

23rd
Annual Report
2017-18

HRB
FLORICULTURE
LIMITED

CORPORATE INFORMATION:**BOARD OF DIRECTORS:**

- i. **Mr. Krishan Kumar Parwal**
Chairman / Managing Director (MD)
& Chief Executive Officer (CEO)
DIN: 00228200
- ii. **Mr. Puneet Parwal**
*Whole-time Director(WTD)/
*Chief Financial Officer (CFO)
DIN: 00228249
(*Till 02.05.2017)
- iii. **Mrs. Sunita Parwal**
Director
*Non-Executive Director
(From 22.05.2017)
DIN: 00228289
- iv. **Mr. Vimal Jugal Kishor Chandak**
Independent and Non-Executive
Director
DIN: 02550154
- v. **Mr. Ramesh Kumar Somani**
Independent and Non-Executive
Director
DIN: 05297951
- vi. **Mr. Amit Sharda**
Independent and Non-Executive
Director
DIN: 05297954
- vii. **Mr. Vinod Upadhyaya**
Additional Director & Chief
Financial Officer (CFO)
(From 22.05.2017)
*Non-Executive Director
(From 26.09.2017)
DIN: 07809571

Registrar and Share Transfer Agent:

M/s. Purva Shareregistry India Pvt. Ltd
No. 9, Shiv Shakti Industrial Estate,
Ground Floor, J.R. Boricha Marg,
Opp. Kasturba Hospital,
Lower Parel, Mumbai-400011
Tel: +91-22-23018261
Fax: +91-22-2301 2517
Website: www.purvashare.com
E-mail: - busicomp@vsnl.com

BOARD COMMITTEES:**Audit Committee:**

Mr. Amit Sharda (Chairman)
Mr. Vimal Jugal Kishor Chandak (Member)
Mr. Ramesh Kumar Somani (Member)

Nomination & Remuneration Committee:

Mr. Vimal Jugal Kishor Chandak (Chairman)
Mr. Amit Sharda (Member)
Mr. Ramesh Kumar Somani (Member)

Stakeholders' Relationship Committee:

Mr. Ramesh Kumar Somani (Chairman)
Mr. Amit Sharda (Member)
Mr. Vimal Jugal Kishor Chandak (Member)

Company Secretary & Compliance Officer

Mr. Karan Singh Chouhan (Till 29.05.2018)
Ms. Neha Dusad (From 30.05.2018)

Corporate Identification Number (CIN):

L01300RJ1995PLC009541

Secretarial Auditors:

M/s. V.M. & Associates
Company Secretaries
403, Royal World,
S.C. Road, Jaipur- 302 001

Statutory Auditors:

M/s. Gupta Rajiv & Associates,
Chartered Accountants
"Atulyam" F-141, Azad Marg,
C-scheme, Jaipur – 302 001

Registered & Corporate Office:

A-28, Ram Nagar, Shastri Nagar,
Jaipur- 302016 (Rajasthan), India
Tel: +91-141-2303098,
Fax: +91-141-2303097
E-mail: hrbflrtd@yahoo.com
Website: www.hrb.co.in

Principal Bankers:

Vijaya Bank, Jaipur

INDEX

Contents	Page No.
Notice of Annual General Meeting	01-14
Route Map	15
Board's Report	16-32
Annexure(s) to Board's Report	33-53
CEO / CFO Certificate	54
Independent Auditor's Report	55-60
Balance Sheet	61
Statement of Profit and Loss	62
Cash Flow Statement	63
Significant Accounting Policies	64-67
Notes Forming Part of Balance Sheet and Statement of Profit & Loss	68-74
Attendance Slip	75
Proxy Form	76

HRB 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 **23rd** (Twenty Third) Annual General Meeting ("**AGM**") of the members of **H R B FLORICULTURE LIMITED** will be held on **Tuesday**, the **25th** day of **September, 2018** at **02.30 P.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 consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Vinod Upadhyaya, (DIN: 07809571) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To re-appoint Mr. Krishan Kumar Parwal (DIN 00228200) as Managing Director and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association of the Company and all other statutory permissions, approvals and sanctions, as may be applicable, and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, the approval of the members be and is hereby accorded to re-appoint Mr. Krishan Kumar Parwal (DIN 00228200) as Managing Director of the Company for a period of 3 (Three) years, on expiry of his present term of office , i.e. w.e.f. September 1, 2018 to 31st August 2021, on the terms and conditions mentioned below, with liberty to the Board of Directors (hereinafter referred to as "the Board which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Krishan Kumar Parwal, subject to the same not exceeding the limits, specified under Schedule V of the Companies Act, 2013 and / or any Statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof and/or the limits as approved in this resolution;

Terms & Conditions:

1. **Position:** Managing Director
2. **Period of Agreement:** 3 (Three) years (w.e.f. 1st September, 2018)
3. **Remuneration:**

- a) Salary Proposed: Rs.55,000/-p.m. and as may be decided by the Board from time to time.
- b) Perquisites: Perquisites shall be restricted to an amount equal to Annual Salary.

PART A**A. Housing**

- i. The expenditure by the company on hiring furnished accommodation will be subject to the following ceiling i.e. **60%** of the salary over and above **10%** payable by him;
- ii. In case accommodation provided is owned by the company - **10%** of the salary shall be deducted;
- iii. In case no accommodation provided by the company, he shall be entitled to HRA subject to ceiling laid down in para (i);

- B.** Gas, electricity, water and furnishing: As per the Income Tax Rules, **1962** subject to ceiling of **10%** of the salary;
- C.** Medical Reimbursement: For self and family subject to ceiling of one month salary in a year or three month salary over a period of three years;
- D.** Leave travel concession: For self and family once a year in accordance with the Rules of the company;
- E.** Club Fees: Subject to maximum of two clubs, however this will not include admission and life membership fee;
- F.** Personal Accident Insurance: Premium not exceeding **4000/-** per annum.

PART B

- A.** Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites.
- B.** Gratuity, if applicable, should not exceed half month's salary for each completed year of service.

PART C

Provision of car for use on company's business and telephone at residence will not be considered. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company.

4. Responsibility Areas:

Mr. Krishan Kumar Parwal shall exercise substantial powers of management of the affairs of the Company which *inter-alia* shall include the following:

- i. He shall prepare a corporate plan and annual business plan and monitor progress against these plans to ensure that the Company attains its objectives as cost-effectively and efficiently as possible;
- ii. Shall provide strategic advice and guidance to the other members of the Board, to keep them aware of developments within the industry and to ensure that the appropriate policies are developed to meet the Company's mission and objectives and to comply with all relevant statutory and other regulations
- iii. Establish and maintain effective formal and informal links with major customers, relevant government departments and agencies, local authorities, key decision-makers and other stakeholders generally, to exchange information and views and to ensure that the Company is providing the appropriate range and quality of services.

5. Termination:

This appointment may be terminated by any party herein, by giving to the other party, a one month notice in writing.

6. RETIRE BY ROTATION:

Mr. Krishan Kumar Parwal being the Managing Director of the Company is not liable to retire by rotation pursuant to the provisions of section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation to Schedule V of the Act or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances, etc. within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and the said terms of appointment of Mr. Krishan Kumar Parwal, as Managing Director of the company, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company for their approval.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To re-appoint Mr. Vimal Jugal Kishor Chandak (DIN: 02550154) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and all other statutory provisions, approvals and sanctions, as may be applicable, Mr. Vimal Jugal Kishor Chandak (DIN: 02550154) who was appointed as an Independent Director to hold office up to 31st March, 2019 and being eligible for re-appointment and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a further term of 5 (five) consecutive years, i.e. w.e.f 1st April, 2019 to 31st March, 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To re-appoint Mr. Ramesh Kumar Somani (DIN: 05297951) as an Independent Director and in this regard, to consider and if thought fit, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and all other statutory provisions, approvals and sanctions, as may be applicable, Mr. Ramesh Kumar Somani (DIN: 05297951) who was appointed as an Independent Director to hold office up to 31st March, 2019 and being eligible for re-appointment and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not

liable to retire by rotation and to hold office for a further term of 5 (five) consecutive years, i.e. w.e.f 1st April, 2019 to 31st March, 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To re-appoint Mr. Amit Sharda (DIN: 05297954) as an Independent Director and in this regard, to consider and if thought fit, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and all other statutory provisions, approvals and sanctions, as may be applicable, Mr. Amit Sharda (DIN: 05297954) who was appointed as an Independent Director to hold office up to 31st March, 2019 and being eligible for re-appointment and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a further term of 5 (five) consecutive years, i.e. w.e.f 1st April, 2019 to 31st March, 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: Jaipur
Date: 11.08.2018

By order of the Board
For HRB Floriculture Limited

Sd/-
Neha Dusad
Company Secretary & Compliance Officer

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.**
 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 instrument appointing the proxy in order to be effective, should be duly stamped, filled, signed and must be deposited at the registered office of the company not later than 48 hours before the commencement of the AGM. (a copy of the proxy form is annexed to this Annual Report 2017-18).
 6. 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 cast the vote again.**
- The instructions and other information relating to e-voting are detailed in this Notice under Note No. 23.
7. The Company shall also arrange 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.
 8. In terms of Section 102 (1) and (2) of the Companies Act, 2013, ("the Act") a statement setting out the material facts concerning Special Business i.e., at Item No. 3 to Item No. 6 to be transacted at the Annual General Meeting is annexed hereto.
 9. In terms of Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mr. Vinod Upadhyaya, (DIN: 07809571), Director of the company, retires by rotation at the ensuing Meeting and being eligible, offers himself for re-appointment). The Board of Directors of the Company and Nomination & Remuneration Committee recommends this re-appointment.

10. 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.
11. Corporate members 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 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.
12. 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.
13. During the period beginning 24 hrs.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.
14. The Register of Contracts 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.
15. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the financial year 2017-18 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.
16. 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.
17. **SEBI has decided that securities of listed companies can be transferred only in dematerialized form from December 5, 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.**
18. 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.
19. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 19th September, 2018 to Tuesday, 25th September, 2018** (both days inclusive) for the purpose of AGM.
20. 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.

21. 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.
22. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of meeting to enable us to keep the information ready at the meeting.
23. 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 advise any change in their address or bank mandates immediately to the Company or the Registrar and Share Transfer Agent i.e. M/s. Purva Shareregistry India Pvt. Ltd quoting reference of the registered folio number.
24. 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 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 Shareregistry India Pvt. Ltd.
25. 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.
26. 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 Shareregistry (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.
27. 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 email 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 hrblrltd@yahoo.com mentioning your Folio/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.

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

- i. 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.
- ii. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on **Tuesday, the 18th day of September, 2018** (Cut off date).

The remote e-voting period starts on **Friday, the 21st day of September, 2018** at **09.00 A.M.** and ends. on **Monday, the 24th day of September, 2018** 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.

- iii. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first 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 a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- iv. 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 BSE Limited, Mumbai.

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

- A.** In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i. Open email and open PDF file viz; "e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder - Login
 - iv. Put user ID and password as initial password noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
 - vi. Home page of remote "e-Voting" opens. Click on e-voting: Active Voting Cycles.

- vii. Select “EVEN” (E Voting Event Number) of “HRB Floriculture Limited”.
 - viii. Now you are ready for “e-Voting” as “Cast Vote” page opens.
 - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xi. Once you have voted on the resolution, **you will not be allowed to modify** your vote.
- B.** In case a Member receives physical copy of the Notice of AGM [for members whose email addresses are not registered with the Company/Depositories or requesting physical copy].
- i. Please refer your User ID & Password provided by the RTA or the Company.
 - ii. Using the User ID and password, you will login to e-Voting system (<https://www.evoting.nsdl.com>) of NSDL.
 - iii. Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast vote.
- C.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. **Tuesday, the 18th day of September, 2018**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or busicomp@vsnl.com.
- D.** However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- E.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- F.** You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

Route Map showing directions to reach to the venue of the 23rd AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on “General Meeting”.

Place: Jaipur
Date: 11.08.2018

By order of the Board
For HRB Floriculture Limited

Neha Dusad
Company Secretary & Compliance Officer

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

The following statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 3

The Board of Directors at its meeting held on 11.08.2018 has, subject to the approval of members, re-appointed Mr. Krishan Kumar Parwal (DIN 00228200) as Managing Director of the Company for a period of 3 (Three) years, on expiry of his present term of office, i.e. w.e.f. September 1, 2018 to August 31st 2021, on the terms and conditions including remuneration as recommended by the Nomination and remuneration Committee and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Krishan Kumar Parwal as Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013.

The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in section 166 of the Act with regard to duties of directors. The Managing Director shall adhere to the Company's code of conduct.

Mr. Krishan Kumar Parwal satisfies all the conditions as set out in section 196 (3) of the Companies Act, 2013 and part-1 of schedule V mentioned therein, for being eligible for re-appointment as Managing Director of the company. The company has also received a declaration in form DIR-8 from him stating that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has also given his consent in form DIR-2 to act as Managing Director of the Company.

A statement containing his brief profile is given as per Annexure A to the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, whether financially or otherwise, in the Resolution except Mr. Krishan Kumar Parwal, being the appointee and Ms. Sunita Parwal, being the relative of the appointee.

The Board recommends the passing of the Special Resolution as set out in the Item no. 3 of the Notice for approval by the members.

Item No. 4

Mr. Vimal Jugal Kishor Chandak (DIN: 02550154) was appointed as an Independent Director of the Company to hold office as an Independent Director of the Company up to 31st March, 2019 ("first term").

The Board, based on the performance evaluation and per the recommendations of the Nomination and remuneration Committee of the Board of Directors, has recommended re-appointment of Mr. Vimal Jugal Kishor Chandak as an Independent Director on the Board of the Company in its meeting held on 11.08.2018. The Board considers that, given his background and experience and contribution made by him during his tenure, the continued association of Mr. Vimal Jugal Kishor Chandak would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Vimal Jugal Kishor Chandak as an Independent Director of the Company, not liable to retire by rotation, for a further term of 5 (five) consecutive years i.e. w.e.f 1st April, 2019 to 31st March, 2024 on the Board of the Company.

