

23rd
Annual Report
2017-18

HRB
FLORICULTURE
LIMITED

CORPORATE INFORMATION:**BOARD OF DIRECTORS:**

- i. **Mr. Krishan Kumar Parwal**
Chairman / Managing Director (MD)
& Chief Executive Officer (CEO)
DIN: 00228200
- ii. **Mr. Puneet Parwal**
*Whole-time Director(WTD)/
*Chief Financial Officer (CFO)
DIN: 00228249
(*Till 02.05.2017)
- iii. **Mrs. Sunita Parwal**
Director
*Non-Executive Director
(From 22.05.2017)
DIN: 00228289
- iv. **Mr. Vimal Jugal Kishor Chandak**
Independent and Non-Executive
Director
DIN: 02550154
- v. **Mr. Ramesh Kumar Somani**
Independent and Non-Executive
Director
DIN: 05297951
- vi. **Mr. Amit Sharda**
Independent and Non-Executive
Director
DIN: 05297954
- vii. **Mr. Vinod Upadhyaya**
Additional Director & Chief
Financial Officer (CFO)
(From 22.05.2017)
*Non-Executive Director
(From 26.09.2017)
DIN: 07809571

Registrar and Share Transfer Agent:

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

BOARD COMMITTEES:**Audit Committee:**

Mr. Amit Sharda (Chairman)
Mr. Vimal Jugal Kishor Chandak (Member)
Mr. Ramesh Kumar Somani (Member)

Nomination & Remuneration Committee:

Mr. Vimal Jugal Kishor Chandak (Chairman)
Mr. Amit Sharda (Member)
Mr. Ramesh Kumar Somani (Member)

Stakeholders' Relationship Committee:.

Mr. Ramesh Kumar Somani (Chairman)
Mr. Amit Sharda (Member)
Mr. Vimal Jugal Kishor Chandak (Member)

Company Secretary & Compliance Officer

Mr. Karan Singh Chouhan (Till 29.05.2018)
Ms. Neha Dusad (From 30.05.2018)

Corporate Identification Number (CIN):

L01300RJ1995PLC009541

Secretarial Auditors:

M/s. V.M. & Associates
Company Secretaries
403, Royal World,
S.C. Road, Jaipur- 302 001

Statutory Auditors:

M/s. Gupta Rajiv & Associates,
Chartered Accountants
"Atulyam" F-141, Azad Marg,
C-scheme, Jaipur – 302 001

Registered & Corporate Office:

A-28, Ram Nagar, Shastri Nagar,
Jaipur- 302016 (Rajasthan), India
Tel: +91-141-2303098,
Fax: +91-141-2303097
E-mail: hrbflrtd@yahoo.com
Website: www.hrb.co.in

Principal Bankers:

Vijaya Bank, Jaipur

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HRB FLORICULTURE LIMITED

CIN: L01300RJ1995PLC009541

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

NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the **23rd** (Twenty Third) Annual General Meeting ("**AGM**") of the members of **H R B FLORICULTURE LIMITED** will be held on **Tuesday**, the **25th** day of **September, 2018** at **02.30 P.M.** at its Registered Office situated at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 (Rajasthan) to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Vinod Upadhyaya, (DIN: 07809571) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To re-appoint Mr. Krishan Kumar Parwal (DIN 00228200) as Managing Director and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and provisions of Articles of Association of the Company and all other statutory permissions, approvals and sanctions, as may be applicable, and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, the approval of the members be and is hereby accorded to re-appoint Mr. Krishan Kumar Parwal (DIN 00228200) as Managing Director of the Company for a period of 3 (Three) years, on expiry of his present term of office, i.e. w.e.f. September 1, 2018 to 31st August 2021, on the terms and conditions mentioned below, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Krishan Kumar Parwal, subject to the same not exceeding the limits, specified under Schedule V of the Companies Act, 2013 and / or any Statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof and/or the limits as approved in this resolution;

Terms & Conditions:

1. **Position:** Managing Director
2. **Period of Agreement:** 3 (Three) years (w.e.f. 1st September, 2018)
3. **Remuneration:**

- a) Salary Proposed: Rs.55,000/-p.m. and as may be decided by the Board from time to time.
- b) Perquisites: Perquisites shall be restricted to an amount equal to Annual Salary.

