



SCRUTINIZER'S REPORT

To,
The Chairman of
27th Annual General Meeting of the Shareholders H R B Floriculture Limited held on Thursday, 29th September, 2022 at 02:00 P.M. at the registered office of the Company at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 (Rajasthan) ("AGM").

Sub: Consolidated Scrutinizer's report on remote e-voting and voting conducted at the AGM.

The Board of Directors of H R B Floriculture Limited (hereinafter referred to as "Company") at its meeting held on Friday, 12th August, 2022, has appointed me as the scrutinizer for the remote e-voting process as well as to scrutinize the physical ballot forms to be received from the Shareholders at the venue of the AGM pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) (hereinafter referred to as "Rule 20") and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM. My responsibility as a Scrutinizer for the voting process is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolutions stated in the notice of the AGM, based on the physical ballots and report generated from the e-voting system provided by National Securities Depository Limited, the Agency engaged by the Company to provide remote e-voting facilities.

Report on Scrutiny:

- The Company had appointed National Securities Depository Limited (hereinafter referred to as "NSDL / Service Provider") as the Service Provider for the purpose of extending the facility of remote e-voting to the Shareholders of the Company. Purva Sharegistry (India) Private Limited is the Registrar and Share Transfer Agents (hereinafter referred to as "RTA") of the Company.
- The Service Provider had provided a system for recording the votes of the Shareholders electronically on all the items of the business sought to be transacted at the AGM of the Company.
- The Service Provider had set up electronic voting facility on their website <https://www.evoting.nsdl.com> The Company had uploaded all the items of the business to be transacted at the AGM on the website of the Company and also the Service Provider to facilitate their Shareholders to cast their vote through remote e-voting.





- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, 26th August, 2022 and as on that date, there were 141 shareholders of the Company. The Company had sent the Notices of the AGM along with Annual Report and E-Voting details by e-mail to 18 shareholders whose e-mail IDs were made available by the two Depositories and for those shareholders, holding shares in physical form, who had registered their email IDs with the RTA. In respect of 123 shareholders whose e-mail IDs were not available, notices were sent by courier. There were no cases where transmissions through email had failed.

Further, as confirmed by the management, there were no envelopes containing notice of AGM which were returned undelivered.

- The notices sent (both through e-mail and physical mode) contained the detailed procedure to be followed by the Shareholders who were desirous of casting their votes electronically as provided in Rule 20.
- The Company completed the dispatch of the notices to the Shareholders by Monday, 5th September, 2022.
- As prescribed in clause (v) of sub rule 4 of Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in "Financial Express" English newspaper in English language and in "Business Remedies" Vernacular newspaper in Vernacular language on Tuesday, 06th September, 2022. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v) (a) to (h) of the said Rule 20.
- The Cut-off date for the purpose of identifying Shareholders who will be entitled to vote on the resolutions placed for approval of the Shareholders was Thursday, 22nd September, 2022. The remote e-voting period remained open from Sunday, 25th September, 2022 at 09:00 A.M. and ended on Wednesday, 28th September, 2022 at 05:00 P.M.
- At the end of the voting period on Wednesday, 28th September, 2022 at 05:00 P.M., the voting portal of the Service Provider was blocked forthwith. The limited information for the shareholders who have cast their votes, such as name, folio number and number of shares held was obtained from the Service Provider.
- At the venue of the AGM of the Company, the facility to vote through ballot paper was provided to facilitate those Shareholders present in the meeting but could not participate in the Remote e-voting to record their votes.
- There were no votes cast at the venue of the AGM through ballot paper. The votes cast through remote e-voting were unblocked by me as a Scrutinizer in the presence of witnesses who are not in the employment of the Company as prescribed in Sub Rule 4(xii) of the said Rule 20.
- Thereafter, I as a scrutinizer duly compiled details of the remote e-voting carried out by the Shareholders and the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:





Item No. 1: Ordinary Resolution:

To adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2022, together with the Reports of the Board of Directors and the Auditors thereon.

