

# 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

To,

Date: 28.09.2017

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

**Sub: Voting Results and Consolidated Scrutinizer's Report of 22<sup>nd</sup> Annual General Meeting ("AGM") of the members of HRB Floriculture Limited held on Tuesday, 26<sup>th</sup> September, 2017 at 02.00 p.m. at the registered office of the Company situated at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 (Rajasthan).**

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

Dear Sir/Ma'am,

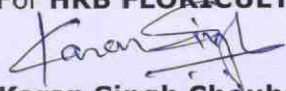
In pursuance of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the voting results of 22<sup>nd</sup> Annual General Meeting of the members of HRB Floriculture Limited held on Tuesday, September 26<sup>th</sup>, 2017 at 02.00 P.M. at its registered office situated at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 (Rajasthan) and Consolidated Scrutinizer's Report pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended).

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

Thanking you,

Yours faithfully,

For **HRB FLORICULTURE LIMITED**

  
**Karan Singh Chouhan**  
Company Secretary &  
Compliance Officer



Encl: a/a

CC:

- |  |  |
|--|--|
| <b>1. Calcutta Stock Exchange Ltd.</b><br>7, Lyons Range,<br>Kolkata, West Bengal-700001   | <b>2. Central Depository Services (India) Ltd.</b><br>17 <sup>th</sup> Floor, P. J. Towers,<br>Dalal Street, Mumbai - 400 001  |
| <b>3. National Securities Depository Ltd.</b><br>Trade World, 'A' wing, 4th & 5th Floors,<br>Kamala Mills Compound,<br>Lower Parel, Mumbai - 400 013 | <b>4. Purva Shareregistry (India) Pvt. Ltd.</b><br>No.9, Shiv Shakti Ind. Estt.,<br>J.R. Boricha Marg,<br>Lower Parel (East),<br>Opp. Kasturba Hospital,<br>Mumbai - 400 011 |

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## Voting Results of 22<sup>nd</sup> Annual General Meeting

Date of the AGM	26 <sup>th</sup> September, 2017
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:	2
Public:	5
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	NA
Public:	NA

### Agenda- wise disclosure

**ITEM NO. 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 Auditor's thereon.

Resolution required: (Ordinary/ Special)			Ordinary 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	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	944500	944500	100%	944500	0	100%	0
Public-Institutions	E-Voting	NIL	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	NIL	-	-	-	-	-	-
Public-Non Institutions	E-Voting	1331800	324000	24.33%	324000	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1331800	324000	24.33%	324000	0	100%	0
Total		2276300	1268500	55.73%	1268500	0	100%	0

Result: Resolution passed with requisite majority.



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**ITEM NO. 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.

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	944500	100%	944500	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	944500	944500	100%	944500	0	100%	0
Public-Institutions	E-Voting	NIL	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	NIL	-	-	-	-	-	-
Public-Non Institutions	E-Voting	1331800	324000	24.33%	324000	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1331800	324000	24.33%	324000	0	100%	0
Total		2276300	1268500	55.73%	1268500	0	100%	0

Result: Resolution passed with requisite majority.



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**ITEM NO. 3:** To appoint new Statutory Auditor for the term of 5 years and to fix their remuneration.

Resolution required: (Ordinary/ Special)			Ordinary 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	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		944500	100%	944500	0	100%	0
Public-Institutions	E-Voting	NIL	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		NIL	-	-	-	-	-
Public-Non Institutions	E-Voting	1331800	324000	24.33%	324000	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1331800	24.33%	324000	0	100%	0
Total		2276300	1268500	55.73%	1268500	0	100%	0

Result: Resolution passed with requisite majority.



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**ITEM NO. 4:** To appoint Mr. Vinod Upadhyaya (DIN: 07809571) as Director.

Resolution required: (Ordinary/ Special)			Ordinary 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	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	944500	944500	100%	944500	0	100%	0
Public-Institutions	E-Voting	NIL	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	NIL	-	-	-	-	-	-
Public-Non Institutions	E-Voting	1331800	324000	24.33%	324000	0	100%	0
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1331800	324000	24.33%	324000	0	100%	0
Total		2276300	1268500	55.73%	1268500	0	100%	0

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,

The Chairman of

22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of HRB Floriculture Limited held on Tuesday, 26<sup>th</sup> September, 2017 at 02:00 P.M. at its registered office situated at A-28, Ram Nagar, Shastri Nagar, Jaipur - 302016 (Rajasthan).

**Sub: Consolidated Scrutinizer's Report on Remote E-voting & Voting conducted at the 22<sup>nd</sup> AGM of HRB Floriculture Limited held on Tuesday, 26<sup>th</sup> September, 2017 at 02:00 P.M.**

The Board of Directors of HRB Floriculture Limited (hereinafter referred to as "Company") at its meeting held on Monday, 22<sup>nd</sup> May, 2017, 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 members 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) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **Report on Scrutiny:**

- The Company had appointed National Security Depository Services (India) Limited (hereinafter referred as "NSDL") as the service provider, for the purpose of extending the facility of remote e-voting to the members of the company. Purva Sharegistry (India) Pvt. Ltd. is the Registrar and Share Transfer Agents (hereinafter referred as "RTA") of the company.
- The Service Provider had provided a system for recording the votes of the Members electronically on all the items of the business (Ordinary and Special Business) sought to be transacted in the 22<sup>nd</sup> Annual General Meeting (AGM) of the Company, which was held on Tuesday, 26<sup>th</sup> September, 2017.
- 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 Members to cast their vote through Remote E-Voting.
- The internal cut-off date for the dispatch of the Notice of the AGM was Friday, 25<sup>th</sup> August, 2017 and as on that date, there were 141 Members of the Company. The RTA of the company had sent the Notices of the AGM along with Annual Report and E-Voting details by email to Members whose email Id was made available by the two Depositories and for those members, holding shares in physical form, who had registered their email-id with the RTA. In respect of members, whose email-id were not available; notices were sent by courier.



