

FLORA CORPORATION LIMITED

29th ANNUAL GENERAL MEETING

2016-17

CORPORATE INFORMATION**BOARD OF DIRECTORS:**

1. Rajasekhara Reddy Yarram	Director
2. Vemula Tejaswini	Director
3. Panguluri Murali Krishna	Director (Resigned on 30th May, 2017)
4. Korapati Devendra	Director (Resigned on 30th May, 2017)
5. Nallamothu Sudhakar	Director (Resigned on 6th February, 2017)
6. Venkateshwar Parne Reddy	Director (Resigned on 6th February, 2017)
7. Suresh Babu Gannamani	Additional Director (Appointed on 30th May,2017)
8. Raju Giriboina	Additional Director (Appointed on 30th May,2017)

CHIEF EXECUTIVE OFFICER (CEO)

Mr. Panguluri Murali Krishna (Resigned on 30th May, 2017)

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Venkat Reddy Emani (Resigned on 31st March, 2017)

CHIEF FINANCIAL OFFICER (CFO)

Mr. Korapati Devendra (Resigned on 30th May, 2017)

REGISTERED OFFICE:

H.No.8-711, Hussain Katta,Mangalagiri
Guntur, Andhra Pradesh- 522503

ANNUAL GENERAL MEETING

Day: Thursday
Date: 28th September, 2017
Time: 10:00 A.M.

CORPORATE OFFICE:

305 A & B, Pancom Business Center
Ameerpet, Hyderabad, Telangana 500073

STATUTORY AUDITORS:

Mulraj D Gala
Chartered Accountant,
B/21, Shastri Nagar,
Chemburkar Marg,
Mumbai, 400071
Maharashtra

SECRETARIAL AUDITOR :

M/s VCSR & Associates
Practicing Company Secretaries
305 A & B , Pancom Business Centre
Ameerpet , Hyderabad
Telangana - 500073

Audit Committee

- | | |
|-----------------------------|----------|
| 1. Rajsekhara Reddy Yarram | Chairman |
| 2. Venkateshwar Parne Reddy | Member |
| 3. Nallamothu Sudhakar | Member |

Nomination & Remuneration Committee

- | | |
|-----------------------------|----------|
| 1. Rajsekhara Reddy Yarram | Chairman |
| 2. Venkateshwar Parne Reddy | Member |
| 3. Nallamothu Sudhakar | Member |

Stakeholder Relationship Committee

- | | |
|-----------------------------|----------|
| 1. Rajsekhara Reddy Yarram | Chairman |
| 2. Venkateshwar Parne Reddy | Member |
| 3. Nallamothu Sudhakar | Member |

Listing/Trading

1. BSE Limited
2. Ahemdabad Stock Exchange Limited

Registrars & Share Transfer Agent

AarathiConsultants Private Limited
1-2-285, Domulguda
Hyderabad-500029

Book Closure: 22nd September, 2017 (Friday) to
28th September, 2017 (Thursday)

NOTICE

Notice is hereby given that the 29th Annual General Meeting of the Shareholders of M/s Flora Corporation Limited will be held at Thursday on 28th September, 2017 At 10.00 A.M H.No.8-711, Hussain Katta, Mangalagiri, Guntur, Andhra Pradesh-522503 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017, Profit & Loss Account for the year ended on that date and the Reports of the Auditors' and Directors' thereon.
2. To appoint a Director in place of Mr. Rajshekhara Reddy Yarram who retires by rotation, and being eligible offers himself for reappointment.

3. RATIFICATION OF APPOINTMENT OF STATUTORY AUDITORS

To ratify the appointment of auditors of the Company who were appointed at 26th Annual General Meeting to hold office till the conclusion of 31st Annual General Meeting of the Company

ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the appointment of Mr. Mulraj D Gala, Chartered Accountants (Membership No.041206) who was appointed as Statutory Auditor's of the Company at the 26th Annual General Meeting to hold office till the conclusion of 31st Annual General Meeting of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors, be and is, hereby empowered and authorised to fix the remuneration in the consultation with auditors plus applicable service tax and re-imburement of out-of-pocket expenses in connection with audit

SPECIAL BUSINESS**4. Appointment of Mr.Suresh Babu Gannamani (DIN : 01961140) as Independent Director of the Company**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Pursuant to Provisions of sections 149,150,152 read with Schedule IV and other applicable provisions ,if any of the Companies Act, 2013 (the Act), and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force Mr. Suresh Babu Gannamani, holding DIN 01961140 who was appointed as an Additional Director with effect from 30th May, 2017 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and as per Article of Association of the Company who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director not liable to retire by rotation to hold office for 5(five) consecutive years."

5. Appointment of Mr. Raju Giriboina (DIN : 07087686) as Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 152,160 and all other applicable provisions of the Companies Act,2013 ('the Act') and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) and relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr.Raju Giriboina, holding DIN 07087686 who was appointed as an Additional Director with effect from 30th May, 2017 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and as per Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a director of the company and shall be liable to retire by rotation."

6. Appointment of Mr. Raju Giriboina (DIN : 07087686), as Whole-Time Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 196,197,198 and other applicable provisions of the Companies Act 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and Subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Raju Giriboina (DIN : 07087686) as the Whole time director of the Company for the period and upon the following terms and conditions including remuneration with full liberty to the Board of directors of the Company (hereinafter referred to as “the board” which term shall be deemed to include any committee constituted/to be constituted by the Board) from time to time to alter said terms and conditions of appointment and remuneration of Mr. Raju Giriboina in the best interests of the Company.

a. Period : 5 years w.e.f September 01, 2017 with liberty to either party to terminate the appointment on three months notice in writing.

b. Remuneration : Rs. 25000 (Twenty Five Thousand only) Per Month with such increments as the board may decide from time to time.

c. Annual Increment : Maximum Yearly increment of 25 % on the Completion of each year as determined by the board of directors from time to time on the recommendation of Nomination and Remuneration Committee.

Resolved further that in case the company has no profits or if its profits is inadequate in a particular financial year, the above remuneration is considered as the minimum remuneration payable to Mr. Raju Giriboina, as referred prescribed under section II of part II of Schedule V of the Act.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.

By the order of Board
For **Flora Corporation Limited**

Sd/-
Vemula Tejaswini
Director
DIN : 07143700

Date : 01.09.2017

Place : Hyderabad

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4,5& 6 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Directors, are also annexed.
2. A member entitled to attend and vote at the annual general meeting is entitled to appoint another person as a proxy to attend and vote, on his/her behalf in the meeting and such person can act as a proxy on behalf of members of the company not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy need not be a member of the company.
3. The instrument appointing the Proxy, duly completed must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the meeting. A Proxy form for the Annual General Meeting is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members/Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. 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 22nd September, 2017 to 28th September, 2017 (both days inclusive) for the purpose of the Annual General Meeting.
7. The Company's Registrar and Transfer Agents (RTA) for its share registry (both, physical as well as electronic) is M/s Aarathi Consultants Private Limited having its office at 1-2-285, Domalguda , Hyderabad - 500029
8. Members who are holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants (DPs) with whom they are maintain their demat accounts. Members holding shares in physical mode are requested to advice any change in their address or bank mandates to the Company/ Aarathi Consultants Private Limited (RTA).
9. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the company a certified true copy of the relevant Board resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the meeting.
10. To support the 'Green Initiative', members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
11. Members may also note that the Notice of the 29th Annual General Meeting and the Annual Report 2017 will also be available on the Company's website <http://www.floracorporation.com> The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at csfloracorp@gmail.com
12. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.

Members holding shares in physical form can submit their PAN details to the Company or our Registrar & Transfer Agents.

14. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.

15. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

16. Members, who still hold share certificates in physical form are advised to dematerialise their shareholding to avail the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.

17. Members/Proxies/Authorized representatives are requested to bring the copies of annual reports and attendance slips to the meeting, if the same are received in physical form.

18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 29th Annual General Meeting to be held on Thursday, September 28, 2017, at 10.00 A.M. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility:

The e-voting facility is available at the link <http://www.evotingindia.com/>

19. The facility for voting through poll shall be made available at the AGM, to all the members attending the AGM, who have not opted e-voting facility. Further, the members who have opted e-voting facility may also attend the AGM but shall not be entitled to cast their vote again at the AGM.

20. E-voting commences on September 25, 2017 at 9:00 A.M. and will end at September 27, 2017 at 5:00 P.M. and at the end of e-voting period, the facility shall forthwith be blocked.

21. The Detailed instructions on remote e-voting is made part of a separate sheet "Instructions for e-voting" attached to this Notice.

22. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection in physical or electronic form at the Registered Office of the Company during business hours on all working days upto the date of declaration of the result of the 29th Annual General Meeting of the Company and the copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the Company and also at the meeting.

By order of the Board
For **Flora Corporation Limited**

Sd/-
(Vemula Tejaswini)
Director
DIN : 07143700

Date: 01.09.2017

Place:Hyderabad

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on September 25, 2017 at 9:00 A.M. and will end at September 27, 2017 at 5:00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [http:// www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

***sequence number shall be as per separate sheet attached with the Annual report**

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the <Flora Corporation Limited> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions:

- (i) The e-voting period commences on September 25th, 2017 at (9:00 A.M. IST) and will end at September 27, 2017 at (5:00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday 21st September, 2017 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- (ii) 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. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting at the Meeting through electronic voting system or poll paper.
- (iii) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on www.evotingindia.com
- (iv) Mr. Ch Veerajaneyulu, Practicing Company Secretary (Membership No. 6121), has been appointed as Scrutinizer to scrutinize the e-voting process (including the Ballot Forms received from the members who do not have access to the e-voting process) in a fair and transparent manner.
- (v) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count 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 three days of 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.
- (vi) The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.floracorporation.com and on the website of CDSL www.cdslindia.com immediately.

