



H R B
FLORICULTURE
LTD.

26th
Annual Report

2020-21

CORPORATE INFORMATION:

BOARD OF DIRECTORS:

- i. **Mr. Krishan Kumar Parwal**
Managing Director
DIN: 00228200
- ii. **Mrs. Sunita Parwal**
Non-Executive Director
DIN: 00228289
- iii. **Mr. Vinod Upadhyaya**
Non-Executive Director &
Chief Financial Officer
DIN: 07809571
- iv. **Mr. Ramesh Kumar Somani**
Independent Director
DIN: 05297951
- v. **Mr. Amit Sharda**
Independent Director
DIN: 05297954
- vi. **Mr. Vimal Jugalkishor Chandak**
Independent Director
DIN: 02550154

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
Tel: +91-22-23018261
Fax: +91-22-2301 2517
Website: www.purvashare.com
E-mail: - busicomp@vsnl.com

Principal Banker:

Bank of Baroda, Jaipur
(Erstwhile Vijaya Bank)

Corporate Identification Number (CIN):

L01300RJ1995PLC009541

BOARD COMMITTEES:

Audit Committee:

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

Nomination & Remuneration Committee:

Mr. Vimal Jugalkishor 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 Jugalkishor Chandak (Member)

Company Secretary & Compliance Officer

Ms. Nitiksha Khandelwal (From 29-06-2021)
Ms. Deepa Soni (upto 31.03.2021)
Ms. Prachee Mathur (upto 28.11.2020)

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: -hrbflrld@yahoo.com
Website: www.hrb.co.in

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H R B 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

NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the **26th** (Twenty Sixth) **Annual General Meeting** ("AGM") of the members of **H R B FLORICULTURE LIMITED** will be held on **Wednesday** the **29th** day of **September, 2021** at **02.00 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 adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2021, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Sunita Parwal, (DIN: 00228289), who retires by rotation and being eligible, offers herself 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 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of Articles of Association of the Company and subject to 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, 2021 to 31st August 2024, on the terms and conditions mentioned below, with liberty to the Board of Directors 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, 2021)
3. **Remuneration:**
 - a) Salary Proposed: upto Rs.55,000/- p.m. 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. Sitting Fees:

No sitting fees will be paid to MD for attending the meetings of Board / Committees.

7. 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."

Place: Jaipur
Date: 12-08-2021

By order of the Board of Directors
For H R B Floriculture Limited

Registered Office: A-28, Ram Nagar,
Shastri Nagar, Jaipur – 302016
RAJASTHAN

Nitiksha Khandelwal
Company Secretary & Compliance Officer
Membership No.: A66234

NOTES:

1. The Company has taken care of all the preventive/precautionary measures issued by the Ministry of Health, Government of India while making arrangement for this Annual General Meeting including proper sanitisation facility for every individual at the entrance gate of venue, checking and maintaining proper hygiene during the time of AGM, etc. to ensure the safety of all its shareholders, employees and other stakeholders participating in the Annual General Meeting.
2. **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.**
3. **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 to this report.**
4. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the AGM, 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.
5. 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.
6. Corporate members/HUF/Trust, intending to send their authorized representative(s) to attend the AGM, 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/Authorisation letter together with the specimen signature(s) of the representative(s) authorised under the said Board resolution/Authorisation letter to attend and vote on their behalf at the Meeting.
7. 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.
8. 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'.
9. As required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Listing Regulations" and as per the relevant provisions of the Secretarial Standard-2, issued by the Institute of Company Secretaries of India, the details of Directors seeking re-appointment at this AGM are furnished as Annexure to the Notice of AGM.
10. The Register of Contracts and arrangements in which Directors are interested 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.
11. The Notice of the 26th AGM and the Annual Report of the Company for the year ended on 31st March, 2021 is uploaded on the Company's website at www.hrb.co.in and may be assessed by the members and will also be available on the website of Stock Exchange (s) where the shares of the Company have been listed viz., BSE Limited at www.bseindia.com, CSE Limited and on the website of NSDL at www.nsdl.co.in.
12. 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.

13. SEBI vide its circular dated 08th June, 2018 amended Regulation 40 of the Listing Regulation pursuant to which requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form. Members holding the shares in physical form are requested to dematerialise their holdings at the earliest as it will not be possible to transfer shares held in physical mode.

Further, dematerialisation would facilitate paperless trading through state-of-the-art technology, quick transfer of corporate benefits to members and avoid inherent problems of bad deliveries, loss in postal transit, theft and mutilation of share certificate and will not attract any stamp duty. It also substantially reduces the risk of fraud. Hence, we request all those members who have still not dematerialized their shares to get their dematerialized at the earliest.

14. SEBI vide its circular dated 20th April, 2018, directed all the listed companies to record the Income Tax PAN and bank account details of all their shareholders holding shares in physical form. All those shareholders who are yet to update their details with the Company are requested to do so at the earliest.
15. 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.
16. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 23rd September, 2021 to Wednesday, 29th September, 2021** (both days inclusive) for the purpose of AGM.
17. Members are requested to address all correspondence to M/s. Purva Shareregistry (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. Further, kindly quote your folio number and our company's name in all your future correspondences.
18. 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.
19. Members desirous of seeking any information/clarification(s) about the Annual Report of the Company are requested to write to the Company at least seven days before the date of meeting. This would enable the Company to compile the information and provide the replies at the meeting.
20. 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 advice 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.
21. 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 to their Depository Participant(s) with whom they are maintaining their demat accounts and members holding shares in physical form to the Company or to RTA i.e. M/s. Purva Shareregistry India Pvt. Ltd, Mumbai.
22. 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.
23. With a view to conserve natural resources, 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).

We request members who have not registered their email address with the Company to update and register their e-mail addresses with their M/s Purva Sharegistry (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 addresses with their respective Depository Participants (DPs) to enable the Company to send communications including the Annual Report, Notices and other documents electronically.

24. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial Statements, Board's Report etc. and Notice of the 26th AGM are being sent by electronic mode, to those members who have registered their e-mail 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 hrbflrtd@yahoo.com mentioning your Folio No./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.

25. 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 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 caste the vote again.

26. The Company has also arranged 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.

27. **(I) Information relating to remote E-voting are as under:-**

- a) Mr. Manoj Maheshwari, Practicing Company Secretary (Membership No.: FCS3355) and partner of M/s V.M. & Associates, Company Secretaries has been appointed as the scrutinizer to scrutinize the remote e-voting and poll process to be carried out at the AGM in a fair and transparent manner.
- b) The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on **Wednesday, the 22nd day of September, 2021 (Cut off date)**.

The remote e-voting period **starts** on **Saturday, the 25th day of September, 2021 at 09.00 A.M.** and **ends** on **Tuesday, the 28th day of September, 2021 at 05.00 P.M.** The remote e-voting module will be disabled by NSDL for voting thereafter.

- c) The Scrutinizers shall submit a consolidated Scrutinizers' Report (votes casted during the AGM and votes casted through remote e-voting) of the total votes cast in favour of or against, if any, within 2 (two) working days from the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting. The result declared along with the consolidated Scrutinizer's Report shall be simultaneously placed on the Company's website www.hrb.co.in and on the website of NSDL and communicated to the stock exchange(s) where the shares of the Company are listed.

(II) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through

their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If your are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.