

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

Date: 28.04.2018

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

Sub: Submission of Postal Ballot and e-Voting Results pursuant to regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report on Postal Ballot.

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

Dear Sir/Madam,

In pursuance of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014, we hereby enclose the voting results of Postal Ballot/e-voting concluded on Thursday, 26th April, 2018 along with Scrutinizer's Report dated 27th April, 2018.

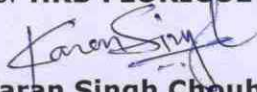
Further note that the resolutions in the postal ballot notice have been deemed to be approved and passed on 26.04.2018 which is the last date of receipt of postal ballot forms and remote e-voting.

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

Thanking you,

Yours faithfully,

For **HRB FLORICULTURE LIMITED**


Karan Singh Chouhan
Company Secretary &
Compliance Officer



Encl: a/a

CC:

- | | |
|--|---|
| 1. Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata, West Bengal-700001 | 2. Central Depository Services (India) Ltd.
17 th Floor, P. J. Towers,
Dalal Street, Mumbai - 400 001 |
| 3. National Securities Depository Ltd.
Trade World, 'A' wing, 4 th & 5 th Floors,
Kamala Mills Compound,
Lower Parel, Mumbai - 400 013 | 4. Purva Shareregistry (India) Pvt. Ltd.
No.9, Shiv Shakti Ind. Estt.,
J.R. Boricha Marg,
Lower Parel (East), |

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Voting Results of Postal Ballot/E-voting pursuant to regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Postal Ballot Notice	22 nd March, 2018
Total number of shareholders on record date	141
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A. N.A.
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	N.A. N.A.

Agenda- wise disclosure

ITEM NO. 1: Approval to sale, lease or otherwise dispose of whole or substantially the whole of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 upto an amount of Rs. 2.00 Crores;

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	944500	944500	100	944500	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	944500	944500	100	944500	-	100	-
Public-Institutions	E-Voting	NIL	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	NIL	-	-	-	-	-	-
Public-Non Institutions	E-Voting	1331800	372400	27.96	372400	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	1331800	372400	27.96	372400	-	100	-
Total		2276300	1316900	57.85	1316900	-	100	-

Result: Resolution passed with requisite majority.



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ITEM NO. 2: Related Party Transaction under Section 188(1)(b) of the Companies Act, 2013;

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	944500	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	944500	-	-	-	-	-	-
Public-Institutions	E-Voting	NIL	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	NIL	-	-	-	-	-	-
Public-Non Institutions	E-Voting	1331800	372400	27.96	372400	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	1331800	372400	27.96	372400	-	100	-
Total		2276300	372400	16.36	372400	-	100	-

Result: Resolution passed with requisite majority.



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ITEM NO. 3: Approval to borrow money under Section 180(1)(c) of the Companies Act, 2013 upto an amount of Rs. 2.00 Crores.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	944500	944500	100	944500	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	944500	944500	100	944500	-	100	-
Public-Institutions	E-Voting	NIL	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	NIL	-	-	-	-	-	-
Public-Non Institutions	E-Voting	1331800	372400	27.96	372400	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot		-	-	-	-	-	-
	Total	1331800	372400	27.96	372400	-	100	-
Total		2276300	1316900	57.85	1316900	-	100	-

Result: Resolution passed with requisite majority.



MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821(M)E-mail: cs.vmanda@gmail.com

403, "ROYAL WORLD" S.C ROAD, JAIPUR - 302001.

"USHA - KIRAN", 11, GEEJ GARH VIHAR, HAWA SARAK, JAIPUR - 302019.

Scrutinizer's Report

To,
Chairman
HRB Floriculture Limited
A-28, Ram Nagar Shastri Nagar
Jaipur-302016 (Rajasthan)

Dear Sir,

Sub: Scrutinizer's Report on Passing of Resolution through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of **HRB FLORICULTURE LIMITED** (hereinafter referred to as "Company") on Thursday, March 22, 2018, I had been appointed as the scrutinizer to receive, process and scrutinize the postal ballot papers along with e-votes in respect of the Resolutions as circulated in the Postal Ballot Notice dated March 22, 2018 in fair and transparent manner and ascertaining the requisite majority in respect of the Resolutions contained in the Postal Ballot Notice.

To enable wider participation of equity shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the rules framed thereunder vide 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 (hereinafter referred to as "Regulations"), every company having its equity shares listed on Recognized Stock Exchange(s), is required to provide e-voting facility to their shareholders on all shareholders' resolutions to be passed at general meetings or through postal ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Regulations, e-voting which has been made applicable, the company provided for the same.

