

18th

Annual Report
2012-13



**HRB
FLORICULTURE
LIMITED**

BOARD OF DIRECTORS:

Krishan Kumar Parwal
Chairman and Managing Director & CEO

Puneet Parwal
Whole Time Director/Compliance Officer

Sunita Parwal
Executive Director

Vimal Jugal Kishore Chandak
Independent and Non Executive Director

Ramesh Kumar Somani
Independent and Non Executive Director

Amit Sharda
Independent and Non Executive Director

Statutory Auditors:

B.Khosla & Company
Chartered Accountants
104-107,
Anukampa-II
C-Scheme Jaipur- 302 001

Registrar and Share Transfer Agent:

M/s Purva Sharegistry India Pvt. Ltd
No.9, Shiv Shakti Industrial Estate, Ground Floor, J.R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel,
Mumbai-400011
Phone No: 91-22-23018261,
Fax: 91-22-2301 2517
Website: www.purvashare.com
Email: - busicomp@vsnl.com

Principal Bankers:

Vijaya Bank, Jaipur

Registered Office:

A-28, Ram Nagar, Shastri Nagar, Jaipur- 302016 (Rajasthan), India
Phone No: 91-141-2303098, Fax: - 91-141-2303097, Email: -hrbflrld@yahoo.com Website: - www.hrb.co.in

Corporate Office:

A-28, Ram Nagar, Shastri Nagar, Jaipur- 302016 (Rajasthan), India
Phone No: 91-141-2303098, Fax: - 91-141-2303097, Email: -hrbflrld@yahoo.com Website: - www.hrb.co.in

BOARD COMMITTEES:

Audit Committee:

Amit Sharda (Chairman)
Vimal Jugal Kishore Chandak (Member)
Ramesh Kumar Somani (Member)

Remuneration Committee:

Vimal Jugal Kishore Chandak (Chairman)
Amit Sharda (Member)
Ramesh Kumar Somani (Member)

Shareholders/Investor's Grievance Committee:

Ramesh Kumar Somani (Chairman)
Amit Sharda (Member)
Vimal Jugal Kishore Chandak (Member)

Corporate Advisors:

V.M. & Associates
Company Secretaries
403, Royal World
Sansar Chand Road
Jaipur- 302 001

NOTICE FOR ANNUAL GENERAL MEETING

Notice is hereby given that the Eighteenth Annual General Meeting of the Members of **H R B FLORICULTURE LIMITED** will be held on Thursday, the 29th Day of August, 2013 at 11.00 A.M. at its registered office at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 (Raj.) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and Profit and Loss Account for the year ended on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Sunita Parwal, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint B.Khosla & Company, Chartered Accountants, statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit to pass with or without modifications the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s V. M. & Associates, Company Secretaries, Jaipur be and is hereby appointed for the issuance of Compliance Certificate under section 383A of the Companies Act, 1956 and to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors of the Company in consultation with the said firm."

PLACE: JAIPUR
DATE: 29.05.2013

FOR AND ON BEHALF OF BOARD OF DIRECTORS

KRISHAN KUMAR PARWAL
CHAIRMAN

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2. THE INSTRUMENT APPOINTING PROXY IN ORDER TO BE VALID AND EFFECTIVE SHOULD BE LODGED / DEPOSITED WITH THE COMPANY AT ITS REGISTERED OFFICE ATLEAST 48(FORTY EIGHT) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. Corporate members are requested to send a duly certified true copy of the board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
4. In terms of Articles of Association of the Company, read with Section 256 of the Companies Act, 1956, Smt. Sunita Parwal, Director of the Company, retire by rotation at the ensuing Meeting and being eligible, offers herself for reappointment. The Board of Directors of the Company commends this re-appointment.
5. A brief resume of Mrs. Sunita Parwal and other information required under clause 49 of the listing agreement is included in the Report of Corporate Governance. .
6. Pursuant to the requirements on the Corporate Governance under clause 49 of the listing agreement entered into with the stock exchanges, the information about the Directors proposed to be re-appointed is given as an annexure to the notice.
7. The registers of the members and share transfer books of the company shall remain closed on Thursday, 29th August, 2013.
8. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.
9. For convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
10. Explanatory Statement for Item No. 4 pursuant to Section 173(2) of the Companies Act, 1956 is enclosed herewith.
11. M/s Purva Sharegistry India (P) Ltd., having its Registered Office at No 9, Shiv Shakti Industrial Estate, Ground Floor, J R Boricha Marg, Opp Kasturba Hospital, Lower Parel, Mumbai is appointed as the Company's Registrar & Transfer Agent w.e.f. 29th February, 2012.
12. Members desiring any information on the accounts at the Annual General Meeting are requested to write to the Company at least 7 days in advance, so as to enable the Company to keep the information ready.
13. Members are requested to bring the following with them at the Annual General Meeting:
 - a. Copy of the Annual Report.

