

FLOWER TRADING & INVESTMENT CO LIMITED

CIN:
L65993WB1981PLC033398

40th ANNUAL REPORT & ACCOUNT S 2020-21

Board of Directors Key Managerial Personnel

<i>Shyam Sunder Jindal</i>	<i>DIN: 00029127</i>
<i>Shri Sanjay Kumar Agarwal</i>	<i>DIN: 00029270</i>
<i>Smt. Sushila Devi Agarwal</i>	<i>DIN: 00047870</i>
<i>Shri Sudhir Kumar Agarwal</i>	<i>DIN: 00047900</i>
<i>Shri Pradeep Kumar Saraf</i>	<i>DIN: 02213954</i>
<i>Shri Jagdish Chandra Agarwal</i>	<i>DIN: 00373349</i>

Key Managerial Personnel

Shri Joy Prakash Sharma, Chief Financial Officer

Shri Jagdish Chandra Agarwal, Company Secretary

Auditors

Messrs Vivek Jaiswal & Co.

Bankers

HDFC Bank

Registered Office

540, Marshall House, 33/1, N S Road
Kolkata - 700001, West Bengal
Phone Nos.: 033 - 66141221

[E-mail : flower@pratapgroupp.com](mailto:flower@pratapgroupp.com)

[Website : www.flowertrading.in](http://www.flowertrading.in)

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NOTICE IS HEREBY GIVEN THAT THE FORTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S FLOWER TRADING & INVESTMENT CO. LTD. WILL BE HELD ON WEDNESDAY, 29th DAY OF SEPTEMBER 2021 AT 3:00 P.M. THROUGH VIDEO CONFERENCING ("VC") OR OTHER AUDIO VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESSES : -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the reports of the Board of Directors and Auditors thereon; and
2. To resolve to fill the vacancy for the time being in the Board, caused by the retirement of Mr. Sudhir Kumar Agarwal (DIN- 00373259), who retires by rotation and seek re-appointment and in this regard, pass the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to Section 152 and all other applicable provisions, if any, of the Companies Act, 2013, the vacancy caused by retirement of Mr. Sudhir Kumar Agarwal (DIN- 00373259) who retires by rotation at this Annual General Meeting and who seeks to be reappointed as a Director of the Company and the vacancy, so caused, be filled up."

**By Order of the Board
FLOWER TRADING & INVESTMENT CO LTD**

**Place: Kolkata
Date: 25th August, 2021**

**CIN: L65993WB1981PLC033398
Regd. Office: 540 MARSHALL HOUSE, 33/1 N S ROAD
KOLKATA 700001, WEST BENGAL**

**Sd/-
JAGDISH CHANDRA AGARWAL
Director cum Company Secretary
(DIN- 00373349)**

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

The Venue of the AGM shall be deemed to be the Registered office of the Company at 540, Marshall House 33/1 N S Road, Kolkata West Bengal 700001

2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
3. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) THROUGH VC/OAVM.** Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence, the Proxy form and Attendance Slip are not annexed hereto. However, pursuant to Section 113 of the Companies Act, 2013, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM and are requested to send to a certified copy of their Board Resolution authorizing their representative at flower@pratapgroupp.com to participate thereat and cast their votes through e-voting. In case of more than one joint holder attending the meeting, only such joint holder whose name appears first in the Register of Members will be entitled to vote.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 500 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 23rd September, 2021 to Wednesday, 29th September, 2021 (both days inclusive).
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act, the Register of Contracts or arrangements in which Directors are interested under section 189 of the Act and all other documents referred to in the accompanying Notice shall be available for inspection at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting upon log-in to NSDL.
7. The relevant details under Regulation 26(4) and Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI"), is annexed.
8. Pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and In compliance with SEBI notification no. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 read with amendment notification no. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018, request for effecting transfer of Securities (except in case of transmission or transposition of securities) are not processed from 1st April, 2019 unless the securities are held in dematerialised form with the depositories. Therefore, members are requested to consider dematerialization of shares held by them in physical form.

9. As per Regulation 40(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copy of their Income Tax Permanent Account Number (PAN). Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copy of PAN Card to the Company for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).
10. The Company does not have any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF).
11. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Company in respect of shares held in physical form.
12. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination in prescribed form SH -13. Members desirous of making nominations may send their request in Form SH -13 in duplicate to the Company. Members may obtain a blank Form SH -13 upon request to the Company.
13. With a view to serving the Members better and for administrative convenience, an attempt would be made to consolidate multiple folios. Members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
14. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the electronic copy of the Annual Report 2020-21, Notice of the 40th AGM of the Company shall be sent to those members who have registered their mail id with the Company.
15. Physical copy of the Annual Report for 2020-21, the Notice of the 40th AGM of the Company are being sent to those members who have not registered their email addresses with the Company.
16. Members may also note that the Annual Report for the financial year 2020-21 including the Notice convening the 40th Annual General Meeting will also be available on the Company's website www.flowertrading.in, which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Kolkata for inspection during normal business hours on all the working days except Saturdays and Sunday. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the members may also send their requests to the designated e-mail ID: flower@pratapgroupp.com.
17. **Voting through electronic means**
 - a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

- b. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company www.flowertrading.in, websites of the Calcutta Stock Exchange at www.cse-india.com and on the website of NSDL i.e. www.evoting.nsdl.com.
18. AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
19. **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on 26th September, 2021 at 9:00 A.M. and ends on 28th September, 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 17th September, 2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 17th September, 2021.