Further, Mr. Vimal Jugal Kishor Chandak has also provided a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The company has also received declaration from Mr. Vimal Jugal Kishor Chandak that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of Board, Mr. Vimal Jugal Kishor Chandak fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and that the proposed director is independent of the management.

A statement containing his profile is given as per Annexure A to the Notice

Copy of draft letter of appointment of Mr. Ramesh Kumar Somani setting out the terms and conditions of appointment is 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.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, whether financially or otherwise, in the Resolution except Mr. Vimal Jugal Kishor Chandak, being the appointee.

The Board recommends the passing of the Special Resolution as set out in the Item no. 4 of the Notice for approval by the members.

Item No. 5

Mr. Ramesh Kumar Somani (DIN: 05297951) was appointed as an Independent Director of the Company to hold office as an Independent Director of the Company up to 31st March, 2019 ("first term").

The Board, based on the performance evaluation and per the recommendations of the the Nomination and remuneration Committee of the Board of Directors, has recommended re-appointment of Mr. Ramesh Kumar Somani as an Independent Director on the Board of the Company in its meeting held on 11.08.2018. The Board considers that, given his background and experience and contribution made by him during his tenure, the continued association of Mr. Ramesh Kumar Somani would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Ramesh Kumar Somani as an Independent Director of the Company, not liable to retire by rotation, for a further term of 5 (five) consecutive years i.e. w.e.f 1st April, 2019 to 31st March, 2024 on the Board of the Company.

Further, Mr. Ramesh Kumar Somani has also provided a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The company has also received declaration from Mr. Ramesh Kumar Somani that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of Board, Mr. Ramesh Kumar Somani fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and that the proposed director is independent of the management.

A statement containing his profile is given as per Annexure A to the Notice

Copy of draft letter of appointment of Mr. Ramesh Kumar Somani setting out the terms and conditions of appointment is 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.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, whether financially or otherwise, in the Resolution except Mr. Ramesh Kumar Somani, being the appointee.

The Board recommends the passing of the Special Resolution as set out in the Item no. 5 of the Notice for approval by the members.

Item No. 6

Mr. Amit Sharda (DIN: 05297954) was appointed as an Independent Director of the Company to hold office as an Independent Director of the Company up to 31st March, 2019 ("first term").

The Board, based on the performance evaluation and per the recommendations of the Nomination and remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Amit Sharda as an Independent Director on the Board of the Company in its meeting held on 11.08.2018. The Board considers that, given his background and experience and contribution made by him during his tenure, the continued association of Mr. Amit Sharda would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Amit Sharda as an Independent Director of the Company, not liable to retire by rotation, for a further term of 5 (five) consecutive years i.e. w.e.f 1st April, 2019 to 31st March, 2024 on the Board of the Company.

Further, Mr. Amit Sharda has also provided a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The company has also received declaration from Mr. Amit Sharda that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and under Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of Board, Mr. Amit Sharda fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the Listing Regulations and that the proposed director is independent of the management.

A statement containing his profile is given as per Annexure A to the Notice

Copy of draft letter of appointment of Mr. Ramesh Kumar Somani setting out the terms and conditions of appointment is 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.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, whether financially or otherwise, in the Resolution except Mr. Amit Sharda, being the appointee.

The Board recommends the passing of the Special Resolution as set out in the Item no. 6 of the Notice for approval by the members.

Place: Jaipur
Date: 11.08.2018

By order of the Board
For HRB Floriculture Limited

Sd/-
Neha Dusad
Company Secretary & Compliance Officer

Annexure 'A' to Item No. 2 to 6 of the Notice of the 23rd AGM

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

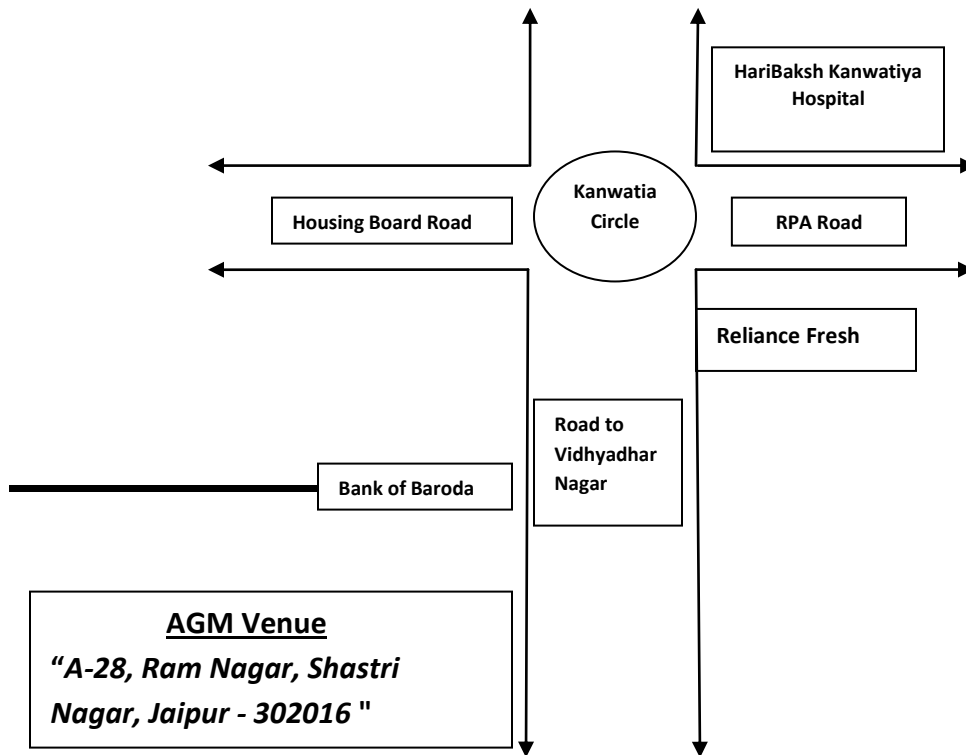
{Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard

Name of the Director	Re-Appointment	Re-appointment	Re-appointment	Re-appointment	Re-appointment
	Mr. Vinod Upadhyaya	Mr. Krishan Kumar Parwal	Mr. Vimal Jugal Kishor Chandak	Mr. Ramesh Kumar Somani	Mr. Amit Sharda
Category / Designation	Non-Executive Director / CFO	Managing Director	Independent Director and Non-Executive Director	Independent Director and Non-Executive Director	Independent Director and Non-Executive Director
Director Identification Number (DIN)	7809571	228200	2550154	5297951	5297954
Date of Birth and Age	15 th March, 1956 52 years	5 th October, 1954 54 years	22 nd September, 1968 50 years	19 th May, 1953 55 years	5 th September, 1975 43 years
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Appointment on the Board	22/05/2017	1/9/1995	29.05.2012	29.05.2012	29.05.2012
Qualifications	Degree in Bachelor of Science and Master of Science and having wide experience in Marketing.	B.tech	Higher Secondary.	L.L.B.	M.Com.
Expertise in specific functional area	Finance	He has been associated with the business of farming and agriculture activities. Vast experience in finance, leasing, dealing in shares & securities and property dealing activities.	General Office Administration	Vast experience in Corporate Law.	Finance & Accounting
Brief Resume and Experience	Mr. Vinod Upadhyaya associated with Company from 22.05.2017 as Additional Director & Chief Financial Officer and subsequently appointed as Non-Executive director in The Annual General Meeting held on 26/09/2017 and Serves as a Key Advisor on financial matters to the Company's Management. He is having an experience of more than 20 Years.	He is Key managerial personnel of the Company designated as Managing Director. He is one of the promoters of HRB Floriculture Limited. He is having an experience of more than 25 Years.	He is associated with Company from 1 st April, 2014 as Non-executive Independent Director of HRB Floriculture Limited, complying with all the criteria of Independent Director as envisaged in the Listing Regulations 2015, and the Companies Act, 2013. He is having an experience of more than 20 Years.	He is associated with Company from 1 st April, 2014 as Non-executive Independent Director of HRB Floriculture Limited, complying with all the criteria of Independent Director as envisaged in the Listing Regulations 2015, and the Companies Act, 2013. He is having an experience of more than 26 Years.	He is associated with Company from 1 st April, 2014 as Non-executive Independent Director of HRB Floriculture Limited, complying with all the criteria of Independent Director as envisaged in the Listing Regulations 2015, and the Companies Act, 2013. He is having an experience of more than 15 Years.

Terms & Conditions of Appointment/re-appointment	Re-appointment as a Non-Executive Director subject to retirement by rotation.	As per resolution at item no 3 of the Notice convening this meeting read with explanatory statement thereto, Shri Krishan Kumar Parwal is proposed to be re-appointed as Managing Director not liable to retire by rotation as per the requirement of Section 203 of the Companies Act, 2013	As per resolution at item no 4 of the Notice convening this meeting read with explanatory statement thereto, Shri Vimal Jugal Kishor Kumar Somani is proposed to be re-appointed as an Independent Director for a further term of 5 (five) consecutive years i.e. w.e.f. 1 st April, 2019 to 31 st March, 2024.	As per resolution at item no 5 of the Notice convening this meeting read with explanatory statement thereto, Shri Ramesh Kumar Somani is proposed to be re-appointed as an Independent Director for a further term of 5 (five) consecutive years i.e. w.e.f. 1 st April, 2019 to 31 st March, 2024.	As per resolution at item no 6 of the Notice convening this meeting read with explanatory statement thereto, Shri Amit Sharda is proposed to be re-appointed as an Independent Director for a further term of 5 (five) consecutive years i.e. w.e.f. 1 st April, 2019 to 31 st March, 2024.
Last drawn Remuneration Details along with remuneration sought to be paid	**F.Y 2017-18: Rs. 1,54,840/- p.a. F.Y 2018-19: Rs. 1,80,000/- p.a.	F.Y 2017-18: Rs. 55,000/- p.m. F.Y 2018-19: Rs. 55,000/- p.m. and as may be decided by the Board from time to time. Note: No Remuneration to be paid in case of inadequacy of profits.	No Remuneration has been paid or to be paid in the capacity of Independent Director	No Remuneration has been paid or to be paid in the capacity of Independent Director	No Remuneration has been paid or to be paid in the capacity of Independent Director
Number of shares held in the Company	NIL	864400 (37.97% Shareholding)	NIL	NIL	NIL
No. of Board meetings attended out of 5 Meetings held during the year	All 5 *Attended meeting held on 22.05.2017 as an Invitee.	All 5	All 5	All 5	All 5
List of the directorships held in other companies*	NIL	1. Parwal Granites Pvt. Ltd. 2. HRB Constructions Pvt. Ltd.	1. Computility India Private Limited. 2. Pointer Impex Private Limited 3. Bcb Securities Private Limited 4. Crd Holding Private Limited 5. Bcb It Resources Private Limited	NIL	NIL
Chairman/Member in the Committees of the Boards of companies in which she/he is Director	NIL				
Relationships between Directors/Managers/KMP	Not related to any director/ KMP.	Spouse of Mrs. Sunita Parwal (Non-Executive Director)	Not related to any director/ KMP.	Not related to any director/ KMP.	Not related to any director/ KMP.

*Includes the private companies

**Mr. Vinod Upadhyaya (Non- Executive Director & CFO) is being paid for holding office in the capacity of Chief financial Officer only, in the Company.

Route map to the venue of the 23rd AGM

HRB 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

BOARD'S REPORT

Dear Members,

Your Directors take pleasure to present the 23rd Annual Report together with the Audited Financial Statements of the Company for the financial year ended on 31st March, 2018.

1. Financial Summary

The Company's Financial Performance for the year ended 31st March, 2018 is summarized below:

(Amount in Rs.)

Particulars	Financial Year 2017-18	Financial Year 2016-17
Net Profit/(Loss) for the year (before depreciation and tax)	(64,68,584.91)	(46,16,640.06)
Less: Depreciation/ Amortization	5,82,138.68	6,12,271
Net Profit/(Loss) for the year (after depreciation before tax)	(70,50,723.59)	(52,28,911.06)
Less:		
Income Tax		-
Deferred Tax	(1,70,507.31)	(13,850)
Net profit/loss for the year (after depreciation and tax)	(68,80,216.28)	(52,15,061.06)
Brought Forward Profit/(Loss) from last year	(2,53,14,982.66)	(2,00,99,921.60)
Depreciation excess claimed		-
Balance as at year end carried over to next year	(3,21,95,198.93)	(2,53,14,982.66)

2. Operations and Company's Affairs:

The Company is mainly engaged in the business of agricultural activities and dealing in securities market. The financial performance of the Company has been dropped since the last financial year. The highlights of the Company's performance are as under:

During the year under review, the total income of the company stood at Rs. 1,289,017.63 as against Rs. 4,385,528 in previous financial year. The Net Loss before Tax is Rs. 70,50,723.59/- as against loss of Rs. 52,28,911.06 in last financial year and the Net Loss after Tax is Rs. 68,80,216.28/- as against loss of Rs. 52,15,061.06 in the last financial year.

The Indian agricultural industry suffered severe reversals in recent years due to back to back droughts. The year 2017-18 proved to be a challenging one for Indian Agriculture with the adverse effect of Monsoon resulting in scattered and uneven rains across the country. The performance of the agricultural industry is dependent on monsoons, pest and disease incidences on crops. As this year's monsoon failure has shown, major fluctuations in total rainfall and its distribution affect the crop acreages and overall productivity and have a direct correlation with sales. Demonetisation has also affected every Indian, but it has hit the agricultural sector to the core.

3. Dividend

In view of losses incurred during the year, your Directors regret their inability to recommend any dividend for the financial year 2017-18.