By order of the Board
For **Flora Corporation Limited**

Sd/-
(Vemula Tejaswini)

Director

DIN : 07143700

Date: 01.09.2017
Place:Hyderabad

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4 – Appointment of Mr. Suresh Babu Gannamani (DIN: 01961140) as an Independent Director of the Company:

Mr. Suresh Babu Gannamani joined the Board of Directors of the Company on May 30, 2017 as an Additional Director of the Company pursuant to Section 152 and 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Mr. Suresh Babu Gannamani shall hold office upto the date of ensuing Annual General Meeting.

In terms of pursuant to provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Suresh Babu Gannamani (DIN : 01961140) is proposed to be appointed as an Independent Director for a consecutive term of 5 (Five) years.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from member proposing his candidature for office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV and all other applicable provisions of the Companies Act, 2013.

The Company has received from Mr.Suresh Babu Gannamani (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013 (iii) Declaration of Independence, that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Draft letter for appointment of Mr. Suresh Babu Gannamani as director setting out terms and conditions will be available for inspection in physical or electronic form at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 29th Annual General Meeting of the Company and the copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the company and also at the meeting.

Justification for choosing the appointee for appointment as Independent Director

The Board consider that his proposed association as an Independent Director would be of immense benefit to the Company and it is desirable to avail the services of Mr.Suresh Babu Gannamani as an Independent Director.

No, Director, Key Managerial Personnel, or their relatives, except Mr.Suresh Babu Gannamani to whom the resolution relates, is interested or concerned in the Resolution.

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

ITEM NO. 5& 6. –

- A. Appointment of Mr. Raju Giriboina (DIN : 07087686) as Director of the Company. &
- B. Appointment of Mr. Raju Giriboina as Whole Time Director of the Company

The Board of Directors of the Company at their meeting held on May 30, 2017 has appointed Raju Giriboina as Additional Director of the Company.

Further, Board at their meeting held on September 01, 2017, based on the recommendation of the Nomination and Remuneration Committee, has appointed Mr. Raju Giriboina as an Whole time Director on the Board of the Company for the period of 5 years effective from September 01, 2017, subject to the approval of members.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Raju Giriboina shall hold the office up to the date of the ensuing Annual General Meeting of the Company. The Company has received notices in writing under the provisions

of Section 160 of the Act from Members proposing the candidature of Mr. Raju Giriboina for the office of Director of the Company.

Terms and conditions of appointment of Mr. Raju Giriboina, including remuneration, is as mentioned in the draft resolution no. 6 of the accompanying office.

The Company has received from Mr. Raju Giriboina (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under subsection (2) of Section 164 of the Companies Act, 2013

Draft letter for appointment of Mr. Raju Giriboina setting out terms and conditions will be available for inspection in physical or electronic form at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 29th Annual General Meeting of the Company and the copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the company and also at the meeting.

The remuneration and other terms and conditions of Mr. Raju Giriboina appointment as Whole-time Director areas set out in the resolution is subject to your approval. Other details required to be disclosed in terms of the provisions of Secretarial Standard on General Meetings form part of this Notice. Mr. Raju Giriboina is not related to any other Director and Key Managerial Personnel of the Company.

Justification for choosing the appointee for appointment as Whole time Director of the Company

The Board consider that proposed association as Whole time Director would be of immense benefit to the Company and it is desirable to avail the services of Mr. Raju Giriboina as an Whole time Director.

No, Director, Key Managerial Personnel, or their relatives, except Mr. Raju Giriboina to whom the resolution relates, is interested or concerned in the Resolution.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Raju Giriboina and his relatives are, in any way, concerned or interested in the said resolutions.

The resolutions as set out in item no. 5& 6 of this Notice are accordingly commended for your approval.

By order of the Board
For **Flora Corporation Limited**

Sd/-
(Vemula Tejaswini)
Director
DIN : 07143700

Date: 01.09.2017

Place: Hyderabad

ANNEXURE TO ITEM 2,4,5 AND ITEM 6 OF THE NOTICE

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
(Pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Name of the Director	Rajashekara Reddy Yarram	Suresh Babu Gannamani	Raju Giriboina
DIN No.	01875875	01961140	07087686
Date of Birth	01/06/1975	05/06/1977	08/05/1992
Nationality	Indian	Indian	Indian
Date of Appointment on Board	30/09/2007	30.05.2017	30.05.2017
Qualification	Graduate	B Tech	Graduate
Shareholding in Flora Corporation Limited.	Nil	Nil	Nil
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	Nil	Covidh Technologies Limited	Nil
Memberships/Chairmanships of Audit and Stakeholders' Relationship Committees	Nil	1. Covidh Technologies Limited Member in (3) three Committee's a) Audit Committee b) Nomination & Remuneration Committee c) Stakeholder Relationship Committee	Nil

There are no inter-se relationships between the Board Members.

For and on behalf of the Board
Flora Corporation Limited
Sd/-
Vemula Tejaswini
Director
(DIN No.07143700)

Date : 01.09.2017

Place:Hyderabad

DIRECTORS REPORT

To
The Members,
Flora Corporation Limited

The Directors have pleasure in presenting before you the Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2017.

1. FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS, STATE OF AFFAIRS:

(Amount in Rs.)

Particulars	2016-17 (Rs)	2015-16 (Rs)
Income	50,81,394	18,38,122
Expenditure	50,45,238	17,15,919
Profit before Taxation	36,156	1,22,203
Less: Tax	11,172	37,761
Profit / (Loss) carried to Balance Sheet	24,984	84,442

During the year under review, the Company has recorded a revenue income of Rs. 50,81,394/- as against the previous year Rs.18,38,122/-. The Company has recorded increase in revenue as of previous financial year.

2. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There were no material changes and commitments affecting financial position of the company between 31st March, 2017 and the date of Board's Report.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the period under review and the date of Board's Report there was no change in the nature of Business.

4. DIVIDEND:

Your Directors feel that it is prudent to plough back the profits for future growth of the Company and do not recommend or declared any dividend whether Interim or final in the financial year ended 31st March, 2017

5. RESERVES

During the year under review, profit available for appropriation is Rs.24,984/- and board does not recommend transfer of profit to reserves

6. DEPOSIT

The Company has not processed any deposit during the year or not as prescribed under the Companies Act, 2013

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr Rajashekhara Reddy Yarram, Director retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for reappointment.

During the year

- Mr. Venkateshwar Parne reddy resigned from the position of director on 6th February, 2017.
- Mr. Nallamothu Sudhakar resigned from the position of director on 6th February, 2017.
- Mr. Emani Venkat Reddy Resigned from the position of Company Secretary & Compliance officer on 31st March, 2017.

8. PARTICULARS OF EMPLOYEES

None of the employees has received remuneration exceeding the limit as stated in rule 5 (2) of the Companies (Appointment and remuneration of Managerial Personnel) Rules 2014.

9. BOARD MEETINGS:

The Board of Directors met 5 times during the year on 28th May, 2016, 13th August, 2016, 3rd September, 2016, 14th November, 2016 and 14th February, 2017 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.

10. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report

11. DECLARATION BY AN INDEPENDENT DIRECTOR(S) AND RE- APPOINTMENT, IF ANY

The Company has received a declaration by an Independent Director(s) that he/they meet the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

12. REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report

13. AUDITORS

The auditors of the company, Mr. Mulraj D Gala, Chartered Accountant, retires at conclusion of this Annual General Meeting and being eligible, offer himself for re-appointment. The company has received a letter from the auditors to this effect.

14. AUDITORS REPORT

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

15. EXTRACT OF ANNUAL RETURN

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report as ANNEXURE I

16. SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Act and Rules made there under, M/s. VCSR & Associates, Practicing Company Secretaries have been appointed as Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as ANNEXURE II to this report. The report is self-explanatory and do not call for any further comments.

17. VIGIL MECHANISM

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.floracorporation.com

18. RISK MANAGEMENT POLICY

A statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, this in the opinion of the Board may threaten the existence of the company.

19. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

During the period of review, there are no material changes affecting the financial position of the company

20. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE.

During the period of review, there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company has not entered into any contract or arrangement with related parties pursuant to Section 188 of the Companies Act, 2013.

22. PARTICULARS OF LOANS & GUARANTEES

During the period under review, the Company has not granted any loans and did not extend guarantees

23. CORPORATE GOVERNANCE

The term Corporate Governance refers to the set of systems, principles, practices, or set of laws, regulations required to manage an organization efficiently and ethically to meet the expectations of shareholders, creditors, bankers, employees and all other persons dealing with or associated with the Organization.

Your Company firmly believes that the maintenance of good corporate governance practices is very much essential to sustain in the Corporate Sector & to maintain its growth & the confidence reposed in the organization by the stakeholders, bankers, employees and all other persons dealing with the Company.

Your Company has established and maintained good governance systems & procedures by ensuring timely disclosure of all material facts, events and information to the management, strengthening interpersonal relationships among the employees and the management, strengthening communication between Board and its committees, securing compliance with all applicable laws to secure the interest of the stakeholders, bankers, creditors, employees and other persons dealing with the Company.

Your Company continuously follows good corporate governance practices to maximize shareholders returns, to optimize the utilization of resources towards the corporate goal, to increase the value of the organization, to strengthen its relationships with employees, shareholders, creditors and to practice highest degree of professionalism and integrity within the organization.

The Compliance certificate from the auditors regarding compliance of conditions of corporate governance as stipulated in Regulation 27 of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 (Erstwhile Clause 49 of the Listing Agreement) is annexed with the report.

24. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report is the part of this Annual Report for the year ended 31st March, 2017.

25. DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had 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 end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

26. STATUTORY COMPLIANCE:

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.

27. UNPAID / UNCLAIMED DIVIDEND:

There is no unpaid or unclaimed dividend in the Company.

28. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES:

The Company does not have any subsidiary/ Associates/ Joint Ventures.

29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

A.	Conservation of Energy - Nil	
B.	Technology Absorption:	
1.	Research and Development (R&D):	NIL
2.	Technology absorption, adoption and innovation:	NIL
C.	Foreign Exchange Earnings and Out Go:	
	Foreign Exchange Earnings:	Nil
	Foreign Exchange Outgo:	Nil

30. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

Your Company has well established procedures for internal control across its various locations, commensurate with its size and operations. The organization is adequately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment. The internal audit function is adequately resourced commensurate with the operations of the Company and reports to the Audit Committee of the Board.

