

H R B FLORICULTURE LIMITED

CIN: L01300RJ1995PLC009541

Registered Office: A-28, Ram Nagar, Shastri Nagar, Jaipur-302016

Ph. +91-141-2303098, 2303097(Telefax), E-mail:hrbflrltd@yahoo.com, Website: www.hrb.co.in

NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the **24th** (Twenty Fourth) **Annual General Meeting** ("AGM") of the members of **H R B FLORICULTURE LIMITED** will be held on **Wednesday** the **25th** day of **September, 2019** at **11:00 A.M.** at its Registered Office situated at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 (Rajasthan) to transact the following business:

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Sunita Parwal, (DIN: 00228289), who retires by rotation and being eligible, offers herself for re-appointment.

Place: Jaipur
Date: 13.08.2019

**Registered Office: A-28, Ram Nagar,
Shastri Nagar, Jaipur – 302016
RAJASTHAN**

By order of the Board
For H R B Floriculture Limited

Prachee Mathur
**Company Secretary &
Compliance Officer**
Membership No.: A58076

NOTES:

1. **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The proxy form in order to be effective, should be duly stamped, filled, signed and must be lodged with the company at its registered office at least 48 hours before the commencement of the Annual General Meeting.**
2. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A 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 a proxy for any other person or shareholder. A proxy form for the meeting is enclosed to this report.**
3. Members / Proxies / Authorised Representatives attending the meeting are requested to bring attendance slip duly filled, along with their copy of Annual Report at the Annual General Meeting.
4. For convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
5. The Company has also arranged for physical voting through ballot or polling paper at the AGM for the members who have not cast their vote through remote e-voting. The members who cast their vote by remote e-voting may attend the AGM but shall not be entitled to cast their vote again.
6. As required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the relevant provisions of the Secretarial Standard on General Meeting, the details of Directors seeking appointment/re-appointment at this AGM are furnished as Annexure A to the Notice of AGM.
7. Corporate members/HUF/ Trust, intending to send their authorized representative(s) to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified true copy of the relevant Board Resolution / Authorisation letter together with the specimen signature(s) of the representative(s) authorised under the said Board resolution / Authorisation letter to attend and vote on their behalf at the Meeting.
8. In case of Joint Holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote at the Meeting.
9. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until 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.
10. The Register of Contracts and arrangements in which Directors are interested maintained under Section 189 and Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
11. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the Financial Year 2018-19 will also be available on the Company's website at www.hrb.co.in and also on the website of Stock Exchange where the shares of the Company have been listed viz., BSE Limited at www.bseindia.com and on the website of NSDL at www.nsdl.co.in which may be accessed by the members.

12. All the relevant documents referred to in the Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public holidays) during business hours up to the date of Annual General Meeting.
13. **Securities and Exchange Board of India has decided that the securities of listed companies can only be transferred in dematerialized form with effect from 1st April, 2019. Therefore, to avail various benefits of dematerialization, members are advised to dematerialise the shares held by them in physical form. Further, the members are requested to contact the Registrar and Transfer Agent of the Company for any assistance in conversion.**
14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation/variation in nomination in the prescribed Form SH-14 with the company's RTA. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
15. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 19th September, 2019 to Wednesday, 25th September, 2019** (both days inclusive) for the purpose of AGM.
16. Members are requested to address all correspondence to M/s. Purva Sharegistry (India) Pvt. Ltd, Unit No. 9, Shiv Shakti Industrial Estate, Ground Floor, J R Boricha Marg, Near Lodha Excelus, Lower Parel East, Worli, Mumbai, Maharashtra - 400011, who is acting as our Registrar and Share Transfer Agent. Please quote your folio number and our company's name in all your future correspondences.
17. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/correspondence, if any, directly to the Registered Office of the Company.
18. Members desirous of seeking any information/clarification(s) about the Annual Report of the Company are requested to write to the Company at least seven days before the date of meeting. This would enable the Company to compile the information and provide the replies at the meeting.
19. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates (if any), to their Depository Participants ("DPs") with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advice any change in their address or bank mandates immediately to the Company or the Registrar and Share Transfer Agent i.e. M/s. Purva Sharegistry India Pvt. Ltd quoting reference of the registered folio number.
20. 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 their PAN and bank account details to their Depository Participant(s) with whom they are maintaining their demat accounts and members holding shares in physical form to the Company/ RTA i.e. M/s. Purva Sharegistry India Pvt. Ltd.
21. Members holding shares in physical form in multiple folios in identical names are requested to apply for consolidation of such folios along with share certificates to the Company/ Registrar and Share Transfer Agent.
22. Go Green Initiative: SEBI & the Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment. Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company are requested to register their e-mail ID's with M/s Purva Sharegistry (India) Pvt. Ltd at busicomp@vsnl.com, the Registrars & Share Transfer Agents of the Company and members holding

shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.

23. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the copy of the Annual Report including Financial Statements, Board's Report etc. and Notice of AGM are being sent by electronic mode, to those members who have registered their e-mail ids with their respective Depository Participants or with the Share Transfer Agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to busicomp@vsnl.com or hrbflrld@yahoo.com mentioning your Folio No./DP ID & Client ID. For members who have not registered their email ids with their respective depository participants or with the Share Transfer Agent of the Company, physical copies are being sent by the permitted mode.
24. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide remote e-voting facility to the members to enable them to exercise their right to vote electronically from a place other than the venue of the AGM ('remote e-voting') provided by National Securities Depository Limited (NSDL). **Please note that remote e-voting is optional and not mandatory. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or caste the vote again.**

25. **(I) Information relating to remote E-voting are as under:-**

- a) The Board has appointed CS Manoj Maheshwari, FCS: 3355, a Practising Company Secretary, Jaipur, as Scrutinizer for the conduct of remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.
- b) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on Wednesday, the 18th day of September, 2019 (Cut off date).

The remote e-voting period **starts** on **Saturday**, the **21st** day of **September, 2019** at **09.00 A.M.** and **ends** on **Tuesday**, the **24th** day of **September, 2019** at **05.00 P.M.** The remote e-voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- c) The final results including the poll and remote e-voting shall be declared within forty eight hours from the conclusion of the AGM. The report of the Scrutinizer shall be placed on the website of the Company at www.hrb.co.in and on the website of NSDL at www.nsdl.co.in immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange(s) where the shares of the Company are listed.

(II) Instructions for remote e-voting are as under:

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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

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

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

4. Your User ID details are given below :

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

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains

your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

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

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

Route Map showing directions to reach to the venue of the 24th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on “General Meeting”.

Place: Jaipur
Date: 13.08.2019

By order of the Board
For H R B Floriculture Limited

**Registered Office: A-28, Ram Nagar,
Shastri Nagar, Jaipur – 302016
RAJASTHAN**

Prachee Mathur
**Company Secretary &
Compliance Officer**
Membership No.: A58076

Annexure A to Item No. 2 of the Notice of the 24th AGM

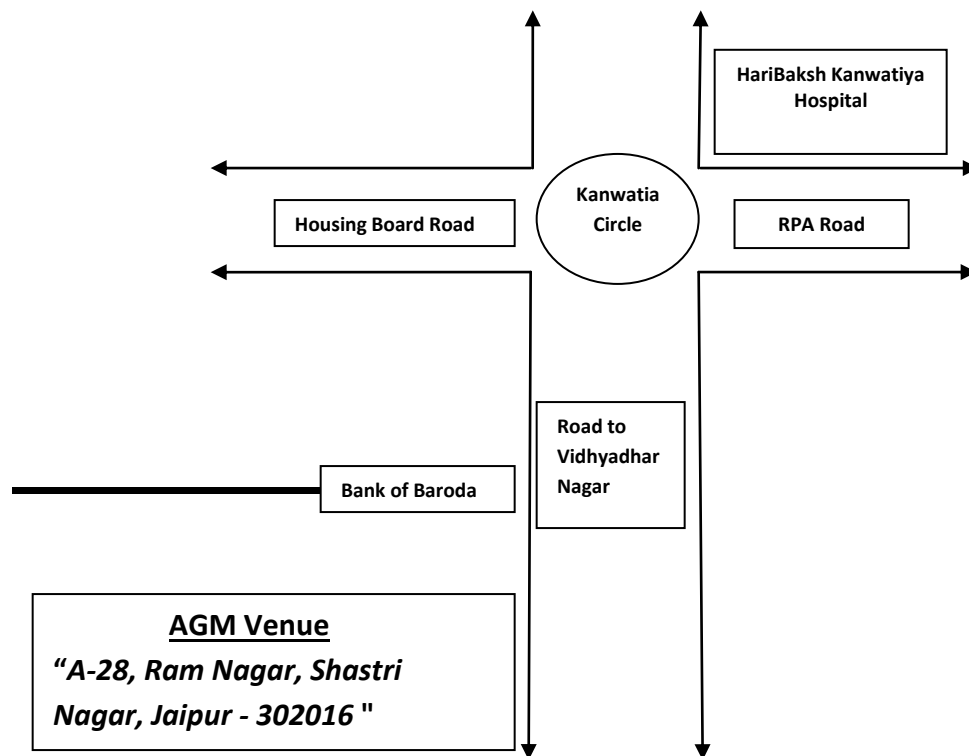
Brief profile and other relevant details of Director seeking re-appointment at the forthcoming Annual General Meeting

