

HRB FLORICULTURE LIMITED

CIN: L01300RJ1995PLC009541

Registered Office: A-28, Ram Nagar, Shastri Nagar, Jaipur-302016
Ph. +91-141-2303098, 2303097(Telefax), E-mail:hrbflr ltd@yahoo.com, Website: www.hrb.co.in

NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the **22nd** (Twenty Second) Annual General Meeting ("**AGM**") of the members of **H R B FLORICULTURE LIMITED** will be held on **Tuesday**, the **26th** day of **September, 2017** at **02.00 P.M.** at its Registered Office situated at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 (Rajasthan) to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Sunita Parwal, (DIN: 00228289) who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint new statutory auditor for the term of 5 years and to fix their remuneration.

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

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) there-to or re-enactment(s) thereof for the time being in force), M/s Gupta Rajiv & Associates, Chartered Accountants, Jaipur, (Firm Registration No. 004915C) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 27th Annual General Meeting of the Company to be held in year 2022 (subject to ratification of their appointment by members of the Company at every AGM held after this AGM) and that the Board of Directors be and are hereby authorised to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to sign and submit necessary forms to the Registrar of Companies, Rajasthan and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution."

SPECIAL BUSINESS:

4. To Appoint Mr. Vinod Upadhyaya (DIN: 07809571) as Director.

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 149,152 and other applicable provisions (if any), of the Companies Act, 2013 (“Act”) read with The Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force), Mr. Vinod Upadhyaya (DIN: 07809571) who was appointed as an Additional Director of the Company by the Board of Directors at its meeting held on 22nd May, 2017 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and whose term of office expires at this Annual General Meeting (“AGM”) and in respect of whom the Company has received a notice in writing alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as a Non-executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, things and as may be necessary, expedient and desirable in this regard."

Place: Jaipur
Date: 22.05.2017

By order of the Board
For **HRB Floriculture Limited**

Sd/-
Karan Singh Chouhan
Company Secretary & Compliance Officer

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

Item No. 4

Mr. Vinod Upadhyaya (DIN: 07809571) was appointed as an Additional Director of the Company with effect from 22nd May, 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. Vinod Upadhyaya holds office upto the date of this Annual General Meeting. The Company has received a Notice from him in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr. Vinod Upadhyaya holds degrees in Bachelor of Science and Master of Science and having vide experience in Marketing.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 4 of the Notice for the appointment of Mr. Vinod Upadhyaya as a Director, liable to retire by rotation.

A statement containing his profile is given as per Annexure 'A'.

Except Mr. Vinod Upadhyaya, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Place: Jaipur
Date: 22.05.2017

By order of the Board
For HRB Floriculture Limited

Sd/-
Karan Singh Chouhan
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.**

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.

- 2) Members and Proxies attending the meeting are requested to bring their attendance slip, duly filled, along with their copy of Annual Report at the Annual General Meeting.
- 3) 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 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.

The instructions and other information relating to e-voting are detailed in this Notice under Note No. 23.

- 4) 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.
- 5) In terms of Section 102 (1) and (2) of the Companies Act, 2013, a statement setting out the material facts concerning Special Business i.e., at Item No. 4 to be transacted at the Meeting is annexed hereto.
- 6) In terms of Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mrs. Sunita Parwal (DIN: 00228289), Director of the company, retires by rotation at the ensuing Meeting and being eligible, offers herself for re-appointment and Mr. Vinod Upadhyaya (DIN: 07809571), appointed as additional Director at meeting of Board of Directors held on 22nd May, 2017, offers himself for appointment. The Board of Directors of the Company and nomination & remuneration committee recommends this re-appointment and appointment. The profile of Mrs. Sunita Parwal who is seeking re-appointment and profile of Mr. Vinod Upadhyaya who is seeking appointment, as required in terms of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.
- 7) Corporate members intending to send their authorized representatives to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send a certified copy of the Board Resolution or Power of Authority to the Company, authorizing their representative to attend and vote on their behalf at the AGM.