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- The notices sent (both through e-mail and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended.
- The Cut-off date for the purpose of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Tuesday, 19<sup>th</sup> September, 2017.
- The remote e-voting period remained open from Friday, 22<sup>nd</sup> September, 2017 at 09:00 A.M. and ended on Monday, 25<sup>th</sup> September, 2017 at 05:00 P.M.
- The Company completed the dispatch of the notices to the members by Thursday, 31<sup>st</sup> August, 2017.
- As prescribed in clause (v) of sub rule 4 of Rule 20, the Company also released an advertisement, which was published 21 days before the date of the AGM in "The Financial Express" English newspaper in English language and "Nafa Nuksaan" Vernacular newspaper in vernacular language dated Saturday, 02<sup>nd</sup> September, 2017. 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.
- At the end of the voting period on Monday, 25<sup>th</sup> September, 2017 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 of shares held was obtained from the service provider.
- At the venue of the 22<sup>nd</sup> AGM of the Company held on Tuesday, 26<sup>th</sup> September, 2017, the facility to vote through ballot paper was provided to facilitate those members present in the meeting but could not participate in the Remote e-voting to record their votes.
- There were no votes caste 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 2 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 Members and the physical voting done at the venue of the AGM by way of Ballot paper, the details of which are as follows:



**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****Item No. 1: Ordinary Resolution:**

**To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditors thereon.**

Total No. of Shareholders/folios	141		
Total No. of Shares	22,76,300		
Remote E-voting Period	22 <sup>nd</sup> September, 2017 to 25 <sup>th</sup> September, 2017		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	9	12,68,500
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	9	12,68,500
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	9	12,68,500

**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 ballot paper 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%	9,44,500	0	100%	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	13,31,800	3,24,000	24.33%	3,24,000	0	100%	0
<b>Total</b>	<b>22,76,300</b>	<b>12,68,500</b>	<b>55.73%</b>	<b>12,68,500</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**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 under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 22<sup>nd</sup> May, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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

( 2370 954; 93145 04821 (M)

E-mail: [cs.vmanda@gmail.com](mailto:cs.vmanda@gmail.com)

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

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

**Item No. 2: Ordinary Resolution:**

To appoint a Director in place of Mrs. Sunita Parwal, (DIN:00228289) who retires by rotation and being eligible, offers herself for re-appointment.

Total No. of Shareholders/Folios	141		
Total No. of Shares	22,76,300		
Remote E-voting Period	22 <sup>nd</sup> September, 2017 to 25 <sup>th</sup> September, 2017		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	9	12,68,500
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	9	12,68,500
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	9	12,68,500

**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 ballot paper 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%	9,44,500	0	100%	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	13,31,800	3,24,000	24.33%	3,24,000	0	100%	0
<b>Total</b>	<b>22,76,300</b>	<b>12,68,500</b>	<b>55.73%</b>	<b>12,68,500</b>	<b>0</b>	<b>100%</b>	<b>0</b>

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 under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 22<sup>nd</sup> May, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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

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**Item No. 3: Ordinary Resolution:****To appoint new Statutory Auditor for the term of 5 years and to fix their remuneration.**

Total No. of Shareholders/folios	141		
Total No. of Shares	22,76,300		
Remote E-voting Period	22 <sup>nd</sup> September, 2017 to 25 <sup>th</sup> September, 2017		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	9	12,68,500
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	9	12,68,500
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	9	12,68,500

**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 ballot paper 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/Publ ic	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstandin g 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 institutional holders	0	0	0	0	0	0	0
Public-others	13,31,800	3,24,000	24.33%	3,24,000	0	100%	0
<b>Total</b>	<b>22,76,300</b>	<b>12,68,500</b>	<b>55.73%</b>	<b>12,68,500</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**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 under section 139 and 142 of the Companies Act, 2013 as set out in the notice of AGM dated 22<sup>nd</sup> May, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



**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****Item No. 4: Ordinary Resolution:****To appoint Mr. Vinod Upadhyaya (DIN: 07809571) as Director.**

Total No. of Shareholders/folios	141		
Total No. of Shares	22,76,300		
Remote E-voting Period	22 <sup>nd</sup> September, 2017 to 25 <sup>th</sup> September, 2017		
		<b>Number of Votes/Folio</b>	<b>Number of shares</b>
Total votes cast through remote e-voting	A	9	12,68,500
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM(A+B)	C	9	12,68,500
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	9	12,68,500

**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 ballot paper 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%	9,44,500	0	100%	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	13,31,800	3,24,000	24.33%	3,24,000	0	100%	0
<b>Total</b>	<b>22,76,300</b>	<b>12,68,500</b>	<b>55.73%</b>	<b>12,68,500</b>	<b>0</b>	<b>100%</b>	<b>0</b>

**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 under section 149 and 152 of the Companies Act, 2013 as set out in the notice of AGM dated 22<sup>nd</sup> May, 2017 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



# **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**

All the Resolutions mentioned in the AGM Notice dated 22<sup>nd</sup> May, 2017 as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of Ballot Papers 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, for each resolution is being handed over to the Company separately.

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**

**FCS: 3355**  
**C.P. No. 1971**

**Place: Jaipur**  
**Date: 28<sup>th</sup> September, 2017**



**For HRB Floriculture Limited**



**Krishan Kumar Parwal**  
**Chairman**