31. CORPORATE SOCIAL RESPONSIBILITY POLICY:

Since your company do not have the net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, or a net profit of Rs. 5 Crore or more during the financial year, section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable and hence the Company need not adopt any Corporate Social Responsibility Policy.

32. FORMAL ANNUAL EVALUATION:

Statement about the manner in which the formal evaluation made by the Board of its own performance and that of its committees and individual Directors. As per section 149 of the Companies Act, 2013 read with clause VII (1) of the schedule IV and rules made thereunder, the independent directors of the company had a meeting on 22nd March, 2017 without attendance of non-independent directors and members of management. In the meeting the following issues were taken up:

- a) Review of the performance of non-independent directors and the Board as a whole;
- b) Review of the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- c) Assessing the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties

The meeting also reviewed and evaluated the performance the Board as whole in terms of the following aspects:

- ★ Preparedness for Board/Committee meetings
- ★ Attendance at the Board/Committee meetings
- ★ Guidance on corporate strategy, risk policy, corporate performance and overseeing acquisitions and disinvestments.
- ★ Monitoring the effectiveness of the company's governance practices
- ★ Ensuring a transparent board nomination process with the diversity of experience, knowledge, perspective in the Board.
- ★ Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit, and that appropriate systems of control are in place, in particular, systems for financial and operational control and compliance with the law and relevant standards.

It was noted that the Board Meetings have been conducted with the issuance of proper notice and circulation of the agenda of the meeting with the relevant notes thereon.

- d) DISCLOSURE ABOUT COST AUDIT:

Cost Audit is not applicable to the Company.

e) RATIO OF REMUNERATION TO EACH DIRECTOR:

None of the Directors were given remuneration during the period under review.

f) LISTING WITH STOCK EXCHANGES:

The Company is listed with BSE Limited and Ahmedabad Stock Exchange Limited.

g) INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY, NBFC, HOUSING COMPANIES ETC:

The Company is not a NBFC, Housing Company etc., and hence Industry based disclosures is not required.

h) SECRETARIAL STANDARDS

EVENT BASED DISCLOSURES:

During the year under review, the Company has not taken up any of the following activities:

1. Issue of sweat equity share:	NA
2. Issue of shares with differential rights:	NA
3. Issue of shares under employee's stock option scheme:	NA
4. Disclosure on purchase by company or giving of loans by it for purchase of its shares:	NA
5. Buy back shares:	NA
6. Disclosure about revision:	NA
7. Preferential Allotment of Shares :	NA

i) DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy”

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

- No. of complaints received: Nil
- No. of complaints disposed off: Nil

j) ACKNOWLEDGEMENTS:

Your Directors wish to place on record their appreciation of the contribution made by the employees at all levels, to the continued growth and prosperity of your Company.

Your Directors also wish to place on record their appreciation of business constituents, banks and other financial institutions and shareholders of the Company for their continued support for the growth of the Company.

For and on behalf of the Board

Flora Corporation Limited

Sd/-

Sd/-

Vemula Tejaswini

Rajasekhara Reddy Y

Director

Director

DIN: 07143700

DIN: 01875875

Date:01 .09.2017

Place: Hyderabad

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT
(FORMING PART OF DIRECTORS' REPORT)***** FORWARD-LOOKING STATEMENTS**

This report contains forward-looking statements based on certain assumptions and expectations of future events. The Company, therefore, cannot guarantee that these assumptions and expectations are accurate or will be realised. The Company's actual results, performance or achievements can thus differ materially from those projected in any such forward-looking statements. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

*** OPPORTUNITIES AND THREATS**

The opportunities we see are in the new areas which your Company has entered into. Your directors also place on record their deep sense of appreciation of the services of the staff and workers of the Company, who have contributed for the administration of the company's affairs. We see no major threat in the coming year other than what was earlier.

*** INTERNAL CONTROL**

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. The Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control systems more effective.

*** RISKS AND CONCERNS**

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavour is to maximize returns. The Company continues to take all steps necessary to minimise its expenses through detailed studies and interaction with experts.

*** CAUTIONARY STATEMENT**

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations.

*** FINANCIAL PERFORMANCE**

The Company has recorded a turnover of Rs. 50,81,394/- and the Profit of Rs. 24,984/- in the current year against the turnover of Rs. 18,38,122/- and profit of Rs. 84,442/- in the previous financial year ending 31.03.2016

FORM NO. MGT9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

a. REGISTRATION & OTHER DETAILS:

i) CIN	L01403AP1988PLC008419
ii) Registration Date	22.03.1988
iii) Name of the Company	Flora Corporation Limited
iv) Category/ Sub Category	Public Company
v) Address of the Registered office	H.No.8-711,Hussain Katta, Mangalagiri, Guntur, Andhra Pradesh-522503
vi) Address of the Corporate Office	305 A & B,Pancom Business Centre, Ameerpet, Hyderabad, Telangana 500073
vi) Whether listed company	Listed (BSE Ltd & Ahmedabad Stock Exchange)
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any.	Aarathi Consultants Pvt Ltd 1-2-285, Domalguda, Hyderabad – 500029 Phone: 040-27638111

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

ALL THE BUSINESS ACTIVITIES CONTRIBUTING 10 % OR MORE OF THE TOTAL TURNOVER OF THE COMPANY SHALL BE STATED:-

SN	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Marine & Fisheries	0311	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

SI No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	VCR8 Media Private Limited	U72900TG2013PTC086044	Subsidiary	100%	2(87)(ii)

**C. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)
CATEGORY-WISE SHARE HOLDING**

Category of shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]			No. of Shares held at the end of the year (As on 31 March 2017)			% Change during the year
	Demat	Physical	Total	Demat	Physical	Total	
A. Promoters							
(1) Indian							
a) Individual/ HUF	0	2637631	2637631	2637631	0	2637631	30.20
b) Central Govt		0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0
Total shareholding of Promoter (A)		2637631	2637631	2637631	0	2637631	30.20
B. Public Shareholding							
1. Institutions							
a) Mutual Funds	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0
2. Non-Institutions	0	0	0	0	0	0	0
a) Bodies Corp.							
i) Indian	0	29300	29300	16101	29300	45401	0.52
				0.34			0.18

(ii) SHAREHOLDING OF PROMOTERS

S. No.	Promoter Name	Shareholding at the beginning of the year*			Shareholding at the end of the year			% change in shareholding during the year
		No. of shares	% of the total shares of the company	% of shares pledged/encumbered to total shares	No. of shares	% of the total shares of the company	% of shares pledged/encumbered to total shares	
1	Devendra K	663775	7.60%	-	663775	7.60%	-	-
2	Sudheer Bala	672508	7.70%	-	672508	7.70%	-	-
3	Murali Krishna P	585170	6.70%	-	585170	6.70%	-	-
4	Muvva Sujatha	716178	8.20%	-	716178	8.20%	-	-

*Total no of shares at the beginning of the year #Total no of shares at the end of the year

iii) Change in Promoters' Shareholding (please specify, if there is no change)

S. No.	PARTICULAR					CUMULATIVE SHAREHOLDING DURING THE YEAR	
		Reasons For Increase / Decrease (E.G. Allotment / Transfer/Bonus/Sweat Equity Etc)	No. Of Shares	% Of Total Shares Of The Company	No. of shares	% of total shares of the company	
1.	At the beginning of the year	-	-	-	-	-	
2.	Increase	NO CHANGE					
3.	At the end of the year	-	-	-	-	-	

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.		Shareholding at the beginning of the year		Shareholding at the End of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For each of the top 10 shareholders				
1.	Anitha Alokam	296952	3.40%	366823	4.20
2.	Navya Myneni	262016	3.00%	292525	3.35
3.	Kotaiah Alokam	0	0	274327	3.14
4.	Raju Giriboina	253282	2.90%	202802	2.32
5.	Hari Kishore Pendru	244549	2.80%	240774	2.76
6.	Jaisankar R	-	-	233549	2.67
7.	Satyanarayana Nunna	218347	2.50%	218347	2.50
8.	Sai Lakshmi Munnangi	-	-	196269	2.25
9.	Srinivasulu Talapaneni	183411	2.10%	179911	2.06
10.	Seshamma Chirumamilla	-	-	174678	2.00

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding in the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	P Murali Krishna, CEO & WTD				
	At the beginning of the year	585170	6.70%	585170	6.70%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	585170	6.70%	585170	6.70%
2	K Devendra, CFO & WTD				
	At the beginning of the year	663775	7.60%	663775	7.60%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	663775	7.60%	663775	7.60%
3	N Sudhakar, Director				
	At the beginning of the year	131008	1.50%	131008	1.50%
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	-	-	-	-
	At the end of the year	131008	1.50%	131008	1.50%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due	-	-	-	-
TOTAL (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
• Addition				
• Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due	-	-	-	-
TOTAL (i+ii+iii)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

None of the Directors or Managers have received remuneration during the period under review

S.No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (InRs.)
		P Murali Krishna WTD (CEO)	K Devendra WTD(CFO)	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	-	-	-

B. Remuneration to other directors:

None of the Directors have received remuneration during the period under review:

S. No.	Particulars of Remuneration	Name of the Directors			Total Amount
1	Independent Directors	-	-	-	
	Fee for attending board committee meetings	-	-	-	
	Commission	-	-	-	
	Others, please specify	-	-	-	
	Total (1)	-	-	-	
2	Other Non-Executive Directors	-	-	-	
	Fee for attending board/ committee meetings	-	-	-	
	Commission	-	-	-	
	Others, please specify	-	-	-	
	Total (2)	-	-	-	
	Total (B)=(1+2)	-	-	-	
	Total Managerial				
	Remuneration	-	-	-	
	Overall Ceiling as per the Act	-	-	-	

