

# H R B FLORICULTURE LIMITED

CIN: L01300RJ1995PLC009541

Registered Office: A-28, RAM NAGAR, SHASTRI NAGAR, JAIPUR-302016

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

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that **Extra-Ordinary General Meeting ("EGM")** of members of **H R B Floriculture Limited** will be held on **Saturday, March 09, 2024** at **02:00 P.M.** at its Registered Office at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016, Rajasthan to transact the following special business:

### **I. SPECIAL BUSINESS**

**(1) Approval for Voluntary Liquidation of the Company and appointment of Liquidator thereof:**

To consider and, if thought fit, to pass the following resolution as **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of section 59 and other applicable provisions of the Insolvency and Bankruptcy Code, 2016 (**"IBC 2016"**), read with the Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 (**"VLP Regulations"**), and the applicable provisions of Companies Act, 2013 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and subject to such other approvals and consents as may be required in this regards, the consent of the members of the Company be and is hereby accorded to liquidate the Company voluntarily with effect from Saturday, March 09, 2024.

**RESOLVED FURTHER THAT** pursuant to the provisions of section 59 of IBC 2016 read with VLP Regulations, **Mr. Satyendra Prasad Khorania**, who is registered as an Insolvency Professional (**"IP"**) with the Insolvency and Bankruptcy Board of India with IP Registration No. IBBI/IPA-002/IP-N00002/2016-2017/10002, be and is hereby appointed to act as Liquidator of the Company for the purpose of Voluntary Liquidation of the Company at a total remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus applicable taxes exclusive of any other liquidation expenses at actuals, reimbursement of actual and out of pocket expenses that may be incurred in the process of voluntary liquidation of the Company.

**RESOLVED FURTHER THAT** the Liquidator be and is hereby authorised to exercise all powers given to him under the IBC 2016 and the VLP Regulations, to effectively wind up the affairs of the Company, including, inter alia, the power to appoint or continue the services of consultants, accountants, other professionals and to remunerate them for the services provided.

**RESOLVED FURTHER THAT** notwithstanding the appointment of Liquidator, the Board of Directors of the Company be and are hereby authorized to exercise all powers in consideration with the liquidation of the Company like filing of statement of affairs with the liquidator, filing of return with Registrar of Companies, filling up vacancy in the office of Liquidator and do such other acts, deeds and things as may be considered necessary or expedient for voluntary liquidation of the Company.

Place: Jaipur

Date: 13-02-2024

By order of the Board of Directors

For H R B Floriculture Limited

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

Vinod Upadhyaya  
Director and Chief Financial Officer  
DIN: 07809571

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## NOTES:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 (the “Act”) read with the rules made thereunder, setting out all the material facts relating to the Special Business as set out in item no.1 of this Notice is annexed herewith.
2. **A member entitled to attend and vote at the EGM 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 Extra Ordinary General Meeting.**
3. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form for the meeting is enclosed to this report.**
4. Members / Proxies / Authorised Representatives attending the meeting are requested to bring their attendance slip duly filled and signed at the meeting place.
5. Corporate members/HUF/Trust, intending to send their authorized representative(s) to attend the EGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified true copy of the relevant Board Resolution/Authorisation letter together with the specimen signature(s) of the representative(s) authorised under the said Board resolution/Authorisation letter to attend and vote on their behalf at the Meeting.
6. 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.
7. 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'.
8. During the period beginning 24 hours before the time fixed for the commencement of the EGM and until the conclusion of the EGM, 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.
9. In view of directions issued by the Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 09/2023 dated September 25, 2023 and earlier circulars issued in this regard (these circulars collectively to be referred as “MCA Circulars”), and Securities and Exchange Board of India (“SEBI”) vide its circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and earlier circulars issued in this regard (these circulars collectively to be referred as “SEBI Circulars”) and all other relevant circulars issued from time to time, the Notice of EGM along with the Attendance Slip and Proxy Form is being sent by e-mail to all the members who have registered their e-mail addresses with the Registrar and Transfer Agent (“RTA”) of the Company or Depository/ Depository Participants.

In case you wish to get a physical copy of the Notice, you may send your request to busicomp@vsnl.com or hrbflrltd@yahoo.com mentioning your Folio No./ DP ID & Client ID. For members who

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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.

