

FLOWER TRADING & INVESTMENT CO LIMITED

CIN: L65993WB1981PLC033398

Registered office: 540, Marshall House, 33/1 Netaji Subhas Road, Kolkata-700001

Phone No. 033- 66141221, E-Mail id- flower@pratapggroup.com

Website: www.flowertrading.in

NOTICE

NOTICE is hereby given that an 39th Annual General Meeting of the members of M/s Flower Trading and Investment Co. Limited, will be held on Wednesday the 30th Day of September 2020 at the Registered Office of the Company at 540, Marshall House, 33/1 Netaji Subhas Road, Kolkata 700 001, West Bengal at 11:30 A.M. to transact the following business :

1. To receive and adopt the audited Financial Statements for the year ended 31st March, 2020 together with the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sushila Devi Agarwal (DIN No. 00372462) who retires by rotation and, being eligible, offers herself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration and in this connection, to consider, and, if through fit, to pass with or without modification, the following resolution as an **Ordinary resolution**:

"RESOLVED THAT the appointment of M/s. Vivek Jaiswal & Co., Chartered Accountants, Kolkata (FRN: ICAI-323094E), as Statutory Auditors of the Company for the Financial Year 2019-20 be and is hereby ratified on such remuneration, as may be determined by the Board of Directors or any Committee/ any person authorized by the Board on its behalf."

"FURTHER RESOLVED THAT pursuant to the provisions of Section 139 of Companies Act, 2013 and all the applicable rules made there under (and subject to any enactment, re-enactment or amendment thereof) and subject to the approval of Members in General Meeting of the Company, M/s. Vivek Jaiswal & Co., Chartered Accountants, Kolkata (FRN: ICAI-323094E), be and is hereby appointed as the Statutory Auditor, of the Company, to hold office as such from this Annual General Meeting until the conclusion of 44th Annual General Meeting of shareholders of the Company at remuneration to be mutually agreed upon decided by the Board of Directors with Auditor."

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (Act), if any and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), Articles of

Association of the Company, the approval of the Board of Directors, consent of the Company be and is hereby accorded to the re-appointment of Shyam Sunder Jindal as Managing Director of the Company, with effect from 29th February, 2020 for a period of 5 (five) years ending on 28th February 2025 subject to approval of the Members in Extra Ordinary General Meeting, whose period of office shall be liable to retire by rotation, on terms and conditions as set out in the Letter of Appointment (details given in explanatory statement annexed hereto) and a copy of which is placed before the meeting.

Overall Remuneration:

The aggregate of salary, commission and perquisites payable to Shyam Sunder Jindal, Managing Director, in any Financial Year till his superannuation shall not exceed the limits from time to time under Sections 196 and 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may be applicable for the time being in force.

Minimum Remuneration:

In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of the Managing Director, the payment of salary, perquisites, and other allowances shall be governed by the limits prescribed under Part II of Schedule V to the Companies Act, 2013.

The Managing Director shall not be paid any sitting fee for attending meetings of the Board of Directors or Committee(s) thereof.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) be and is hereby authorised to alter and vary the terms and conditions of appointment authorised, at any time(s) and from time to time and in such manner as the Board may deem fit subject to the overall limits of remuneration specified by this resolution and the Companies Act, 2013;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, execute and amend such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any of Director(s) or any Key Managerial Personnel or any other Officer(s) of the Company."

By Order of the Board


(Jagdish Chandra Agarwal)
Director cum Company secretary
DIN: 00373349

Dated: 2nd day of September, 2020
Place: Kolkata

NOTES:

A. AS MEETING WILL BE HELD THROUGH VIDEO CONFERENCE & OTHER AUDIO VISUAL MEANS (OAVM) THEREFORE PROVISION REGARDING THE APPOINTMENT OF PROXY WILL NOT BE APPLICABLE.