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard

Name of the Director	Mrs. Sunita Parwal
DIN (Director Identification Number)	00228289
Date of Birth & Age	12/10/1959 & 59 years
Date of 1st Appointment on the Board of the Company	20/02/1995
Nationality	Indian
Qualifications	Bachelors' in Arts.
Brief Resume	<p>Mrs. Sunita Parwal is a Non-executive Director in the Company.</p> <p>She is associated with the Company since 1995 and continuously making efforts to take the Company on higher level with her administration and supervision skills.</p>
Experience & Expertise in specific functional areas	Possesses the experience of 20 years in General Administration.
*List of Directorship held in other Companies	1. Sufal Granites Private Limited. 2. HRB Constructions Private Limited.
Chairman / Member in Committees of the Boards of other Companies in which she is Director	No
Number of Shares held in the Company	80,100
Relationship with other Directors and KMP	Wife of Mr. Krishan Kumar Parwal, Managing Director
Terms and Conditions of appointment or re-appointment	Proposed Non-Executive Director, liable to retire by rotation.
Compensation sought to be paid	Compensation sought to be paid: Nil Compensation last drawn: Nil

**Includes the Private Companies also.*

Route map to the venue of the 24th AGM



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ATTENDANCE SLIP

Joint shareholders may obtain additional slip at the venue of the meeting.

DP ID*	
Client ID*	

Master Folio No.:

Name and Address of the Shareholder:

No. of share(s) held:

Name of Proxy:

(To be filled by the proxy who attends the meeting instead of the member.)

I/we hereby record my/our presence at the **24th Annual General Meeting** of the Company held on **Wednesday**, the **25th** Day of **September, 2019** at **11:00 A.M.** at A-28, Ram Nagar, Shastri Nagar, Jaipur.

Signature of the Shareholder or Proxy

* Applicable for investors holding shares in electronic form.

(Shareholders/Proxy holders are requested to bring the attendance slip with them duly completed when they come to the meeting and hand it over at the gate after affixing signature on it.)

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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: L01300RJ1995PLC009541

Name of the Company: HRB Floriculture Limited

Registered Office: A-28, Ram Nagar, Shastri Nagar, Jaipur-302016

Name of the Member(s): _____
Registered address: _____
E-mail Id: _____
Folio No/ Client Id*: _____
DP ID*: _____

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

- Name:.....Address:.....
E-mail Id:Signature:.....,or failing him/her
- Name:.....Address:.....
E-mail Id:Signature:.....,or failing him/her
- Name:.....Address:.....
E-mail Id:Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **24th Annual General Meeting** of the Company, to be held on **Wednesday**, the **25th Day of September, 2019** at **11:00 A.M.** at the registered office at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 and at any adjournment thereof in respect of such resolutions as are indicated below:-

S.No	Resolutions	For	Against
Ordinary Business:			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of the Board of Directors and the Auditors thereon.		
2.	To appoint a Director in place of Mrs. Sunita Parwal, (DIN: 00228289), who retires by rotation and being eligible, offers herself for re-appointment.		

Signed thisDay of, 2019.

Signature of Shareholder.....

Signature of Proxy Holder(s).....

Affix a

Revenue

NOTE:

This form of proxy in order to be effective should be duly, stamped, completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.