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S.No.	Particulars of Remuneration	Key Managerial Personnel Company Secretary* E Venkat Reddy	Total
1	Gross salary	1,80,000	1,80,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit others, specify...	- - -	- - -
5	Others, please specify	-	-
	Total	1,80,000	1,80,000

*Resigned on 31st March, 2017

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishments / compounding of offences for the year ending March 31, 2017:

For and on behalf of the Board

Flora Corporation Limited

Sd/-

Sd/-

Vemula Tejaswini

Rajasekhara Reddy Y

Director

Director

DIN: 07143700

DIN: 01875875

Date:01 .09.2017

Place: Hyderabad

ANNEXURE-II

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

CIN	L01403AP1988PLC008419
AUTHORISED CAPITAL	Rs. 9,00,00,000/-
PAID UP CAPITAL	Rs. 8,73,38,750/-

To,
The Members,
FLORA CORPORATION LIMITED
H. No. 8-711, Hussain Katta, Mangalagiri
Guntur, Andhra Pradesh -522503

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by FLORA CORPORATION LIMITED (hereinafter referred to as the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2017 ("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 and in the manner reported hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

- i. The Companies Act, 2013 ("Act") and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the Rules made under that Act;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed under that Act;
- iv. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made under that Act to the extent applicable to Overseas Direct Investment (ODI); (Not Applicable 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; and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 notified with effect from May 15, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;- Not Applicable to 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 notified on October 28, 2014;- Not Applicable to the Company during the Audit Period

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;- Not Applicable to 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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and - Not Applicable to 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

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

- i. Secretarial Standards issued by the Institute of Company Secretaries of India notified with effect from July 1, 2015; and
- ii. The Listing Agreements entered into by the Company with the Stock Exchange(s) i.e. BSE Limited / Ahmedabad Stock Exchange Limited SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from December 01, 2015.

The Company was listed on BSE Limited on 27th January, 2017

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

We further report that:

The Board of Directors of the Company duly constituted with the Independent Directors (Executive or Non- Executive Directors). The changes 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, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We 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.

For VCSR & Associates

Company Secretaries

Sd/-

Ch. Veeranjanyulu

Partner

FCS No 6121

C.P.No. 6392

Place: Hyderabad

Date: 01.09.2017

Note: This report is to be read with our letter of even date which is annexed as Annexure herewith and forms and integral part of this report.

Annexure A

To
The Members
M/s. Flora Corporation Limited

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion
3. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **VCSR & Associates**
Company Secretaries

Sd/-
Ch Veeranjeyulu
Partner
C P No: 6392
M. No: F6121

Date: 01.09.2017

Place: Hyderabad

Corporate Governance Report for the year ended on 31st March 2017

1 Company Philosophy:

Corporate Governance has been an integral part of the way we are doing business. Corporate Governance is based on the principles of integrity, transparency, accountability and Commitment to values. Your Company views its Corporate Governance policies not only to comply with the statutory requirements in letter and spirit but also to aim at implementing the best practices, keeping in view the interest of all the stakeholders.

Your company takes corporate governance as a critical tool to enhance trust of the Company's Customer, employees, investors, Government and Community at large and achieve its goal of maximizing value of all its stakeholders.

2 Board of Directors:

Category	No. of directors
Non-Executive & Independent	3
Other Non-Executive Directors	0
Executive Director	3
Total	6

Other Relevant details of Directors:

Name of Director	Date of Appointment/Resignation	Category	No. of Directorship(s) held in Indian public & private Limited Companies (Including Flora Corporation Limited)	Committee(s) position	
				Member	Chairman
Rajasekhara Reddy Yarram	30/09/2007	(Non Executive)	4	0	3
Panguluri Murali Krishna	28/12/2015	Executive Director & CEO	11	0	0
Korapati Devendra	28/12/2015	Executive Director & CFO	3	0	0
Nallamothu Sudhakar	06/02/2017 (Resignation)	Executive Director	1	3	0
Venkateshwar Parne Reddy	06/02/2017 (Resignation)	(Non Executive) Independent Director	5	3	0
Vemula Tejaswini	28/12/2015	Non Executive Independent Director	2	0	0

Board Meetings held during the year

The Board Meeting is held in every quarter to review the financial results and discuss other issues. Besides the quarter, Board Meetings are held whenever required. To conduct a Board Meeting the Directors are informed by giving a notice in advance and the agenda of Board meeting is also dispatched with notice. The members of Board discuss each agenda in the meeting and take decision after having a proper discussion and obtaining views of all members. The board members are free to give their suggestions on agenda item and can also submit their view for improving the performance of Company.

Five (5) Board Meetings were held during the year and gap between two meetings did not exceed 120 (one hundred and twenty) days. The dates on which said meetings are held:

(i) May 28th, 2016 (ii) August 28th, 2016 (iii) September 3rd, 2016 (iv) November 14th, 2016 (v) February 14th, 2017

The table for the attendance record of the Directors is as given below

Name of Director	No. of Meetings attended
Rajasekhara Reddy Yarram	5
Nallamothu Sudhakar	4
Panguluri Murali Krishna	5
Korapati Devendra	5
Vemula Tejaswini	5
Venkateshwar Parne Reddy	4

3 COMMITTEES OF THE BOARD

(A) AUDIT COMMITTEE

The Audit Committee continued working under Chairmanship of Mr. Yarram Rajasekhara Reddy. Mr. Venkateshwar Parne Reddy and Mr. N Sudhakar's co-members resigned from the Board as well as Committee on February 6th, 2017. In place of Mr. Venkateshwar Reddy and Mr. Nallamothu Sudhakar, Mr. Korapati Devendra and Mrs. Vemula Tejaswini was appointed as Co-members of the Audit Committee on 14th February, 2017.

During the year, the committee met 4 times.

The necessary quorum was present for all the meetings

The composition of the Audit Committee as at March 31, 2017 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Designation	Category	28.05.2016	13.08.2016	03.09.2016	14.11.2016	14.02.2016
Rajasekhara Reddy Yarram	Chairman	NED	P	P	P	P	P
Venkateshwar Parne Reddy	Member	NED(I)	P	P	P	P	-
Nallamothu Sudhakar	Member	ED	P	P	P	P	-
Korapati Devendra	Member	ED	-	-	-	-	P
Vemula Tejaswini	Member	NED(I)	-	-	-	-	P

The terms of reference of the Audit Committee include a review of:

- ❖ Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
- ❖ Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
- ❖ Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- ❖ Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
- ❖ Reviewing with management the annual financial statements before submission to the Board, focusing on:
 - (a) Any changes in accounting policies and practices;
 - (b) Qualification in draft audit report;
 - (c) Significant adjustments arising out of audit;
 - (d) The going concern concept;

- (e) Compliance with accounting standards;
- (f) Compliance with stock exchange and legal requirements concerning financial statements;
- (g) Any related party transactions
- ❖ Reviewing the company's financial and risk management's policies.
- ❖ Disclosure of contingent liabilities.
- ❖ Reviewing with management, external and internal auditors, the adequacy of internal control systems.
- ❖ Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
- ❖ Discussion with internal auditors of any significant findings and follow-up thereon.
- ❖ Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- ❖ Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- ❖ Reviewing compliances as regards the Company's Whistle Blower Policy.

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

During the year under review, the Audit Committee held a separate meeting with the Statutory Auditorsto get their inputs on significant matters relating to their areas of audit.

(B) NOMINATION&REMUNERATION COMMITTEE

In compliance with Section 178 of the Companies Act, 2013, the Board has Constituted the "Nomination and Remuneration Committee".

As Mr. Venkateshwar Parne Reddy and Mr. Nallamothu Sudhakar resigned from the Board on 6th February, 2017. Mr. Korapati Devendra and Mrs Vemula Tejaswini has beenappointed as members of the Committee in place of above mentionedresigning directors on 14th February 2017.

During the year Committee meets one time at 14th February 2017

The necessary quorum was present for the meeting.

The composition of Committee as at 31st March, 2017 and details of member participation at the meeting of Committee is as under

Name	Designation	Category	14.02.2017
Yarram Rajasekhara Reddy	Chairman	NED	P
Vemula Tejaswini	Member	NED (I)	P
Korapati Devendra	Member	ED	P

The terms of reference of the Committee inter alia, include the following:

Terms of reference:

The main term of reference of the Committee is to approve the fixation/revision of remuneration of the Managing Director/Whole Time Director of the Company and while approving:

- To take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
- To bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

(C) STAKEHOLDER'S RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee has been constituted in line with provisions of Regulation 20 of SEBI Listing Regulations read with section 178(5) of Companies Act, 2013.

Mr. Korapati Devendra and Mrs Vemula Tejaswini was appointed as members of Stakeholder's Relationship Committee on 14th February, 2017 in place of Mr. Venkateshwar Parne Reddy and Mr. Nallamothu Sudhakar who has resigned on 6th February, 2017

During the year one meeting of the Committee was held on 14th February, 2017

The necessary quorum was present for the meeting.

The composition of the Committee as at 31st March, 2017 and details of member participation is as under :

Name	Designation	Category	14.02.2017
Yarram Rajasekhara Reddy	Chairman	NED	P
Korapati Devendra	Member	ED (I)	P
Vemula Tejaswini	Member	NED(I)	P

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non-receipt of annual reports, notices, non-receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debenture

Powers

The Committee has been delegated with the following powers:

- ✱ To redress shareholder and investor complaints relating to transfer of shares, Dematerialization of Shares, non-receipt of Annual Reports, non-receipt of declared dividend and other allied complaints.
- ✱ To approve, transfer, transmission, and issue of duplicate / fresh share certificate(s)
- ✱ Consolidate and sub-division of share certificates etc.
- ✱ To redress, approve and dispose off any, other complaints, transactions and requests etc., received from any shareholder of the company and investor in general.

The Board has delegated the power to process the transfer and transmission of shares to the Registrar and Share Transfer Agents, who process share transfers within a week of lodgment in the case of shares held in physical form.

The Company has designated an exclusive e-mail ID: csfloracorp@gmail.com complaints/grievances.

During the year no such complaints were received from shareholders as on March 31, 2017.

