

# 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, 25<sup>th</sup> 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 21<sup>st</sup> Annual General Meeting of the Company held on Tuesday, 27<sup>th</sup> 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,

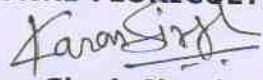
In pursuance of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the voting results of 21<sup>st</sup> Annual General Meeting of the Company held on Tuesday, September 27<sup>th</sup>, 2016 at 11.00 A.M. 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.**

17<sup>th</sup> 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 Shareregistry (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 <sup>th</sup> 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
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
<b>Total</b>		<b>2276300</b>	<b>1315000</b>	<b>57.77</b>	<b>1315000</b>	<b>0</b>	<b>100</b>	<b>0</b>

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)		-	-	-	-	-	-
	<b>Total</b>		<b>944500</b>	<b>944500</b>	<b>100</b>	<b>944500</b>	<b>0</b>	<b>100</b>
Public-Institutions	E-Voting	NIL	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	<b>Total</b>		<b>NIL</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
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)		-	-	-	-	-	-
	<b>Total</b>		<b>1331800</b>	<b>370500</b>	<b>27.82</b>	<b>370500</b>	<b>0</b>	<b>100</b>
<b>Total</b>		<b>2276300</b>	<b>1315000</b>	<b>57.77</b>	<b>1315000</b>	<b>0</b>	<b>100</b>	<b>0</b>

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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
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
Total		2276300	1315000	57.77	1315000	0	100	0

Result: Resolution passed with requisite majority.



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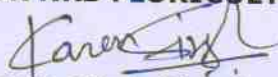
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Item No. 4: Special Resolution for Adoption of New set of Articles of Association of the Company.

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	944500	100	944500	0	100
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
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)

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.

**Scrutinizer's Report**

To,  
Chairman of  
21<sup>st</sup> Annual General Meeting of the Equity Shareholders of HRB Floriculture Limited  
held on Tuesday, 27<sup>th</sup> 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 21<sup>st</sup> Annual General Meeting of Equity Shareholders held on 27<sup>th</sup> September, 2016.**

Pursuant to the resolution passed by the Board of Directors of **HRB FLORICULTURE LIMITED** (hereinafter referred to as "Company") on Monday, 30<sup>th</sup> May, 2016, I had been appointed as the scrutinizer for the remote e-voting process and polling to be carried out at the 21<sup>st</sup> 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 21<sup>st</sup> 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 30<sup>th</sup> May, 2016 sent to the shareholders by courier. The members of the Company as on the cut-off date i.e. 20<sup>th</sup> September, 2016 were entitled to vote on the resolutions contained in the Notice to the 21<sup>st</sup> AGM of the members of the Company.



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

( 2370 954; 93145 04821 (M)

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

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The notice of 21<sup>st</sup> AGM contains the following resolutions:

<b>BUSINESS ITEMS TRANSACTIONED AT THE AGM</b>	<b>TYPE AND DESCRIPTION OF RESOLUTIONS</b>
<b>1) Ordinary Resolution: Adoption of Audited Financial Statements</b>	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 <sup>st</sup> March, 2016, together with the reports of the Board of Directors and Auditors thereon.
<b>2) Ordinary Resolution: Appointment of Director, liable to retire by rotation at the AGM</b>	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.
<b>3) Ordinary Resolution: Ratification of appointment of the Statutory Auditors of the Company</b>	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.
<b><u>Special Business</u></b>	
<b>4) Special Resolution: Adoption of new set of Articles of Association of the Company</b>	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.