10. This Notice is also uploaded on the website of Company at [www.hrb.co.in](http://www.hrb.co.in) and may also be accessed by the members on the website of Stock Exchanges where the shares of the Company have been listed viz., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and The Calcutta Stock Exchange Limited at [www.cse-india.com](http://www.cse-india.com) and on the website of National Securities Depository Limited ("**NSDL**") (agency for providing the facility of Remote e-voting) at [www.nsdl.co.in](http://www.nsdl.co.in).
11. 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 EGM.
12. Members who would like to express their views/have any queries in relation to agenda of the meeting, may please write to the Company at [hrbflrtd@yahoo.com](mailto:hrbflrtd@yahoo.com) mentioning their name, Demat account number/Folio no. and mobile number at least 7 (Seven) days before the date of meeting to enable us to respond to the queries suitably.
13. 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.
14. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form.
15. Members are requested to address all correspondence to M/s. Purva Shareregistry (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 ("RTA of the Company"). Further, kindly quote your folio number and our company's name in all your future correspondences.
16. We request members who have not registered their email address with the Company to update and register their e-mail addresses with their M/s Purva Shareregistry (India) Pvt. Ltd at [busicomp@vsnl.com](mailto: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 addresses with their respective Depository Participants (DPs) to enable the Company to send communications electronically.
17. 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 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 EGM ('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

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by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

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

- a) CS Manoj Maheshwari, Practicing Company Secretary (Membership No.: FCS3355) has been appointed as the scrutinizer and failing him CS Priyanka Agarwal, Practicing Company Secretary (Membership No.: FCS11138) has been appointed as the alternate scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the EGM in a fair and transparent manner.
- b) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on **Saturday, March 02, 2024 (Cut off date)**. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

The remote e-voting period **starts** on **Tuesday, March 05, 2024 at 09.00 A.M.** and **ends** on **Friday, March 08, 2024 at 05.00 P.M.** The remote e-voting module will be disabled by NSDL for voting thereafter.

- c) The Company has also arranged for physical voting through ballot or polling paper at the EGM 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 EGM but shall not be entitled to cast their vote again.
- d) The Scrutinizer shall submit a consolidated Scrutinizers' Report (votes casted during the EGM and vote casted through remote e-voting) of the total votes cast in favour or against, if any, within 2 (two) working days from the conclusion of the EGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting. The result declared along with the consolidated Scrutinizer's Report shall be simultaneously placed on the Company's website www.hrb.co.in and on the website of NSDL and communicated to the stock exchange(s) where the shares of the Company are listed.

## (II) The Instructions For Members for Remote E-Voting are as under:

The remote e-voting period begins on Tuesday, March 05, 2024 at 09:00 A.M. and ends on Friday, March 08, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Saturday, March 02, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Saturday, March 02, 2024.

### How do I vote electronically using NSDL e-Voting system?

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

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## Step 1: Access to NSDL e-Voting system

### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li></ol>

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	<p>3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div></div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>

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Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

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4. Your User ID details are given below :

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

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.



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7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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

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## General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Pallavi Mhatre at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

## **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [hrbflrtd@yahoo.com](mailto:hrbflrtd@yahoo.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [hrbflrtd@yahoo.com](mailto:hrbflrtd@yahoo.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Route Map showing directions to reach to the venue of the EGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on 'General Meeting' (SS-2) issued by the Institute of

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Company Secretaries of India (ICSI).

**Place: Jaipur**

**Date: 13-02-2024**

**By order of the Board of Directors**

**For H R B Floriculture Limited**

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

**Vinod Upadhyaya  
Director and Chief Financial Officer  
DIN: 07809571**

# H R B FLORICULTURE LIMITED

CIN: L01300RJ1995PLC009541

Registered Office: A-28, RAM NAGAR, SHASTRI NAGAR, JAIPUR-302016

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

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### Item No. 1

There have been no significant business operations in the company for last few years. The trading in the shares of the company is also suspended at BSE and The Calcutta Stock Exchange Limited. As no revival plan could be worked out for the company, the Board of Directors at their meeting held on February 13, 2024 approved the proposal to wind up the affairs of H R B FLORICULTURE LIMITED ('the Company') by way of voluntary liquidation in accordance with the provisions of section 59 of the Insolvency and Bankruptcy Code, 2016 ("**IBC, 2016**") read with Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017 ("**VLP Regulations**") and the provisions of the Companies Act 2013, as may be applicable in this regard.

The Board of Directors having made full enquiry into the affairs of the Company have formed an opinion that the Company will be able to pay-off its debts in full during the voluntary liquidation. In this regard, the Directors have made a Declaration of Solvency duly verified by an affidavit.

Copy of declaration of solvency approved by the Board at its meeting held on Tuesday, February 13, 2024 is available for inspection by the members during the office hours on all working days (i.e. except Saturdays, Sundays and Public holidays) at the registered office of the Company till the date of ensuing Extraordinary General Meeting.

