

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 hrbflrltd@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

SD/-
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

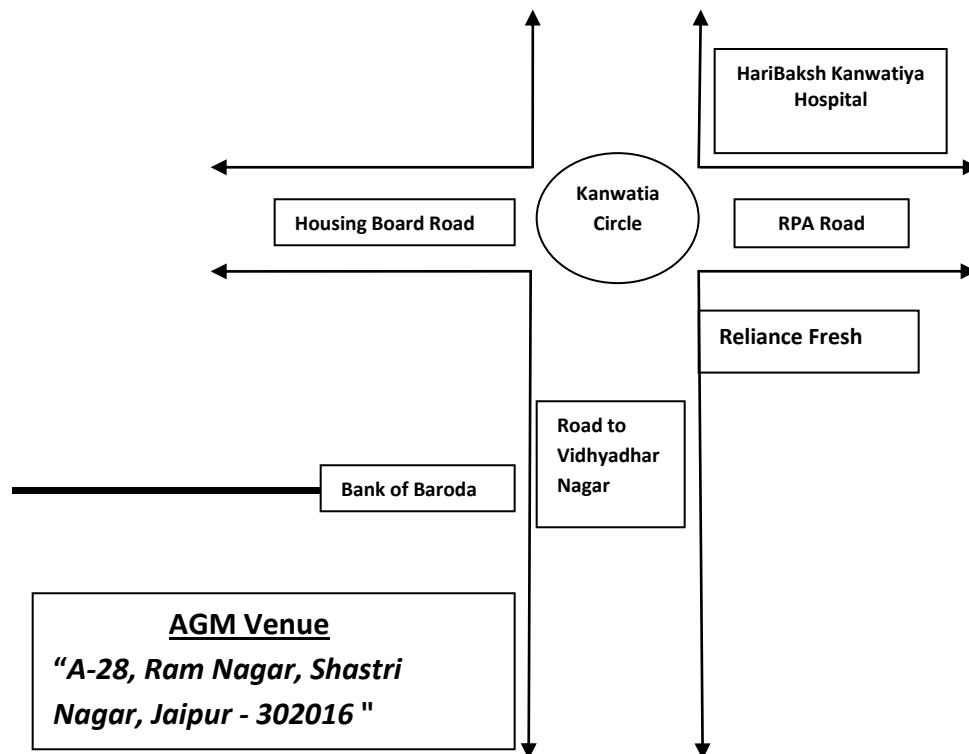
Name of the Director	Re-Appointment	Re-appointment	Re-appointment	Re-appointment	Re-appointment
	Mr. Vinod Upadhyaya	Mr. Krishan Kumar Parwal	Mr. Vimal Jugal Kishor Chandak	Mr. Ramesh Kumar Somani	Mr. Amit Sharda
Category / Designation	Non-Executive Director / CFO	Managing Director	Independent Director 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 62 years	5 th October, 1954 64 years	22 nd September, 1968 60 years	19 th May, 1953 65 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 Chandak 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 directorship 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:hrbflrtd@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:hrbflrtd@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:

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

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/-