1. The relevant statements to be annexed to the Notice pursuant to Section 102 of the Act, which sets out details relating to the special business at Item Nos. 4 to 6 of the Notice, are annexed hereto.
2. The Company does not have any unclaimed dividend amount to be transferred to Investor Education and Protection Fund (IEPF)
3. Members are requested to:
 - I. Bring their copies of the Annual Report and the attendance slip duly completed and signed at the meeting.
 - II. Quote their respective folio numbers for easy identification of their attendance at the meeting.
 - III. Bodies Corporate, who are the members of the Company, are requested to send a certified copy of the board resolution authorising their representative(s) to attend and vote at the meeting.
 - IV. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. (Wednesday) 23rd September, 2020 to (Wednesday) 30th September, 2020 (both days inclusive) will be book closure period in terms of provisions of Section 91 of the Companies Act, 2013 for the purpose of AGM.
5. Every member entitled to vote at a meeting of the Company, or on any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days' notice in writing of the intention to inspect is given to the company.
6. 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).
7. 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.

8. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company.
9. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the PDF copy of the Annual Report 2019-20, Notice of the 39th AGM of the Company are being sent to all the members whose email ids are registered with the Company.
10. The Company unless any member has requested for a physical copy of the same.
11. Physical copy of the Annual Report for 2019-20, the Notice of the 39th AGM of the Company are being sent to those members who have not registered their email addresses with the Company.
12. Members may also note that the Annual Report for the financial year 2019-20 including the Notice convening the 39th 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@pratapgroup.com.
13. 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.
14. 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.
15. Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
16. E - Voting

All persons whose names are recorded in the Register of Members as on the cut-off date namely, 23rd September, 2020 only shall be entitled to vote at the General Meeting by availing the facility of remote e-voting or by e-voting at the General Meeting.

A. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirement), Regulation, 2015, the Company is pleased to provide members facility to exercise the right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic

voting system from a place to other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The remote e-voting period commence on (Sunday) 27th September, 2020 (09:00 am) and ends on (Tuesday) 30th September, 2020 (5:00 pm). During this period members' of the Company, holding shares, as on the cut-off date of 23rd September, 2020, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- III. A person who is not a member as on cut-off date should treat this Notice for information purpose only.
- IV. The process and manner for remote e-voting are as under:
 - a. **In case a member receives an email from NSDL (for members whose email IDs are registered with the Company)**
 - i. Open email and open PDF file viz; "remotee-voting.pdf" with your Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the passwords an initial password.
 - ii. Note: Shareholders already registered with NSDL for e-voting will not receive the .pdf file at "remote e-voting.pdf"
 - iii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - iv. Click on Shareholder-Login
 - v. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - vi. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vii. Home page of remote e-voting opens. Click on remote e-voting: Active e-Voting Cycles.
 - viii. Select Electronic Voting Event No. **114556 (EVEN)** of FLOWER TRADING & INVESTMENT CO LTD.
 - ix. Now you are ready for remote e-voting as Cast Vote page opens.
 - x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xiii. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to anil@mandaassociates.in with a copy marked to evoting@nsdl.co.in

b. In case a member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered or have requested the physical copy]:

(i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for the AGM:

USER ID	PASSWORD

(ii) Please follow all steps from Sl. No. (ii) to (xii) above to cast vote.

B. 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/75543499649?pwd=L2dGejc5bFJSWXdiUnl6dVFIQUtDUT09>

Meeting Id-755 4349 9649

Password-9qrxPr

17. OTHER INSTRUCTIONS

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- II. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. 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).
- IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2020.
- V. 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. 23rd September, 2020, 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.

- VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VII. A person, whose name is recorded in the register of members as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- VIII. 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 voting and remote e-voting process in affair and transparent manner.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing there mote e-voting facility.
- X. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall counter sign the same and declare the result of the voting forthwith.
- XI. The results declared along with the Scrutinizer's Report shall be placed on the company's website www.flowertrading.in and on the CSE Limited, where the shares of the Company are listed.
- XII. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM i.e., 30th September, 2020.
18. The route map showing directions to reach to the venue of the 39th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2.
19. All documents referred to in the Notice and Explanatory Statements will be available for inspection at the registered office and the administrative office of the Company, between 12.30 PM and 3.30 PM on all working days (i.e. except Saturdays and Public holidays) up to the date of this AGM.
 - (a) 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**

By Order of the Board


(Jagdish Chandra Agarwal)

Director cum Company secretary
DIN: 00373349

Dated: 2nd day of September, 2020
Place: Kolkata

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 Wednesday, September 23rd, 2020, so that the answers/ details can be kept ready at the AGM.

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 4

The Board of Directors of the Company at its meeting held on 10th February, 2020 appointed Shyam Sunder Jindal as the Managing Director of the Company w.e.f. 29th February, 2020 for a period of three (5) years or till the date of his superannuation whichever is earlier pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V to the Companies Act, 2013 and the Rules framed thereunder, subject to the approval of the Members and designated as a Key Managerial Personnel. The details of his remuneration are set out herein below:

		Rs. (per month)
1	Basic Salary	1 p.m.
2	House Rent Allowance	-
3	Special Allowance	-
4	Lunch Allowance	-
5	Medical Benefit	-
6	Provident Fund	-
7	Leave Travel Assistance	-
8	Telephone / Land Line	-
9	Medical Insurance Premium	-
10	Club Membership / Subscription	-

Considering his knowledge and experience and his strong execution rigor towards work and business operations of the Company, the Board of Directors of the Company considers that the appointment of Shyam Sunder Jindal as Managing Director of the Company is in the best interest of the Company.

A copy of the Letter of Appointment of Shyam Sunder Jindal is available for inspection by the Members of the Company for inspection, during business hours from 11:00 a.m. to 1:00 p.m. on any working day (excluding Saturday), at the Registered Office of the Company till the conclusion of the meeting.

Shyam Sunder Jindal may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his own re-appointment.

I. General Information in compliance to the terms of Schedule V of the Companies Act, 2013:

The Company presently operates in in the theme of credit facilities, loans, stocks and sharing, trading in money market and lots more. It commenced its business on 4th March 1981, the current financial performances as at 31.03.2020 are as under:

Turnover : Rs. 192.71 Lac

Profit Before Tax: Rs. 112.39 Lac

Export: NIL

The Company has neither any foreign collaboration nor any foreign investment.

II. Information about the appointee:

Background details:-

Mr Shyam Sunder Jindal is M(com), LLB, DBM has an experience of 50 years in different type of Business. He was appointed as Managing Director of the Company on 1st March 2015 for five years. During his tenure the Company has progressed in all respect. Considering his experience the Board has re appointed him as Managing Director of the Company

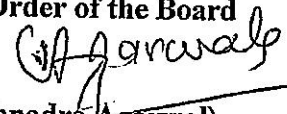
The Board of Directors of the Company at its meeting held on 31st January, 2014 had appointed Mr. Shyam Sunder Jindal, (DIN 00372346) as Director of the Company with effect from 1st March, 2015.

Subsequently at the board meeting held on 10th February, 2020 it was decided to appoint Mr. Shyam Sunder Jindal as Managing Director of the Company with effect from 29th February, 2020 with the terms and conditions including payment of remuneration as detailed in explanatory statement including remuneration payable to him in the event of loss or inadequacy of profits during the said period subject to the approval of the members in Annual General Meeting of the Company under applicable provisions of the Companies Act, 2013.

The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

None of the other Directors or Key Managerial Personnel (KMPs) of the Company or their relatives other than Shyam Sunder Jindal or his relatives (to the extent of their shareholding interest, if any, in the Company) are, in any way, concerned or interested, financially or otherwise, in the proposed Resolution.

By Order of the Board


(Jagdish Chandra Agarwal)

Company secretary

DIN: 00373349

Dated: 2nd day of September, 2020
Place: Kolkata