How do I vote electronically using NSDL e-Voting system?

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





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the " Beneficial Owner " icon under " Login " which is available under ' IDeAS ' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on " Access to e-Voting " under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be

	provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

(iv) Your User ID details are given below :

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

(v) Password details for shareholders other than Individual shareholders are given below:

1. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
2. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
3. How to retrieve your 'initial password'?
 - I. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - II. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

(vi) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- A. Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- B. [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- C. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- D. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

(vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

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|---|
| (viii) Now, you will have to click on “Login” button.
(ix) After you click on the “Login” button, Home page of e-Voting will open. |
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Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select Electronic Voting Event No. **117634** (EVEN) of “FLOWER TRADING & INVESTMENT CO. LIMITED” for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to adubey87@gmail.com with a copy marked to evoting@nsdl.co.in.

Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as of the cut-off date i.e. 27th August, 2021, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. **1800 1020 990 and 1800 22 44 30**. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 17th September, 2021 may follow steps mentioned in the Notice of the AGM under Step 1: “Access to NSDL e-Voting system” (Above).

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager and/or Ms. Pallavi Mhatre, Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- (i) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to flower@pratapgroup.com.
- (ii) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to flower@pratapgroup.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- (iii) Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- (iv) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the Electronic Voting Event No. **117634** (EVEN) of "FLOWER TRADING & INVESTMENT CO. LIMITED" will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at flower@pratapgroup.com latest by 5.00 p.m. (IST) on Sunday, 26th day of September, 2021.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at flower@pratapgroup.com latest by 5.00 p.m. (IST) on Sunday, 26th day of September, 2021. The same will be replied by the company suitably.
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
8. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
9. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.
10. Members who need assistance before or during the AGM, can contact Mr. Amit Vishal, Senior Manager, NSDL and / or Ms. Pallavi Mhatre, Manager, NSDL at evoting@nsdl.co.in or call 1800 1020 990 / 1800 22 44 30.
20. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990. The Members can communicate their grievance to the Company at this email id: flower@pratapgroup.com. The Members may send their grievances, if any, to this email id for its quick redressal.
21. The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date (Friday, 17th September, 2021).
22. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
23. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17th September, 2021, may obtain the login ID and password by sending an email to flower@pratapgroup.com or a request at evoting@nsdl.co.in or Issuer/RTA by mentioning their Folio No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

24. A person, whose name appears in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, Friday, 17th September, 2021 shall only be entitled to attend AGM and avail the facility of e-voting.
25. Mr. Anil Kumar Dubey, Partner of M & A Associates, Practicing Company Secretaries (Membership No 9488 and CP No – 12588) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
26. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first download the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than forty-eight hours of the conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
27. Immediately after declaration of results, the same shall be placed along with the Scrutinizer's Report on the website of the Company www.flowertrading.in, websites of the Calcutta Stock Exchange at www.cse-india.com and on the website of NSDL i.e. www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to The Calcutta Stock Exchange Limited, where the shares of the Company are listed.
28. In terms of Section 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder and MCA Circular No. 20/2020 dated May 5, 2020, the Annual Report for the Financial Year ended 31st March, 2021, comprising of Board's Report, Independent Auditor's Report, Financial Statements etc. alongwith this Notice, is being sent by electronic mode only to those members who have registered their email IDs with their respective depository participant(s) or with the registrar and share transfer agent of the Company. Members may also note that the AGM Notice, inter-alia, indicating the process and manner of e-voting and participating at AGM through VC/OAVM and the Annual Report for the financial year ended 31st March, 2021 are available on the Company's website www.flowertrading.in.
29. All the Documents referred to in the accompanying notice and the statement annexed thereto shall be made available for inspection through electronic mode, basis on the request being sent at flower@pratapgroupp.com.
30. The scanned copies of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013, and Register of Contracts and Arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 and the relevant documents referred to in notice will be available electronically for inspection of members during the AGM through VC/OAVM.
31. M/s. Vivek Jaiswal & Co., Chartered Accountants, Kolkata (FRN: ICAI-323094E) was appointed as Statutory Auditors of the Company by the members at the AGM held on 30th September, 2020 to hold office for a term of 5 (five) consecutive years from the conclusion of that AGM until the conclusion of the Annual General Meeting (AGM) of the Company to be held in the year 2025 on a remuneration to be mutually agreed upon with the Board of directors subject to ratification by the members at every AGM. Consequent to the amendment in Section 139 of the Companies Act, 2013, vide which the proviso requiring ratification of such appointment by members at every AGM has been omitted, no item has been included in this Notice towards ratification of such appointment. Accordingly, M/s. Vivek Jaiswal & Co., shall continue to hold the office as statutory auditors of the Company for the remaining term of their appointment as approved by the members at the AGM held on 30th September, 2020 without ratification of such appointment at every AGM.
32. The names and address of the Stock Exchanges where at the Company's Equity Shares are listed, are given below:- The Calcutta Stock Exchange Limited 7, Lyons Range, Kolkata – 700 001
33. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business set out in the notice is annexed hereto.