- 8) In case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
- 9) 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 during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 10) The Register of Contracts maintained under Section 189 and Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- 11) Members may also note that the Notice of this Annual General Meeting and the Annual Report for the financial year 2016-17 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 which may be accessed by the members. All the documents referred to in the accompanying Notice and Explanatory Statement are available for inspection at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public holidays) during business hours up to the date of Annual General Meeting.
- 12) 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.
- 13) The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 20th September, 2017** to **Tuesday, 26th September, 2017** (both days inclusive) for the purpose of AGM.
- 14) Members are requested to address all correspondence to 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, 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.
- 15) 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'.
- 16) 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.
- 17) 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.
- 18) Members holding shares in electronic form are requested to intimate immediately any change in their address/bank mandates (if any), to their Depository Participants 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 quoting reference of the registered folio number.

- 19) 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 to their Depository Participant(s) with whom they are maintaining their demat accounts and members holding shares in physical form to the Company/RTA.
- 20) 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.
- 21) Go Green Initiative: SEBI & the Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment. Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company are requested to register their e-mail ID's with M/s. Purva Sharegistry (India) Pvt. Ltd at busicomp@vsnl.com, the Registrars & Share Transfer Agents of the Company and members holding shares in de-mat 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.
- 22) 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.
- 23) **(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 19th day of September, 2017** (Cut off date).
 - iii. The remote e-voting period starts at 09.00 A.M. on **Friday, the 22nd day of September, 2017** and ends at 05.00 P.M. on **Monday, the 25th day of September, 2017**. 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.
 - iv. 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.

- v. 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 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 19th day of September, 2017**, 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).

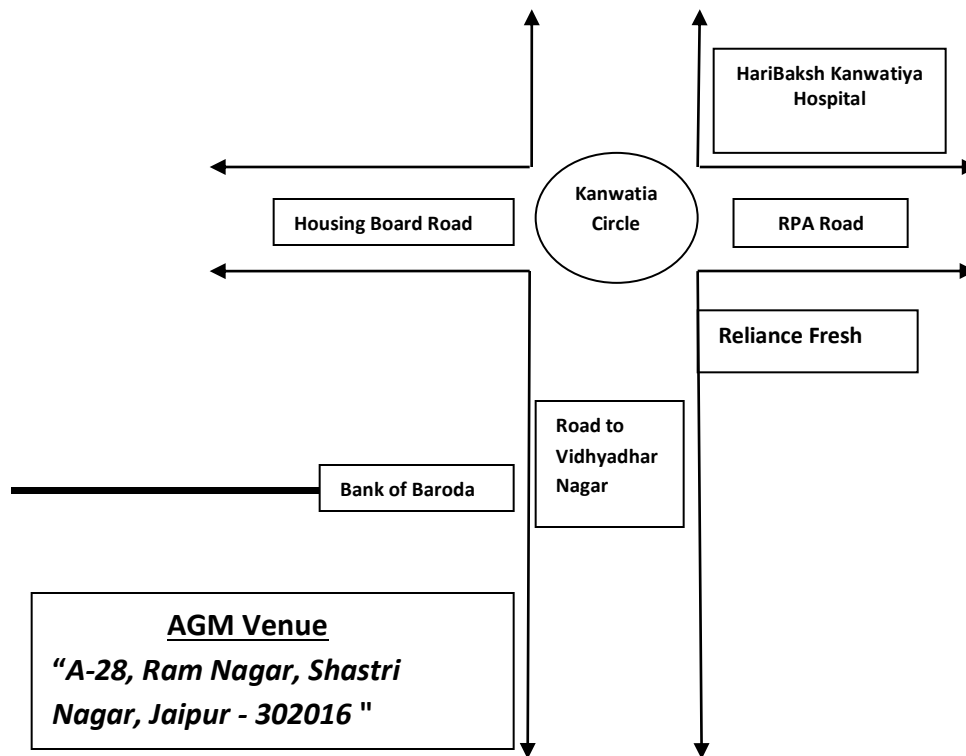
Route Map showing directions to reach to the venue of the 22nd AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting".