Total No. of Shareholders/Folios	141		
Total No. of Shares	22,76,300		
Remote E-voting Period	From Sunday, 25 th September, 2022 at 09:00 A.M. to Wednesday, 28 th September, 2022 at 05:00 P.M		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	10	11,26,000
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	10	11,26,000
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	10	11,26,000

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

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	100.00%	9,44,500	0	100.00%	0.00%
Public Institutional holders	0	0	0.00%	0	0	0.00%	0.00%
Public-others	13,31,800	1,81,500	13.63%	1,81,500	0	100.00%	0.00%
Total	22,76,300	11,26,000	49.47%	11,26,000	0	100.00%	0.00%

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0.00%

RESULT:-

Since, the number of votes cast in favour of the resolution is 100.00%, Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 1 of the Notice of the AGM dated 12th August, 2022 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.





Item No. 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.

Total No. of Shareholders/Folios	141		
Total No. of Shares	22,76,300		
Remote E-voting Period	From Sunday, 25 th September, 2022 at 09:00 A.M. to Wednesday, 28 th September, 2022 at 05:00 P.M		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	10	11,26,000
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	10	11,26,000
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	10	11,26,000

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

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	100.00%	9,44,500	0	100.00%	0.00%
Public institutional holders	0	0	0.00%	0	0	0.00%	0.00%
Public-others	13,31,800	1,81,500	13.63%	1,81,500	0	100.00%	0.00%
Total	22,76,300	11,26,000	49.47%	11,26,000	0	100.00%	0.00%

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0.00%

RESULT:-

Since, the number of votes cast in favour of the resolution is 100.00%, Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in **Item No. 2** of the Notice of the AGM dated 12th August, 2022 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.



**Item No. 3: Ordinary Resolution:
To Re-appoint Statutory Auditors of the Company.**

Total No. of Shareholders/Folios	141		
Total No. of Shares	22,76,300		
Remote E-voting Period	From Sunday, 25 th September, 2022 at 09:00 A.M. to Wednesday, 28 th September, 2022 at 05:00 P.M		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	10	11,26,000
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	10	11,26,000
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at AGM(C-D)	E	10	11,26,000

NOTES:

- Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- Votes cast in favour or against has been considered on the basis of the number of shares held as on the date reckoned for the purpose of the Polling or the number of shares mentioned in the polling whichever is less.
- There is no case where the shareholder has voted both through remote e-voting and polling at AGM.

SUMMARY OF VOTING

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	100.00%	9,44,500	0	100.00%	0.00%
Public institutional holders	0	0	0.00%	0	0	0.00%	0.00%
Public-others	13,31,800	1,81,500	13.63%	1,81,500	0	100.00%	0.00%
Total	22,76,300	11,26,000	49.47%	11,26,000	0	100.00%	0.00%

Percentage of Votes cast in favour: 100% | Percentage of votes cast against: 0.00%

RESULT:-

Since, the number of votes cast in favour of the resolution is 100.00%, Based on the aforesaid result, I report that the **Ordinary Resolution** as set out in Item No. 3 of the Notice of the AGM dated 12th August, 2022 has been passed with requisite majority. The resolution is deemed to be passed as on the date of AGM.





All the Resolutions mentioned in the AGM Notice dated 12th August, 2022 as per the results above stand passed under remote e-voting and voting conducted at AGM with the requisite majority and deemed to be passed as on the date of the AGM.

A soft copy, containing a list of Equity Shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid/abstained/voted for lesser shares, for each resolution is being handed over to the Company Secretary.

I hereby confirm that I am maintaining the Registers received from the RTA and the electronic voting data received from the Service Provider, in respect of the votes cast through remote e-voting. Relevant records relating to e-voting are under my safe custody and will be handed over to the Company Secretary for safe keeping.

This report may be treated as a report under Section 109 of the Companies Act, 2013 and Rule 21(2) of The Companies (Management and Administration) Rules, 2014.

I thank you for the opportunity given to act as a Scrutinizer for the remote e-voting and polling at AGM.

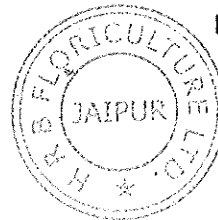
Yours Faithfully

CS Manoj Maheshwari
Scrutinizer
M. No.: FCS 3355 | C.P. No. 1971
Partner
V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)



Place: Jaipur
Date: September 29, 2022
UDIN: F003355D001082180

Countersigned by:
For H R B Floriculture Limited



Krishan Kumar Parwal
Chairman of AGM
DIN: 00228200