

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: 28.09.2016

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

Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata, West Bengal-700001

Sub: Voting Results and Consolidated Scrutinizer's Report of 21st Annual General Meeting of the Company held on Tuesday, 27th September, 2016 at 11.00 a.m. at the registered office of the Company at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016.

Ref.: HRB Floriculture Limited, Scrip Code: 531724

Dear Sir/Ma'am,

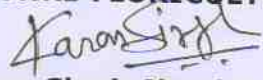
In pursuance of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the voting results of 21st Annual General Meeting of the Company held on Tuesday, September 27th, 2016 at 11.00 A.M. at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 and Consolidated Scrutinizer's Report pursuant to Section Section 108 of the Companies Act 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended) by The Companies (Management and Administration) Amendment Rules, 2015.

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:

1. Central Depository Services (India) Ltd.

17th Floor, P. J. Towers,
Dalal Street, Mumbai - 400 001

2. National Securities Depository Ltd.

Trade World, 'A' wing, 4th & 5th Floors,
Kamala Mills Compound,
Lower Parel, Mumbai - 400 013

3. Purva Sharegistry (India) Pvt. Ltd.

No.9, Shiv Shakti Ind. Estt.,
J.R. Boricha Marg,
Lower Parel (East),
Opp. Kasturba Hospital,
Mumbai - 400 011

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Voting Results of Annual General Meeting

Date of the AGM/EGM	27 th September, 2016
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:	6
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	NA
Public:	NA

Agenda- wise disclosure

Item No. 1: Ordinary Resolution for adoption of the audited financial statements of the Company for the year ended 31 March, 2016 together with the reports of the Directors and Auditors thereon.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in			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	% 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	369700	27.76	369700	0	100	0
	Poll		800	0.06	800	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1331800	370500	27.82	370500	0	100	0
Total		2276300	1315000	57.77	1315000	0	100	0

Result: Resolution passed with requisite majority.



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Item No. 2: Ordinary Resolution for Appointment of Director liable to retire by rotation.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in			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	% 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	369700	27.76	369700	0	100	0
	Poll		800	0.06	800	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1331800	27.82	370500	0	100	0
Total		2276300	1315000	57.77	1315000	0	100	0

Result: Resolution passed with requisite majority.



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Item No. 3: Ordinary Resolution for Ratification of appointment of the statutory auditors.

Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in			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	% 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	369700	27.76	369700	0	100	0
	Poll		800	0.06	800	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1331800	370500	27.82	370500	0	100	0
Total		2276300	1315000	57.77	1315000	0	100	0

Result: Resolution passed with requisite majority.



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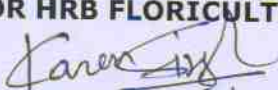
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Item No. 4: Special Resolution for Adoption of New set of Articles of Association of the Company.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in			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	% 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	369700	27.76	369700	0	100	0
	Poll		800	0.06	800	0	100	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1331800	27.82	370500	0	100	0
Total		2276300	1315000	57.77	1315000	0	100	0

Result: Resolution passed with requisite majority.

FOR HRB FLORICULTURE LIMITED


Karan Singh Chouhan
Company Secretary &
Compliance Officer



MANOJ MAHESHWARI
COMPANY SECRETARY

(2370 954; 93145 04821 (M)

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

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

Scrutinizer's Report

To,
Chairman of
21st Annual General Meeting of the Equity Shareholders of HRB Floriculture Limited
held on Tuesday, 27th September, 2016 at 11:00 A.M. at A-28, Ram Nagar, Shastri
Nagar, Jaipur-302016 (Rajasthan).

Dear Sir,

Sub: Consolidated Scrutinizer's Report on Remote E-voting and Polling for 21st Annual General Meeting of Equity Shareholders held on 27th September, 2016.

Pursuant to the resolution passed by the Board of Directors of **HRB FLORICULTURE LIMITED** (hereinafter referred to as "Company") on Monday, 30th May, 2016, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 21st Annual General Meeting (hereinafter referred to as "AGM") in fair and transparent manner and ascertaining the requisite majority in respect of the resolutions contained in the Notice to the 21st AGM of the members of the Company.

