

**MANOJ MAHESHWARI**  
**COMPANY SECRETARY**

( 2370 954; 93145 04821 (M)

Email: cs.vmanda@gmail.com

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

**Scrutinizer's Report**

*[Pursuant to Section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]*

To,

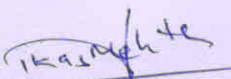
The Chairman of 19<sup>th</sup> Annual General Meeting of the members of **H R B Floriculture Limited** to be held on Wednesday, 24<sup>th</sup> September, 2014 at its registered office at A-28, Ram Nagar, Shastri Nagar, Jaipur - 302016 (Raj.)

Dear Sir,

1. I, Manoj Maheshwari, Company Secretary in practice, have been appointed by the Company, "**H R B Floriculture Limited**", as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 19<sup>th</sup> Annual General Meeting [AGM] of the members of the Company, to be held on Wednesday, 24<sup>th</sup> September, 2014 at its registered office at A-28, Ram Nagar, Shastri Nagar, Jaipur - 302016 (Raj.)
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules related to voting through electronic means on the resolutions contained in the Notice to the 19<sup>th</sup> Annual General Meeting [AGM] of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" or abstained from voting on the resolutions stated above, based on the reports generated from the e-voting system provided by NSDL.

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

- i. The e-voting period remained open from Monday, 15<sup>th</sup> September, 2014 at 9.30 a.m. and ended on Tuesday, 16<sup>th</sup> September, 2014 at 6.00 p.m.
- ii. The members of the Company as on the cut-off date i.e. Saturday, 9<sup>th</sup> August, 2014 were entitled to vote on the resolutions (Ordinary Business being item nos. 1-3 and Special Business being item nos. 4-6 as set out in the notice to the 19<sup>th</sup> AGM of the Company).
- iii. The votes cast were unblocked on Wednesday, 17<sup>th</sup> September, 2014 in presence of 2 witnesses, Mr. Vikas Mehta & Ms. Purvi Maheshwari, who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.

Signature:   
Name: Mr. Vikas Mehta

Signature:   
Name: Ms. Purvi Maheshwari



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- iv. The total number of equity shares outstanding as on 9<sup>th</sup> August, 2014 were 22,76,300. The details containing inter alia, total folios voted were 8, aggregating to 13,60,100 shares (59.75%) who voted "for", "against" or abstained from voting on each of the resolutions that were put to vote, were generated from the e-voting website of NSDL i.e. <https://www.evoting.nsdl.com> and based on such reports generated, the result of the e-voting is as under:

**ORDINARY BUSINESS**

**Item No. 1 :-**

**Ordinary Resolution** to receive, consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
13,60,100 (100.00%)	0 (0.00%)	--	13,60,100 (100.00%)

**Item No. 2 :-**

**Ordinary Resolution** to appoint a Director in place of Mr. Puneet Parwal (DIN 00228249), who retires by rotation and being eligible offers himself for re-appointment.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
13,60,100 (100.00%)	0 (0.00%)	--	13,60,100 (100.00%)

**Item No. 3 :-**

**Ordinary Resolution** to re-appoint M/s. B. Khosla & Company, Chartered Accountants (ICAI Registration No. 000205C) as statutory auditors of the Company.

Voted <b>in favour</b> of the resolution	Voted <b>against</b> the resolution	<b>Abstained/Invalid</b>	<b>Total</b>
13,60,100 (100.00%)	0 (0.00%)	--	13,60,100 (100.00%)



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**SPECIAL BUSINESS**

**Item No. 4:-**

**Ordinary Resolution** to appoint Mr. Vimal Jugal Kishore Chandak (DIN: 02550154) as an Independent Director of the Company.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
13,60,100 (100.00%)	0 (0.00%)	--	13,60,100 (100.00%)

**Item No. 5:-**

**Ordinary Resolution** to appoint Mr. Ramesh Kumar Somani (DIN: 05297951) as an Independent Director of the Company.

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
13,60,100 (100.00%)	0 (0.00%)	--	13,60,100 (100.00%)

**Item No. 6 :-**

**Ordinary Resolution** to appoint Mr. Amit Sharda (DIN: 05297954) as an Independent Director of the Company

Voted in favour of the resolution	Voted against the resolution	Abstained/Invalid	Total
13,60,100 (100.00%)	0 (0.00%)	--	13,60,100 (100.00%)

I am pleased to submit my report dated 17.09.2014 for your appropriate action and doing needful in the matter.

Thanking You,  
Yours faithfully



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



**Place: Jaipur**  
**Date: 17.09.2014**