34. VOTING AT AGM

Due to pandemic COVID-19, Company is providing the facility to members to attend the meeting through online mode also:

Meeting Link:

<https://us04web.zoom.us/j/72437212120?pwd=clFJcVpYMWtHSjR4am42WGpaaUgwZz09>

Meeting Id- 724 3721 2120

Password- 9vxLS7

**By Order of the Board
FLOWER TRADING & INVESTMENT CO LTD**

**Place: Kolkata
Date: 25th August, 2021**

**Sd/-
JAGDISH CHANDRA AGARWAL
Director cum Company Secretary
(DIN- 00373349)**

REQUEST TO MEMBERS

Members are requested to send their question(s), if any, relating to the financial statements, shareholding, etc., to the Director/Chief Financial Officer at the Registered Office of the Company, on or before Sunday, September 26th, 2021, so that the answers/ details can be kept ready at the AGM.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Director	Sudhir Kumar Agarwal
DIN	00373259
Date of Birth	15/10/1966
Qualification	B.Com
Date of Appointment	16/07/2001
Proposed Appointment or Re-appointment	Retire by rotation and being eligible for re-appointment
Brief Resume and nature of expertise in functional area	Mr. Sudhir Kumar Agarwal has wide range of experience in Management, marketing and administration.
Disclosure of Relationship among Directors inter se	Relative
Number of Meeting of the Board attended during the year 2020-21	2 (Two)
Directorship in other company	HARSH SYNTHETICS PRIVATE LIMITED HARSH FILAMENTS PRIVATE LIMITED PRATAP SYNTHETICS LIMITED DIVYA COMMOSALES PRIVATE LIMITED
Membership of the Committees in other company	Nil
Shareholding in the company	Nil

DIRECTORS' REPORT

To,
The Members
FLOWER TRADING & INVESTMENT CO LTD

Your Directors have pleasure in presenting their 40th Annual Report together with the Audited financial statements of your Company for the year ended 31st March, 2021.

KEY FINANCIAL HIGHLIGHTS

The highlights of the financial results of the Company are as follows:

(AMT. IN RUPEES)

PARTICULARS	<i>Year Ended March 31,2021</i>	<i>Year Ended March 31,2020</i>
Revenue from Operations	84,50,948	1,92,71,454
<i>Other Income</i>	-	-
<i>Total Revenue</i>	84,50,948	1,92,71,454
<i>Total Expenses</i>	34,92,469	80,32,436
<i>Profit/ (Loss) for the year before tax</i>	(93,205)	(15,867)
<i>Less : Provision for Taxation</i>	-	-
<i>Current Tax</i>	-	18,17,220
<i>Deferred Tax</i>	-	-
<i>Mat Credit Entitlement</i>	(43,73,154)	3,641
<i>(Excess)/Short provision for the earlier year</i>	(1,34,745)	-
Profit during the year (PAT)	4,50,580	94,18,157
<i>Less: Transfer to Reserve u/s 45 IC of RBI Act, 1934</i>	90,116	18,83,631
<i>Less: Transfer to General Reserve</i>	-	1,00,00,000
<i>Add : Profit B/F from previous Year</i>	28,19,545	(18,21,265.85)
<i>Sub Total</i>	31,80,009	28,19,545
<i>Less: P/L Appropriation</i>	-	-
Balance C/f to Balance Sheet	31,80,009	28,19,545

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

Your 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.

RESERVES

The Company proposes not to transfer any amount in any statutory reserves and is proposed to be retained in the P/L account during the Financial Year 2020-21.

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, 2021 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.

LISTING

The shares of the Company continue to be listed on the CSE Limited (CSE). The scrip code number of the Equity Shares of the Company on CSE is 0016046 respectively. The Annual Listing Fee for the Financial Year 2020-21 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. Sudhir Kumar Agarwal (DIN- 00373259), Director of the Company retires by rotation and being eligible for reappointment and offers himself for re-appointment.

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. Sanjay Kumar Agarwal, Mr. Sudhir Kumar Agarwal, Mrs. Sushila Devi Agarwal, Mr. Pradeep Kumar Saraf, (Directors) and Mr. Jagdish Agarwal Chandra, Mr. Joy Prakash Sharma, the Key Managerial Personnel (KMP) of the Company pursuant to the provisions of the Company Act, 2013, as on the date of this report.

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

DIRECTORS RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained, your 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, 2021, 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, 2021 and the Statement of Profit and Loss for financial year ended March 31, 2021;
- 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.

BOARD AND ITS COMMITTEES

BOARD MEETINGS

The Board met 6 (Six) times during the financial year as on 10th May, 2020, 11th August, 2020, 2nd September, 2020, 15th September, 2020, 13th November, 2020 and 12th February, 2021. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the SEBI Regulation, 2015.

Attendance of each Directors at Board Meetings held during the Financial year 2020-21 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	6	6
JAGDISH AGARWAL CHANDRA	Executive Director	6	6
SUSHILA DEVI AGARWAL	Non-Executive Director	6	2
SUDHIR KUMAR AGARWAL	Non-Executive Director	6	2
SANJAY KUMAR AGARWAL	Independent Director	6	6
PRADEEP KUMAR SARAF	Independent Director	6	6

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 is having expertise in financial management. During the year 2020-21, all the recommendations received from the Audit committee was accepted by the Board of Directors.

During the Financial Year 2020-21, the Audit Committee met 4 (Four) times on 2nd September, 2020, 15th September, 2020, 13th November, 2020 and 12th February, 2021. The table below provides the details of meetings and attendance of the Audit Committee members during the year 2020-21:

	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

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 2020-21, the Nomination and Remuneration committee met 2 (Two) times on 11th August, 2020 and 2nd September, 2021.