Further, as per the recommendation made by the Board, Mr. Satyendra Prasad Khorania, Insolvency Professional holding Registration No. IBBI/IPA-002/IP-N00002/2016-2017/10002, is proposed to be appointed as a Liquidator for the voluntary liquidation of the Company. The liquidator is entrusted with the powers and duties as per applicable provisions of the IBC, 2016, VLP Regulations and other applicable provisions for beneficial Liquidation of the Company.

None of the directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the proposed special resolution, except to the extent of their shareholding in the Company.

The Board of Directors recommends the passing of resolution as set out above as a Special Resolution.

Place: Jaipur

Date: 13-02-2024

By order of the Board of Directors  
For H R B Floriculture Limited

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Shastri Nagar, Jaipur – 302016  
Rajasthan

Vinod Upadhyaya  
Director and Chief Financial Officer  
DIN: 07809571

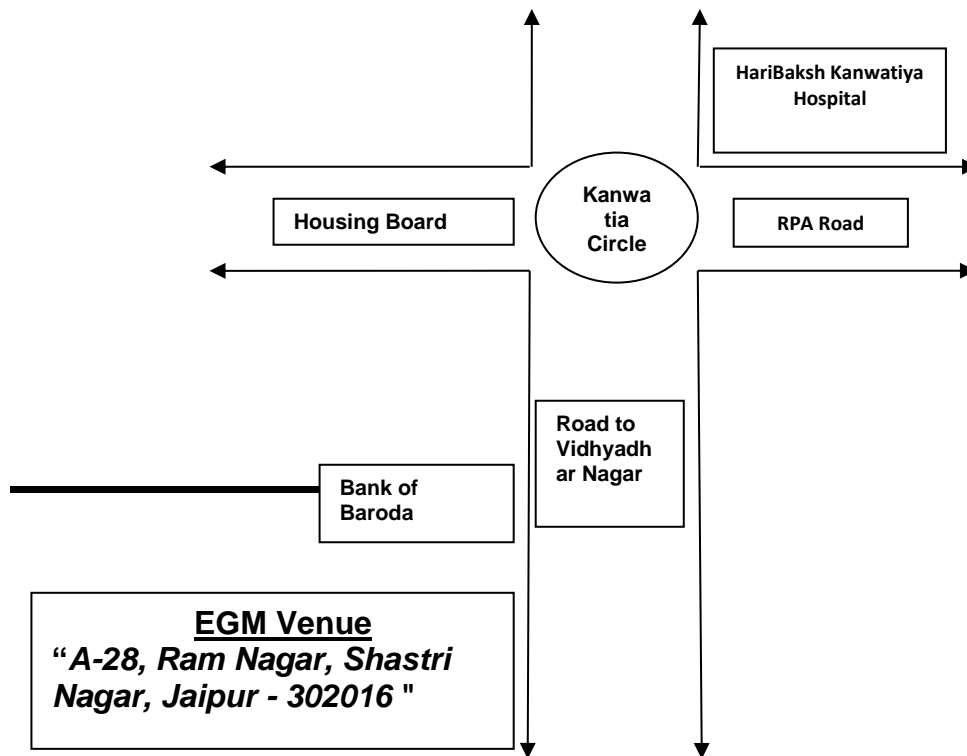
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## Route map to the venue of the EGM



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## ATTENDANCE SLIP

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

DP ID*	Master Folio No.: .....
Client ID*	

**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 **Extra Ordinary General Meeting** of the Company being held on **Saturday**, the **9<sup>th</sup>** Day of **March, 2024** at **02:00 P.M.** at the registered office of the Company at A-28, Ram Nagar, Shastri Nagar, Jaipur, Rajasthan.

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Signature of the Shareholder or Proxy

\* Applicable for investors holding shares in electronic form.

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

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FORM NO. MGT-11

## PROXY FORM

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

CIN: L01300RJ1995PLC009541

Name of the Company: HRB Floriculture Limited

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

Name of the Member(s): \_\_\_\_\_  
Registered address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Folio No: \_\_\_\_\_  
DP ID & Client 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 **Extra Ordinary General Meeting** of the Company, to be held on **Saturday**, the **9<sup>th</sup>** Day of **March, 2024** at **02:00 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
<b>Special Business:</b>			
1.	Approval for Voluntary Liquidation of the Company and appointment of Liquidator thereof:		

Signed this .....Day of ....., 2024.

Signature of Shareholder:.....

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

Affix a

Revenue

### NOTE:

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