Place: Jaipur
Date: 22.05.2017

By order of the Board
For HRB Floriculture Limited

Sd/-
Karan Singh Chouhan
Company Secretary & Compliance Officer

Route map to the venue of the 22nd AGM



Annexure 'A' to Item No. 2 and 4 of the Notice of the 22nd AGM

Details of Directors seeking re-appointment and appointment at the forthcoming Annual General Meeting

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

Name of the Director	Re-Appointment	Appointment
	Mrs. Sunita Parwal	Mr. Vinod Upadhyaya
Category	Non-Executive Director	Additional Director
Director Identification Number (DIN)	00228289	07809571
Date of Birth and Age	12 th October, 1959 57 years	15 th March, 1956 61 years
Nationality	Indian	Indian
Date of Appointment on the Board	20/02/1995	22/05/2017
Qualifications	Degree in Bachelor of Arts	Degree in Bachelor of Science and Master of Science
Expertise in specific functional area	Management/Marketing	Finance
Brief Resume and Experience	Mrs. Sunita Parwal is a Non-Executive Director of the Company and she has more than 22 years of experience as Director and Key Advisor on marketing matters to the Company's Management.	Mr. Vinod Upadhyaya associated with Company from 22.05.2017 as Additional Director & Chief Financial Officer and Serves as a Key Advisor on financial matters to the Company's Management.
Terms & Conditions of Appointment/re-appointment	Appointment as a Non-Executive Director subject to retirement by rotation.	Appointment as a Non-Executive Director subject to retirement by rotation.
Last drawn Remuneration Details along with remuneration sought to be paid	No Remuneration has been paid or to be paid in the capacity of Non-Executive Director.	No Remuneration has been paid or to be paid in the capacity of Non-Executive Director.
Number of shares held in the Company	80100	NIL

No. of Board meetings attended out of 4 Meetings held during the year	All 4	NA
List of the directorships held in other companies*	i. HRB Constructions Pvt. Ltd. ii. Sufal Granites Pvt. Ltd.	NIL
Chairman/Member in the Committees of the Boards of companies in which she/he is Director	NIL	NIL
Relationships between Directors/Managers/KMP	Relative** of Mr. Krishan Kumar Parwal (Managing Director)	NIL

**Includes the private companies*

***Relative viz., Wife*

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ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
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 instead of the member.)

I/we hereby record my/our presence at the **22nd Annual General Meeting** of the Company held on **Tuesday**, the **26th** Day of **September, 2017** at **02:00 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
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PROXY FORM

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

Name of the Member(s): _____ Registered address: _____ E-mail Id: _____ Folio No/ Client Id*: _____ DP ID*: _____
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I/We, being the member(s) of _____ equity shares of HRB Floriculture Ltd., 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:.....,or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on **Tuesday**, the **26th** Day of **September, 2017** 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
Ordinary Business:			
1.	To consider and adopt the Audited Financial Statements of the Company for the Financial year ended March 31st, 2017 together with reports of the Board of Directors and Auditors thereon.		
2.	To Re-appointment of Mrs. Sunita Parwal, Director, retiring by rotation.		
3.	To appoint new statutory auditor for the term of 5 years and to fix their remuneration.		
Special Business:			
4.	To regularize the appointment of Mr. Vinod Upadhyaya as Director.		

Signed thisDay of, 2017.

Signature of Shareholder.....

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

NOTES:

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.

- For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting
- The Proxy need not be a member of the Company.
- Members holding shares under more than one folio may use photocopy of this Proxy Form for other folios. The Company shall provide additional form on request.
- Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

* Applicable for investors holding shares in electronic form.

Affix a
Revenue
Stamp of
Rs. 1/-