The composition of the Nomination and Remuneration Committee and the details of meeting attended by its members during the year 2020-21 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)	Executive 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 31st March 2021 is annexed here to Annexure - I in prescribed Form AOC-2 and forms part of this report.

PARTICULARS OF EMPLOYEES

During FY 2020-21, 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

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 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 2020-21.

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 2020-21.

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 39th AGM held on 30th September, 2020 for a period of 5 years upto the conclusion of the 44th 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, 2021 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, 2021 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.

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.

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:-

	2020-2021	2019-20
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 forms 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.

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

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

For and on behalf of the Board

	Sd/-	Sd/-
	SANJAY KUMAR AGARWAL	SHYAM SUNDER JINDAL
Place: Kolkata	Director	Managing Director
Dated: 25th August, 2021	DIN – 00189691	DIN – 00372346

**Registered Office: 540 Marshall House 33/1 N S Road,
Kolkata 700001, West Bengal**

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, 2021, which were not at arm's length basis.

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

The details of material contracts or arrangement or transactions at arm's length basis for the year ended March 31, 2021 are as follows:

Name of Related Party	Nature of Relationship	Nature of Contract	Duration of Contract	Salient Terms	Amount
Pratap Polysacks Ltd	Enterprises over which significant influence of directors	Investments	Continues transaction	Nil	28,50,000/-
Pratap Synthetics Ltd.	Enterprises over which significant influence of directors	Investments	Continues transaction	Nil	22,05,455/-
Harsh Filaments Pvt. Ltd.	Enterprises over which significant influence of directors	Investments	Continues transaction	Nil	29,50,000/-
Harsh Synthetics Pvt. Ltd.	Enterprises over which significant influence of directors	Investments	Continues transaction	Nil	2,00,000/-
Pratap Polysacks Ltd	Enterprises over which significant influence of directors	Loans and Advances	Continues transaction	Nil	Rs. 16,84,115/-
Pratap Synthetics Ltd.	Enterprises over which significant influence of directors	Loans and Advances	Continues transaction	Nil	Rs. 63,15,512/-
Harsh Filaments Pvt. Ltd.	Enterprises over which significant influence of directors	Loans and Advances	Continues transaction	Nil	Rs. 1,00,48,883/-

Note: Appropriate approvals have been taken for Related Party Transactions.

For and on behalf of the Board

Place: Kolkata

Dated: 25th August, 2021

Sd/-
SANJAY KUMAR AGARWAL
Director
DIN – 00189691

Sd/-
SHYAM SUNDER JINDAL
Managing Director
DIN – 00372346

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)	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	Ratio	% increase in Remuneration
	Mr. SHYAM SUNDER JINDAL, Managing Director	-	NA
	Mr. JAGDISH CHANDRA AGARWAL, Director & Company Secretary	20.86	33.05%
	Mr. JOY PRAKASH SHARMA, Chief Financial Officer	3.64	-
(ii)	The percentage increase in the median remuneration of employees in the financial year.	-	
(iii)	The number of permanent employees on the rolls of Company (as on 31 st March, 2021)	1 (one)	
(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.		

- 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: 25th August, 2021

Sd/-
SANJAY KUMAR AGARWAL
Director
DIN – 00189691

Sd/-
SHYAM SUNDER JINDAL
Managing Director
DIN – 00372346

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions:

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management of rank equivalent to General Manager and above, including all functional heads.

Objective:

The objective of the policy is to ensure that :-

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.
- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- to retain, motivate, promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.

- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) Appointment of Independent Directors is subject compliance of provisions of section 149 of the Companies Act, 2013, read with schedule IV and rules there under.
- d) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.
- e) The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Regulations and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

TERM / TENURE

a) Managing Director/Whole-time Director:

- i. The Nomination and Remuneration Committee shall identify a person according to the requirements of the Company for the above position and recommend their appointment to the Board including the terms of appointment and remuneration.
- ii. The Board shall consider the recommendation of the NRC and accordingly approve the appointment and remuneration. The appointment of MD, JMD, WTD shall be subject to the approval of the Shareholders.

- iii. Appointment of other employees will be made in accordance with the Company's HR Policy.

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company or by the Board on its own if the person commits a breach of the duties, functions and responsibilities or obligations on any reason prescribed by the law or AOA or the Listing Agreement or for reason of poor performance as measured as a result of performance evaluation.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

1) Remuneration to Managing Director:

- a) The Managing Director shall be eligible for remuneration as may be approved by the Shareholders of the Company on the recommendation of the Committee and the Board of Directors. The Remuneration/ Commission etc. to be paid to Managing Director shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director.

2) Remuneration to Non- Executive / Independent Directors:

- a) The Non-Executive / Independent Directors may receive sitting fees for attending meeting of the Board and the committee and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

- b) The profit-linked Commission shall be paid within the monetary limit approved by the Shareholders of the Company subject to the same not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Regulations.
- c) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company. Non-Executive Directors are eligible for Stock Options as approved by the shareholders.
- d) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - i) The Services are rendered by such Director in his capacity as the professional; and
 - ii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

Any incidental expense incurred by the Directors with relation to the participation in the meetings of the Board and other Sub Committees shall be reimbursed.

