

FLOWER TRADING & INVESTMENT CO. LTD.

540 Marshall House, 33/1, Netaji Subhas Road, Kolkata 700001, Phone : 91-33-2213 1845
CIN : L65993WB1981PLC033398

CERTIFIED COPY OF THE EXTRACT OF THE RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS OF Flower Trading & Investment Co. Ltd. AT ITS REGISTERED OFFICE AT 540 Marshall House 33/1 N.S. Road Kolkata- 700001 ON FRIDAY 29TH MARCH, 2019

"RESOLVED THAT pursuant to the provision of section 204(1) of the Companies Act 2013 rule 9 of the Companies (appointment and remuneration personnel) rules 2014 and other applicable provisions if any of the Companies Act 2013, consent of the board be and is hereby given for appointment of Mr. Anil Kumar Dubey, Company Secretary to be appointed as Secretarial Auditors of the Company and directors of the company be and are hereby authorized to fix the remuneration with the consent of Audit Committee."

"RESOLVED FURTHER THAT the appointment letter has been placed before the Board and the same has been approved by the Board. The chairman of the Board signed that same for the purpose of appointment of Mr. Anil Kumar Dubey, Company Secretary as Secretarial Auditors of the company."

"RESOLVED FURTHER THAT Mr. Sudhir Kumar Agarwal, Director of the company be and is hereby authorized to file necessary forms Registrar of Companies and to all such acts, deeds and things as may be necessary to give effect to the above said regulation.

For Flower Trading & Investment Co. Limited



Director

DIN: 00373259

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For Flower Trading & Investment Co. Limited


Director

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CIN : L65993WB1981PLC033398

Date:29.03.2019

To,
Anil Kumar Dubey
Practicing Company Secretary
22, Madan Mohan Talla Street,
Kolkata – 700 005

Subject: Engagement Letter for Appointment as Secretarial Auditor

Sir,

With reference to your proposal for appointment as Secretarial Auditor in Flower Trading & Investment Co. Ltd. it is to inform you that you have been appointed as Secretarial Auditor of the Company for the financial year 2018-19.

The scope of work shall be as under:

To conduct Secretarial Audit pursuant to section 204 (1) of The Companies Act, 2013 and to submit Secretarial Audit Report in form MR-3 pursuant to Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014.

The broad scope of Secretarial Audit includes verification of the compliances under the following enactments, rules, regulations and guidelines etc:-

- i. The Companies Act, 2013/ Companies Act, 1956 and the rules made thereunder.
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-Laws framed thereunder;
- iv. The SEBI, Act 1992 and the applicable Rules & Regulations made thereunder;
- v. Any other laws/regulations as may be applicable specifically to the company.
- vi. Any other specific activity as may be advised by the Audit Committee/ Board/ regulator(s), Govt. etc.
- vii. Compliance of the other Laws applicable specifically to the company.

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Remuneration

CIN : L65993WB1981PLC033398

- Remuneration will be decided by the Board.
- This fee is applicable only for the Financial Year 2018-19.

Please sign the duplicate copy of this letter and send to this office in token of your acceptance of this assignment.

Yours Faithfully

For Flower Trading & Investment Co. Ltd.



Sudhir Kumar Agarwal

DIN No. 00373259

Director