(D) INDEPENDENT DIRECTORS MEETING

During the year under review, the Independent Directors met on 22nd March, 2017 inter alia, to discuss:

- Evaluation of the performance of Non-independent Directors and the Board of Directors as a whole.
- Evaluation of the performance of the chairman of the Company, taking into account the views of the Executive and Non-executive directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

INTERNAL CONTROLS

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory/regulatory compliances. The Company's business processes are on tally and have a strong monitoring and reporting process resulting in financial discipline and accountability.

CEO & MD / CFO Certification

The Chairman & and CFO have issued certificate pursuant to the provisions of Listing Obligations and Disclosure Requirements, Regulations, 2015 (Erstwhile Clause 49(IX) of the Listing Agreement) certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

CODE OF CONDUCT

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Company believes in "Zero Tolerance" to bribery and corruption in any form and the Board has laid down the "Anti-Bribery & Corruption Directive" which forms an Appendix to the Code. The Code has been posted on the Company's website www.floracorporation.com.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. 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 Company Secretary & Head Compliance is responsible for implementation of the Code.

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

4 Means of Communication

i. Half yearly report sent to each shareholders registered address	No
ii. In which newspapers quarterly results were normally published	English & Regional
iii. Any Website where results or official news are displayed	www.floracorporation.com

No presentation made to institutional investors or to the analysts.

5 General Shareholder Information

Market Information

Listing on Stock Exchanges

The Company's shares are listed on the following Stock Exchange.

Name & Address of the Stock Exchanges	Stock Code/Scrip Code	ISIN Number
BSE Limited	540267	INE318U01016
Ahemadabad Stock Exchange Limited	50206	INE318U01016

6. Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited &Ahemdabad Stock Exchange Limited and is also placed before Stakeholders' Relationship Committee and the Board of Directors.

Dematerialisation of Shares and Liquidity

The break-up of equity shares held in Physical and Dematerialised form as on March 31, 2017, is given below:

Particulars	No. of Shares	Percentage
Physical Segment	2958952	33.88 %
NSDL	5028279	57.57%
CDSL	746644	8.55 %
Total	87,33,875	100.00%

Shareholding Pattern as on 31stMarch,2017:

S No	Category	No. of Shares Held	Percentage as a total no. of Shareholding
A	Shareholding of Promoter and Promoter group		
	Promoters & Persons acting in Concert	2637631	30.20
	Sub- TotalA	2637631	30.20
B	Public Shareholding		
1.	Institutions		
2.	Non-Institution	6007702	68.79
a)	BodyCorporate	45401	0.52
b)	Indian Public and others		
c)	Anyothers		
	i) NRI's		
	ii) ClearingMembers	43141	0.49
	iii) NBFC'S registered with RBI		
	Sub- TotalB	6096244	69.80
	Grand Total(A+B)	8733875	100.00

a) **Distribution of shareholding of the Company by number of shares held as on 31st March, 2017 is as follows:**

Particulars	Shareholders			Shareholding	
	Holder's	Holder's%	Shares	Amount	Amount%
Upto –5000	1598	53.39	693596	69,35,960	7.94
5001 –10000	1180	39.43	925900	92,59,000	10.6
10001 –20000	153	5.11	239790	23,97,900	2.75
20001 –30000	9	0.3	23300	2,33,000	0.27
30001 –40000	5	0.17	18138	1,81,380	0.21
40001 –50000	4	0.13	18800	1,88,000	0.22
50001 –100000	10	0.33	77600	7,76,000	0.89
100001 &Above	34	1.14	6736751	6,73,67,510	77.13
Total	2993	100	8733875	8,73,38,750	100

1 Market Information

a) Financial Year and Calendar (Tentative) 2017-18:

The Company follows April to March as its Financial Year. The results of every quarter beginning from April are declared in the first month following each quarter as follows:

Financial Reporting for 2017-2018 (Tentative)	On or before
Quarter Ending 30.06.2017	14.08.2017
Half year ending 30.09.2017	14.11.2017
Quarter Ending 31.12.2017	14.02.2018
Year ending 31.03.2018	29.05.2018

Listing on Stock Exchanges : The Company is listed on BSE Limited

- b) Listing Fees: Listing Fees for Financial Year 2016-17 has been paid.
- c) Scrip Code: 540267
- d) ISIN No: INE318U01016
- e) Stock Price:

Month	Share Price			No. of shares traded during the month	Turnover (Rs.)
	High	Low	Close		
Jan-17	13.77	12.5	13.77	18225	2,44,426
Feb-17	18.9	13.68	17.53	206252	33,79,180
Mar-17	19.1	17.5	18.95	184471	34,00,369

General Body Meetings

Particulars of last three Annual general meetings

AGM	Year ended 31st March,	Venue	Date	Time	Special Resolutions Passed
28th	2016	H.No.8-711,Hussain Katta,Mangalagiri, Guntur,AndhraPradesh-522503	30.09.2016	11:00 A.M	Yes
27th	2015	S-6,Classic Complex,Prakasaraopeta, Vishakapatnam-530020	30.09.2015	2.00 P.M.	Yes
26th	2014	S-6,Classic Complex,Prakasaraopeta, Vishakapatnam-530020	29.09.2014	11.30 A.M.	No

Extraordinary General Meeting (EGM)

No EGM was held during the year under review,

FINANCIAL CALENDAR 2017:

AGM – Date, time and venue	28th September,2017 –time-venue
Financial Year	2016-17
Book Closure Date	22nd September,2017 to 28th September,2017
Stock Code	540267 (BSE Limited) 50206 (Ahmedabad Stock Exchange)
Registrar & Transfer Agents	Aarhi Consultants Pvt. Ltd 1-2-285, Domalaguda, Hyderabad-500029 Ph. No: 040-27638111, 27634445 Email: info@aarhiconsultants.com
Board Meeting for consideration of Accounts for the FY ended March 31, 2017	30th May, 2017

For and on behalf of the Board

Flora Corporation Limited

Sd/-

Vemula Tejaswini

Director

DIN: 07143700

Sd/-

Rajasekhara Reddy Y

Director

DIN: 01875875

Date:01 .09.2017

Place: Hyderabad

PERSONNEL WITH COMPANY'S CODE OF CONDUCT

To,
The Members
Flora Corporation Limited
H.No.8-711, Hussain Katta,
Mangalagiri, Guntur,
Andhra Pradesh – 522503

I, need to confirm of the Company hereby certify that the Board of Directors of Flora Corporation Limited has adopted a code of conduct for the Board Members and Senior Management of the Company ("the code"). The code is available on the website of the Company at www.floracorporation.com

Pursuant to Clause D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, I hereby declare that all Board members and Senior Management personnel have affirmed compliance with the Code for the financial year ended March 31, 2017.

For and on behalf of the Board

Flora Corporation Limited

Sd/-

Rajasekhara Reddy Y

Director

DIN: 01875875

Date:01.09.2017

Place: Hyderabad

CERTIFICATE PURSUANT TO REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS). REGULATIONS, 2015

To
The Board of Directors,
M/s Flora Corporation Limited
H.No.8-711, Hussain Katta,
Mangalagiri, Guntur,
Andhra Pradesh – 522503

We have reviewed the Financial Statements and the Cash Flow statement of M/s Flora Corporation Limited for the year ended March 31, 2017 and to the best of our knowledge and belief:

- (a) (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take for rectifying these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
 - (i) Significant changes in internal control over financial reporting during the year;
 - (ii) Significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
 - (iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board

Flora Corporation Limited

Sd/-

Rajasekhara Reddy Y

Director

DIN: 01875875

Date:01.09.2017

Place: Hyderabad

AUDITORS CERTIFICATE OF CORPORATE GOVERNANCE

To
The Board of Directors,
M/s Flora Corporation Limited
H.No.8-711, Hussain Katta,
Mangalagiri, Guntur,
Andhra Pradesh – 522503

We have examined the compliance of conditions of Corporate Governance by Flora Corporation Limited for the financial years ended March 31, 2017 as stipulated in regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI Listing Regulations, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Mulraj D Gala**
Chartered Accountant
Sd/-

Mulraj D Gala
(Proprietor)
(M No. 041206)

Date: 01.09.2017
Place:Hyderabad

INDEPENDENT AUDITOR'S REPORT

To the Members
Flora Corporation Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Flora Corporation Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2017, the statement of profit and loss account for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2017 and its profit for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, 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.
- (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) the balance sheet, the statement of profit and loss account dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act; and
- (f) 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, in our opinion and to the best of our information and according to the explanations given to us:
- i. the Company has no pending litigations on its financial position in its financial statements;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. there were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

For **Mulraj D Gala**

Chartered Accountant

Sd/-

Mulraj D Gala

(Proprietor)

(M No. 041206)

Date: 30/05/2017

Place: Hyderabad

Annexure to the Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2017, we report that:

- i. The company does not have any fixed assets. Accordingly, the provision of clause (i) (a) to (c) of the order is not applicable.
- ii. There are no finished goods, stores, spare parts and raw material. Accordingly, the provisions of clause (ii) of the Order are not applicable.
- iii. According to information and explanation given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provision of clause (iii) (a) and (b) of the order are not applicable to the Company and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of inventory and fixed assets and sale of goods. We have not observed any major weakness in the internal control system during the course of the audit.
- v. The Company has not accepted any deposits from the public.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise.
According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2017 for a period of more than six months from the date they became payable
(b) According to the information and explanations given to us, there are no material dues of sales tax, service tax, value added tax, wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.:
(c) There are no amounts which require to be transferred to Investor Education and Protection Fund in accordance with the provisions of the Companies Act 1956 and the rules made there under.
- viii. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year
- ix. The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- x. In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi. The Company did not have any term loans outstanding during the year.
- xii. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For **Mulraj D Gala**

Chartered Accountant

Sd/-

Mulraj D Gala

(Proprietor)

(M No. 041206)