3) Remuneration to Executive Directors, Key Managerial Personnel and Senior Management:

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) Remuneration of Executive Directors, Key Managerial Personnel and Senior Management is determined and recommended by the Nomination & Compensation Committee and approved by the

Board. Remuneration of Executive Directors is also subject to the approval of the shareholders.

- c) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its member.



M & A Associates
Practicing Company Secretaries
Mob: 9883039240/8334984350
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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, 2021

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 [CIN: L65993WB1981PLC033398]** (hereinafter called the 'Company') for the financial year ended **31st March, 2021** (the "Audit Period"). 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, the explanations and clarifications given to me and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic 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, 2021 (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) :-
- 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;
 - 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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 w.e.f. October 28, 2014; **(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, 2009; **(Not applicable on the Company during the Audit Period)**
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(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 information provided by the management;*
- (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.*



M & A Associates

Practicing Company Secretaries

Mob: 9883039240/8334984350

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I further report that the Board of Directors of the Company is not 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.

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

Sd/-

Anil Kumar Dubey

Partner

Membership No. 9488

CP No.12588

Place: Kolkata

Dated: 25.08.2021

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, 2021 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. Due to the pandemic caused by COVID-19 and prevailing lockdowns/restrictions on movement of people imposed by the Government, for the purpose of issuing this report, I have conducted my audit remotely based on the records and information made available to me by the Company electronically and the same shall be physically verified by me post normalization of the situation.
6. 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.



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7. 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

Sd/-
Anil Kumar Dubey
Partner
Membership No. 9488
CP No.12588
Place: Kolkata
Dated: 25.08.2021

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, 2021**, 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, 2021**, 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>Significant estimates and judgement involved</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 & Provisioning, prescribed from time to time.</p>	<p>Our key audit procedures include:</p> <p>Design/controls 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>Substantive tests Test of details for a selection of exposures over calculation of NPA provisions as at 31 March 2021; 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 & 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, 2021** 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, 2021** 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: 19th June 2021

For VIVEK JAISWAL & CO.

F.R.N. 323094E

Chartered Accountants

Vivek Jaiswal

Partner

M. No. 057710

UDIN: 21057710AAAADE7371

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, 2021**, 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, 2021**, 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: 19th June 2021



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

Vivek Jaiswal

Vivek Jaiswal
Partner

M. No. 057710

UDIN: 21057710AAAADE7371

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report 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 31st March, 2021 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: 19th June 2021



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

Nish Jaiswal

Vivek Jaiswal
Partner

M. No. 057710

UDIN: 21057710AAAADE7371

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 2021 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, 2021, 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: 19th June 2021For **VIVEK JAISWAL & CO.**

F.R.N. 323094E

Chartered Accountants

Vivek Jaiswal

Partner

M. No. 057710

UDIN: 21057710AAAADE7371

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, 2021

	Note No.	As at 31.03.2021 (Amount in Rs.)	As at 31.03.2020 (Amount in Rs.)
<u>ASSETS</u>			
<u>Non - Current Assets</u>			
(a) Plant Property and Equipment	2	1,95,171	2,56,567
(b) Financial Assets			
(i) Investments	3	35,96,501	1,44,72,579
(ii) Loans & Advances	4	47,808	44,48,424
(c) Other Non Current Assets		-	-
<u>Current Assets</u>			
(a) Inventories	5	1,06,94,711	1,06,94,711
(b) Financial Assets			
(i) Trade Receivables		-	-
(ii) Cash and Cash Equivalents	6	1,64,276	2,78,854
(iii) Loans & Advances	7	6,13,08,830	4,60,66,283
TOTAL ASSETS		7,60,07,296	7,62,17,418
<u>EQUITY AND LIABILITIES</u>			
<u>EQUITY</u>			
(a) Equity Share Capital	8	43,99,500	43,99,500
(b) Other Equity	9	6,95,79,326	6,91,28,746
<u>LIABILITIES</u>			
<u>Non Current Liability</u>			
(a) Other non- Current Liabilities	10	42,000	42,000
<u>Current Liabilities</u>			
(a) Financial Liabilities			
(i) Borrowings	11	-	-
(ii) Trade Payables		-	-
(b) Other Current Liabilities	12	21,353	2,43,753
(c) Provisions	13	19,65,117	24,03,419
TOTAL EQUITY AND LIABILITIES		7,60,07,296	7,62,17,418
		(0)	-

The accompanying notes are integral part of the Financial Statements.

1

As per our Report of even date
For Vivek Jaiswal & Co.
Chartered Accountants
(FRN. 323094E)

Vivek Jaiswal
(Vivek Jaiswal)

Partner

Membership No. 057710

UDIN: 21057710AAAADE7371

Place: Kolkata

Dated: 19/06/2021



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.