4. Reserves

In view of losses, your directors do not propose to transfer any amount to the reserves of the company for the financial year ended 31st March, 2018.

5. Capital Structure

During the financial year 2017-18, there is no change in capital structure of the Company and paid up share capital of the Company stands at Rs. **2,27,63,000/-** (Rupees Two Crore Twenty Seven Lakhs and Sixty Three Thousand). The Company has not issued any shares / debentures during the year.

6. Material changes and commitments

As required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 relating to material changes and commitments, your directors confirm that there are no such material changes and commitments 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.

7. Directors and Key Managerial Personnel

During the financial year 2017-18, following changes took place in the Board of directors and Key Managerial Personnel of the company:

- (i) Mr. Puneet Parwal was ceased to be the Whole Time Director & Chief Financial Officer of the Company w.e.f. 02nd May, 2017. The Board places on record its appreciation towards valuable contribution made by Mr. Puneet Parwal during his tenure as Whole Time Director & Chief Financial Officer of the Company.
- (ii) Mr. Vinod Upadhaya has been appointed as Additional Director and Chief Financial Officer on the Board of Directors of the Company held on 22nd May, 2017. The shareholders of the Company at its Annual General Meeting w.e.f 26th September, 2017 have approved appointment of Mr. Vinod Upadhaya as Non-Executive Director of the Company, liable to retire by rotation by passing an ordinary resolution.
- (iii) There was a change occurred in the designation of Mrs. Sunita Parwal from Executive Director to Non- executive Director of the Company w.e.f 22nd May, 2017.

- (iv) There was a change occurred in composition of Key Managerial personnel when Mr. Karan Singh Chouhan resigned from the post of Company Secretary w.e.f 29th May, 2018 and Ms. Neha Dusad was appointed at his place w.e.f. 30th May, 2018.
- (v) The Board of Directors on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Krishan Kumar Parwal as Managing Director of the Company for a period of 3 (Three) years with effect from 1st September, 2018, subject to approval of shareholders in its ensuing Annual General Meeting, as his current term of office is expiring on 31st August, 2018.

a) Board of Directors

The Board is in a fiduciary position, empowered to oversee the management function with a view to ensure its effectiveness and enhancement of stakeholder value. The Board decides on the policies to be implemented across the Company, and reviews and monitors its strategic direction and annual business plan and business objectives. The Board of Directors of the Company consists of eminent persons with considerable professional expertise and experience in business and sector of industry, finance, management and marketing.

➤ Composition and Category

The composition of the Board of Directors with reference to number of Executive and Non-Executive Directors meets with the requirements of Section 149 of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

➤ Retire by Rotation

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Vinod Upadhyaya (DIN:07809571), is retiring by rotation at the ensuing Annual General Meeting, and being eligible for re-appointment seeks re-appointment as Director of the Company. The Board and Nomination and Remuneration Committee recommended his re-appointment at the ensuing Annual General Meeting.

➤ Woman Director

The Company has Mrs. Sunita Parwal (DIN:00228289) as a Women Director in the Board of Directors of the Company as per the requirement of Section 149 of the Companies Act, 2013 read with Rule 3 of The Companies (Appointment and Qualification of Directors) Rules, 2014.

➤ Independent Directors

The Company duly complies with the provisions of the Section 149 (4) of the Companies Act, 2013 and the Listing Regulations.

The tenure of the Independent Directors in the Company is for 5 consecutive years commencing from 1st April, 2014 to 31st March, 2019, not liable to retire by rotation. The Board of Directors, on recommendation of the Nomination and Remuneration Committee has recommended reappointment of Independent Directors of the Company viz Mr. Vimal Jugal Kishor Chandak (DIN: 02550154), Mr. Ramesh Kumar Somani (DIN: 05297951) and Mr. Amit Sharda (DIN: 05297954) for a further term of 5 (five) consecutive years i.e. w.e.f 1st April, 2019 to 31st March, 2024 on the expiry of their current term of office, subject to the approval of shareholders at this AGM. The Board considers that, given their background and experience and contribution made by them during their tenure, the continued association of all the 3 Independent Directors would be

beneficial to the Company and it is desirable to continue to avail their services as Independent Directors.

- ❖ The Company has received necessary **declaration** from each Independent Director of the Company viz Mr. Vimal Jugal Kishor Chandak (DIN: 02550154), Mr. Ramesh Kumar Somani (DIN: 05297951) and Mr. Amit Sharda (DIN: 05297954) as required under Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence laid down in Section 149 (6) of the Companies Act, 2013 and the Listing Regulations.

Following is the composition of the Board of Directors of the Company:

Name of Directors	Category	*Directorship held in other Companies as on 31.03.2018	*Committee Membership/ Chairmanship held in other Companies as on 31.03.2018
Mr. Krishan Kumar Parwal DIN:00228200	Managing Director & Chief Executive Officer	2	NIL
#Mr. Vinod Upadhyaya DIN: 07809571	Non-Executive Director & Chief Financial Officer	NIL	NIL
Mrs. Sunita Parwal DIN:00228289	Non-Executive Director	2	NIL
Mr. Ramesh Kumar Somani DIN:05297951	Independent Director	NIL	NIL
Mr. Amit Sharda DIN:05297954	Independent Director	NIL	NIL
Mr. Vimal Jugal Kishor Chandak DIN:02550154	Independent Director	5	NIL
##Mr. Puneet Parwal DIN:00228249	Whole time Director & Chief Financial Officer	15	NIL

Mr. Vinod Upadhyaya was appointed as Chief Financial Officer of the Company w.e.f 22.05.2017 and Non-Executive Director w.e.f 26.09.2017 on the Board of the Company.

Resigned w.e.f. 02.05.2017.

* Includes private and public Companies

b) No. of Board Meetings

The Board meets at least once in a quarter to review the quarterly results and other items on the agenda. During the financial year ended on 31st March, 2018, the Board of Directors have duly met 5 (Five) times on 22.05.2017, 14.09.2017, 11.12.2017, 14.02.2018 and 22.03.2018. The intervening gap between any two meetings was within the time period and quorum at these meetings was in conformity with the provisions of the Companies Act, 2013 and Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-1 on Board Meetings.

The attendance records of the Directors at the Board Meetings during the year ended on 31st March, 2018 and at the last AGM is as under:

Name of Directors	Category	No. of Board Meetings held	No. of Board Meeting attend	Attendance at last AGM
Mr. Krishan Kumar Parwal DIN:00228200	Managing Director& Chief Executive Officer	5	5	Yes
Mrs. Sunita Parwal DIN:00228289	Non-Executive Director	5	5	Yes
Mr. Ramesh Kumar Somani DIN:05297951	Independent Director	5	5	Yes
Mr. Amit Sharda DIN:05297954	Independent Director	5	5	Yes
Mr. Vimal Jugal Kishor Chandak DIN:02550154	Independent Director	5	5	Yes
Mr. Vinod Upadhyaya DIN: 07809571 Appointed on 22.05.2017 as an Additional Director and regularized at AGM.	Non-Executive Director & Chief Financial Officer	5	**5	Yes

**** Mr. vinod Upadhyaya attended meeting held on 22.05.2017 as an Invitee.**

C) Key Managerial Personnel

The Company duly complies with the provisions of Section 203 of the Companies Act, 2013 read with Rule 8 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Following are the Key Managerial Personnel (KMP's) in the company:

Name of Key Managerial Personnel (KMP)	Category
Mr. Krishan Kumar Parwal	Managing Director/CEO
Mr. Puneet Parwal (Till 02.05.2017)	Chief Financial Officer
Mr. Vinod Upadhyay (With effect from 22.05.2017)	Chief Financial Officer
Mr. Karan Singh Chouhan (Till 29.05.2018)	Company Secretary
Ms. Neha Dusad (With effect from 30.05.2018)	Company Secretary

8. Committees of the Board

The Company's governance structure is based on the principles of freedom to the executive management within a given framework to ensure that the powers vested in the executive management are exercised with due care and responsibility so as to meet the expectation of all the stakeholders. In line with these principles and the Companies Act, 2013, the Company has formed following three Committees of Directors which are focused on financial reporting, audit & internal controls, compliance issues, appointment and remuneration of Directors and Senior Management Employees and the risk management framework.

-  **Audit Committee**
-  **Nomination and Remuneration Committee**
-  **Stakeholders' Relationship Committee**

➤ Audit Committee

A well-qualified Audit Committee was constituted by the Board. The Committee comprises of 3 Independent Directors including the Chairman of the Committee. Mr. Amit Sharda is the Chairman of the Committee. All the members of the Committee possess sound knowledge on accounts, audit, finance, internal control etc.

i. Broad terms of Reference

The terms of reference of the Audit Committee are in accordance with the provisions of Section 177 of the Companies Act, 2013 and the Listing Regulations. It inter-alia includes the following:

- a) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- b) review and monitor the auditor's independence and performance, and effectiveness of audit process;
- c) examination of the financial statement and the auditors' report thereon;
- d) approval or any subsequent modification of transactions of the company with related parties;
- e) scrutiny of inter-corporate loans and investments;
- f) valuation of undertakings or assets of the company, wherever it is necessary;
- g) evaluation of internal financial controls and risk management systems;
- h) Monitoring the end use of funds raised through public offers and related matters.

ii. Meetings:

During the financial year 2017-18, five (5) Audit Committee Meetings were held i.e. on 22.05.2017, 14.09.2017, 11.12.2017, 14.02.2018 and 22.03.2018 and not more than one hundred and twenty days lapsed between two consecutive meetings of the Audit Committee. The attendance of each committee members of Audit committee is as under:

Name of Directors	Category	No. of Committee Meetings held	No. of Committee Meeting attend
Mr. Amit Sharda DIN:05297954	Chairman	5	5
Mr. Ramesh Kumar Somani DIN:05297951	Member	5	5
Mr. Vimal Jugal Kishor Chandak DIN:02550154	Member	5	5

➤ Nomination and Remuneration Committee:

The Nomination and Remuneration Committee was constituted by the Board. The Committee comprises of 3 Independent Directors including the Chairman of the Committee. Mr. Vimal Jugal Kishor Chandak is the Chairman of the Committee.

i. Terms of Reference:

The Committee is empowered to-

- a) Formulate criteria for determining qualifications, positive attributes and independence of Directors and evaluating the performance of the Board of Directors;
- b) Identify and assess potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors/Independent Directors on the Board and as Key Managerial Personnel;
- c) Support Board in evaluation of performance of all the Directors & in annual self-assessment of the Board's overall performance;
- d) Conduct Annual performance review of MD and CEO and senior management employees;
- e) Formulate a policy relating to remuneration for the Directors, Committee and also the senior management employees.

ii. Meetings:

The Committee met once on 22.05.2017 during the financial year ended on 31st March, 2018. The attendance of the members at the meeting is as under:

Name of Directors	Category	No. of Committee Meetings held	No. of Committee Meeting attend
Mr. Vimal Jugal Kishor Chandak DIN:02550154	Chairman	1	1
Mr. Ramesh Kumar Somani DIN:05297951	Member	1	1
Mr. Amit Sharda DIN:05297954	Member	1	1

➤ Stakeholders' Relationship Committee:

The Stakeholders Relationship Committee is entrusted with the responsibility of addressing the shareholders'/ investors' complaints with respect to transfer, transmission of shares, duplicate issuance of share certificate, non-receipt of Annual Report, non-receipt of dividend etc.

This committee overlooks the performance of the Registrar and Share Transfer Agent and to recommend measures for overall improvement in the Quality of Investor services. The Company has always valued its customer relationships.

The Stakeholders Relationship Committee consists of three members and all are Independent Directors including the Chairman of the Committee. Mr. Ramesh kumar Somani is the Chairman of the Committee.

i. Terms of reference

The Stakeholders' Relationship Committee specifically looks into various issues of the Shareholders such as registration of transfer of shares, issue of share certificates, redressal of shareholders' complaints, credit of shares into Demat Account, facilitation of better investor services etc. The committee has been delegated by the Board to approve transfer / transmission of shares and to deal with all the matters related thereto.

ii. Meetings:

The Committee met Four (4) times on 22.05.2017, 14.09.2017, 11.12.2017 and 14.02.2018 during the financial year ended on 31st March, 2018. The attendance of the members at the meeting is as under:

Name of Directors	Category	No. of Committee Meetings held	No. of Committee Meeting attend
Mr. Ramesh Kumar Somani DIN:05297951	Chairman	4	4
Mr. Vimal Jugal Kishor Chandak DIN:02550154	Member	4	4
Mr. Amit Sharda DIN:05297954	Member	4	4

9. Formal Annual Evaluation:i. **Of the Board as a whole:** The performance of the Board was evaluated from the reviews/feedback of the directors themselves. The broad parameters for reviewing the performance of the Board, inter alia, contained the following:

- i. Development of suitable strategies and business plans at appropriate time and its effectiveness;
- ii. Implementation of robust policies and procedures;
- iii. Size, structure and expertise of the Board;
- iv. Oversight of the Financial Reporting Process, including Internal Controls;
- v. Willingness to spend time and effort to learn about the Company and its business; and
- vi. Awareness about the latest developments in the areas such as corporate governance framework, financial reporting, industry and market conditions.

ii. **Of Individual Director(s):**i. Evaluation of Managing Director / Whole time Director /Executive Director:

The performance evaluation of Managing Director, Executive Director of the Company was done by all the directors including Independent Directors.