Date:30/05/2017

Place: Hyderabad

BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Note No.	As on 31/03/2017 Rs.	As on 31/03/2016 Rs.
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
Share capital	1	8,73,38,750	8,73,38,750
Reserves and surplus	2	(4,94,27,795)	(4,94,52,779)
Long Term Liabilities			
Unsecured Loans	3	38,11,793	-
Current liabilities	4		
Current Liabilities		3,05,217	13,05,029
Provisions		80,500	83,535
TOTAL		4,21,08,464	3,92,74,535
II. ASSETS			
Non Current Assets			
Long Term Loan & Advances	4	3,01,46,250	3,01,46,250
Other Non Current Assets	5	85,00,592	84,00,592
Current assets			
Cash and Cash Equivalents	6	27,493	32,562
Sundry Debtors	7	4,17,649	4,59,531
Short term loans and advances	8	2,56,480	2,35,600
Miscellaneous Expenses to extent not writtern off			
Preliminary Expenses	9	27,60,000	-
TOTAL		4,21,08,464	3,92,74,535
III. Notes forming part of the financial statements			

As per our report of even date attached

For **Mulraj D Gala**
Chartered Accountant

For and on behalf of the Board of Directors
FLORA CORPORATION LIMITED

Sd/-
Mulraj D Gala
(Proprietor)
M.No. 41206

Sd/-
Murali Krishna P
Director & CEO
DIN: 03248774

Sd/-
Devendra Korapati
Director & CFO
DIN:06412990

Place: Hyderabad
Date: 30-05-2017

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	Note No.	As on 31/03/2017 Rs.	As on 31/03/2016 Rs.
Revenue			
Revenue from operations	10	50,81,394	18,38,122
TOTAL REVENUE		50,81,394	18,38,122
EXPENSES			
Direct Expenses	11	28,99,457	7,43,467
Employee Benefits Expense	12	8,14,012	7,22,983
Other expenses	13	6,41,769	2,49,469
Preliminary Expenses	8	6,90,000	-
TOTAL EXPENSES		50,45,238	17,15,919
PROFIT BEFORE EXTRAORDINARY ITEMS		36,156	1,22,203
Extraordinary Items		-	-
PROFIT BEFORE TAXATION		36,156	1,22,203
Tax Expenses			
Current Tax		11,172	37,761
NET PROFIT FOR THE YEAR		24,984	84,442
Earnings per Equity Share:- Basic and diluted		0.00	0.01
III Notes forming part of the financial statements			
As per our report of even date attached			

For **Mulraj D Gala**
Chartered Accountant

For and on behalf of the Board of Directors
FLORA CORPORATION LIMITED

Sd/-
Mulraj D Gala
(Proprietor)
M.No. 41206

Sd/-
Murali Krishna P
Director & CEO
DIN: 03248774

Sd/-
Devendra Korapati
Director & CFO
DIN:06412990

Place: Hyderabad
Date: 30-05-2017

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31.03.2017

Amounts in Rs.

S. No.	Particulars	As on 31/03/2017	As on 31/03/2016
A.	Cash flow from operating activities		
	Profit/(Loss) before tax	36,156	122,203
	Adjustment for:-		
	Depreciation	-	-
	Non-Operating expenses/Income	(27,60,000)	
	Operating Profit/(Loss) before working capital change	(27,23,844)	1,22,203
	Movement in working capital :		
	Other Current Liabilities	(9,99,812)	1,61,425
	Short Term Provisions	(3,035)	37,761
	Deferred Trax Liabilities	-	-
	Trade Receivables	41,882	(3,08,878)
	Short Term Loans and Advances	(20,880)	-
	Other Current Assets	-	-
	Other operative Activity	-	-
	Cash used in operating activities	(37,05,689)	12,511
	Direct Tax Paid	11,172	37,761
	Net cash used in operating activities	(37,16,862)	(25,250)
B.	Cash flow from Investing activities		
	Loans and Advances	-	-
	Fixed Assets	-	-
	Non Current Investment	(1,00,000)	-
	Net cash used in Investing activities	(1,00,000)	-
C.	Cash flow from financing activities		
	Unsecured Loans		
	-From Directors	38,11,793	-
	Net cash generated from financing activities	38,11,793	-
	Net (decrease)/increase in cash and cash equivalents (A+B+C)	(5,069)	(25,250)
	Opening cash and cash equivalents	32,562	57,812
	Closing cash and cash equivalents*	27,493	32,562

As per our report of even date attached

For **Mulraj D Gala**
Chartered Accountant

For and on behalf of the Board of Directors
FLORA CORPORATION LIMITED

Sd/-
Mulraj D Gala
(Proprietor)
M.No. 41206

Sd/-
Murali Krishna P
Director & CEO
DIN: 03248774

Sd/-
Devendra Korapati
Director & CFO
DIN:06412990

Place: Hyderabad
Date: 30-05-2017

Notes forming part of the financial statements

1 SHARE CAPITAL

Particulars	FY 2016-17	FY 2015-16
Authorised 90,00,000 Equity shares of Rs.10 each	9,00,00,000	9,00,00,000
	9,00,00,000	9,00,00,000
87,33,875 (87,33,875) Equity shares of Rs.10 each fully paid up	8,73,38,750	8,73,38,750
	8,73,38,750	8,73,38,750

(a) The reconciliation of the Number of shares Outstanding and the amount of Share Capital

Particulars	FY 2016-17		FY 2015-16	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Balance at the beginning of the year	87,33,875	8,73,38,750	87,33,875	8,73,38,750
Add: Issued During the year	-	-	-	-
Balance at the end of the year	87,33,875	8,73,38,750	87,33,875	8,73,38,750
	87,33,875	8,73,38,750	87,33,875	8,73,38,750

(b) The Detail of Shareholders holding more than 5% shares

Particulars	FY 2016-17		FY 2015-16	
	No. of Shares	Amount (Rs.)	No. of Shares	Amount (Rs.)
Devendra Korapati	6,63,775	7.60	6,63,775	7.60
Sudheer Bala	6,72,508	7.70	6,72,508	7.70
Murali Krishna Panguluri	5,85,170	6.70	5,85,170	6.70
Muvva Sujatha	7,16,178	8.20	7,16,178	8.20

(c) Rights, preferences and restrictions attached to Equity Shares

The Company has one class of equity Shares having a per value of Rs.10/- per Share.

Each shareholder is eligible for one vote per share held.

NOTE NO. 2 : RESERVES AND SURPLUS

(Amount in Rs.)

Particulars	FY 2016-17	FY 2015-16
Surplus in the statement of Profit & Loss Account		
Balance at the beginning of the year	-4,94,52,779	-4,95,37,221
Add: Profit after tax for the year	24,984	84,442
Less: Income tax (Prior Year)		
Balance at the end of the year	-4,94,27,795	-4,94,52,779
Total Reserves & Surplus	-4,94,27,795	-4,94,52,779

3 Long Term Loans & Liabilities (Amount in Rs.)

Particulars	FY 2016-17	FY 2015-16
Unsecured Loans From Directors	38,11,793	-
	38,11,793	-

4 Current Liabilities and Provisions (Amount in Rs.)

Particulars	FY 2016-17	FY 2015-16
Other Current Liabilities		
Expenses payable	2,82,217	12,87,854
Audit Fee Payable	23,000	17,175
	3,05,217	13,05,029
Provisions		
Provisions for IT	48,933	71,885
Provision for Expenses	31,566	11,650
	80,500	83,535
	3,85,716	13,88,564

5 Long Term Loans and Advances (Amount in Rs.)

Particulars	FY 2016-17	FY 2015-16
Long Term Loan & Advances	3,01,46,250	3,01,46,250
	3,01,46,250	3,01,46,250

6 Non Current Assets (Amount in Rs.)

Particulars	FY 2016-17	FY 2015-16
Non Current Investments	85,00,592	84,00,592
	85,00,592	84,00,592

7 Cash and Cash Equivalents (Amount in Rs.)

Particulars	FY 2016-17	FY 2015-16
Cash Balances	21,655	27,619
Bank Balances	5,838	4,943
	27,493	32,562

8 Sundry Debtors (Amount in Rs.)

Particulars	FY 2016-17	FY 2015-16
(Unsecured and Considered good)		
Debts outstanding for more than six months	-	-
Debts outstanding for less than six months	4,17,649	4,59,531
	4,17,649	4,59,531

9 Short term loans and advances (Amount in Rs.)

Particulars	FY 2016-17	FY 2015-16
(Unsecured and Considered Good) Advances recoverable in cash or kind	2,56,480	2,35,600
	2,56,480	2,35,600

NOTE NO. 10: TRADE RECEIVABLES (Amount in Rs.)

Particulars	FY 2016-17	FY 2015-16
Preliminary Expenditure		
Opening Balance	-	-
Add: Additions During the Year	34,50,000	-
Less: Written off During the Year	690,000	-
	27,60,000	-

11 Revenue From Operation (Amount in Rs.)

Particulars	FY 2016-17	FY 2015-16
Revenue from Operations	50,81,394	18,38,122
	50,81,394	18,38,122

12 Direct Expenses

Particulars	FY 2016-17	FY 2015-16
Direct Expenses	28,99,457	7,43,467
	28,99,457	7,43,467

13 Employee Benefits Expense

Particulars	FY 2016-17	FY 2015-16
Salary	6,20,118	4,92,157
Staff Welfare Expenses	1,93,894	2,30,826
	8,14,012	7,22,983

14 Other Expenses

Particulars	FY 2016-17	FY 2015-16
Audit Fee	23,000	17,175
Board Meeting Expenses	14,375	-
BSE Listing Fee	2,53,000	-
Cold Storage Charges	70,218	41,063
Consultancy Fee	42,500	-
Custodian Charges	31,626	-
Finance Cost	5,699	-
General Expenses	16,801	26,668
Rent, Rates and Taxes	1,74,000	1,57,133
Printing and Stationary	10,550	7,430
	6,41,769	2,49,469

Notes to accounts for the year ended on 31.03.2017**SIGNIFICANT ACCOUNTING POLICIES****□ BASIS OF PREPARATION OF FINANCIAL STATEMENTS:**

The financial statements are prepared and presented under the historical cost convention, on the accrual basis of accounting and in accordance with the applicable provisions of the Companies Act, 2013 (the "Act") and the accounting principles generally accepted in India ('India GAAP') and, comply with the Accounting Standards ('AS') as specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).