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 including The Companies (Management and Administration) Amendment Rules, 2015, dated March 19, 2015 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 remote 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, remote 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 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, **M/s Purva Sharegistry (India) Pvt. Ltd.** (herein after referred 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 remote e-voting is required and for generating E-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 AGM notice dated 30th May, 2016 sent to the shareholders by courier. The members of the Company as on the cut-off date i.e. 20th September, 2016 were entitled to vote on the resolutions contained in the Notice to the 21st AGM of the members of the Company.



MANOJ MAHESHWARI
COMPANY SECRETARY

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The notice of 21st AGM contains the following resolutions:

BUSINESS ITEMS TRANSACTIONED AT THE AGM	TYPE AND DESCRIPTION OF RESOLUTIONS
1) Ordinary Resolution: Adoption of Audited Financial Statements	Ordinary Resolution under Section 129 and all other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Accounts) Rules, 2014 to consider and adopt the Audited Financial Statements of the Company for the year ended 31 st March, 2016, together with the reports of the Board of Directors and Auditors thereon.
2) Ordinary Resolution: Appointment of Director, liable to retire by rotation at the AGM	Ordinary Resolution under Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Appointment and Qualification of Directors) Rules, 2014 to re-appoint Mr. Puneet Parwal, (DIN: 00228249) as a Director, liable to retire by rotation at the AGM.
3) Ordinary Resolution: Ratification of appointment of the Statutory Auditors of the Company	Ordinary Resolution under Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014 to ratify the appointment of M/s. B. Khosla & Co., Chartered Accountants as Statutory Auditors of the Company.
<u>Special Business</u>	
4) Special Resolution: Adoption of new set of Articles of Association of the Company	Special Resolution under Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Incorporation) Rules, 2014, to adopt new set of Articles of Association of the Company containing regulation in conformity with the Companies Act, 2013 to the entire exclusion of the existing set of Articles of Association of the Company.



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

- 1) That the AGM notice dated 30th May, 2016 under section 101 of the Companies Act, 2013 was dispatched to 141 (One hundred and Forty One) shareholders by means of courier on or before 31st August, 2016. As confirmed by management, there were no such envelopes containing notice of AGM which were returned undelivered.
- 2) As stated in sub rule 4 of Rule 20 of The Companies (Management and Administration) Amendment Rules, 2015 amending the Rule 20 of The (Management and Administration) Rules, 2014, an advertisement was published by the company on 2nd September, 2016 in "The Financial Express", English newspaper in English language and in "Nafa Nuksan", vernacular language newspaper in vernacular language, informing about the completion of the dispatch of the AGM notices, by courier, to the shareholders along with other related matters mentioned therein.
- 3) The remote e-voting period remained open from Saturday, 24th September, 2016 at 09.00 A.M. and ended on Monday, 26th September, 2016, at 5.00 P.M.
- 4) The members of the Company as on the cut-off date i.e. Tuesday, 20th September, 2016 were entitled to vote on the resolutions.
- 5) The empty polling box was locked and sealed in the presence of members. Immediately after the conclusion of voting at AGM, votes cast at the meeting were counted first and thereafter the votes cast through remote e-voting were unblocked in the presence of 2 witnesses who are not in the employment of the Company.
- 6) The total number of fully paid up shares of the company outstanding as on 20th September, 2016, were 22,76,300. As on cut-off date, out of 141 (One Hundred and Forty One) shareholders, 10 (Ten) shareholders have exercised their votes through remote e-voting and 1 (One) of the shareholder have exercised his vote through poll at the AGM. The results (consolidated) for the item placed for consideration by the members is given below:



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Item No 1: Ordinary Resolution for Adoption of Financial Statements along with the report of Board of Directors and Auditors thereon

Total No. of Shareholders	141		
Total No. of Shares	22,76,300		
Remote E-voting Period	24 th September, 2016 to 26 th September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	10	13,14,200
Total Votes cast through Polling at AGM	B	01	800
Grand Total of remote e-voting / Polling at AGM (A+B)	C	11	13,15,000
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	--	--
Net remote e-voting/ Polling at AGM (C-D)	E	11	13,15,000