The broad parameters for reviewing the performance were as follows:

- Achievement of financial/business targets as prescribed by the Board;
- Developing and managing/executing business plans, operational plans, risk management, and financial affairs of the organization;
- Display of leadership qualities i.e. correctly anticipating business trends, opportunities, and priorities affecting the Company's prosperity and operations;
- Development of policies and strategic plans aligned with the vision and mission of Company and which harmoniously balance the needs of shareholders, clients, employees, and other stakeholders;

- Managing relationships with the Board, management team, regulators, bankers, industry representatives and other stakeholders.
- ✓ The Code for Independent Directors also provides that Independent Directors shall review the performance of non-independent Directors, which include Managing Director / Whole time Director/ Executive Director.
- ✓ In view of this, the ID's in their meeting dated 22.02.2016 evaluated the performance of Non-independent Directors and expressed their pleasure on commendable performance with futuristic vision of the non-independent directors.

iii. **Of Independent Directors**

The Schedule IV of the Companies Act, 2013, i.e. "Code for Independent Directors" provides for the evaluation of Independent Directors.

Under the view of this provision, the performance evaluation of ID's was done by the entire Board of Directors, excluding the director being evaluated on the basis of the following criteria and including the parameters of evaluation of individual directors:

- i. Exercise of objective independent judgment in the best interest of Company;
- ii. Ability to contribute to and monitor corporate governance practice; and
- iii. Adherence to the Code of Conduct for Independent Directors.

iv. **Of the Committees**

The performance of the Committees of the Board was evaluated by the Directors, on the basis of the terms of reference of the Committee being evaluated. The broad parameters/criteria for reviewing the performance of all the Committees, inter alia, were:

- i. Discharge of the functions and duties as per the terms of reference;
- ii. Process and procedures followed for discharging the functions;
- iii. Effectiveness of suggestions and recommendations received;
- iv. Size, structure and expertise of the Committee; and
- v. Conduct of the meetings and procedures followed in this regard.

10. **Code of Conduct**

The Board has laid down a Code of Conduct for all Board members and senior management personnel of the Company, which is available on the following weblink of the company, i.e. <http://hrb.co.in/code.html>. All the Board members and the senior management personnel have affirmed compliance with the Code of Conduct during the year ended on 31st March, 2017.

11. **Equal opportunity to the employees**

We are committed to provide a work environment that is free from discrimination and harassment for all our employees. The Company is an equal-opportunity employer and makes employment decisions based on merit and business needs. The Company prohibits harassment or discrimination of any kind, on the grounds of race, religion, nationality, ethnic origin, color, gender, age, citizenship, sexual orientation, marital status or any disability not affecting the functional requirements of the position held.

12. **Auditors and Auditors' Report**

i. **Statutory Auditor**

At the 22nd Annual General Meeting held on 26th September, 2017, M/s Gupta Rajiv & Associates, Chartered Accountants, Jaipur (FRN: 004915C) were appointed as Statutory Auditors of the Company to hold office till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2022. They have confirmed that they are not disqualified from continuing as Auditors of the Company along with a certificate to the effect that they confirm with the limits specified in Section 139 of the act.

The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi,. Accordingly, no resolution is proposed for ratification of appointment of Auditors for the approval of members, who were appointed in the Annual General Meeting held on September 26, 2017.

The Audit Report on the Financial Statements for the financial year ended on 31st March, 2018 given by M/s Gupta Rajiv & Associates, Chartered Accountants, Jaipur does not contain any qualification, reservation or adverse remark and the observations of the auditors are self- explanatory and have been explained/ clarified wherever necessary in appropriate notes to Accounts and do not call for any further comments.

ii. Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every Listed Company is required to appoint Secretarial Auditor to carry out Secretarial Audit of the Company.

In consonance with the aforesaid requirements of Section 204 of the Companies Act, 2013 and the rules made thereunder, the Board had appointed M/s. V.M. & Associates, (Firm Registration No. P1984RJ039200) Practicing Company Secretaries, Jaipur, as secretarial auditors to conduct Secretarial Audit for the financial year 2017-18.

The Secretarial Audit Report in form MR-3 for the financial year ended 31st March, 2018 is annexed to this report as “**Annexure-1**” and it is self explanatory and does not contain any qualification, reservation or adverse remark..

The Board of Directors have further re-appointed M/s. V.M. & Associates, (Firm Registration No. P1984RJ039200) Practicing Company Secretaries, Jaipur, as secretarial auditors to conduct Secretarial Audit for the financial year 2018-19.

iii. Internal Auditor

Pursuant to the provisions of Section 138 of Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, every Listed Company is required to appoint an Internal Auditor or a firm of Internal Auditors to carry out Internal Audit of the Company.

In consonance with the aforementioned, the Board had appointed M/s. C.R. Birla & Co., (FRN: 005189C), Chartered Accountants, Jaipur, as the Internal Auditors to conduct the internal audit of the Company for the Financial Year 2017-18. Accordingly, M/s. C.R. Birla & Co. Conducted internal audit of the Company for the Financial Year 2017-18 and provided Quarterly Internal Audit Reports during the Financial Year 2017-18

The Board of Directors have re-appointed M/s. C.R. Birla & Co., (FRN: 005189C), CharteredAccountants, Jaipur, as Internal Auditor of the Company for the financial year 2018-19.

13. Contracts and arrangements with related parties

The Company being engaged in the business of agriculture has taken agricultural land on lease from the directors' relatives and from one of the director herself. Further, the disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 is in the Form No. AOC-2 annexed to this report as “**Annexure 2**”.

The policy on Related Party Transactions may be accessed on the following weblink of the Company's website at: <http://hrb.co.in/code.html> .

14. Particulars of loans given, investments made, guarantees given and securities provided by the Company

“During the year under review, the company has not provided any loan or given any guarantee or provided security in connection with a loan nor it has acquired by way of subscription, purchase or otherwise the securities of any other body corporate.

15. Risk Management Policy

The Audit Committee has also been delegated the responsibility for monitoring and reviewing risk management, assessment and minimization procedures, developing, implementing and monitoring the risk management plan and identifying, reviewing and mitigating all elements of risks which the Company may be exposed to. The Board also reviews the risk management assessment and minimization procedures.

The various elements of risk which the Directors think, that may threaten the existence of the Company are:

- a) **Financial Risk:** Financial risk generally arises due to instability and losses in the financial market caused by movements in stock prices, currencies, interest rates and more.
- b) **Liquidity Risk:** It is the risk that the Company will be unable to meet its financial commitment to a Bank/Financial Institution in any location, any currency at any point in time. The risk stemming from the lack of marketability of an investment that cannot be bought or sold quickly enough to prevent or minimize a loss.
- c) **Credit Risk:** The risk of loss of principal or loss of a financial reward stemming from a borrower's failure to repay a loan or otherwise meet a contractual obligation.
- d) **Operational Risk:** Operational risk is the risk that is not inherent in financial, systematic or market-wide risk. It is the risk remaining after determining financing and systematic risk, and includes risks resulting from breakdowns in internal procedures, people and systems.

16. Internal Financial Controls

The Company has an internal control system, commensurate with the size, scale and complexity of its operation and also has in place adequate internal financial controls with reference to financial statements. The Board had appointed M/s. C.R. Birla & Co., Chartered Accountants, Jaipur, as the Internal Auditor of the Company for the F.Y. 2017-18. To maintain its objectivity and independence, auditor directly reports to the Chairman of the Audit Committee of the Company.

17. Particulars of employees

- a) The information in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as “**Annexure 3**” to the Board's report.
- b) None of the employees of the company was in receipt of the remuneration exceeding the limits prescribed u/s 197 (12) of the Companies Act, 2013 and in terms of rule 5, sub-rule 2 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the statement showing the names of the employees in terms of remuneration drawn during the year is as follows:

Name	Sunil Parwal	*Karan Singh Chouhan
Designation of the employee	Accountant	Company Secretary
Remuneration received	120000	180000
Nature of employment, whether contractual or otherwise	On roll	On roll
Qualifications and experience of the employee	B.com 14 years	CS 1 year
Date of commencement of employment	06/04/2004	12/08/2016
The age of such employee	45 yrs	26 yrs
The last employment held by such employee before joining the company	NIL	NIL
The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above	NIL	NIL
Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	NIL	NIL

*The number of employees was 2 on the rolls of the Company as on March 31st, 2018.

18. Nomination and Remuneration Policy

Nomination and Remuneration Policy (NR Policy) was formulated by the Company in accordance with the requirements of the provisions of Section 178 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, the payment of Remuneration to Managing Director, Whole-time Director and Non-executive Director during the Financial Year 2017-18 is governed by the prescribed limit mentioned in the Companies Act, 2013 and further is within the limits set by the Shareholders at the Annual General Meeting.

The Nomination and Remuneration Policy may be accessed on the following weblink of the Company's website at the link: <http://hrb.co.in/code.html>.

Details of Remuneration paid to the Directors for the year ended on March 31st, 2018 are as under:

Name of Director	Salary	Benefits	Commission	Sitting fees
Mr. Krishan Kumar Parwal (MD)	Rs.6,60,000/-	-	-	-
Mr. Puneet Parwal (WTD & CFO) (ceased w.e.f 02.5.2017)	Rs.40,000/-	-	-	-
Mr. Vinod Upadhyaya (Non-Executive Director & CFO) (appointed w.e.f 02.5.2017)	Rs.1,54,840/-	-	-	-

Notes:

- The Company does not have any pecuniary relationship with any Non-Executive Independent Directors.
- No sitting fee is paid to any of the Directors of the Company for attending the Board Meeting or the Committee meetings.
- Mr. Puneet Parwal (WTD & CFO) is being paid for holding office in the capacity of WTD only, in the Company.
- Mr. Vinod Upadhyaya (Non- Executive Director & CFO) is being paid for holding office in the capacity of Chief financial Officer only, in the Company.

19. Whistle Blower Policy and Vigil Mechanism

Whistle blower Policy/Vigil Mechanism was formulated by the Company as per the requirements of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which inter-alia covers the malpractices and events which can take place/or are suspected to take place, fraud or suspected fraud, violation of Company's rules, negligence causing danger to public health and safety, misappropriation of monies and other matters or activities on account of which the interest of the Company is affected..

All Employees and Directors of the Company are eligible to make Protected Disclosures to the Chairman of the Audit Committee, Mr. Amit Sharda who has been nominated by the Board as Ombudsperson for this purpose. No employee was denied access to the Audit Committee during the year. There is no whistle blower event reported during the year and mechanism is functioning well.

The policy on vigil mechanism and whistle blower policy may be accessed on the following weblink of the Company's website at the link: <http://hrb.co.in/code.html>.

20. Significant and Material Orders passed by Regulators, Courts and Tribunals

During the Financial Year 2017-18, the Company has received following orders passed by Regulators, Courts and Tribunals as under:

- HRB Floriculture Limited received a SEBI Order no. WTM / SR/ CFD/27/04/2017 dated 07.04.2017 under The Securities Contracts (Regulation) Act, 1956, in the matter of non-compliance with the requirement of minimum public shareholding by the Company.
- Further Company received Securities Appellate Tribunal (SAT) order in the matter of Appeal no. 154/2017 dated 03.11.2017.

- c. Further Company received Adjudication order no. JS/DJ/19/2017 passed by Shri Jeevan Sonparote Adjudicating Officer, Securities and Exchange Board of India dated 27.11.2017.
- d. Further Company received Securities Appellate Tribunal order in the matter of Appeal no. 03/2018 dated 22.02.2018.
- e. The Company received Order of Hon'ble High Court of Judicature for Rajasthan Bench at Jaipur in the matter of S.B. Civil Writ No. 7046/2018 titled HRB Floriculture limited vs. Adjudicating Authority and Anr. dated 05.04.2018.
- f. The Company received Order of Hon'ble High Court of Judicature for Rajasthan Bench at Jaipur in the matter of S.B. Civil Writ No. 9103/2018 titled HRB Floriculture limited vs. BSE Limited and Anr. dated 04.05.2018.

The Board of Directors of the Company further inform that all the above orders as received were timely informed to the BSE pursuant to regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

21. Penalties imposed by Regulators, Courts and Tribunals.

During the Financial Year 2017-18, the Company has been charged with the penalty levied by SEBI as under:

- a. Rs. 13,00,000/- (Rupees Thirteen Lakhs only) under the provision of Section 15A(b) of SEBI Act, 1992.
- b. Rs. 7,00,000/- (Rupees Seven Lakhs only) under the provision of Section 23H of the The Securities Contracts (Regulation) Act, 1956.
- c. Against this order Company moved to Hon'ble Rajasthan High Court for which Honble High Court has given following order:
In S.B. Civil Writ No. 7046/ 2018 dated 05.04.2018 which is as under:
'Issue notice to the respondents returnable within three weeks, Notice be given 'Dasti', In the meanwhile, if the petitioner deposits a sum of Rs. 5,00,000/- within 15 days from today, the operation and effect of the orders dated 27.11.2017 and the appellate order dated 22.02.2018 shall remain stayed.' In Compliance of above order company deposited Rs5,00,000/- to SEBI.

22. Code of Conduct for Prohibition of Insider Trading

The Company had adopted a Code of Conduct for Prohibition of Insider Trading pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 which was notified by SEBI in January 2015. All the Directors, Designated persons, employees and other Connected Persons who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. During the year under review, there has been due compliance with the said code.

The Code of Conduct for Prohibition of Insider Trading may be accessed on the following weblink of the Company's website at the link: <http://hrb.co.in/code.html>.

23. Extract of the Annual Return

The extract of the Annual Return in Form No. MGT-9 for the financial year ended on 31st March, 2018, pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is attached hereto with this Report at "Annexure-4".

24. Particulars with respect of conservation of energy, technology absorption, foreign exchange earnings and outgo:

The information required under Section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 relating to the conservation of energy and technology absorption is given below:

A. Conservation of Energy:

Energy conservation dictates how efficiently a company can conduct its operations. The Company has recognised the importance of energy conservation and is aware of the deleterious effect of the global warming and climate change and thus, is making all round effort for conservation of energy.

The steps taken or impact on conservation of energy which were carried out on on-going basis throughout the year which are as follows:

- i. Reducing, reusing, recycling of resources;
- ii. Adopting of waste-reduction measures in the business activities;
- iii. Staying abreast of environmental issues; and
- iv. Promoting awareness on energy conservation on local level, etc.