PART A**A. Housing**

- i. The expenditure by the company on hiring furnished accommodation will be subject to the following ceiling i.e. **60%** of the salary over and above **10%** payable by him;
- ii. In case accommodation provided is owned by the company - **10%** of the salary shall be deducted;
- iii. In case no accommodation provided by the company, he shall be entitled to HRA subject to ceiling laid down in para (i);

- B.** Gas, electricity, water and furnishing: As per the Income Tax Rules, **1962** subject to ceiling of **10%** of the salary;
- C.** Medical Reimbursement: For self and family subject to ceiling of one month salary in a year or three month salary over a period of three years;
- D.** Leave travel concession: For self and family once a year in accordance with the Rules of the company;
- E.** Club Fees: Subject to maximum of two clubs, however this will not include admission and life membership fee;
- F.** Personal Accident Insurance: Premium not exceeding **4000/-** per annum.

PART B

- A.** Contribution to provident fund, superannuation fund or annuity fund will not be included in the computation of the ceiling on perquisites.
- B.** Gratuity, if applicable, should not exceed half month's salary for each completed year of service.

PART C

Provision of car for use on company's business and telephone at residence will not be considered. Personal long distance calls on telephone and use of car for private purpose shall be billed by the company.

4. Responsibility Areas:

Mr. Krishan Kumar Parwal shall exercise substantial powers of management of the affairs of the Company which *inter-alia* shall include the following:

- i. He shall prepare a corporate plan and annual business plan and monitor progress against these plans to ensure that the Company attains its objectives as cost-effectively and efficiently as possible;
- ii. Shall provide strategic advice and guidance to the other members of the Board, to keep them aware of developments within the industry and to ensure that the appropriate policies are developed to meet the Company's mission and objectives and to comply with all relevant statutory and other regulations
- iii. Establish and maintain effective formal and informal links with major customers, relevant government departments and agencies, local authorities, key decision-makers and other stakeholders generally, to exchange information and views and to ensure that the Company is providing the appropriate range and quality of services.

5. Termination:

This appointment may be terminated by any party herein, by giving to the other party, a one month notice in writing.

6. RETIRE BY ROTATION:

Mr. Krishan Kumar Parwal being the Managing Director of the Company is not liable to retire by rotation pursuant to the provisions of section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any statutory amendment, modification or relaxation to Schedule V of the Act or any other relevant Statutory enactment(s) thereof in this regard, the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration including salary, commission, perquisites, allowances, etc. within such prescribed limit subject to that the same does not exceed the ceiling as provided in the said resolution and the said terms of appointment of Mr. Krishan Kumar Parwal, as Managing Director of the company, be suitably amended to give effect to such modification, relaxation or variation without any further reference to the members of the Company for their approval.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. To re-appoint Mr. Vimal Jugal Kishor Chandak (DIN: 02550154) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and all other statutory provisions, approvals and sanctions, as may be applicable, Mr. Vimal Jugal Kishor Chandak (DIN: 02550154) who was appointed as an Independent Director to hold office up to 31st March, 2019 and being eligible for re-appointment and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a further term of 5 (five) consecutive years, i.e. w.e.f 1st April, 2019 to 31st March, 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To re-appoint Mr. Ramesh Kumar Somani (DIN: 05297951) as an Independent Director and in this regard, to consider and if thought fit, pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and all other statutory provisions, approvals and sanctions, as may be applicable, Mr. Ramesh Kumar Somani (DIN: 05297951) who was appointed as an Independent Director to hold office up to 31st March, 2019 and being eligible for re-appointment and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not

liable to retire by rotation and to hold office for a further term of 5 (five) consecutive years, i.e. w.e.f 1st April, 2019 to 31st March, 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To re-appoint Mr. Amit Sharda (DIN: 05297954) as an Independent Director and in this regard, to consider and if thought fit, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and all other statutory provisions, approvals and sanctions, as may be applicable, Mr. Amit Sharda (DIN: 05297954) who was appointed as an Independent Director to hold office up to 31st March, 2019 and being eligible for re-appointment and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a further term of 5 (five) consecutive years, i.e. w.e.f 1st April, 2019 to 31st March, 2024.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Place: Jaipur
Date: 11.08.2018

By order of the Board
For HRB Floriculture Limited

Sd/-
Neha Dusad
Company Secretary & Compliance Officer

NOTES:

1. **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the company. The proxy form in order to be effective, should be duly stamped, filled, signed and must be lodged with the company at its registered office at least 48 hours before the commencement of the Annual General Meeting.**
 2. **A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A proxy form for the meeting is enclosed.**
 3. Members / Proxies / Authorised Representatives attending the meeting are requested to bring attendance slip duly filled, along with their copy of Annual Report at the Annual General Meeting.
 4. 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'.
 5. The instrument appointing the proxy in order to be effective, should be duly stamped, filled, signed and must be deposited at the registered office of the company not later than 48 hours before the commencement of the AGM. (a copy of the proxy form is annexed to this Annual Report 2017-18).
 6. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company is pleased to provide remote e-voting facility to the members to enable them to exercise their right to vote electronically from a place other than the venue of the AGM ('remote e-voting') provided by National Securities Depository Limited (NSDL). **Please note that remote e-voting is optional and not mandatory. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.**
- The instructions and other information relating to e-voting are detailed in this Notice under Note No. 23.
7. The Company shall also arrange for physical voting through ballot or polling paper at the AGM for the members who have not cast their vote through remote e-voting. The members who cast their vote by remote e-voting may attend the AGM but shall not be entitled to cast their vote again.
 8. In terms of Section 102 (1) and (2) of the Companies Act, 2013, ("the Act") a statement setting out the material facts concerning Special Business i.e., at Item No. 3 to Item No. 6 to be transacted at the Annual General Meeting is annexed hereto.
 9. In terms of Articles of Association of the Company, read with Section 152 of the Companies Act, 2013, Mr. Vinod Upadhyaya, (DIN: 07809571), Director of the company, retires by rotation at the ensuing Meeting and being eligible, offers himself for re-appointment). The Board of Directors of the Company and Nomination & Remuneration Committee recommends this re-appointment.

10. As required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the relevant provisions of the Secretarial Standard on General Meeting, the details of Directors seeking appointment/re-appointment at this AGM are furnished as annexure A to the Notice of AGM.
11. Corporate members intending to send their authorized representative(s) to attend the Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board resolution to attend and vote on their behalf at the Meeting.
12. 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 at the Meeting.
13. During the period beginning 24 hrs.before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
14. The Register of Contracts maintained under Section 189 and Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
15. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the financial year 2017-18 will also be available on the Company's website at www.hrb.co.in and also on the website of Stock Exchange where the shares of the Company have been listed viz., BSE Limited at www.bseindia.com and on the website of NSDL at www.nsdl.co.in which may be accessed by the members.
16. All the relevant documents referred to in the Notice and Explanatory Statement are available for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public holidays) during business hours up to the date of Annual General Meeting.
17. **SEBI has decided that securities of listed companies can be transferred only in dematerialized form from December 5, 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.**
18. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation/variation in nomination in the prescribed Form SH-14 with the company's RTA. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
19. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 19th September, 2018 to Tuesday, 25th September, 2018** (both days inclusive) for the purpose of AGM.
20. Members are requested to address all correspondence to M/s. Purva Sharegistry (India) Pvt. Ltd, Unit No. 9, Shiv Shakti Industrial Estate, Ground Floor, J R Boricha Marg, Near Lodha Excelus, Lower Parel East, Worli, Mumbai, Maharashtra - 400011, who is acting as our Registrar and Share

Transfer Agent. Please quote your folio number and our company's name in all your future correspondences.

21. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/correspondence, if any, directly to the Registered Office of the Company.
22. Members desirous of getting any information about the accounts and/or operation of the Company are requested to write to the Company at least seven days before the date of meeting to enable us to keep the information ready at the meeting.
23. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates (if any), to their Depository Participants ("DPs") with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or the Registrar and Share Transfer Agent i.e. M/s. Purva Shareregistry India Pvt. Ltd quoting reference of the registered folio number.
24. 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 their PAN and bank account details to their Depository Participant(s) with whom they are maintaining their demat accounts and members holding shares in physical form to the Company/ RTA i.e. M/s. Purva Shareregistry India Pvt. Ltd.
25. Members holding shares in physical form in multiple folios in identical names are requested to apply for consolidation of such folios along with share certificates to the Company/ Registrar and Share Transfer Agent.
26. Go Green Initiative: SEBI & the Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment. Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company are requested to register their e-mail ID" s with M/s. Purva Shareregistry (India) Pvt. Ltd at busicomp@vsnl.com, the Registrars & Share Transfer Agents of the Company and members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered so as to enable the company to send the Annual Report and Accounts, Notices and other documents through Electronic Mode to their e-mail address.
27. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the copy of the Annual Report including Financial statements, Board's report etc. and Notice of AGM are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to busicomp@vsnl.com or hrblflrtd@yahoo.com mentioning your Folio/DP ID & Client ID. For members who have not registered their email ids with their respective depository participants or with the share transfer agent of the Company, physical copies are being sent by the permitted mode.