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	--	100	--
Public institutional holders	--	--	--	--	--	--	--
Public-others	13,31,800	3,70,500	27.82	3,70,500	--	100	--
Total	22,76,300	13,15,000	57.77	13,15,000	--	100	--

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%, I report that the ordinary resolution under section 129 of the Companies Act, 2013 as set out in the notice of AGM dated 30th May, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



COMPANY SECRETARY

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

Item No 2: Ordinary Resolution for appointment of Director, retired by rotation at the AGM

Total No. of Shareholders	141		
Total No. of Shares	22,76,300		
Remote E-voting Period	24 th September, 2016 to 26 th September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	10	13,14,200
Total Votes cast through Polling at AGM	B	01	800
Grand Total of remote e-voting / Polling at AGM (A+B)	C	11	13,15,000
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	--	--
Net remote e-voting/ Polling at AGM (C-D)	E	11	13,15,000

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstan ding 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	--	100	--
Public institution al holders	--	--	--	--	--	--	--
Public- others	13,31,800	3,70,500	27.82	3,70,500	--	100	--
Total	22,76,300	13,15,000	57.77	13,15,000	--	100	--

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%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 30th May, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No 3: Ordinary Resolution for Ratification of Appointment of Statutory Auditors

Total No. of Shareholders	141		
Total No. of Shares	22,76,300		
Remote E-voting Period	24 th September, 2016 to 26 th September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	10	13,14,200
Total Votes cast through Polling at AGM	B	01	800
Grand Total of remote e-voting / Polling at AGM (A+B)	C	11	13,15,000
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	--	--
Net remote e-voting/ Polling at AGM (C-D)	E	11	13,15,000

SUMMARY OF VOTING

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstan ding 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	--	100	--
Public institution al holders	--	--	--	--	--	--	--
Public- others	13,31,800	3,70,500	27.82	3,70,500	--	100	--
Total	22,76,300	13,15,000	57.77	13,15,000	--	100	--

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%, I report that the ordinary resolution under section 139, 142 of the Companies Act, 2013 as set out in the notice of AGM dated 30th May, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.



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Item No 4: Special Resolution for adoption of new Articles of Association of the Company

Total No. of Shareholders	141		
Total No. of Shares	22,76,300		
Remote E-voting Period	24 th September, 2016 to 26 th September, 2016		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	10	13,14,200
Total Votes cast through Polling at AGM	B	01	800
Grand Total of remote e-voting / Polling at AGM (A+B)	C	11	13,15,000
Less: Invalid/abstain remote e-voting/ Polls at AGM (On account of for/against option not indicated)	D	--	--
Net remote e-voting/ Polling at AGM (C-D)	E	11	13,15,000

SUMMARY OF VOTING

Promoter/P ublic	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 again st(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	--	100	--
Public institutional holders	--	--	--	--	--	--	--
Public- others	13,31,800	3,70,500	27.82	3,70,500	--	100	--
Total	22,76,300	13,15,000	57.77	13,15,000	--	100	--

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%, I report that the special resolution under section 14 of the Companies Act, 2013 as set out in the notice of AGM dated 30th May, 2016 has been passed by the shareholders with the requisite majority. The resolution is deemed to be passed as on the date of AGM.

NOTES FOR ABOVE RESOLUTIONS:

- There are no Invalid votes in e-voting and polling.
- 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.



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I further report that as per the AGM notice dated 30th May, 2016, the Chairman may declare and confirm the above result. The result of AGM together with the Scrutinizer's Report would be displayed on the Company's website www.hrb.co.in and on the website of NSDL and shall also be communicated to the Stock Exchange(s).

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 as also a register recording the consent or otherwise received from the shareholders, voting through Polling at AGM, which includes all the particulars of the shareholders such as the name, folio number/DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Chairman/Company Secretary of the Company.

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

Place: Jaipur
Date: 28.09.2016



For HRB Floriculture Limited



Krishan Kumar Parwal
Chairman & Managing Director
DIN: 00228200