corpn. Ltd.	10.00	14	11,523	10.00	10	11,523
13	Sun Pharmaceuticals Ltd.	1.00	1,200	95,268	1.00	1,200	95,268
14	Shree Cement Limited	10.00	25	47,948	10.00	25	47,948
15	Spencer's Retail Limited	5.00	15	-	5.00	15	-
16	Shyam Century Ferros Limited	1.00	500	-	1.00	500	-
17	Tata Communications Limited	10.00	2,000	6,65,374	10.00	2,000	6,65,374
18	Tata Consumer Products Limited	1.00	5,000	7,11,386	1.00	5,000	7,11,386
19	Tata Motors Limited	2.00	4,300	3,76,384	2.00	4,300	3,76,384
20	Ultratech Cement Limited	10.00	57	-	10.00	57	-
21	Star Cement Ltd.	1.00	665	-	1.00	665	-
22	RPSG Ventures Ltd.	-	5	-	-	-	-
23	Reliance Industries Ltd.	-	3	3,776	-	-	943
				22,49,334			22,46,501
				3,78,49,674			4,38,96,405

Market value of quoted shares

Note: Market value of quoted shares have been taken as cost price of shares, where the market value of shares are not available)

## Investment in unquoted shares

### Schedule "B"

1	Pratap Polysacks Ltd.	10.00	22,500	13,50,000	10.00	22,500	13,50,000
2	Vansh Technoplast Pvt. Ltd.	10.00	5,00,975	50,09,750	-	-	-
				63,59,750			13,50,000

## Long Term Loans & Advances

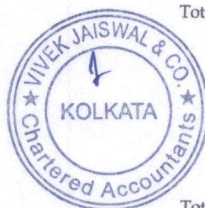
### Schedule "C"

Sl. No.	Particulars	As at 31.03.2023		As at 31.03.2022	
	Other loans and advances				
2	Electricity & other Deposits		45,380		45,380
			45,380		45,380

## Inventories

### Schedule "D"

Sl. No.	Particulars	As at 31.03.2023			As at 31.03.2022		
		Face Value	Nos.	Amount	Face Value	Nos.	Amount
<b>A. EQUITY SHARES (QUOTED)</b>							
1	ACC Limited	10.00	200	22,385	10.00	200	22,385
2	Bank of Baroda Ltd.	2.00	500	8,500	2.00	500	8,500
3	CESC Ltd.	1.00	250	1,500	1.00	250	1,500
4	Deltron Cables Ltd.	10.00	56	760	10.00	56	760
5	Ispat Profile (I) Ltd.	10.00	140	98	10.00	140	98
6	Maheshwari Protien Ltd.	10.00	87	413	10.00	87	413
7	Orkay Silk Mills Ltd.	10.00	100	210	10.00	100	210
8	Orissa Extrusions Ltd.	10.00	124	248	10.00	124	248
9	Reliance Industries Ltd.	10.00	32	5,007	10.00	32	5,007
10	Saha Keil Ltd.	10.00	225	135	10.00	225	135
11	Sourashtra Chemicals Ltd.	10.00	14	-	10.00	14	-
	Total (A)		1,728	39,256		1,728	39,256
<b>B. EQUITY SHARES (UNQUOTED)</b>							
1	Hissar Udyog (P) Ltd.	10.00	65,000	38,00,000	10.00	65,000	38,00,000
2	Harsh Synthetics (P) Ltd.	10.00	20,000	2,00,000	10.00	20,000	2,00,000
3	Pratap Synthetics Ltd.	10.00	1,49,000	22,05,455	10.00	1,49,000	22,05,455
4	Pratap Polysacks Ltd.	10.00	90,000	15,00,000	10.00	90,000	15,00,000
5	Harsh Filaments (P) Ltd.	10.00	1,95,000	29,50,000	10.00	1,95,000	29,50,000
	Total (B)		5,19,000	1,06,55,455		5,19,000	1,06,55,455
	Total (A+B)			5,20,728			5,20,728
				1,06,94,711			1,06,94,711





# FLOWER TRADING & INVESTMENT CO. LTD.

NOTE 2.

## Property, Plant & Equipment

Particulars	GROSS BLOCK			DEPRECIATION				NET BLOCK	
	As at 1st April 2022	Additions	Adjustment	As at 31st March 2022	As at 1st April 2022	For the year	Adjustment	Up to 31st March 2023	As at 31.03.2023
Land (Free Hold)	81,146	-	-	81,146	-	-	-	-	81,146
Building (Free hold)	1,98,864	-	-	1,98,864	1,92,037	-	-	1,92,037	6,827
Building (Lease hold)	1,76,600	-	-	1,76,600	1,01,468	5,537	-	1,07,005	69,595
Electrical Fittings	48,000	-	-	48,000	45,600	-	-	45,600	2,400
Furniture	60,138	-	-	60,138	59,572	-	-	59,572	566
Office Equipment	55,548	-	-	55,548	33,702	-	-	33,702	21,846
Type Writer	16,246	-	-	16,246	15,798	-	-	15,798	448
Generator	20,150	-	-	20,150	19,322	-	-	19,322	828
Motor Car	-	-	-	-	-	-	-	-	-
<b>TOTAL</b>	<b>6,56,692</b>	<b>-</b>	<b>-</b>	<b>6,56,692</b>	<b>4,67,499</b>	<b>5,537</b>	<b>-</b>	<b>4,73,036</b>	<b>1,83,656</b>
<b>PREVIOUS YEAR</b>	<b>6,56,692</b>	<b>-</b>	<b>-</b>	<b>6,56,692</b>	<b>4,61,521</b>	<b>5,978</b>	<b>-</b>	<b>4,67,499</b>	<b>1,89,193</b>

Note: The bifurcation of cost between Land and Building (Freehold) has been done on estimated basis by the Management.