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, 2021

	Note No.	As at 31.03.2021 (Amount in Rs.)	As at 31.03.2020 (Amount in Rs.)
I Revenue from operations	14	84,50,948	1,92,71,454
II Other Income		-	-
III Total Income (I+II)		84,50,948	1,92,71,454
IV Expenses			
Purchases of Stock-in-trade		-	-
Change in inventories of finished goods, stock in trade	15	-	45,00,000
Direct Expenses		-	-
Employee Benefits expense	16	26,94,611	21,82,010
Finance Cost	17	4,415	2,93,425
Depreciation and amortization expense	2	6,453	30,402
Other Expenses	18	7,47,292	10,10,832
Contingent Provision against Standard Asset		39,698	15,767
Total Expenses (IV)		34,92,469	80,32,436
(V) Profit/(Loss) before Exceptional items and tax		49,58,479	1,12,39,018
(VI) Exceptional items		-	-
(VII) Profit/(Loss) before tax (V-VI)		49,58,479	1,12,39,018
(VIII) Tax expenses			
(i) Current Tax		-	18,17,220
(ii) Mat Credit		(43,73,154)	3,641
(iii) (Excess)/Short provision for the earlier years		(1,34,745)	-
Total Tax Expense		(45,07,899)	18,20,861
Profit/(Loss) for the year from Continuing Operations (A)		4,50,580	94,18,157
Earnings per Equity Share per Nominal Value of Share:- 10/-			
Basic		1.02	21.41
Diluted		1.02	21.41
Summary of significant accounting policies	1		

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

As per our Report of even date

For Vivek Jaiswal & Co.

Chartered Accountants

(FRN. 323094E)



(Vivek Jaiswal)

Partner

Membership No. 057710


UDIN: 21057710AAAADE7371

Place: Kolkata

Dated: 19/06/2021



Jagdish Chandra Agarwal



Company Secretary

Sudhir Kumar Agarwal



Director
DIN: 00373259

Shyam Sunder Jindal



Managing Director
DIN: 00372346

Joy Prakash Sharma



CFO

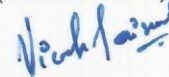
FLOWER TRADING & INVESTMENT CO. LTD.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2021

Particulars	Year Ended 31st March 2021	Year Ended 31st March 2020
A. CASH FLOW FROM OPERATING ACTIVITIES	Rs.	Rs.
Net Profit before Tax & Extraordinary items	49,58,479	1,12,39,018
Add/(Deduct)		
a) Depreciation	6,453	30,402
b) Profit on sale of investments	(38,99,302)	(65,56,717)
c) profit on sale of Fixed Assets	(22,057)	(5,985)
d) Contingent Provision Against Standard assets	39,698	15,767
Operating Profit before working Capital changes	10,83,271	47,22,485
Add/(Deduct)		
a) Inventories	-	45,00,000
b) Trade Receivables & other receivable	-	-
c) Trade Payables & Other payable	(2,22,400)	1,91,880
Net Cash generated from operation	8,60,871	94,14,365
Direct Tax Paid(net of refunds)	(10,86,597)	(3,26,744)
Net Cash from operating activities	(2,25,726)	90,87,621
B. CASH FLOW FROM INVESTING ACTIVITIES		
Inflow/(Outflow)		
a) Investments sold	1,08,76,078	1,24,82,514
b) Investments purchased	-	-
c) Received on sale of Assets	77,000	1,50,000
Net Cash inflow/(outflow) from Investing Activities	1,09,53,078	1,24,82,514
C. CASH FLOW FROM FINANCING ACTIVITIES		
Inflow/(Outflow)		
a) loans and advances given	(1,08,41,931)	(64,83,679)
b) proceeds form borrowings	-	(1,58,76,536)
Net Cash inflow/(outflow) in course of Financing Activities	(1,08,41,931)	(2,23,60,215)
Net Increase / (decrease) in Cash and Cash Equivalents (A+B+C)	(1,14,578)	(6,40,080)
Cash and Cash Equivalents at the beginning of the year	2,78,854	9,18,934
Cash and Cash Equivalents at the end of the year	1,64,276	2,78,854

As per our Report of even date

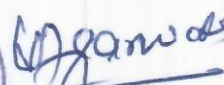
For Vivek Jaiswal & Co.
Chartered Accountants
(FRN. 323094E)


(Vivek Jaiswal)
Partner

Membership No. 057710
UDIN: 21057710AAAADE7371
Place: Kolkata



Jagdish Chandra Agarwal


Company secretary


Sudhir Kumar Agarwal


Director
Din: 00373259

Shyam Sunder jindal


Managing Director
Din: 00372346

Joy Prakash Sharma



A handwritten signature in blue ink, appearing to read "J. J. Jones" or similar, located in the top right corner of the page.

CFO

Dated: 19/06/2021

FLOWER TRADING & INVESTMENT CO. LTD.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2021

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 2021

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. 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 31.03.2021	As at 31.03.2020
Investment in Equity Instruments		
In Others		
Investment in quoted shares (Schedule "A")	22,46,501	1,31,22,579
Investment in unquoted shares (Schedule "B")	13,50,000	13,50,000
	<u>35,96,501</u>	<u>1,44,72,579</u>

Note 4. Loans & Advances

	As at 31.03.2021	As at 31.03.2020
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	44,45,996
	<u>45,380</u>	<u>44,45,996</u>
Total :	<u>47,808</u>	<u>44,48,424</u>

Note 5. Inventories

	As at 31.03.2021	As at 31.03.2020
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 31.03.2021	As at 31.03.2020
Cash and Bank Balances		
Balance with Bank	97,700	1,88,531
Cash in Hand	66,576	90,323
	<u>1,64,276</u>	<u>2,78,854</u>

Note 7. Loans & Advances

	As at 31.03.2021	As at 31.03.2020
Advance to Employees	-	24,905
Advance to others	2,00,000	2,00,000
Loans and Advances to Related Parties (Companies in Same group)	1,80,48,510	3,61,18,690
Balance with Govt. Authorities (Net)	20,24,954	26,36,456
Other Loans & Advances	4,10,35,366	70,86,232
	<u>6,13,08,830</u>	<u>4,60,66,283</u>



FLOWER TRADING & INVESTMENT CO. LTD.