B. Technology Absorption:

Research and Development (R&D) plays a critical role in the innovation process. It's essentially an investment in technology and future capabilities which is transformed into new products, processes and services. R&D is essential to keep ahead in the Competition. R&D would make the products to get transformed frequently in line with changing needs of the end users. These efforts were made by the company for technology absorption during the year under review:

1. Specific areas in which R & D work carried out by the company:
The Company's R & D department made to concentrate on adaptation of new technology and techniques to suit the climatic and local conditions, mainly in the area of the productivity to improve quality of the produce.
2. Benefit derived as a result of the above R & D: The main benefits of using upgraded technologies are Cost reduction and Improvement in quality.
3. Future plan of action: The future plan of the Company is continuance of such efforts for improvement in quality of the produce and increase in production.
4. Expenditure on R & D: The expenditure form the part of general overhead of the company, the precise amount is not quantifiable.
5. Technology absorption, adaptation and innovation: Efforts were made towards technology absorption, adoption and innovation but due to continue loss for years the company had not absorbed any new technology and not made any innovation in it.

C. Foreign Exchange Earning and Outgo:

During the year under review the company has expended nothing for foreign exchange. The company has not earned any foreign exchange.

25. Fixed Deposits

The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet within the meaning of Section 73 and 76 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

26. Corporate Governance Report

Pursuant to the provisions of Regulation 15 (2) (a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the provisions of Regulation 27 is not mandatory in respect of the companies having paid up equity share capital not exceeding Rs.10 crore and net worth not exceeding Rs.25 crore, as on the last day of the previous financial year.

Since, the Company falls into the ambit of the above mentioned limits, compliance with the provisions of Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is not mandatory for the Company for the time being and consequently, the Compliance Report on Corporate Governance as stipulated under Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 does not form part of this Annual Report for the Financial Year 2017-18.

27. Management Discussion and Analysis Report

The Management Discussion and Analysis Report as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report as “**Annexure 5**”.

28. Disclosure under the sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company is committed to provide healthy environment to all employees of the Company and does not tolerate any discrimination and/or harassment in any form. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

The following is a summary of sexual harassment complaints received and disposed off during the year 2017-18.

- No. of Complaints received: **NIL**
- No. of Complaints disposed off: **NA**

29. Company's Policies

The Company strive to conduct its business and strengthen the relationships in a manner that is dignified, distinctive and responsible. Thus, the Board of Directors have adopted various codes and policies to carry out the duties in an ethical manner. The various codes and policies are as under:

- 1) Code of Conduct of board of directors and senior management personnel;
- 2) Code of Conduct for Prohibition of Insider Trading;
- 3) Code of practices and procedures for fair disclosure of unpublished price sensitive information;
- 4) Whistle Blower Policy and Vigil Mechanism;
- 5) Risk Management Policy;
- 6) Policy for determining material related party transactions;
- 7) Nomination and Remuneration Policy;
- 8) Policy for determining materiality of events/information; and
- 9) Preservation of Documents & Archival Policy.
- 10) Anti-Sexual Harassment Policy.

Codes & Policies as above mentioned may be accessed on the Company's website at the link <http://hrb.co.in/code.html>

30. Listing on Stock Exchange(s) and Scrip Code(s)

The equity shares of the Company are listed on the BSE Limited.

Stock Exchange	ISIN	Security Code
BSE Limited (BSE), 14 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 001	INE284D01016	531724

31. Payment of listing fees

The Company has not paid the annual listing fees for the financial year 2018-19 to BSE Limited yet.

32. Directors' Responsibility Statement

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility statement, your directors hereby state and confirm that:

- in preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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;
- 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;
- the directors had prepared the annual accounts on a going concern basis;
- the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate & were operating effectively; and
- 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.

33. OTHER DISCLOSURES

Other disclosures with respect to Board's Report as required under the Companies Act, 2013 and the Rules notified thereunder are either NIL or NOT APPLICABLE.

34. Acknowledgements

The Board of Directors wishes to place on record its sincere appreciation for due co- operation received from the Company's Bankers, Government, Advisors, Shareholders etc. The Directors are also thankful to the employees at all levels for their continued support and committed services.

Place: Jaipur
Date: 11.08.2018

For and on behalf of Board of Directors
For HRB Floriculture Limited

Sd/-
Krishan Kumar Parwal
Chairman
DIN: 00228200

ANNEXURES TO THE BOARDS' REPORT**"Annexure-1"****Form No. MR-3****SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31st March, 2018***[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

**To,
The Members,
HRB Floriculture Limited
A-28, Ram Nagar, Shastri Nagar
Jaipur – 302016 (Rajasthan)**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **HRB Floriculture Limited** (hereinafter called '**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, 2018 ('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, in the manner and subject to the reporting made 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, 2018 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company 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, 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 (Share Based Employee Benefits) Regulations, 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; **(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)** and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (vi) As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with Stock Exchange(s).

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent 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.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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.

We further report that during the audit period the company has been charged with the penalty levied by SEBI as under:

- a. Rs. 13,00,000/- (Rupees Thirteen Lakhs only) under the provision of Section 15A(b) of SEBI Act, 1992.
- b. Rs. 7,00,000/- (Rupees Seven Lakhs only) under the provision of Section 23H of the SCRA.

Place: Jaipur
Date: May 29, 2018

For V.M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)

CS Vikas Mehta
Partner
ACS 28964
C P No. : 12789

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

Annexure A

**To,
The Members
HRB Floriculture Limited
A-28, Ram Nagar, Shastri Nagar
Jaipur – 302016 (Rajasthan)**

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

1. Maintenance of secretarial record 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 contents 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. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the 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.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Place: Jaipur
Date: May 29, 2018**

**For V.M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)**

**CS Vikas Mehta
Partner
ACS 28964**

“Annexure- 2”**Form No. AOC-2**

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014].

i. Details of contracts or arrangements or transactions not at arm's length basis:

- a) Name(s) of the related party and nature of relationship: **Nil**
- b) Nature of contracts/arrangements/transactions: **Nil**
- c) Duration of the contracts / arrangements/transactions: **Nil**
- d) Salient terms of the contracts or arrangements or transactions including the value, if any: **Nil**
- e) Justification for entering into such contracts or arrangements or transactions: **Nil**
- f) Date(s) of approval by the Board: **Nil**
- g) Amount paid as advances, if any: **Nil**
- h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: **Nil**

ii. Details of material contracts or arrangement or transactions at arm's length basis:

S. No.	Name(s) of the related party and nature of relationship	Nature of Contracts/ arrangements/ transactions	Duration of the Contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date(s) of approval by the Board, if any	Amount paid as advances, if any
1.	Puneet Parwal Relative of MD and Non-Executive Director Mrs. Sunita Parwal	Lease of Office Premises of 900 sq. ft of area situated at A- 28, Ram Nagar, Shastri Nagar, Jaipur- 302016.	For 5 Years w.e.f. 01.04.2015	Rent of Rs. 15,000/- p.m.	29.05.2015	NIL
2.	Deepika Parwal Relative of MD	Lease of 22 Bighas & 1 Biswas of Agricultural Land situated at Kalakh, near Jaipur.	For 10 yrs w.e.f. 01.10.2015	Rent of Rs. 500/- per month per bigha	29.05.2015	NIL

3.	Basanti Devi Parwal Relative of MD	Lease of 26 Bighas & 3 Biswas of Agricultural Land situated at Kalakh, near Jaipur.	For 10 yrs w.e.f. 01.10.2015	Rent of Rs. 500/- per month per bigha	29.05.2015	NIL
4.	Late Ram Janki Devi Parwal Member of HUF (Deceased on ; 18.09.2017)	Lease of 26 Bighas & 7 Biswas of Agricultural Land situated at Kalakh, near Jaipur.	For 10 Yrs w.e.f. 01.10.2015	Rent of Rs. 500/- per month per bigha upto the month of September	29.05.2015	NIL
5.	Sunita Parwal Relative of MD	Lease of 43 Bighas & 19 Biswas of Agricultural Land situated at Kalakh, near Jaipur.	For 10 yrs w.e.f. 01.10.2015	Rent of Rs. 500/- per month per bigha	29.05.2015	NIL
6.	Sufal Granites Pvt. Ltd. Son of MD being director in the Company and Mrs. Sunita Parwal being Director in both the Companie s.	Sale of Motor vehicle (Car JaguarXF, Vehicle Registration No. RJ14-CY-9099)	Nil	Rs. 27,00,000 as per market price	22.03.2018	Rs. 27,00,000

Place: Jaipur
Date: 11.08.2018

For and on behalf of Board of Directors

For **HRB Floriculture Limited**

Sd/-
Krishan Kumar Parwal
Chairman
DIN: 00228200

Analysis of Managerial Remuneration**“Annexure-3”****Information Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- i. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2017-18;

Name of Director	Ratio to the Median
Mr. Krishan Kumar Parwal (MD)	4.26:1
Mr. Puneet Parwal (WTD & CFO)	0.26:1

- ii. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2017-18:

Name	% Increase
Mr. Krishan Kumar Parwal (MD)	NIL
Mr. Puneet Parwal (WTD & CFO)	#NIL
Mr. Vinod Upadhyaya (Director & CFO)	NIL
Mrs. Sunita Parwal (Director)	NIL
Mr. Karan Singh Chouhan (Company Secretary)	*N/A

Resigned w.e.f 02.05.2017 * Resigned w.e.f 29.05.2018

- iii. The percentage increase in the median remuneration of employees in the financial year 2017-18: 35.82% average increased.

Note: In Median Salary only Employees have been considered, directors have not been considered

- iv. The number of permanent employees was 2 on the rolls of the Company as on 31st March, 2018.
- v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the year before the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: there is no exceptional increase in the salaries of employees other than the managerial personnel in the last financial year.

Affirmation: It is affirmed that the remuneration paid to Directors and employees is as per the Remuneration Policy of the company.

Place: Jaipur
Date: 11.08.2018

For and on behalf of Board of Directors
For HRB Floriculture Limited

Sd/-
Krishan Kumar Parwal
Chairman

“Annexure-4”**Form No.MGT-9****EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31st March, 2018
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN:	L01300RJ1995PLC009541
ii.	Registration Date:	20.02.1995
iii.	Name of the Company:	H R B FLORICULTURE LTD
iv.	Category/Sub-Category of the Company:	Public Company/Limited by shares Indian Non-Government Company
v.	Address of the registered office and contact details:	A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 Tel: +91-141-2303098 Fax: +91-141-2303097 E-mail: hrbflrltd@yahoo.com
vi.	Whether listed company:	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any:	M/s. Purva Sharegistry (India) Pvt. Ltd., No. 9, Shiv Shakti Industrial Estate, Ground Floor, J R Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai, Maharashtra – 400011. Tel: +91-22-23018261 E-mail: busicomp@vsnl.com

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:-

Sl.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1.	Agricultural Activities	011	65.3%
2.	Other financial activities	661	34.7%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. NO	Name & Address of The Company	CIN/GLN	Holding/Subsidiary /Associate	%of shares held	Applicable Section
	NA	NA	NA	NA	NA

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**I. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2017				No. of Shares held at the end of the Year 31.03.2018				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/ HUF	944500	NIL	944500	41.49	944500	NIL	944500	41.49	NIL
b) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any Other....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A)(1):-	944500	NIL	944500	41.49	944500	NIL	944500	41.49	NIL
(2) Foreign									
a) NRIs- Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other- Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any Other....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (2):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total shareholding of Promoter (A)= (A)(1)+(A)(2)	944500	NIL	944500	41.49	944500	NIL	944500	41.49	NIL

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt (s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total(B)(1):	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs.1 lakh	11700	134800	146500	6.44	11700	134800	146500	6.44	NIL
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	425100	740200	1165300	51.19	425100	740200	1165300	51.19	NIL
c) Others (specify) HUF	10000	10000	20000	.88	10000	10000	20000	.88	NIL
Sub-total(B)(2):-	446800	885000	1331800	58.51	446800	885000	1331800	58.51	NIL
Total Public Shareholding (B)=(B)(1)+ (B)(2)	446800	885000	1331800	58.51	446800	885000	1331800	58.51	NIL
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	1391300	885000	2276300	100	1391300	885000	2276300	100	NIL

II. Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2017			Shareholding at the end of the year 31.03.2018			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1.	Krishan Kumar Parwal	864400	37.97	NIL	864400	37.97	NIL	NIL
2.	Sunita Parwal	80100	3.51	NIL	80100	3.51	NIL	NIL
	Total	944500	41.49	NIL	944500	41.49	NIL	NIL

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

S. No.	Particulars	Shareholding at the beginning of the year 01.04.2017		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Krishan Kumar Parwal As on 01.04.2017 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 31.03.2018	864400 - -	37.97 - -	864400 - 864400	37.97 - 37.97
2.	Sunita Parwal As on 01.04.2017 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 31.03.2018	80100 - -	3.51 - -	80100 - 80100	3.51 - 3.51

IV. Shareholding Pattern of top ten Shareholders
(Other than Directors, Promoters and Holders of GDRs and ADRs):

S.No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year (01.04.2016)		Cumulative Shareholding during the year	
		No. Of shares	%of total shares of the company	No. of shares	% of total shares of the company
1.	Vinod Kumar Parwal As on 01.04.2017 Date wise Increase / Decrease in 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 31.03.2018	 645100 - -	 28.33 - -	 645100 - 645100	 28.33 - 28.33
2.	Hansraj Parwal As on 01.04.2017 Date wise Increase / Decrease in 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 31.03.2018	 200100 - -	 8.79 - -	 200100 - 200100	 8.79 - 8.79
3.	Basanti Devi Parwal As on 01.04.2017 Date wise Increase / Decrease in 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 31.03.2018	 110100 - -	 4.83 - -	 110100 - 110100	 4.83 - 4.83
4.	Nirmala Devi Parwal As on 01.04.2017 Date wise Increase / Decrease in 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 31.03.2018	 95100 - -	 4.17 - -	 95100 - 95100	 4.17 - 4.17