- b. Duly filled Attendance Slip for attending the meeting and the same should be deposited at the entrance of the Meeting Hall.
 - c. Depository account number (Client ID), if any, for easier identification and recording of attendance at the meeting.
- 14.** Members are informed that in case of joint holders attending the meeting, only such joint holder who is higher in the order of the names will be entitled to vote.
- 15.** Members are informed that Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing paperless compliances by Companies through electronic mode. Companies are now permitted to send various notices/documents to its shareholders through electronic mode to the registered e-mail addresses of shareholders. Your company has also decided to be a part of this initiative and request the shareholders to send/update their email ID in the company's record. This initiative will enable better flow of the information required to be disseminated to the members and save the environment by saving the paper. We seek your whole-hearted support for this initiative.
- 16.** Members are requested to immediately intimate change of address/bank mandate if any, to the Registrar and Share Transfer Agent quoting reference of the registered folio number.
- 17.** The Register of Directors' shareholding maintained under section 307 of the Companies Act, 1956 will be available for inspection by the members at the Annual General Meeting.
- 18.** The Register of Contracts maintained under section 301 of the Companies Act, 1956 will be available for inspection by the members at the registered office of the Company.
- 19.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrars and Transfer Agent.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE
COMPANIES ACT, 1956:**

Item No. 4

As per the requirements of Section 383A of the Companies Act, 1956 and (Companies Compliance) Certificate Rules, 2001 the Company has to obtain a certificate from Company Secretary in Practice certifying that legal and procedural requirement under the Companies Act, 1956 have been duly complied with by the Company. For which appointment of M/s V. M. & Associates, Company Secretaries, Jaipur for conducting and issuing Compliance Certificate u/s 383A of Companies Act, 1956 is sought.

None of the directors are interested in the said resolution.

Your directors recommend the Ordinary Resolution for your approval.

**PLACE: JAIPUR
DATE: 29.05.2013**

FOR AND ON BEHALF OF BOARD OF DIRECTORS

**KRISHAN KUMAR PARWAL
CHAIRMAN**

ANNEXURE TO THE NOTICE OF 18TH AGM

Information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors who are proposed to be appointed/re-appointed at the ensuing Annual General Meeting to be held on Thursday, 29th August, 2013:

Name of Director	Mrs. Sunita Parwal
Date of Birth	12.10.1959
Date of Appointment	20.02.1995
Designation	Executive Director
Expertise in specific Functional areas	Office Administration
Qualifications	B.A.
Name of Companies in which Directorship held as on 31.03.2013	PUNIT ESTATES PVT. LTD. SUFAL GRANITES PVT. LTD. HRB CONSTRUCTIONS PVT LTD
Member of The Committees Of the Board of other Companies as on 31.03.2013	NIL

HRB FLORICULTURE LIMITED

REGD. OFFICE: A-28, RAM NAGAR, SHASTRI NAGAR, JAIPUR-302016(Raj.)

DIRECTORS' REPORT

To,
The Shareholders,
HRB FLORICULTURE LIMITED,
JAIPUR.

Your Directors have pleasure in presenting their 18th Annual Report together with the Audited Annual Accounts of the Company for the year ended March 31st, 2013.