Note 8. Equity Share Capital

	As at 31.03.2021	As at 31.03.2020
AUTHORISED:		
5,00,00 Equity Shares of 10/- each	50,00,000.00	50,00,000.00
ISSUED, SUBSCRIBED & PAID UP:		
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
	43,99,500	43,99,500

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

Equity Shares	As at 31.03.2021		As at 31.03.2020	
	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 31.03.2021		As at 31.03.2020	
	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%
TOTAL	1,41,200	32.10%	1,41,200	32.10%

Note 9. Other Equity : Reserve & Surplus

	As at 31.03.2021	As at 31.03.2020
a) Premium		
Securities Premium	-	-
b) Other Reserve		
Amalgamation Reserve	79,81,921	79,81,921
Special Reserve Fund (in terms of section 45 IC of the RBI Act, 1934)	1,19,02,396	1,18,12,280
Special Reserve Fund	15,000	15,000
General Reserve	4,65,00,000	4,65,00,000
	6,63,99,317	6,63,09,201
Net Surplus in the Statement of Profit and Loss		
Balance as per last financial statements	28,19,545	52,85,019
Profit / (Loss) for the year	4,50,580	94,18,157
Less: Transfer to Reserve u/s 45 IC of RBI Act, 1934	90,116	18,83,631
Less: Transfer to General Reserve	-	1,00,00,000
	31,80,009	28,19,545
Total Reserve and Surplus	6,95,79,326	6,91,28,746



FLOWER TRADING & INVESTMENT CO. LTD.

Note 10. Other Non-current Liabilities

	As at 31.03.2021	As at 31.03.2020
Other	-	-
Security Deposit	42,000	42,000
	<u>42,000</u>	<u>42,000</u>

Note 11. Current Borrowings

	As at 31.03.2021	As at 31.03.2020
<u>Secured</u>		
Loan from Financial Institution	-	-
<u>Unsecured</u>		
Loan from Related Parties	-	-
	<u>-</u>	<u>-</u>

Note 12. Other Current Liabilities

	As at 31.03.2021	As at 31.03.2020
Liabilities for Expenses	21,240	2,15,796
Statutory Dues	113	27,957
	<u>21,353</u>	<u>2,43,753</u>

Note 13. Provisions

	As at 31.03.2021	As at 31.03.2020
Contingent Provision against Standard Asset	1,47,710	1,08,012
Diminution in value of Current Investments	187	187
Provision for Income Tax	18,17,220	22,95,220
	<u>19,65,117</u>	<u>24,03,419</u>



FLOWER TRADING & INVESTMENT CO. LTD.

(Amount in Rs.)

Note 14. Revenue From Operation

	As at 31.03.2021	As at 31.03.2020
Sales	-	85,50,000
Interest Received	40,14,985	35,93,545
Dividend	5,09,808	5,65,207
Profit on Sale of Investments	38,99,302	65,56,717
Profit on sale of fixed Assets	22,057	5,985
Liability no longer required	4,796	-
	<u>84,50,948</u>	<u>1,92,71,454</u>

Note 15. Change in Stock in Trade

	As at 31.03.2021	As at 31.03.2020
Opening Stock	1,06,94,711	1,51,94,711
Closing Stock	<u>1,06,94,711</u>	<u>1,06,94,711</u>
	<u>-</u>	<u>45,00,000</u>

Note 16. Employee Benefit Expenses

	As at 31.03.2021	As at 31.03.2020
Salaries, Bonus & Other Benefits	21,74,527	21,72,700
Staff Welfare Expenses	<u>5,20,084</u>	<u>9,310</u>
	<u>26,94,611</u>	<u>21,82,010</u>

Note 17. Finance Cost

	As at 31.03.2021	As at 31.03.2020
Interest Expense	4,415	2,93,425
	<u>4,415</u>	<u>2,93,425</u>



FLOWER TRADING & INVESTMENT CO. LTD.

(Amount in Rs.)

Note 18. Other Expenses

	As at 31.03.2021	As at 31.03.2020
Electricity Charges	27,461	-
Telephone Expenses	12,571	16,599
Office Building Maintenance Expenses	56,030	32,339
Advertisement Expenses	13,764	25,372
Rates & Taxes	26,885	11,692
Filing Fees	45,400	5,000
Security Transaction Tax	14,733	2,872
Miscellaneous Expenses	9,881	16,268
Bank Charges	53	506
Demat Charges	5,781	14,510
Listing Fees	29,500	59,000
Professional Fees	2,01,180	2,44,270
Insurance Charges	10,988	20,715
Car Maintenance Expenses	54,153	2,85,624
Security Expenses	2,08,152	2,02,488
Conveyance Expenses	9,520	2,110
Travelling Expenses	-	50,227
Payments to Auditors		
- For Audit Fees	15,000	15,000
- For Other Matters	3,000	3,000
- For GST	3,240	3,240
	<u>7,47,292</u>	<u>10,10,832</u>



FLOWER TRADING & INVESTMENT CO. LTD.