5.	Ramjanki Devi Parwal As on 01.04.2017 Date wise Increase / Decrease in 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 31.03.2018	55000 - -	2.41 - -	55000 - 55000	2.41 - 2.41
6.	Bharat Bagri As on 01.04.2017 Date wise Increase / Decrease in 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 31.03.2018	20400 - -	0.89 - -	20400 - 20400	0.89 - 0.89
7.	Sarla Bharat Bagri As on 01.04.2017 Date wise Increase / Decrease in 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 31.03.2018	20000 - -	0.87 - -	20000 - 20000	0.87 - 0.87
8.	Ravi Prakash Malpani As on 01.04.2017 Date wise Increase / Decrease in 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 31.03.2018	19500 - -	0.85 - -	19500 - 19500	0.85 - 0.85

9.	Bharat Bagri HUF As on 01.04.2017 Date wise Increase / Decrease in 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 31.03.2018	10000 - -	0.43 - -	10000 - 10000	0.43 - 0.43
10.	Aayush Malpani As on 01.04.2017 Date wise Increase / Decrease in 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 31.03.2018	10000 - -	0.43 - -	10000 - -	0.43 - -

V. Shareholding of Directors and Key Managerial Personnel:

S.No.	For Each of the Directors and KMP	Shareholding at the beginning of the year (01.04.2017)		Cumulative Shareholding during the year	
		No. of shares	%of total shares of the company	No. of shares	%of total shares of the company
1.	Krishan Kumar Parwal (Managing Director) As on 01.04.2017 Date wise Increase / Decrease in 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 31.03.2018	864400 - -	37.97 - -	864400 - 864400	37.97 - 37.97
2.	Sunita Parwal (Director) As on 01.04.2017 Date wise Increase / Decrease in 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 31.03.2018	80100 - -	3.51 - -	80100 - 80100	3.51 - 3.51

3.	*Puneet Parwal (CFO & Whole Time Director) As on 01.04.2017 Date wise Increase / Decrease in 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 31.03.2018	-	-	-	-
4.	#Vinod Upadhyaya (CFO & Director) As on 01.04.2017 Date wise Increase / Decrease in 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 31.03.2018	-	-	-	-
5.	Vimal Jugal Kishor Chandak (Independent Director) As on 01.04.2017 Date wise Increase / Decrease in 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 31.03.2018	-	-	-	-
6.	Ramesh Kumar Somani (Independent Director) As on 01.04.2017 Date wise Increase / Decrease in 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 31.03.2018	-	-	-	-

7.	Amit Sharda (Independent Director) As on 01.04.2017 Date wise Increase / Decrease in 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 31.03.2018	- - -	- - -	- - -	- - -
8.	**Karan Singh Chouhan (Company Secretary) As on 01.04.2017 Date wise Increase / Decrease in 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 31.03.2018	- - -	- - -	- - -	- - -

*Mr. Puneet Parwal was ceased to be the Whole Time Director & Chief Financial Officer of the Company w.e.f. 02nd May, 2017.

** Mr. Karan Singh Chouhan resigned from the post of Company Secretary w.e.f 29th May, 2018.

Mr. Vinod Upadhyaya was appointed as Additional Director on the Board of the Company and CFO w.e.f 22.05.2017 and was regularized at the Annual General meeting of the Company.

VI. INDEBTEDNESS

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

(In Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	3,10,431	-	-	3,10,431
i)Principal Amount	-	-	-	-
ii)Interest due but not paid	-	-	-	-
iii)Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3,10,431	-	-	3,10,431
Change in Indebtedness during the financial year	0	-	-	0
• Addition	(3,10,431)	-	-	(3,10,431)
• Reduction				

Net Change	(3,10,431)	-	-	(3,10,431)
Indebtedness at the end of the financial year				
i) Principal Amount	0	-	-	0
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0	-	-	0
Total (i+ii+iii)	0	-	-	0

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:****(In Rs.)**

Sl. no.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Krishan Kumar Parwal (MD)	*Puneet Parwal (WTD)	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	6,60,000/- p.a.	40,000/-p.m.	7,00,000/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as % of profit	NIL	NIL	NIL
	- Others, specify...			
5.	Others, please specify	NIL	NIL	NIL
	Total(A)	6,60,000/-	40,000/-	7,00,000/-
	Ceiling as per the Act	30,00,000/-	30,00,000/-	

*Mr. Puneet Parwal was ceased to be the Whole Time Director & Chief Financial Officer of the Company w.e.f. 02nd May, 2017.

B. Remuneration to other directors:**(In Rs.)**

Sl. No	Particulars of Remuneration	Name of Directors			Total Amount
		Vimal Jugal Kishor Chandak	Ramesh Kumar Somani	Amit Sharda	
1.	Independent Directors:				
	• Fee for attending board committee Meetings	NIL	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL
	Total(1)	NIL	NIL	NIL	NIL
2.	Other Non-Executive Directors				
	• Fee for attending board committee meetings	NIL	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL
	Total(2)	NIL	NIL	NIL	NIL
	Total(B)=(1+2)	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	1% of the Net Profits of the Company			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL (OTHER THAN MD/MANAGER/ WTD)**(In Rs.)**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
			Karan Singh Chouhan	* Vinod Upadhaya	
1.	Gross salary				
	(a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961	-	1,80,000/-p.a	1,54,840/-p.a	3,34,840/-.
	(b)Value of perquisites u/s17(2)Income-tax Act,1961	-	-	-	-
	(c)Profits in lieu of salary under section17(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/- p.a	1,54,840/-p.a	3,34,840/-

*Mr. Vinod Upadhaya has been appointed as Additional Director and Chief Financial Officer on the Board of Directors of the Company held on 22nd May, 2017 and regularized at the Annual General Meeting.

VIII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Appeal/Penalty/Compounding/ Fee imposed	Authority (RD/NCLT/Court)	Appeal made if any(Give details)
A. COMPANY					
Penalty	NA	NIL	NIL	NIL	NIL
Punishment	NA	NIL	NIL	NIL	NIL
Compounding	NA	NIL	NIL	NIL	NIL
B. DIRECTORS					
Penalty	NA	NIL	NIL	NIL	NIL
Punishment	NA	NIL	NIL	NIL	NIL
Compounding	NA	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NA	NIL	NIL	NIL	NIL
Punishment	NA	NIL	NIL	NIL	NIL
Compounding	NA	NIL	NIL	NIL	NIL

For and on behalf of Board of Directors
For **HRB Floriculture Limited**

Place: Jaipur
Date: 11.08.2018

Sd/-
Krishan Kumar Parwal
Chairman
DIN: 00228200

Management Discussion & Analysis Report

Management's Discussion and Analysis Report for the year ended under review, as stipulated under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, include the following:-

Overview

The Company is involved in production & selling of agricultural produce like gram, guar, ground nut, onion, bajra etc. & trading in shares, securities and has completed 22 years in this business. Your Company is in process of finding new avenues to attain better profits which shall be beneficial for the growth of the Company and its members.

Statements in this Management Discussion and Analysis of financial condition and results of operation of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of the future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company assumes no responsibility to publically amend, modify or revise forward looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include changes in government regulations, tax laws, economic developments within the country and such other factors globally.

(A) Industry structure and developments

The Indian agricultural industry suffered severe reversals in recent years due to back to back droughts. The year 2017-18 proved to be a challenging one for Indian Agriculture with the adverse effect of Monsoon resulting in scattered and uneven rains across the country.

The Government has provided for higher allocations in the recent budget to agriculture, which augurs well for the current financial year. Some of the thrust areas identified as growth drivers are irrigation, soil health, pulses and crop insurance. Your Company's vision and business strategy remain strongly in sync with the proposed growth areas.

(B) Opportunities and Outlook

Indian agriculture is on a growth path, with an increase in investments and private funding in the past few years. The sector is expected to grow with better momentum in the next few years, owing to an increase in investment in agricultural infrastructure such as irrigation facilities, warehousing and cold storage. Factors such as reduced transaction costs, time, better port gate management and fiscal incentives will also contribute to this upward trend. India's latest monsoon forecasting model predicts average rainfall in 2018 which will end the severe water shortage that is threatening power supply and encourage farmers who have been devastated by consecutive droughts. The Climate Forecast System (CFS) predicts mostly normal and sometimes heavy rainfall across the country.

(C) Risks, Concerns & Threat

The performance of the agricultural industry is dependent on monsoons, pest and disease incidences on crops. As this year's monsoon failure has shown, major fluctuations in total rainfall and its distribution affect the crop acreages and overall productivity and have a direct correlation with sales.

(D) Human Resources

Human Resources are key to the success of HRB. The Company try to attract and recruit new talent into the Company. HRB is an equal opportunity employer. The Company has processes in place to

prevent discrimination and harassment, including sexual harassment. Whistle Blower Policy is also in place.

(E) Internal Controls Systems and Adequacy

The Company's internal audit systems and other geared towards ensuring adequate internal controls commensurate with the size and needs of the business, with the objective of efficient conduct of operations through adherence to the Company's policies, identifying areas of improvement, evaluating the reliability of Financial Statements, ensuring compliances with applicable laws and regulations and safeguarding of assets from unauthorized use.

The Internal Audit department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its Compliance with operating systems, accounting procedures at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective actions in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

Moreover, the Company has appointed M/s. C.R. Birla & Co., Chartered Accountants, Jaipur, as its Internal Auditors and they periodically test the efficacy of the prevailing internal control systems and submit their report to the Audit Committee.

(F) Financial and Operational Performance

The financial and operational performance of the Company for the year under review is discussed in detail in the Board's Report.

(G) Material Development in Human Resources / Industrial Relations Front

There can be no substitute for the work-force of the Company. The Company expects to continue to get their unflinching support in future also. During the year under review, industrial relations have generally remained healthy, cordial and harmonious. The number of permanent employees was 7 on the rolls of the Company as on March 31st, 2018.

(H) Segment or product-wise Performance

The Company dealing in two segments, a) agriculture, b) trading in shares & securities, performance of both the segments was below average in Financial Year 2017-18 which is reflecting in financial statements also.

CEO/CFO Certification

**To,
The Board of Directors
HRB Floriculture Limited
A-28, Ram Nagar, Shastri Nagar,
Jaipur – 302016 (Rajasthan)**

We hereby certify that:

- A. we have reviewed the financial statements and the cash flow statement for the financial year ended 31st March, 2018 and that to the best of our knowledge and belief:
1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. 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 2017-18 which are fraudulent, illegal or violative of the Company's code of conduct.
- C. we accept responsibility of 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 we 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 that we have taken or propose to take to rectify the identified deficiencies.
- D. we have indicated to the auditors and the audit committee-
1. significant changes in internal control over financial reporting during the financial year 2017-18, if any;
 2. significant changes in accounting policies during the year 2017-18 and that the same have been disclosed in the notes to the financial statements, if any; and
 3. no 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.

**Place: Jaipur
Date: 29.05.2018**

Sd/-
Krishan Kumar Parwal
Managing Director
DIN: 00228200

Sd/-
Vinod Upadhyaya
Director & CFO
DIN: 07809571

Gupta Rajiv & Associates
Chartered Accountants



“Atulyam” F-141, Azad Marg, C-
Scheme, Jaipur 302001

Independent Auditor’s Report

To the Members of **M/s HRB FLORICULTURE LIMITED**

Report on the Ind AS financial statements

We have audited the accompanying Ind AS financial statements of M/s HRB FLORICULTURE LIMITED (“the Company”), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management’s Responsibility for the Ind AS 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 of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS 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 Ind AS 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 there under.

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 Ind AS financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 Ind AS 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 Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS 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 31st March, 2018, and its loss including other comprehensive income, changes in equity and its cash flows 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 Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 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, Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended.
 - e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
 - g) 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 does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Gupta Rajiv & Associates
Chartered Accountants
FRN: 004915C

Place:-Jaipur
Date: 29/05/2018

Rajesh Agrawal
(Partner)
MembershipNo.- 077910

Gupta Rajiv & Associates

Chartered Accountants



"Atulyam" F-141, Azad Marg, C-Scheme, Jaipur 302001

Annexure 'A'**The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".**

We report that:

- i.
 - a. The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - b. As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
 - c. The Company does not have any immovable properties therefore para 3(i)(c) of the order is not applicable to the company.
- ii. The inventory consists of shares in demat and physical form. Therefore as per information and explanation given to us by the management, the shares in physical form have been verified at reasonable intervals by the management. No material discrepancy was noticed on such verification as per management's explanation.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), (b) and (c) of the order are not applicable to the Company.
- iv. In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- v. The company has not accepted any deposits from the public covered under sections 73 to 76 of the Companies Act, 2013.
- vi. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- vii.
 - a. According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2018 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 is no amount payable in respect of income tax, service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes.
- viii. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holders, as applicable to the company.

- ix. Based on our audit procedures and according to the information given by the management, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) or taken any term loan during the year.
- x. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given to us, we report that managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii. The company is not a Nidhi Company. Therefore clause xii) of the order is not applicable to the company.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- xv. The company has not entered into non-cash transactions with directors or persons connected with him.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Gupta Rajiv & Associates
Chartered Accountants
FRN: 004915C

Place:- Jaipur
Date: 29/05/2018

Rajesh Agrawal
(Partner)
Membership No. 077910

Gupta Rajiv & Associates

Chartered Accountants



“Atulyam” F-141, Azad Marg, C-Scheme, Jaipur 302001

Annexure ‘B’***Report on Internal Financial Controls Over Financial Reporting***

Report on the Internal Financial Controls 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 M/s HRB FLORICULTURE LIMITED (“the Company”) as of March 31, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company 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 company’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.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’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 judgement, 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 Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’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 company’s internal financial

control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. 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 company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company'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, to the best of our information and according to the explanations given to us, the Company 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 March 31, 2018, based on the internal control over financial reporting criteria established by the Company 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.