□ REVENUE RECOGNITION

All the items of income & expenditure having material bearing on the financial statement are recognized on accrual basis.

□ INVESTMENTS

Current investments are carried at the lower of cost and quoted/fair value, computed categories wise. Long-term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

□ INVENTORIES

Stock in trade is valued at lower of cost or market value.

□ RETIREMENT BENEFITS

No provision for gratuity has been made in the accounts as the gratuity is accounted for on payment basis.

Provision for leave encashment liability payable to employees is determined at the end of the year as per Company's rule and is charged to Profit and Loss Account.

□ EARNING PER SHARE

The Company reports basic and diluted earnings per share in accordance with Accounting Standard 20 on Earnings per share. Basic earnings per share is computed by dividing the net profit or loss for the year by the weighted average number of Equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit or loss for the year by the weighted average number of Equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

□ INCOME TAX AND DEFERRED TAX

The current tax for income taxes is calculated in accordance with the relevant tax regulations applicable to the company. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the Profit offered for income taxes and the profit as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date.

Deferred tax assets in respect of losses carried forward are recognized only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Other deferred tax assets are recognized only if there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized and are reassessed for the appropriateness of their respective carrying values at each balance sheet date.

Note-14 Earning per Share:

S.No	Particulars	2016-17	2015-16
A.	Net Profit after tax available for Equity Shareholders	24,984	84,442
B.	Weighted average number of ordinary Shares of Basic E.P.S	87,33,875	87,33,875
	Weighted average number of ordinary Shares for Diluted E.P.S	87,33,875	87,33,875
C.	Nominal Value of Ordinary Shares (Rs.)	10/-	10/-
D.	Basic/Diluted Earnings per ordinary share (Rs.)	0.00	0.01

Note-15 Related Party disclosure -

There are no related party transactions during the period under review.

The Company has prepared these financial statements as per the format prescribed by Schedule III to the Companies Act, 2013 ('the schedule') issued by Ministry of Corporate Affairs.

Figures for previous year have been regrouped and/or reclassified wherever considered necessary, to conform to current year's classification.

All Figures are in Indian Rupees.

As per our report of even date

For **Mulraj D Gala**
Chartered Accountant

For and on behalf of the Board of Directors
FLORA CORPORATION LIMITED

Sd/-
Mulraj D Gala
(Proprietor)
M.No. 41206

Sd/-
Murali Krishna P
Director & CEO
DIN: 03248774

Sd/-
Devendra Korapati
Director & CFO
DIN:06412990

Place: Hyderabad
Date: 30-05-2017

INDEPENDENT AUDITORS REPORT TO THE CONSOLIDATED FINANCIALS

The Members
Flora Corporation Limited

Report on Consolidated Financial Statements

We have audited the accompanying financial statements of M/s Flora Corporation Limited (“the Holding Company”) and its 100% subsidiary M/s VCR8 Media Pvt Ltd (the Holding Company and its subsidiary together referred to as “the Group”) comprising of the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

Management’s Responsibility for the Financial Statements

The Holding Company’s Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as “the Act”) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 Holding Company, as aforesaid.

Auditor’s Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company’s preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company’s Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2017, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by section 143 (3) of the Act, we report that:

- (i) 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 consolidated financial statements.
- (ii) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (iii) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement 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.
- (iv) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (v) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- (vi) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'.
- (vii) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a) The Group has disclosed impact of pending litigation in Notes on Financial Statements under 'Commitments and contingent liabilities not provided for in respect of disputed matters'.
 - b) The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

For **Mulraj D Gala**

(Chartered Accountant)

Sd/-

(Mulraj D Gala)

Proprietor

Membership No: 041206

Place: Hyderabad

Date: May 30, 2017

Annexure A to Independent Auditors' Report for the year ended March 31, 2017

(Referred to in Paragraph 2(f) under the Heading of "Report on Other Legal and Regulatory Requirements" of our Report 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")

We have audited the Internal Financial Controls over financial reporting of Corporate Merchant Limited ('the Holding Company') as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date. We have obtained and relied on a report on the Internal Financial Controls over Financial Reporting issued by the Statutory Auditors of the Company's subsidiaries (the Holding Company and the Subsidiary companies hereafter together referred to as 'the group')

Management's Responsibility for Internal Financial Controls

The Group's Management is responsible for establishing and maintaining Internal Financial Controls based on "the internal control over financial reporting criteria established by the Group 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". 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 Group'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 Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI 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 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 judgment, 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 Group's internal financial controls system over financial reporting.

For **Mulraj D Gala**
(Chartered Accountant)
Sd/-

(Mulraj D Gala)
Proprietor
Membership No: 041206

Place: Hyderabad
Date: May 30, 2017

Meaning of Internal Financial Controls over Financial Reporting

A Group'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 Group's internal financial control over financial reporting includes those policies and procedures that

- i. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the group;
- ii. 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 group are being made only in accordance with authorisations of management and directors of the group; and
- iii. provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the group'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, the Group 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 31 March 2017, based on the internal control over financial reporting criteria established by the Group considering the essential components of Internal Financial Control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Mulraj D Gala**
(Chartered Accountant)

Sd/-
(Mulraj D Gala)
Proprietor
Membership No: 041206

Place: Hyderabad
Date: May 30, 2017

CONSOLIDATED STATEMENT OF BALANCE SHEET AS AT 31ST MARCH, 2017

Particulars	Note No.	As on 31/03/2017 Rs.
I. EQUITY AND LIABILITIES		
(1) Shareholders' Funds		
(a) Share capital	2.1	8,73,38,750
(b) Reserves and surplus	2.2	-4,92,48,782
(2) Non-Current Liabilities		
(a) Long-Term borrowings	2.3	44,56,093
(3) Current Liabilities		
(a) Short-term borrowings	2.4	24,96,617
(b) Trade Payables	2.5	1,60,53,708
(c) Other current liabilities	2.6	5,22,213
TOTAL		6,16,18,600
II. ASSETS		
(1) Non-current assets		
(a) Fixed assets		
(i) Tangible assets	2.7	42,447
(b) Long Term Loan & Advances	2.8	3,01,46,250
(c) Other Non Current Assets	2.9	84,00,592
(d) Deferred Tax Asset		311
(2) Current assets		
(a) Trade Receivables	2.10	1,87,34,354
(b) Cash and Cash Equivalents	2.11	82,650
(c) Other Current Assets	2.12	14,49,446
(3) Miscellenous Expenses to extent not writtern off		
(a) Preliminary Expenses	2.13	27,62,550
TOTAL		6,16,18,600

AS PER OUR REPORT OF EVEN DATE

For **Mulraj D Gala**
Chartered Accountant

For and on behalf of the Board of Directors
FLORA CORPORATION LIMITED

Sd/-
Mulraj D Gala
(Proprietor)
M.No. 41206

Sd/-
Murali Krishna P
Director & CEO
DIN: 03248774

Sd/-
Devendra Korapati
Director & CFO
DIN:06412990

Place: Hyderabad
Date: 30-05-2017

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017

Particulars	Note No.	As on 31/03/2017 Rs.
I. Revenue from Operations	2.14	9,17,82,190
II. Total Revenue		9,17,82,190
III. Operating Expenses	2.15	8,98,47,482
IV. Finance Expenses	2.16	3,38,632
V. Depreciation and Amortisation Expenses	2.7	72,772
VI. Administration Expenses	2.17	14,36,412
VII. Total Expenses		9,16,95,298
VIII. Profit before Exceptional, Extraordinary and Tax items		86,892
IX. Exceptional items		-
X. Profit before Extraordinary items and Tax		86,892
XI. Extraordinary items		-
XII. Profit before Tax		86,892
XIII. Tax Expenses		
1) Current Tax		30,128
2) Deferred Tax Liability / (asset)		3,279
XIV. Profit/(Loss) for the Period from Continuing Operations		53,485
XV. Profit/(Loss) from Discontinuing Operations		-
XVI. Tax Expense of Discontinuing Operations		-
XVII. Profit/(Loss) for the Period from Discontinuing Operations (After Tax)		-
XVIII. Profit/(Loss) for the Period		53,485
XIX. Dividend		-
XX. Corporate Dividend Tax		-
XXI. Transfer to General Reserve		-
XXII. Profit after Appropriation		53,485
XXIII. Balance brought from previous year		-4,93,02,266
XXIV. Balance carried to balance sheet		-4,92,48,782
XXV. Earning Per Share		-0.56

AS PER OUR REPORT OF EVEN DATE

 For **Mulraj D Gala**
 Chartered Accountant

 For and on behalf of the Board of Directors
FLORA CORPORATION LIMITED

 Sd/-
Mulraj D Gala
 (Proprietor)
 M.No. 41206

 Sd/-
Murali Krishna P
 Director & CEO
 DIN: 03248774

 Sd/-
Devendra Korapati
 Director & CFO
 DIN:06412990

 Place: Hyderabad
 Date: 30-05-2017

Consolidated Notes to the Balance Sheet As on 31-03-2017

1 SHARE CAPITAL

Particulars	FY 2016-17
Authorised	
a) Authorised Share Capital 90,00,000 Equity shares of Rs.10 each	9,00,00,000
	9,00,00,000
b) Issued,Subscribed and Paid up Capital 87,33,875 Equity shares of Rs.10 each fully paid up	8,73,38,750
	8,73,38,750

a) Reconciliation of Shares Outstanding at the Year End

Equity Shares	FY 2016-17	
	Number	Value
Equity Shares		
Shares at the Beginning of the Year	87,33,875	8,73,38,750
Add:Shares Issued During the Year	-	-
Less:Shares bought back during the Year	-	-
Shares at the end of the Year	87,33,875	8,73,38,750

b) Share holders having more than 5 Percent of Shares

Name of the Share holder	FY 2016-17	
	% of Shares	No. Of Shares
Devendra Korapati	6,63,775	7.60
Sudheer Bala	6,72,508	7.70
Murali Krishna Panguluri	5,85,170	6.70
Muvva Sujatha	7,16,178	8.20
	26,37,631	30.20

2.2 Reserves and Surplus

Particulars	As on 31/03/2017
Profit & Loss Account Opening Balance	(4,93,02,266)
Add: Current Year Profit/(Loss)	53,485
Less: Income tax (Prior Year)	-
Closing Balance	(4,92,48,782)

2.3 Long-term borrowings

Particulars	As on 31/03/2017
From Directors	44,56,093
	44,56,093

2.4 Short-term borrowings

Particulars	As on 31/03/2017
Working Capital Limits	24,96,617
	24,96,617

2.5 Trade Payables

Particulars	As on 31/03/2017
Due to Others	1,60,53,708
	1,60,53,708

2.6 Other Current Liabilities

Particulars	As on 31/03/2017
Other Current Liabilities	
Expenses payable	3,29,420
Audit Fee Payable	43,000
	3,72,420
Provisions	
Provisions for IT	1,18,227
Provision for Expenses	31,566
	1,49,794
	5,22,213

Consolidated Depreciation as per Companies act for the Financial Year 2016-17

2.7 Fixed Assets

(Amount in Rs.)