Jagdish Chandra Agarwal  
Company Secretary

Sudhir Kumar Agarwal  
Director  
Din: 00373259

Shyamsunder Jindal  
Managing Director  
DIN: 00372346

Joy Prakash Sharma  
CFO



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**FLOWER TRADING & INVESTMENT CO. LTD.**

**Schedule to the Balance Sheet as on 31st March, 2023 of a Non-deposit taking  
Non-Banking Financial Company**  
(as required in terms of Paragraph 9BB of Non-Banking Financial Companies  
Prudential Norms (Reserve Bank) Directions, 2007)

(Rs. In lakhs)

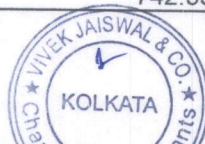
Particulars		
<b>Liabilities side:</b>		
(1) <b>Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:</b>	Amount outstanding	Amount overdue
(a) Debentures : Secured	Nil	Nil
: Unsecured	Nil	Nil
(other than falling within the meaning of public deposits*)		
(b) Deferred Credits	Nil	Nil
(c) Term Loans	Nil	Nil
(d) Inter-corporate loans and borrowing	0.00	Nil
(e) Commercial Paper	Nil	Nil
(f) Public Deposits*	Nil	Nil
(g) Other Loans (Loans against Shares)	170.00	Nil
(2) <b>Break-up of (1) of above (Outstanding public deposits inclusive of interest accrued thereon but not paid):</b>		
(a) In the form of Unsecured debentures	Nil	Nil
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security	Nil	Nil
(c) Other public deposits	Nil	Nil
<b>Assets Side</b>		<b>Amount Outstanding</b>
(3) <b>Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>		
(a) Secured		NIL
(b) Unsecured		742.93
(4) <b>Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities</b>		
(i) Lease assets including lease rentals under sundry debtors :		
(a) Financial lease		Nil
(b) Operating lease		Nil
(ii) Stock on hire including hire charges under under sundry debtors :		
(a) Assets on hire		Nil
(b) Repossessed Assets		Nil
(iii) Hypothecation loans counting towards EL/HP activities		
(a) Loans where assets have been repossessed		Nil
(b) Loans other (a) above		Nil





Contd.....

<b>(5) Break-up of Investments :</b>		
<b>Current Investment :</b>		
1. Quoted :		
(i) Shares : (a) Equity		0.39
(b) Preference		Nil
(ii) Debentures and Bonds		Nil
(iii) Units of Mutual Funds		Nil
(iv) Government Securities		Nil
(v) Others (Please specify)		Nil
2. Unquoted :		
(i) Shares : (a) Equity		106.55
(b) Preference		Nil
(ii) Debentures and Bonds		Nil
(iii) Units of Mutual Funds		Nil
(iv) Government Securities		Nil
(v) Others (Please specify)		Nil
<b>Long Term investments :</b>		
1. Quoted :		
(i) Shares : (a) Equity		22.49
(b) Preference		Nil
(ii) Debentures and Bonds		Nil
(iii) Units of Mutual Funds		Nil
(iv) Government Securities		Nil
(v) Others (Please specify)		Nil
2. Unquoted :		
(i) Shares : (a) Equity		63.60
(b) Preference		Nil
(ii) Debentures and Bonds		Nil
(iii) Units of Mutual Funds		Nil
(iv) Government Securities		Nil
(v) Others (Please specify)		Nil
<b>(6) Borrower group-wise classification of all leased assets, stock-on-hire and and loans and advances :</b>		
Category	Amount net to provisions	
	Unsecured	Total
1. Related parties :		
(a) Subsidiaries	Nil	Nil
(b) Companies in the same group	742.93	742.93



(c) Other related parties		Nil	Nil
2. Other than related parties		0.00	0.00
<b>Total</b>		<b>742.93</b>	<b>742.93</b>

Contd.....

<b>(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :</b>			
<b>Category</b>		<b>Market Value /Break-up or fair value of NAV</b>	<b>Book Value (Net of Provisions)</b>
1. Related parties :			
(a) Subsidiaries		Nil	Nil
(b) Companies in the same group		408.65	132.15
(c) Other related parties		100.07	38.00
2. Other than related parties		383.59	22.89
<b>Total</b>		<b>892.30</b>	<b>193.04</b>
<b>(8) Other information</b>			
		<b>Amount</b>	
(i)	Gross Non-Performing Assets		
	(a) Related Parties	Nil	
	(b) Other than related Parties	Nil	
(ii)	Net Non-Performing Assets		
	(a) Related Parties	Nil	
	(b) Other than related Parties	Nil	
(iii)	Assets acquired in satisfaction of debt	Nil	

Jagdish Chandra Agarwal

Sudhir Kumar Agarwal

Shyam Sunder Jindal

Company Secretary

Director

Managing Director

Din: 00373259

Din: 00372346

Joy Prakash Sharma

CFO

