

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

Date: 25.09.2018

To,

The Manager,
The Department of Corporate Services,
BSE Limited, 25th Floor,
P. J. Towers, Dalal Street,
Mumbai, 400 001.

Ref.: HRB Floriculture Limited, Scrip Code: 531724, Security ID: HRBFLO

Sub: Proceedings of the 23rd Annual General Meeting ("AGM") of the Members of HRB Floriculture Limited held on Tuesday, 25th September, 2018 at 02.30 p.m. at the registered office of the Company situated at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 (Rajasthan).

Dear Sir/Ma'am,

In pursuance of Regulation 30 read with Para A of Part A of schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are hereby submitting the proceedings of 23rd Annual General Meeting of the Company held on Tuesday, September 25th, 2018 at 02.30 P.M. at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 (Rajasthan) and concluded at 04.00 P.M.

The Scrutinizer's Report together with results in respect of e-voting and physical poll (ballot voting) shall be submitted to the Exchange immediately on receipt of the same, within the prescribed time period.

You are requested to take the same on record and inform all those concerned.

Thanking you,

Yours faithfully,

For **HRB FLORICULTURE LIMITED**

Neha Dusad
Neha Dusad
Company Secretary &
Compliance Officer



Encl.: a/a

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PROCEEDINGS OF THE 23rd ANNUAL GENERAL MEETING OF THE MEMBERS OF HRB FLORICULTURE LIMITED HELD ON TUESDAY, 25th SEPTEMBER, 2018 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A-28, RAM NAGAR, SHASTRI NAGAR, JAIPUR-302016 (RAJASTHAN) WHICH COMMENCED AT 02.30 P.M. AND CONCLUDED AT 04.00 P.M.

- ❖ The 23rd Annual General Meeting ("AGM") of the members of the Company was held on Tuesday, 25th September, 2018 which commenced at 02.30 P.M. and concluded at 04.00 P.M. at the registered office of the Company situated at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 (Rajasthan).
- ❖ All the Directors, Key Managerial Personnel and Chairman of all the Committees were present at the meeting. The representative of Statutory Auditors, Secretarial Auditors and the Scrutinizer were also present in the Annual General Meeting.
- ❖ Total 8 members were present in person as per the record of attendance. There were no proxies present at the meeting.
- ❖ Mr. Krishan Kumar Parwal, Managing Director of the Company was elected as Chairman of the meeting.
- ❖ The Chairman extended a warm welcome to the members, Directors, Statutory Auditors, Secretarial Auditors and Scrutinizer and others present at the meeting.
- ❖ After ascertaining that the requisite quorum was present, he called the meeting to order. He gave the welcome speech along with the brief introduction about working of the Company, details of performance, achievements and future plans of the Company and thanked for the faith and confidence reposed by them in the Company, its business and management. He further informed that all the Statutory Registers were open for inspection.
- ❖ He further informed the members that, in compliance with 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the remote E-Voting facility to all the members entitled to cast their vote on all the resolutions as set out in the Notice of AGM. The remote e-voting period commenced on 9:00 A.M. on Friday, 21st September, 2018 and ended on 5:00 P.M. on Monday, 24th September, 2018. The Company has engaged the services of NSDL (National Securities Depository Limited) for this purpose.
- ❖ CS Manoj Maheshwari, Practicing Company Secretary, Jaipur (FCS: 3355) was appointed as scrutinizer for conducting remote e-voting and physical poll process in a fair and transparent manner.
- ❖ The Chairman announced that scrutinizer shall submit its consolidated scrutinizer's report on remote e-voting and polling at the AGM within 48 hours from the conclusion of the meeting which shall also be placed on the website of the Company www.hrb.co.in and the website of NSDL, e-voting Agency www.evoting.nsdl.com
- ❖ With the consent of the Members, the notice of the 23rd AGM which was already circulated was taken as read and the Chairman then explained the objective and implications of the Resolutions before putting them to vote at the Meeting.
- ❖ The Chairman informed the members that the Company had arranged for a poll on all the business to be transacted at the Meeting. The facility for voting through ballot paper was



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made available at the meeting for the members who have not casted their votes by remote e-voting. On the invitation of the Chairman, several Members addressed the Meeting, gave their suggestions and raised queries on the Company's accounts and businesses, which were replied by the Chairman and Statutory Auditor satisfactorily. Thereafter, the Chairman ordered for a poll to be taken at the meeting.

❖ The resolutions to be passed by the Members, briefly, relate to:

ORDINARY BUSINESS:

1. **Ordinary Resolution:** 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. **Ordinary Resolution:** 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. **Special Resolution:** To re-appoint Mr. Krishan Kumar Parwal (DIN 00228200) as Managing Director.
4. **Special Resolution:** To re-appoint Mr. Vimal Jugal Kishor Chandak (DIN: 02550154) as an Independent Director.
5. **Special Resolution:** To re-appoint Mr. Ramesh Kumar Somani (DIN: 05297951) as an Independent Director.
6. **Special Resolution:** To re-appoint Mr. Amit Sharda (DIN: 05297954) as an Independent Director.

Thanking the members for their continuous support, cooperation and confidence towards the Company and participation at AGM, the Chairman announced formal closure of the 23rd Annual General Meeting of the Company.

Therefore, vote of thanks was given to the Chair.

You are requested to take the above on record.

Thanking you,

Yours faithfully,

For **HRB FLORICULTURE LIMITED**

Neha Dusad
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Company Secretary &
Compliance Officer