Name of the Asset	Gross Block				Depreciation			Net Block			
	Rate of Dep.	Cost as on 01.04.2016	Additions during	Deletions during	Total Value	Upto 31.03.2016	For the Year	Deletions	Upto 31.03.2017	As at 31.03.2017	As at 31.03.2016
COMPUTERS:											
Computer & Laptops	63.16%	1,48,000	-	-	1,48,000	32,781	72,772	-	1,05,553	42,447	1,15,219
Total		1,48,000	-	-	1,48,000	32,781	72,772	-	1,05,553	42,447	1,15,219

2.8 Long Term Loans and Advances

Particulars	As on 31/03/2017
Long Term Loan & Advances	3,01,46,250
	3,01,46,250

2.9 Non Current Assets

Particulars	As on 31/03/2017
Non Current Investments	85,00,592
	85,00,592

2.10 Trade Receivables

Particulars	As on 31/03/2017
Due for the period more than six months	-
Due for the period less than six months	1,87,34,354
	1,87,34,354

2.11 Cash and Cash Equivalents

Particulars	As on 31/03/2017
Cash in Hand	44,121
Bank Balances	
In Current Accounts	38,529
	82,650

2.12 Other Current Assets

Particulars	As on 31/03/2017
Advances recoverable in cash or kind	14,46,480
VAT Credit Forward	2,966
	14,49,446

2.1 Other Non Current Assets

Particulars	As on 31/03/2017
Preliminary Expenditure	
Opening Balance	5,100
Add: Additions During the Year	34,50,000
Less: Written off During the Year	692,550
	27,62,550

2.14 Revenue from Operations

(Amount in Rs)

Particulars	Year Ended 31/03/2017
Revenue From Operations	9,17,82,190
	9,17,82,190

2.15 Operating Expenses

Particulars	Year Ended 31/03/2017
Direct Costs and Development Expenses	
Operational Expenses	8,88,85,331
Salaries and allowances	7,63,144
Staff Welfare	1,99,007
	8,98,47,482

2.16 Finance Cost

Particulars	Year Ended 31/03/2017
Interest on Working Capital	3,13,988
Finance Charges	24,644
	3,38,632

2.17 Administrative expenses

Particulars	Year Ended 31/03/2017
Audit Fee	33,000
Board Meeting Expenses	14,375
BSE Listing Fee	2,53,000
Business Promotion	4,225
Cold Storage Charges	70,218
Communication Expenses	6,224
Consultancy Fee	42,500
Custodian Charges	31,626
Electricity Charges	8,830
General Expenses	20,101
Office Rent	2,40,000
Preliminary Expenditure (W/O)	6,92,550
Printing and Stationary	18,333
ROC Filling Charges	1,430
	174,36,412

Notes to consolidated accounts for the year ended on 31.03.2017

SIGNIFICANT ACCOUNTING POLICIES

▲ BASIS OF PREPARATION OF FINANCIAL STATEMENTS:

The financial statements are prepared and presented under the historical cost convention, on the accrual basis of accounting and in accordance with the applicable provisions of the Companies Act, 2013 (the "Act") and the accounting principles generally accepted in India ('India GAAP') and, comply with the Accounting Standards ('AS') as specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended).

▲ REVENUE RECOGNITION

All the items of income & expenditure having material bearing on the financial statement are recognized on accrual basis.

▲ INVESTMENTS

Current investments are carried at the lower of cost and quoted/fair value, computed categories wise. Long-term investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary in the opinion of the management.

▲ INVENTORIES

Stock in trade is valued at lower of cost or market value.

▲ RETIREMENT BENEFITS

No provision for gratuity has been made in the accounts as the gratuity is accounted for on payment basis.

Provision for leave encashment liability payable to employees is determined at the end of the year as per Company's rule and is charged to Profit and Loss Account.

▲ EARNING PER SHARE

The Company reports basic and diluted earnings per share in accordance with Accounting Standard 20 on Earnings per share. Basic earnings per share is computed by dividing the net profit or loss for the year by the weighted average number of Equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit or loss for the year by the weighted average number of Equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

▲ INCOME TAX AND DEFERRED TAX

The current tax for income taxes is calculated in accordance with the relevant tax regulations applicable to the company. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the Profit offered for income taxes and the profit as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the period that includes the enactment date.

Deferred tax assets in respect of losses carried forward are recognized only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. Other deferred tax assets are recognized only if there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized and are reassessed for the appropriateness of their respective carrying values at each balance sheet date.

Note-14

★ Earning per Share:

S.No	Particulars	2016-17
A.	Net Profit after tax available for Equity Shareholders	53,485
B.	Weighted average number of ordinary Shares of Basic E.P.S	87,33,875
	Weighted average number of ordinary Shares for Diluted E.P.S	87,33,875
C.	Nominal Value of Ordinary Shares (Rs.)	10/-
D.	Basic/Diluted Earnings per ordinary share (Rs.)	0.01

Note-15

★ Related Party disclosure -

There are no related party transactions during the period under review.

★ Consolidated Financial statements of the Company includes financials of 100% subsidiary "M/s VCR8 Media Pvt Ltd"

★ 'The Company has prepared these financial statements as per the format prescribed by Schedule III to the Companies Act, 2013 ('the schedule') issued by Ministry of Corporate Affairs.

★ 'Figures for previous year have been regrouped and/or reclassified wherever considered necessary, to conform to current year's classification.

★ All Figures are in Indian Rupees.

As per our report of even date

For **Mulraj D Gala**
Chartered Accountant

For and on behalf of the Board of Directors
FLORA CORPORATION LIMITED

Sd/-
Mulraj D Gala
(Proprietor)
M.No. 41206

Sd/-
Murali Krishna P
Director & CEO
DIN: 03248774

Sd/-
Devendra Korapati
Director & CFO
DIN:06412990

Place: Hyderabad

Date: 30-05-2017

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name	
Address	
DP-ID/CLIENT-ID*	
Regd. Folio No.#	
No. of shares held	
Whether the member is attending the meeting in person or by proxy or by authorized representative.	
Name of the proxy (to be filed in if proxy attends instead of the member).	

*Applicable for investors holding shares in Electronic form.

Applicable for investors holding shares in Physical form.

I certify that I am a registered Shareholders/Proxy for the registered Shareholder of the Company. I/we hereby record my/our presence at the Annual General Meeting of the Company held on Thursday, the 28th day of September, 2017 at 10:00 A.M., at H.No.8-711, Hussain Katta, Mangalagiri, Guntur, Andhra Pradesh-522503

Signature of the Member/Proxy

(To be signed at the time of handing over the slip)

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:L01403AP1988PLC008419

Name of the Company : Flora Corporation Limited

Registered Office : H.No.8-711,Hussain Katta, Mangalagiri, Guntur, Andhra Pradesh-522503

Name of the Member(s):		
Registered Address:		
E-mail Id:		
*DP Id. / Client Id.		Regd. Folio No.

(* Applicable for members holding share(s) in electronic form)

I / We, being the member(s) of shares of the above named company, hereby appoint:

1. Name : _____
 Address : _____
 E-mail ID : _____
 Signature : _____,
 or failing him/her _____
2. Name : _____
 Address : _____
 E-mail ID : _____
 Signature : _____,
 or failing him/her _____
3. Name : _____
 Address : _____
 E-mail ID : _____
 Signature : _____,
 or failing him/her _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Thursday, September 28, 2017 at 10.00 A.M. at H.No.8-711, Hussain Katta, Mangalagiri, Guntur, Andhra Pradesh-522503 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl No	Resolution(s)	Vote	
		For	Against
1	Adoption of Financial Statements as at 31st March, 2017		
2.	Re-appointment of Mr. Rajasekhara Reddy Yarram (DIN: 01875875) as director of the Company		
3.	Ratification of appointment of Statutory Auditors		
4.	Appointment of Mr. Suresh Babu (DIN: 01961140) Gannamani as Independent Director of the Company		
5.	Appointment of Mr. Raju Giriboina (DIN :07087686) as director of the Company		
6.	Appointment of Mr. Raju Giriboina (DIN :07087686) as Whole-time director of the Company		

Signed this _____ day of _____ 2017

Affix Revenue Stamp
Signature of Shareholders(s)

Affix Re.1 Revenue Stamp

Signature of Proxy holders(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. It is optional to put a(✓) in the appropriate column against the Resolution indicated in the Box. If, you leave the ' For' and 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she think appropriate.

By Courier / Registered Post / Speed Post

If Undelivered, please return to :

FLORA CORPORATION LIMITED

Regd. Off : H.no.8-711, Hussain Katta,
Mangalagiri, Guntur, Andhra-Pradesh-522503

Corp Off : 305 A&B, Pancom Business Centre,
Ameerpet, Hyderabad, Telangana-500073