Investment in quoted shares

Schedule "A"

Sl. No.	Particulars	As at 31.03.2021			As at 31.03.2020		
		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.8 NCD FV Rs. 30 28AG22	-	-	-	30.00	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	300	3,508	2.00	300	3,508
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	15,000	46,13,456
18	Tata Steel Limited	10.00	-	-	10.00	16,405	59,98,277
19	Tata Steel Limited (paid up value is Rs. 2.504 per share)	10.00	-	-	10.00	1,415	2,17,910
20	Tata Consumer Products Limited	1.00	5,000	7,11,386	1.00	10,000	14,24,139
21	Tata Motors Limited	2.00	4,300	3,76,384	2.00	4,300	3,76,384
22	Ultratech Cement Limited	10.00	57	-	10.00	57	-
23	Star Cement Ltd.	1.00	665	-	1.00	665	-
24	RPSG Ventures Ltd.		5	-		-	-
25	Reliance Industries Ltd. (P P) Rs. 2.50		3	943		-	-
				<u>22,46,501</u>			<u>1,31,22,579</u>
	Market value of quoted shares			3,14,68,833			4,38,96,403

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	<u>13,50,000</u>	10.00	22,500	<u>13,50,000</u>
				13,50,000			13,50,000

Long Term Loans & Advances

Schedule "C"

<u>Sl. No.</u>	<u>Particulars</u>	<u>As at 31.03.2021</u>	<u>As at 31.03.2020</u>
	<u>Other loans and advances</u>	-	43,73,154
1	Mat Credit Entitlement		72,842
2	Electricity & other Deposits	45,380	44,45,996
		<u>45,380</u>	

Inventories

Schedule "D"

Inventories		As at			As at		
Sl. No.	Particulars	31.03.2021			31.03.2020		
		Face Value	Nos.	Amount	Face Value	Nos.	Amount
A. EQUITY SHARES (QUOTED)							
1	Associated Cement Co. Ltd.	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.	10.00	25	1,500	10.00	25	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)			1,503	39,256		1,503	39,256
B. EQUITY SHARES (UNQUOTED)							
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)			5,20,503	1,06,94,711		5,20,503	1,06,94,711



NOTE 2.

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at 1st April 2020	Additions	Adjustment	As at 31st March 2021	As at 1st April 2020	For the year	Adjustment	Up to 31st March 2021	As at 31.03.2021	As at 31.03.2020
Land (Free Hold)	81,146	-		81,146	-	-		-	81,146	81,146
Building (Free hold)	1,98,864			1,98,864	1,92,037	-		1,92,037	6,827	6,827
Building (Lease hold)	1,76,600			1,76,600	89,037	6,453		95,490	81,110	87,563
Electrical Fittings	48,000			48,000	45,600	-		45,600	2,400	2,400
Furniture	60,138			60,138	59,572	-		59,572	566	566
Office Equipment	55,548			55,548	33,702	-		33,702	21,846	21,846
Type Writer	16,246			16,246	15,798	-		15,798	448	448
Generator	20,150	-		20,150	19,322	-		19,322	828	828
Motor Car	10,98,856	-	(10,98,856)	-	10,43,913	-	10,43,913	-	-	54,943
TOTAL	17,55,548	-		6,56,692	14,98,981	6,453		4,61,521	1,95,171	2,56,567
PREVIOUS YEAR	46,35,853	(28,80,305)		17,55,548	42,04,869	30,402		14,98,981	2,56,567	

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

Jagdish Chandra Agarwal

Sudhir Kumar Agarwal

Shyam Sunder Jindal

Joy Prakash Sharma

Company secretary

Director

Din:00373259

Managing Director

DIN: 00372346

CFO



FLOWER TRADING & INVESTMENT CO. LTD.

**Schedule to the Balance Sheet as on 31st March, 2021 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		
Liabilities side:		
(1) Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid:	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	Nil	Nil
(e) Commercial Paper	Nil	Nil
(f) Public Deposits*	Nil	Nil
(g) Other Loans (Please specify the nature)	Nil	Nil
(2) Break-up of (1) of above (Outstanding public deposits inclusive of interest accrued thereon but not paid):		
(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
Assets Side		Amount Outstanding
(3) Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :		
(a) Secured	Nil	
(b) Unsecured	0.45	
(4) Break-up of Leased Assets and stock on hire and hypothecation loans counting towards EL/HP activities		
(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.....



(5) Break-up of Investments :	
Current Investment :	
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
Long Term investments :	
1. Quoted :	
(i) Shares : (a) Equity	22.47
(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	13.50
(b) Preference	Nil
(ii) Debentures and Bonds	Nil
(iii) Units of Mutual Funds	Nil
(iv) Government Securities	Nil
(v) Others (Please specify)	Nil

(6) Borrower group-wise classification of all leased assets, stock-on-hire and and loans and advances :

Category	Amount net to provisions	
	Unsecured	Total
1. Related parties :		
(a) Subsidiaries	Nil	Nil
(b) Companies in the same group	180.49	180.49
(c) Other related parties	Nil	Nil
2. Other than related parties	410.35	410.35
Total	590.84	590.84

Contd.....



(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :		
Category	Market Value /Break-up or fair value of NAV	Book Value (Net of Provisions)
1. Related parties :		
(a) Subsidiaries	Nil	Nil
(b) Companies in the same group	286.11	82.05
(c) Other related parties	72.50	38.00
2. Other than related parties	319.60	22.86
Total	678.21	142.91
(8) Other information		
		Amount
(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

Company Secretary

Sudhir Kuman

Director

Din: 00373259

Shyam Sunder Jindal

Managing Director

Din: 00372346



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