For Gupta Rajiv & Associates
Chartered Accountants
FRN: 004915C

Place:- Jaipur
Date: 29/05/2018

Rajesh Agarwal
(Partner)
Membership No. 077910

HRB Floriculture Limited CIN: L01300RJ1995PLC009541 Balance Sheet as at 31st March, 2018 (Amount in Rs.)							
Particulars	Note No	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016	
I ASSETS							
1 Non-Current Assets							
(a) Property, Plant and Equipment	1	2,82,470.75		35,94,240.91		42,06,512.00	
(b) Deferred tax assets	10	60,633.11					
			3,43,103.85		35,94,240.91		42,06,512.00
2 Current assets							
(a) Inventories	2	2,16,441.93		18,23,071.00		72,39,039.00	
(b) Financial Assets							
(i) Cash and cash equivalents	3	1,44,560.45		70,416.37	-	8,26,651.22	-
(ii) Bank balances other than (i) above	4	-		4,50,000.00		-	
(iii) Others financial assets	5	5.26		3,698.97	-	10,026.50	-
(c) Current Tax Assets (Net)	6	1,773.00		4,545.00	-	5,602.00	-
			3,62,780.64		23,51,731.34		80,81,318.72
Total Assets			7,05,884.49		59,45,972.25		1,22,87,830.72
II EQUITY AND LIABILITIES							
1 Equity							
(a) Equity Share capital	7	3,07,29,750.00		3,07,29,750.00		3,07,29,750.00	
(b) Other Equity	8	-3,21,95,199.24		-2,53,14,982.94		-2,00,21,944.32	
			-14,65,449.24		54,14,767.06		1,07,07,805.68
2 Non-current liabilities							
(a) Financial Liabilities							
(i) Borrowings	9	-	-	-		3,07,800.00	
(b) Deferred tax liabilities (Net)	10	-	-	1,09,874.19		1,58,593.63	
					1,09,874.19		4,66,393.63
3 Current liabilities							
(a) Financial Liabilities							
(i) Borrowings	11	14,728.73		-		1,11,253.41	
(ii) Trade payables	12	1,46,510.00		1,10,900.00		97,295.00	
(iii) Other financial liabilities	13	-		3,10,431.00		9,00,083.00	
(b) Other current liabilities	14	10,095.00		-		5,000.00	
(c) Provisions	15	20,00,000.00					
			21,71,333.73		4,21,331.00		11,13,631.41
Total Equity and Liabilities			7,05,884.49		59,45,972.25		1,22,87,830.72
See accompanying notes to the financial statements As per our attached report of even date							
<div> <div>For Gupta Rajiv & Associates Chartered Accountants (FRN: 004915C)</div> <div> <div>KRISHAN KUMAR PARWAL Managing Director DIN: 00228200</div> <div>KARAN SINGH CHOUHAN Company Secretary M.No. A45180</div> </div> <div> <div>SUNITA PARWAL DIRECTOR DIN: 00228289</div> <div>VINOD UPADHYAYA DIRECTOR & CFO DIN 07809571</div> </div> </div>							
<div> <div>Rajesh Agrawal Partner Membership No. 077910</div> <div>Place: Jaipur Date: 29/05/2018</div> </div>							

HRB FLORICULTURE LIMITED			
CIN: L01300RJ1995PLC009541			
Statement of Profit and Loss for the year ended 31st March, 2018			
(Amount in Rs.)			
Particulars	Note No.	Year ended March 31st 2018	Year ended March 31st 2017
I Revenue From Operations	16	12,71,161.39	43,39,044.73
II Other Income	17	17,856.24	46,483.27
III Total Income (I+II)		12,89,017.63	43,85,528.00
IV EXPENSES			
Cost of raw material and components consumed	18	16,264.05	32,400.00
Changes in Inventories	19	16,06,629.07	54,15,968.00
Employee benefits expenses	20	20,98,340.00	18,56,000.00
Finance costs	21	1,02,442.00	74,164.00
Depreciation and amortization expense	1	5,82,138.68	6,12,271.00
Other Expenses	22	19,33,927.42	17,36,483.06
Total Expenses (IV)		63,39,741.22	97,27,286.06
V Profit/(loss) before exceptional items and tax (I- IV)		-50,50,723.59	-53,41,758.06
VI Exceptional Items		20,00,000.00	-
VII Profit/(loss) before tax (V-VI)		-70,50,723.59	-53,41,758.06
Tax expense:			
VIII (1) Current tax			
(2) Deferred tax		1,70,507.30	48,719.44
IX Profit (Loss) for the period from continuing operations (VII-VIII)		-68,80,216.29	-52,93,038.62
X Profit/(loss) from continuing operations attributable to:			
Other Comprehensive Income			-
(i) Items that will not be reclassified to profit or loss			
(ii) Income tax relating to items that will not be reclassified to profit or loss			
X (i) Items that will be reclassified to profit or loss			
(ii) Income tax relating to items that will be reclassified to profit or loss			
Other Comprehensive Income for the year attributable to			
Total Comprehensive Income for the period (X+XI)(Comprising Profit(Loss) and Other Comprehensive Income for the period)		-68,80,216.29	-52,93,038.62
Earnings per equity share before exceptional item			
Basic & Diluted		-2.14	-2.33
XII Earnings per equity share after exceptional item			
Basic & Diluted		-3.02	-2.33
As per our attached report of even date			
For and on behalf of the Board			
For Gupta Rajiv & Associates		KRISHAN KUMAR PARWAL SUNITA PARWAL	
Chartered Accountants		Managing Director DIRECTOR	
(FRN: 004915C)		DIN: 00228200 DIN: 00228289	
Rajesh Agrawal		KARAN SINGH CHOUHAN VINOD UPADHYAYA	
Partner		Company Secretary DIRECTOR & CFO	
Membership No. 077910		M.No. A45180 DIN 07809571	
Place: Jaipur			
Date: 29/05/2018			

HRB Floriculture Limited CIN: L01300RJ1995PLC009541 Statement of cash flow for the year ended 31st March, 2018					
(Amount in Rs.)					
PARTICULARS	For the year ended		For the year ended		
	31st March, 2018		31st March, 2017		
	Details	Amount	Details	Amount	
A) CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit before exceptional and tax as Statement Profit & Loss	(70,50,724)		(53,41,758)		
Adjusted for:-					
Finance Cost	1,02,442		74,164		
Interest received	(17,856)		(46,483)		
Depreciation	5,82,139		6,12,271		
Loss on sale of Property, Plant and Equipmet	95,821		-		
Operating Profit before Working Capital Changes	(62,88,178)		(47,01,806)		
Adjusted for:-					
Increase /(Decrease) in Trade Payables	35,610		13,605		
Increase /(Decrease) in Other financial liabilities	(3,10,431)		(5,89,652)		
(Increase)/Decrease in Inventory	16,06,629		54,15,968		
(Increase)/Decrease in Others current financial assets	3,694		6,328		
(Increase)/Decrease in other current liabilities	10,095		(5,000)		
(Increase)/Decrease in Current Tax Assets	4,545		5,602		
(Increase)/Decrease in Bank balances other than cash and cash equivalent	4,50,000		(4,50,000)		
(Increase)/Decrease in Provision	20,00,000		-		
Cash Generated From Operations	(24,88,036)		(3,04,956)		
Net Cash used in Operating Activities Before Extraordinary Items	(24,88,036)		(3,04,956)		
Less:- Extraordinary Items	-		-		
Cash Generated From Operations	(24,88,036)		(3,04,956)		
Less:- Taxes Paid	(1,773)		(4,545)		
Net Cash Flow/(used)From Operating Activites		(24,89,809)			(3,09,501)
B) CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Fixed Assets	(66,190)		-		
Proceeds From Sales/written off of Fixed Assets	27,00,000		-		
Interest received	17,856		46,483		
Net Cash Flow/(used) in Investing Activities		26,51,666			46,483
C) CASH FLOW FROM FINANCING ACTIVITIES					
Procurement of Borrowings	-		-		
Repayment of Borrowings	-		(3,07,800)		
Interest paid	(1,02,442)		(74,164)		
Net Cash Flow/(used) From Financing Activities		(1,02,442)			(3,81,964)
Net Increase/(Decrease) in Cash and Cash Equivalent		59,415			(6,44,982)
Opening balance of Cash and Cash Equivalent		70,416			7,15,398
Closing balance of Cash and Cash Equivalent (Including overdraft)		1,29,832			70,416
1 Reconciliation of cash and cash equivalent and bank balances					
NOTE : Cash and Cash Equivalent consists of following:-					
Cash on hand	Rs.	19,511	Rs.	15,556	
Balances with Banks		21,427		54,861	
In Deposit account (maturity less than 3 months)		1,03,623		-	
Bank Overdraft		(14,729)		-	
Closing balance of Cash and Cash Equivalent		1,29,832		70,416	
2 Amendment to Ind AS 7					
Effective from April 1,2017 , The Company adopted the amendments to Ind AS 7 which required the entities to provided disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in balance sheet for liabilities arising from financing activities. The Company does not have any cash flow from financing activities. Hence, the adoption of amendment did not have any impact on the financial statements.					
The Statement of cash flows has been prepared under the Indirect method as set out in Ind AS 7 on Statement of cash flows notified under Section 133 of The Companies Act 2013, read together with Paragraph 7 of the Companies (Indian Accounting Standard) Rules 2015 (as amended).					
3 As per our attached report of even date					
For Gupta Rajiv & Associates					
Chartered Accountants					
(FRN: 004915C)					
For and on behalf of the Board					
KRISHAN KUMAR PARWAL					
Managing Director					
DIN: 00228200					
SUNITA PARWAL					
DIRECTOR					
DIN: 00228289					
KARAN SINGH CHOUHAN					
Company Secretary					
M.No. A45180					
VINOD UPADHYAYA					
DIRECTOR & CFO					
DIN 07809571					
Rajesh Agrawal					
Partner					
Membership No. 077910					
Place: Jaipur					
Date: 29/05/2018					

HRB FLORICULTURE LIMITED**1 Significant Accounting Policies****a BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Ind-AS financial statements of the company have been prepared in accordance with the relevant provisions of the Companies Act, 2013, the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 read with the Companies (Indian Accounting Standards) Amendment Rules, 2016 and the Guidance Notes and other authoritative pronouncements issued by the Institute of Chartered Accountants of India (ICAI). The Company's financial statements are reported in Indian Rupees, which is also the Company's functional currency. The Company's financial statements were authorised for issue in accordance with a resolution of the Board of Directors on 30th May, 2018 in accordance with the provisions of the Companies Act, 2013 and are subject to the approval of the shareholders at the Annual General Meeting.

b PROPERTY, PLANT AND EQUIPMENT

- i. The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets.
- ii. Capital work in progress comprise of those costs that relate directly to specific assets and those that are attributable to the construction or project activity in general and can be allocated to specific assets up to the date the assets are put to their intended use. At the point when an asset is operating at management's intended use, the capital work in progress is transferred to the appropriate category of property, plant and equipment and depreciation commences. Major inspections and overhauls are identified and accounted for as an asset if that component is used over more than one reporting period.
- iii. Depreciation is recognized so as to write off the cost of assets less their residual values over their useful lives, using straight line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.
- iv. The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

c IMPAIRMENT

At the end of each reporting period, the carrying amounts of tangible and intangible assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

d INVENTORIES

Inventories are valued as under: -

Agricultural Produce – at realizable value

Standing Agricultural Crop- at NIL value

Shares and Securities- At Market Value

e SALES

Sales of Agricultural product are accounted for as net of discount, Freight, brokerage etc on sale.

For all financial instruments measured at amortised cost, interest income is measured using the Effective Interest Rate (EIR), which is the rate that exactly discounts the estimated future cash flows through the

contracted or expected life of the financial instrument, as appropriate, to the net carrying amount of the financial asset.

f. EMPLOYEE BENEFITS

Short term employee benefits are recognized as an expense at the undiscounted amount in which the related service is rendered.

There is no liability of the company as of now towards gratuity or any other long term benefits payable to employees.

g TAXATION

Current Income Taxes:

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised directly in equity is recognised in other comprehensive income / equity and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Taxes:

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, when the deferred tax liability arises from an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except, when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The concern has not created any deferred tax on carried forward of losses and unabsorbed depreciation due to absence of virtual certainty

h EARNING PER SHARE (EPS)

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year are adjusted for events including a bonus issue, bonus element in right issue to existing shareholders, share split, and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

i. FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial Assets:

Initial Recognition and Measurement:

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent Measurement:

For purposes of subsequent measurement, financial assets are classified in two categories:

- Financial assets at amortised cost
- Equity instruments measured at fair value through other comprehensive income FVTOCI
- Equity instruments measured at fair value through other comprehensive income FVTPL

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

Financial Assets at Amortised Cost:

A financial asset is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR.

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

- Business model test: The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.
- Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an "accounting mismatch") that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

All other financial assets are measured at fair value through profit or loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- i) The rights to receive cash flows from the asset have expired, or
- ii) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement and either;
 - a. the Company has transferred substantially all the risks and rewards of the asset, or
 - b. the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The company applies the expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposures:

- Financial assets at amortised cost.

For recognition of impairment loss on other financial assets and risk exposures, the company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the company reverts to recognising impairment loss allowance based on 12-month ECL.

(ii) Financial Liabilities:**Initial Recognition and Measurement:**

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables.

Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the Derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of Financial Instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise an asset and settle the liabilities simultaneously.

j PROVISION AND CONTINGENCIES

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. When the Company expects some or all of a provision to be reimbursed, the same is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A Contingent Liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of enterprise or a present obligation that arises from past events that may, but probably will not, require an outflow of resources.