The Company accordingly made arrangements with the system provider National Securities Depository Limited (herein after referred to as "NSDL"), Depository for providing a system of recording votes of the shareholders electronically through remote e-voting. The company has also accordingly made arrangements through its Registrar and Transfer Agent, **Purva Sharegistry (India) Pvt. Ltd.** (herein after referred to as "RTA") to set up the e-voting facility on the NSDL e-voting Website <https://www.evoting.nsdl.com>

The Company through RTA has also uploaded the resolutions in which e-voting is required and for generating Electronic Voting Event Number (EVEN) by the system provider. All necessary formalities in compliance with the requirements specified by NSDL, the system provider has been done by the company through its RTA. Necessary instructions in this regard to be followed by the shareholders had also been duly mentioned in the Notice of Postal Ballot and E-voting dated March 22, 2018 sent to all the shareholders by electronic means via e-mail and by courier on or before March 27, 2018. The shareholders of the Company as on the cut-off date i.e. Friday, March 23, 2018 were entitled to vote on the resolutions contained in the Postal Ballot Notice. As stated in the Postal Ballot Notice, the Company fixed 5:00 p.m. on Thursday, April 26, 2018 as the last date for receipt of Postal Ballot Forms and remote e-voting.



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The approved notice of Postal Ballot and E-voting contains the following resolutions:

AGENDA	TYPE AND DESCRIPTION OF RESOLUTION
1) Approval to sale, lease or otherwise dispose of whole or substantially whole of the undertaking of the company	Special Resolution under section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to sale, lease or otherwise dispose of whole or substantially whole of the undertaking of the company amounting of Rs. 2.00 Crores.
2) Related Party Transaction under Section 188(1)(b) of The Companies Act, 2013	Ordinary Resolution Under Section 188(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 for entering into Related Party Transaction with Sufal Granites Private Limited.
3) Approval to borrow money under Section 180(1)(c) of The Companies Act, 2013	Special Resolution Under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 to Borrow Money upto an amount of Rs. 2.00 Crores.

Further to the above, I submit my report as under:-

- 1) That the Postal Ballot Notice dated March 22, 2018, under section 101 of the Companies Act, 2013 was dispatched to all shareholders as on the cut-off date i.e. to 141 (One Hundred and Forty One) shareholders by means of Courier and 6 (Six) shareholders by means of E-mail on or before March 27, 2018. As confirmed by management, there were no envelopes containing Postal Ballot Notice which were returned undelivered and there was 1 (One) e-mail which was bounced back and notice was delivered to such shareholder physically.
- 2) As stated in Rule 22 of The Companies (Management and Administration) Rules, 2014 (as amended), an advertisement was published by the company on March 28, 2018, in "The Financial Express", English newspaper in English language and in "Nafa Nuksaan" Vernacular language newspaper in vernacular language, informing about the completion of the dispatch of the Postal Ballot and e-voting Notice, by means of Courier and E-mail to the shareholders along with other related matters mentioned therein.
- 3) The remote e-voting period commenced from Wednesday, March 28, 2018 at 9:00 a.m. and concluded on Thursday, April 26, 2018 at 5.00 p.m. The data was scrutinized by me for verification of votes cast in favour and against the resolution. I have downloaded the data of remote E-voting after the E-voting module was disabled by NSDL e-voting platform on April 26, 2018 at 5.00 p.m.



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- 4) I have received **Nil** Postal Ballot Forms from the shareholders during the period starting from Wednesday, March 28, 2018 at 9:00 a.m. and ended on Thursday, April 26, 2018 at 5.00 p.m.
- 5) The total number of fully paid up shares of the company outstanding as on Friday, March 23, 2018 were 22,76,300. As on cut-off date, out of 141 (One Hundred And Forty One) shareholders, 12 (Twelve) shareholders have exercised their votes through remote e-voting and nil shareholder has exercised his/her vote through Postal Ballot.

The details of results for the items placed for consideration by the members are given below:



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Item No 1: Special Resolution for Approval to sale, lease or otherwise dispose of whole or substantially whole of the Undertaking of The Company under section 180(1)(a) of the Companies Act, 2013 upto an amount of Rs. 2.00 Crores

Total No. of Shareholders/folios	141		
Total No. of Shares	22,76,300		
Receipt of postal Ballot Forms/e-voting	From March 28, 2018 to April 26, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	12	13,16,900
Total Votes cast through Postal Ballot forms received	B	0	0
Grand Total of remote e-voting/Postal Ballot Form (A+B)	C	12	13,16,900
Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated)	D	0	0
Net remote e-voting/Postal Ballot Forms (C-D)	E	12	13,16,900

NOTES:

- (i) There is no case where the shareholder has voted both through Postal Ballot and through remote e-voting.
(ii) Invalid voting was not taken into account for counting of votes.

SUMMARY OF POSTAL BALLOT

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	9,44,500	9,44,500	100	9,44,500	0	100	0
Public institution al holders	0	0	0	0	0	0	0
Public-others	13,31,800	3,72,400	27.96	3,72,400	0	100	0
Total	22,76,300	13,16,900	57.85	13,16,900	0	100	0

Percentage of Votes cast in favour:100| Percentage of votes cast against:0

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%; I report that the Special Resolution set out at item no. 1 in the notice of postal ballot dated March 22, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date of receipt of postal ballot form and remote e-voting i.e. April 26, 2018.



