

HRB FLORICULTURE LIMITED

CIN: L01300RJ1995PLC009541

Registered Office: A-28, Ram Nagar, Shastri Nagar, Jaipur-302016
Ph. +91-141-2303098, 2303097 (Telefax), E-mail: hrbflrld@yahoo.com, Website: www.hrb.co.in

To,

Date: 26.09.2018

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

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

Sub: Consolidated Scrutinizer's Report of 23rd Annual General Meeting ("AGM") of the members of HRB Floriculture Limited held on Tuesday, 25th September, 2018 at 02.30 p.m. at the registered office of the Company situated at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 (Rajasthan).

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 Consolidated Scrutinizer's Report of 23rd Annual General Meeting of the members of HRB Floriculture Limited held on Tuesday, September 25th, 2018 at 02.30 P.M. at its registered office situated at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 (Rajasthan) 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**

Neha Dusad
Neha Dusad
Company Secretary &
Compliance Officer



Encl: a/a

CC:

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

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

23rd Annual General Meeting of the Equity Shareholders of H R B Floriculture Limited held on 25th September, 2018 at 02:30 P.M. at the registered office of the Company 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 Saturday, 11th August, 2018, 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.

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) Pvt. Ltd. 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 (both Ordinary and Special 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, 24th August, 2018 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 email to 7 Shareholders whose email-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 134 shareholders whose email-IDs were not available, notices were sent by speed post and courier. There were no cases where transmissions through email had failed.

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



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.

- 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 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 Tuesday, 18th September, 2018. The remote e-voting period remained open from Friday, 21st September, 2018 at 09:00 A.M. and ended on Monday, 24th September, 2018 at 05:00 P.M.
- The Company completed the dispatch of the notices to the Shareholders by Friday, 31st August, 2018.
- 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 "Financial Express" English newspaper in English language and in "Nafa Nuksan" Vernacular newspaper in Vernacular language dated Saturday, 01st September, 2018. 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, 24th September, 2018 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:



MANOJ MAHESHWARI**COMPANY SECRETARY**

C 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 March 31, 2018 together with the reports of Board of Directors and the Auditors thereon

Total No. of Shareholders/Folios	141		
Total No. of Shares	22,76,300		
Remote E-voting Period	21 st September, 2018 to 24 th September, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	16	13,65,000
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM (A+B)	C	16	13,65,000
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	16	13,65,000

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%	9,44,500	0	100%	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	13,31,800	4,20,500	31.57%	4,20,500	0	100%	0
Total	22,76,300	13,65,000	59.97%	13,65,000	0	100%	0

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 11th August, 2018 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. 2: Ordinary Resolution:**

To appoint a director in place of Mr. Vinod Upadhyay (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	21 st September, 2018 to 24 th September, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	16	13,65,000
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM (A+B)	C	16	13,65,000
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	16	13,65,000

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%	9,44,500	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	13,31,800	4,20,500	31.57%	4,19,600	900	99.79%	0.21%
Total	22,76,300	13,65,000	59.97%	13,64,100	900	99.93%	0.07%

Percentage of Votes cast in favour: 99.93% | Percentage of votes cast against: 0.07%

RESULT:-

Since, the number of votes cast in favour of the resolution is 99.93%, I report that the ordinary resolution under section 152 of the Companies Act, 2013 as set out in the notice of AGM dated 11th August, 2018 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. 3: Special Resolution:****To Reappoint of Mr. Krishan Kumar Parwal (DIN: 00228200) as Managing Director**

Total No. of Shareholders/Folios	141		
Total No. of Shares	22,76,300		
Remote E-voting Period	21 st September, 2018 to 24 th September, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	16	13,65,000
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM (A+B)	C	16	13,65,000
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	16	1365000

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%	9,44,500	0	100%	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	13,31,800	4,20,500	31.57%	4,20,500	0	100%	0
Total	22,76,300	13,65,000	59.97%	13,65,000	0	100%	0

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 special resolution under section 196, 197, 198 and 203 of the Companies Act, 2013 as set out in the notice of AGM dated 11th August, 2018 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: Special Resolution:****To Reappoint of Mr. Vimal Jugal Kishor Chandak (DIN: 02550154) as an Independent Director**

Total No. of Shareholders/Folios	141		
Total No. of Shares	22,76,300		
Remote E-voting Period	21 st September, 2018 to 24 th September, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	16	13,65,000
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM (A+B)	C	16	1365000
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	16	1365000

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%	9,44,500	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	1331800	420500	31.57%	4,19,600	900	99.79%	0.21%
Total	2276300	1365000	59.97%	13,64,100	900	99.93%	0.07%

Percentage of Votes cast in favour: 99.93% | Percentage of votes cast against: 0.07%**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.93%, I report that the special resolution under section 149 and 152 of the Companies Act, 2013 as set out in the notice of AGM dated 11th August, 2018 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. 5: Special Resolution:****To Reappoint Mr.Ramesh Kumar Somani (DIN: 05297951) as an Independent Director**

Total No. of Shareholders/Folios	141		
Total No. of Shares	22,76,300		
Remote E-voting Period	21 st September, 2018 to 24 th September, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	16	13,65,000
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM (A+B)	C	16	13,65,000
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	16	13,65,000

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	944500	9,44,500	100%	9,44,500	0	100	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	1331800	420500	31.57%	4,19,600	900	99.79%	0.21%
Total	2276300	1365000	59.97%	13,64,100	900	99.93%	0.07%

Percentage of Votes cast in favour: 99.93% | Percentage of votes cast against: 0.07%**RESULT:-**

Since, the number of votes cast in favour of the resolution is 99.93%, I report that the special resolution under section 149 and 152 of the Companies Act, 2013 as set out in the notice of AGM dated 11th August, 2018 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. 6: Special Resolution:****To Reappoint Mr. Amit Sarda (DIN: 05297954) as an Independent Director**

Total No. of Shareholders/Folios	141		
Total No. of Shares	22,76,300		
Remote E-voting Period	21 st September, 2018 to 24 th September, 2018		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	16	13,65,000
Total Votes cast through Polling at AGM	B	0	0
Grand Total of remote e-voting / Polling at AGM (A+B)	C	16	13,65,000
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	16	13,65,000

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%	9,44,500	0	100%	0
Public institutional holders	0	0	0	0	0	0	0
Public-others	13,31,800	4,20,500	31.57%	4,20,500	0	100%	0
Total	22,76,300	13,65,000	59.97%	13,65,000	0	100%	0

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 special resolution under section 149 and 152 of the Companies Act, 2013 as set out in the notice of AGM dated 11th August, 2018 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 11th August, 2018 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, 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



For H R B Floriculture Limited



Krishan Kumar Parwal
Managing Director
Chairman of AGM
DIN: 00228200

Place: Jaipur
Date: 26.09.2018