Both provisions and contingent liabilities are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are not recognized but are disclosed in the notes.

k RECENT ACCOUNTING PRONOUNCEMENTS

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration: On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from April 1, 2018. The Company has evaluated the effect of this on the financial statements and there is no impact on the company's financial statements due to the said changes.

Ind AS 115- Revenue from Contract with Customers: On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Ind AS 115, Revenue from Contract with Customers. The core principle of the new standard is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from the entity's contracts with customers. The standard permits two possible methods of transition:

- Retrospective approach - Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8- Accounting Policies, Changes in Accounting Estimates and Errors
- Retrospectively with cumulative effect of initially applying the standard recognized at the date of initial application (Cumulative catch - up approach)

The effective date for adoption of Ind AS 115 is financial periods beginning on or after April 1, 2018. However, the company does not have any outstanding contracts, so impact of Ind AS 115 is not there.

HRB FLORICULTURE LIMITED**Notes forming part of the IND AS financial statement for the year ended March 31, 2018.**

HRB Floriculture Limited									
Notes forming part of IND AS financial statement									
1 Property, Plant and Equipment									
The components of Property, Plant and Equipment are as follows:									
(Amount in Rs.)									
Cost/ Valuation	Office Equipment	Furniture	Tubewell	Computer	U.P.S.	Air conditioner	Car	Cellular	Total
1. Deemed cost (gross carrying amount)									
Balance at 1 April 2016	2,37,444.00	1,43,906.00	3,00,239.00	3,66,765.00	12,070.00	1,00,000.00	49,45,361.00	23,000.00	61,28,785.00
Additions	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-	-	-
At 31 March 2017	2,37,444.00	1,43,906.00	3,00,239.00	3,66,765.00	12,070.00	1,00,000.00	49,45,361.00	23,000.00	61,28,785.00
Additions	-	11,200.00	-	54,990.00	-	-	-	-	66,190.00
Disposals	-	-	-	-	-	-	-49,45,361.00	-	-49,45,361.00
Other	-	-	-	-	-	-	-	-	-
At 31 March 2018	2,37,444.00	1,55,106.00	3,00,239.00	4,21,755.00	12,070.00	1,00,000.00	-	23,000.00	12,49,614.00
Depreciation and impairment									
Balance at 1 April 2016	1,41,025.00	99,537.00	2,85,227.00	3,48,427.00	11,466.00	1,111.00	10,13,630.00	21,850.00	19,22,273.00
Depreciation expense	11,460.00	7,216.00	-	-	-	6,333.00	5,87,262.00	-	6,12,271.00
Impairment	-	-	-	-	-	-	-	-	-
Disposal	-	-	-	-	-	-	-	-	-
At 31 March 2017	1,52,485.00	1,06,753.00	2,85,227.00	3,48,427.00	11,466.00	7,444.00	16,00,892.00	21,850.00	25,34,544.00
Depreciation expense	11,460.00	7,778.61	-	7,919.56	-	6,333.00	5,48,647.51	-	5,82,138.68
Impairment	-	-	-	-	-	-	-	-	-
Disposal	-	-	-	-	-	-	-21,49,539.51	-	-21,49,539.51
At 31 March 2018	1,63,945.00	1,14,531.61	2,85,227.00	3,56,346.56	11,466.00	13,777.00	0.00	21,850.00	31,16,682.68
Net Carrying Amount									
At 31 March 2018	73,498.98	40,574.37	15,012.00	65,408.42	603.98	86,223.00	-0.00	1,150.00	2,82,470.75
At 31 March 2017	84,958.98	37,152.98	15,011.98	18,337.98	603.99	92,556.00	33,44,469.00	1,150.00	35,94,240.91
At 1 April 2016	96,419.00	44,369.00	15,012.00	18,338.00	604.00	98,889.00	39,31,731.00	1,150.00	42,06,512.00

HRB Floriculture Limited

Notes forming part of IND AS financial statement

2 Inventories

(Amount in Rs.)

Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
(a) Stock-in-trade			
Stock of Shares & Securities (Quoted)	2,16,427.93	18,23,071.00	72,39,039.00
Stock of Shares & Securities (Unquoted)	14.00		
<i>(Valued at market price)</i>			
Total	2,16,441.93	18,23,071.00	72,39,039.00

The company is dealing in mainly a) Trading in quoted Shares and Securities and b) Production and Selling of Agricultural Produce. As at the year ended March 31, 2018 and corresponding previous year ended March 31, 2017 and April 1, 2016, there is no closing stock of Agricultural Produce.

3 Cash and cash equivalents

(Amount in Rs.)

Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
(a) Balances with bank			
In current account	21,426.83	54,860.76	30,432.60
In Fixed deposit receipt	1,03,623.00	-	6,64,949.00
(b) Cash on hand	19,510.62	15,555.61	1,31,269.62
Total	1,44,560.45	70,416.37	8,26,651.22

4 Bank balances other than cash and cash equivalent

(Amount in Rs.)

Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
(a) Other Bank Balances			
In Fixed deposit receipt	-	4,50,000.00	-
Total	-	4,50,000.00	-

5 Other current financial assets

(Amount in Rs.)

Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
Interest Accrued on FDRs	-	3,201.00	9,942.00
Other Advances	5.26	497.97	84.50
Total	5.26	3,698.97	10,026.50

6 Current Tax Assets

(Amount in Rs.)

Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
Advance Tax/ Income tax recoverable	1,773.00	4,545.00	5,602.00
Total	1,773.00	4,545.00	5,602.00

HRB Floriculture Limited

Notes forming part of IND AS financial statement

7 Equity share capital

(a) Particulars	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016	
	Number	Amount	Number	Amount	Number	Amount
Authorised						
Equity Shares of ₹ 10/- each	5,500,000	55,000,000	5,500,000	55,000,000	5,500,000	55,000,000
Total	5,500,000	55,000,000	5,500,000	55,000,000	5,500,000	55,000,000
Issued, Subscribed & Fully Paid up						
Equity Shares of ₹ 10/- each	2,276,300	22,763,000	2,276,300	22,763,000	2,276,300	22,763,000
Add: Forfeited Equity Shares (amount originally paid up)	2,823,900	7,966,750	2,823,900	7,966,750	2,823,900	7,966,750
Total	5,100,200	30,729,750	5,100,200	30,729,750	5,100,200	30,729,750

(b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity Shares:

Particulars	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016	
	Number	Amount	Number	Amount	Number	Amount
Shares outstanding at the beginning of the year	2,276,300	22,763,000	2,276,300	22,763,000	2,276,300	22,763,000
Shares Issued / (bought back)/ forfeited during the year			-	-	-	-
Shares outstanding at the end of the year	2,276,300	22,763,000	2,276,300	22,763,000	2,276,300	22,763,000

(c) The Equity Shares issued by the company have equal right as to voting and dividend.

(d) The details of shareholders holding more than 5% equity shares as at reporting date are as under

Name of Shareholder	As at 31st March 2018		As at 31st March 2017		As at 1st April 2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Krishan Kumar Parwal	864,400	37.97%	864,400	37.97%	864,400	37.97%
Hansraj Parwal	200,100	8.79%	200,100	8.79%	200,100	8.79%
Vinod Kumar Parwal	645,100	28.34%	645,100	28.34%	645,100	28.34%

8 Other Equity

Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
Retained earnings			
Opening Balance	-25,314,982.94	-20,021,944.32	-20,021,944.32
Add: Profit during the year	-6,880,216.29	-5,293,038.62	
Total	-32,195,199.24	-25,314,982.94	-20,021,944.32

Retained earnings

Retained earnings are the profits of that the company earned till date after all distribution made to shareholders.

9 Borrowing

Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
Secured			
Car Loan from ICICI Bank (Secured against hypothecation of Car)	-	-	307,800.00
Total	-	-	307,800.00

10 Deferred Tax Liability/(assets)

Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
On account of timing difference of depreciation	-60,633.11	109,874.19	158,593.63
Total	-60,633.11	109,874.19	158,593.63

* Deferred tax assets in not created on brought forward losses in the absense of reasonable certainty that future taxable income would be there against which such deferred tax assets can be set off.

11 Short Term Borrowing

Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
Secured			
Overdraft from Bank (Secured against lein of FDRs)	14,728.73	-	111,253.41
Unsecured			
From Directors	-		
Total	14,728.73	-	111,253.41

12 Trade Payable			
Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
Trade Payable	146,510.00	110,900.00	97,295.00
Total	146,510.00	110,900.00	97,295.00
The Company has not received any intimation from any of its suppliers about their having filed a memorandum in pursuance of Micro, Small and Medium Enterprise Development Act, 2006.			
13 Other Current Financial Liabilities			
Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
Current Maturity of Long Term Loans	-	307,800.00	889,848.00
Interest Accrued but not due	-	2,631.00	10,235.00
TDS Payable	-	-	-
Total	-	310,431.00	900,083.00
14 Other Current Liabilities			
Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
TDS Payable	10,095.00	-	5,000.00
Total	10,095.00	-	5,000.00
15 Provision			
Particulars	As at 31st March 2018	As at 31st March 2017	As at 1st April 2016
Other Provision	2,000,000.00	-	-
Total	2,000,000.00	-	-

16 Revenue from Operations

(Amount in Rs.)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Sale of Agrcultural Produce	-	564,947.48
Sale of Shares & Securities	1,271,161.39	3,771,158.25
Dividend		2,939.00
Total	1,271,161.39	4,339,044.73

17 Other Income

(Amount in Rs.)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Interest	17,856.24	46,483.27
Total	17,856.24	46,483.27

18 Cost of Material Consumed

(Amount in Rs.)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Cultivation Expenses (Seeds)	16,264.05	32,400.00
Total	16,264.05	32,400.00

19 Changes in Inventories

(Amount in Rs.)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Opening Stock-in Trade (Shares & Securities)	1,823,071.00	7,239,039.00
Less:		
Closing Stock-in Trade (Shares & Securities)	216,441.93	1,823,071.00
Total	1,606,629.07	5,415,968.00

20 Employee Benefit Expenses

(Amount in Rs.)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Director's Remuneration	854,840.00	1,140,000.00
Salaries & Wages	1,243,500.00	716,000.00
Total	2,098,340.00	1,856,000.00

21 Finance Cost

(Amount in Rs.)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Interest on Car Loan	3,852.00	74,164.00
Interest on unsecured loan	98,590.00	-
Total	102,442.00	74,164.00

22 Other expenses

(Amount in Rs.)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
Conveyance	244,589.29	227,019.73
Travelling Expenses	51,698.33	24,127.00
Rent	811,950.00	891,000.00
Loss on Trading of Futures & options	-	307.20
Loss on sale of Car	95,821.49	-
Auditor's Remuneration		
- as auditor	59,000.00	57,500.00
- for taxation matter	-	5,750.00
- for other services	-	-
Legal Expenses	278,100.36	389,570.00
Other Miscellaneous Expenses	392,767.95	141,209.13
Total	1,933,927.42	1,736,483.06

23 Exceptional item

(Amount in Rs.)

Particulars	For the year ended 31st March 2018	For the year ended 31st March 2017
SEBI Penalty	2,000,000.00	-
Total	2,000,000.00	-

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HRB FLORICULTURE LIMITED

CIN: L01300RJ1995PLC009541Registered 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**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 **23rd Annual General Meeting** of the Company held on **Tuesday**, the **25th** Day of **September, 2018** at **02:30 P.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.)

HRB 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

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 **23rd Annual General Meeting** of the Company, to be held on **Tuesday, the 25th Day of September, 2018 at 02:30 P.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 consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon.		
2.	To appoint Mr. Vinod Upadhyaya, (DIN: 07809571) who retires by rotation as a Director and being eligible, offers himself for re-appointment.		
Special Business:			
3.	To re-appoint Mr. Krishan Kumar Parwal (DIN 00228200) as Managing Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution.		
4.	To re-appoint Mr. Vimal Jugal Kishor Chandak (DIN: 02550154) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:		
5.	To re-appoint Mr. Ramesh Kumar Somani (DIN: 05297951) as an Independent Director and in this regard, to consider and if thought fit, pass the following resolution as a Special Resolution:		
6.	To re-appoint Mr. Amit Sharda (DIN: 05297954) as an Independent Director and in this regard, to consider and if thought fit, pass the following resolution as a Special Resolution:		

Signed thisDay of, 2018.

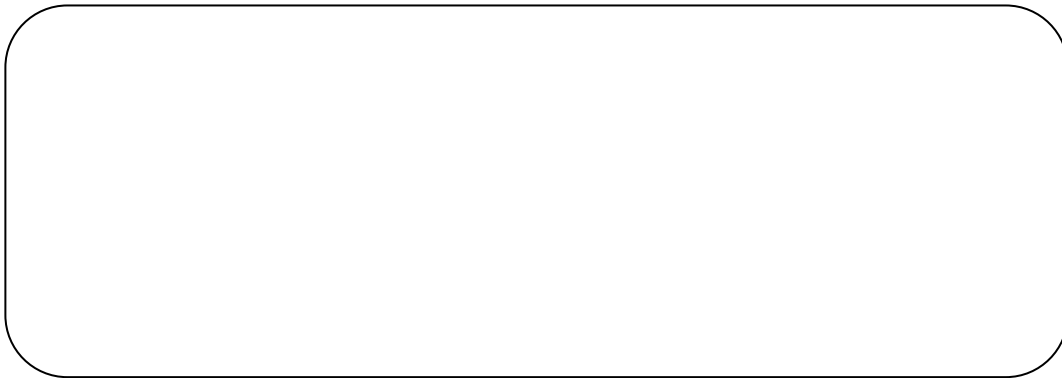
Signature of Shareholder.....

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

NOTE:**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.**Affix a
Revenue
Stamp of
Rs. 1/-

Courier/Registered Post /Speed Post

To,



**If undelivered please return to:
H R B Floriculture Limited
A-28, Ram Nagar, Shastri Nagar,
Jaipur-302016 (Rajasthan)**