

HRB FLORICULTURE LIMITED

CIN: L01300RJ1995PLC009541

Registered Office: A-28, RAM NAGAR, SHASTRI NAGAR, JAIPUR-302016
Ph. +91-141-2303098, 2303097(Telefax) E-mail:hrbflrld@yahoo.com Website: www.hrb.co.in

CODE OF CONDUCT

INTRODUCTION

The new provisions of Clause 49 of the Listing Agreement and contemporary practices of good corporate governance provide that the Company shall have a 'Code of Conduct' for all members of the Board and Senior Management (hereinafter collectively referred as 'Officers').

The Code of Conduct of the Company shall be known as "HRB Floriculture Limited - Code of Conduct" (hereinafter referred as "The Code"). This Code has been made pursuant the SEBI directives and Stock Exchange Listing Agreement. Wherever there is any variation between the provisions of the Code and the provisions of Listing Agreement, as amended, the provisions of the listing agreement would prevail over the provisions of the code.

The purpose of this "Code" is to ensure better Corporate Governance, effective control and ensure transparency in Company's management, in the best interests of the shareholders of the Company.

APPLICABILITY

- The Code applies to the members of Board of Directors, all Executive, Non-Executive and Independent directors and members of Senior Management including Company Secretary.
- The Company Secretary shall be the Compliance Officer for the purpose of this Code.
- The "Code" shall be posted on the website of the Company.

The Code for the Board members & members of Senior Management includes the following:

A. HONEST AND ETHICAL CONDUCT

Each Board Member and personnel of Senior Management shall observe the highest standards of professional integrity, honesty and ethical conduct and shall work to the best of their ability and judgment. They will also help the company to maintain the highest degree of corporate governance practices.

B. STATUTORY COMPLIANCE

The Board members and members of Senior Management shall take utmost care and pay attention to comply with all applicable laws, regulations, rules and regulatory orders to the best of their ability and judgment.

They are also expected to acquire appropriate knowledge of the requirements relating to their duties sufficient to enable them to recognize potential dangers and to report to the Board or management the possible violation of laws and regulations or the Code of Conduct.

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C. CONFIDENTIAL INFORMATION

Any information concerning the Company's business its customers, suppliers, etc. which is not in the public domain and to which the directors or officers has access or possesses such information must be considered confidential and held in confidence unless authorized to do so and when disclosure is required, as a matter of law and shall not be used by him or her for his or her personal gain or advantage And all confidential information must be used for Company business purposes only.

D. INSIDER TRADING

The Board of Directors and Senior Managerial Personnel shall ensure compliance with Company's Insider Trading Code and SEBI (Prohibition of Insider Trading) Regulations, 1992 as also other regulations as may become applicable to them from time to time.

E. CONFLICT OF INTEREST

A Conflict of interest exists when any personal or professional interest is adverse to or may appear adverse to the interest of the Company. They shall avoid clash of his or her personal interest with the interest of the Company.

F. PROTECTION OF ASSETS

Protecting the Company's assets is the key responsibility of every member of Senior Management. Care should be taken to ensure that assets are not misused, misappropriated, or sold or donated, without appropriate authorization.

G. HEALTH, SAFETY & ENVIRONMENT

The Company shall strive to provide a safe and healthy working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment of the territory, it operates in.

H. ANNUAL COMPLIANCE REPORT

All the Board members and Senior Management personnel affirm compliance with this Code on an annual basis as at the end of the each financial year of the company.

Date: 12.08.2014
Place: JAIPUR

Sd/-
Krishan Kumar Parwal
DIN: 00228200
Managing Director