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Item No 2: Ordinary Resolution for Related Party Transaction Under Section 188(1)(b) of The Companies Act, 2013

Total No. of Shareholders/folios	141		
Total No. of Shares	22,76,300		
Receipt of postal Ballot Forms/e-voting	From March 28, 2018 to April 26, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	10	3,72,400
Total Votes cast through Postal Ballot forms received	B	0	0
Grand Total of remote e-voting/Postal Ballot Form (A+B)	C	10	3,72,400
Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated)	D	0	0
Net remote e-voting/Postal Ballot Forms (C-D)	E	10	3,72,400

NOTES:

- (iii) There is no case where the shareholder has voted both through Postal Ballot and through remote e-voting.
(iv) Invalid voting was not taken into account for counting of votes.

SUMMARY OF POSTAL BALLOT

Promoter /Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter group	9,44,500	0	0	0	0	0	0
Public institution al holders	0	0	0	0	0	0	0
Public-others	13,31,800	3,72,400	27.96	3,72,400	0	100	0
Total	22,76,300	3,72,400	16.36	3,72,400	0	100	0

Percentage of Votes cast in favour:100| Percentage of votes cast against:0

RESULT:-

Since, the number of votes cast in favour of the resolution is 100%; I report that the Ordinary Resolution set out at item no. 2 in the notice of postal ballot dated March 22, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date of receipt of postal ballot form and remote e-voting i.e. April 26, 2018.



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Item No 3: Special Resolution for Approval To Borrow Money Under Section 180(1)(c) Of The Companies Act, 2013 upto an amount of Rs. 2.00 Crores

Total No. of Shareholders/folios	141		
Total No. of Shares	22,76,300		
Receipt of postal Ballot Forms/e-voting	From March 28, 2018 to April 26, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	12	13,16,900
Total Votes cast through Postal Ballot forms received	B	0	0
Grand Total of remote e-voting/Postal Ballot Form (A+B)	C	12	13,16,900
Less: Invalid remote e-voting/ Postal Ballot Forms*(On account of signature mismatch, for/against option not indicated)	D	0	0
Net remote e-voting/Postal Ballot Forms (C-D)	E	12	13,16,900

NOTES:

(vi) Invalid voting was not taken into account for counting 5 out of 10 votes.

(vi) Invalid voting was not taken into account for counting of votes.

SUMMARY OF POSTAL BALLOT

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outsta nding shares (3)=[(2)/(1)]*100	No. of votes in Favour (4)	No. of Votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5) / (2)]*10 0
Promoter and Promoter group	9,44,500	9,44,500	100	9,44,500	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public- others	13,31,800	3,72,400	27.96	3,72,400	0	100	0
Total	22,76,300	13,16,900	57.85	13,16,900	0	100	0

Percentage of Votes cast in favour:	100	Percentage of votes cast against:	0
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RESULT:-

Since, the number of votes cast in favour of the resolution is 100%; I report that the Special Resolution set out at item no. 3 in the notice of postal ballot dated March 22, 2018 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the last date of receipt of postal ballot form and remote e-voting i.e. April 26, 2018.



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I further report that as per the Postal Ballot Notice dated March 22, 2018 and the Board Resolution dated March 22, 2018, the Chairman or any other authorized director of the company may declare and confirm the above results of voting by postal ballot in respect of the resolutions referred therein. The results of Postal Ballot together with the Scrutinizer's Report would be displayed on the Company's website www.hrb.co.in and on the website of NSDL within 2 days of passing of the resolution and shall also be communicated to the Stock Exchange(s).

The register of postal ballot received till the close of the working hours of the last date of receipt of ballots giving the serial no., ballot no., client id/folio no., name and address of the shareholders, total holding and the nominal value, votes cast for, votes cast against, invalid ballots, reasons for invalidation and mode of voting (postal ballot or e-voting both) and whether the shares have differential voting rights; in respect of the Resolutions has been maintained.

I further report that the Company has duly complied with Rule 22 of The Companies (Management and Administration) Rules, 2014 (as amended) regarding procedure to be followed for conducting business through postal ballot. I further report that as per the said rules, the records maintained by me including the data as obtained from NSDL, the system provider for the remote e-voting facility extended by them are in my safe custody which will be handed over to the Chairman or any other authorized director of the company after he approves and signs the minutes.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Yours Faithfully,



CS Manoj Maheshwari
Scrutinizer
FCS: 3355
C.P. No.: 1971



FOR HRB FLORICULTURE LIMITED



Krishan Kumar Parwal
Chairman
DIN: 00228200

Date: 27th April, 2018
Place: Jaipur