• FINANCIAL SUMMARY

Particulars	Financial Year 2012-13	Financial Year 2011-12
Net Profit/(Loss) for the year (before depreciation and tax)	(35,22,191)	(5,78,195)
Less: Depreciation/ Amortization	12,05,181	11,93,013
Net Profit after depreciation before tax	(47,27,372)	(17,71,208)
Less:		
Income Tax	-	-
Deferred Tax	(6,610)	3,083
Net profit for the year (after depreciation and tax)	(47,20,762)	(17,74,291)
Brought Forward Profit/(Loss) from last year	(80,21,928)	(62,47,637)
Balance as at year end carried over to next year	(1,27,42,690)	(80,21,928)

• DIVIDEND

In view of losses incurred during the year, your Directors regret their inability to recommend any Dividend for the year ended March 31, 2013.

• CAPITAL STRUCTURE

During the FY 12-13 there is no change in capital structure of the Company and paid up share capital of the Company stands at Rs. 2,27,63,000/-.

- **AUDITORS AND AUDITOR REPORT**

M/s B. Khosla & Co., Chartered Accountants, Jaipur Auditor of the Company retires at the forthcoming Annual General Meeting and being eligible offer itself for re-appointment.

The Company had received letter from them to the effect that their re-appointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for such reappointment within the meaning of Section 226 of the Act.

The qualifications/observations of the Auditor are self-explanatory and do not call for any further comments.

- **CORPORATE GOVERNANCE**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI.

The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report. The requisite Certificate from the Secretarial Auditor of the Company confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49 is attached to this Report.

- **MANAGEMENT DISCUSSION & ANALYSIS**

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

- **BOARD OF DIRECTORS**

Retire by Rotation

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company Mrs. Sunita Parwal, Director of the Company retires by rotation on the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

A brief resume and other information required under clause 49 of the listing agreement is included in the notice of Annual General Meeting. The Board recommends their re-appointment.

- **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, AND FOREIGN EXCHANGE EARNING AND OUTGO**

The company is making all round effort for conservation of energy. The measures are carried out on on-going basis throughout the year.

The particulars relating to foreign exchange earnings and outgo are NIL.

- **FIXED DEPOSITS**

The Company has not accepted any deposits within the meaning of section 58-A of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.

- **PARTICULARS OF THE EMPLOYEE**

None of the Employee's of the company was in receipt of the remuneration exceeding the limits prescribed under section 217(2A) of the Companies Act, 1956 during the year under review.

• **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Sec. 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility statement, it is hereby confirmed:

- i. that in preparation of the annual accounts for the financial year ended on 31st March, 2013, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii. that the directors have selected such accounting policies and applied them consistently and made the judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of loss of the company for the year under review;
- iii. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv. that the directors had prepared the accounts for the financial year ended on 31st March 2013, on a 'going concern' basis.

• **SUBSIDIARY COMPANIES AND CONSOLIDATED FINANCIAL STATEMENTS**

Pursuant to acquisition of 100% holding/voting power by the Company (HRB Floriculture Limited); "H R B Constructions Private Limited" became the wholly owned subsidiary of the Company since 10.10.2005.

As required under the Listing agreement with the stock exchange, a consolidated financial statement of the Company and its subsidiary "H R B Constructions Private Limited" is attached.

The Board periodically reviews the working and performance of its subsidiary Company.

The Company will make available the Annual Accounts of the subsidiary company and the related detailed information to any member of the company who may be interested in obtaining the same. The Consolidated Financial statements presented by the Company include financial results of its subsidiary also.

• **TECHNOLOGY ABSORPTION:**

Specific areas in which R & D work carried out by the company: The Company's R & D activities concentrate on adaptation of new technology and techniques to suit the climatic and local conditions, mainly in the area of the productivity and better quality of the produce.

• **Benefit derived as a result of the above R & D:**

Cost reduction and Improvement in quality.

• **Future plan of action:**

Continuance of such effort for improvement in quality and increase production.