

27th
ANNUAL REPORT
2021-22

HRB
FLORICULTURE
LIMITED

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 Shareregistry 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)

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

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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:hrbflrtd@yahoo.com, Website: www.hrb.co.in

NOTICE FOR ANNUAL GENERAL MEETING

NOTICE is hereby given that the **27th** (Twenty Seventh) **Annual General Meeting** ("AGM") of the members of **H R B FLORICULTURE LIMITED** will be held on **Thursday** the **29th** day of **September, 2022** 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, 2022, 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.
3. To Re-appoint Statutory Auditors of the Company

To re-appoint Statutory Auditors of the Company, and to fix their remuneration and to consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) there-to or re-enactment(s) thereof for the time being in force), and on the basis of recommendation of Audit Committee and Board of Directors, M/s Gupta Rajiv & Associates, Chartered Accountants, Jaipur, (Firm Registration No. 004915C) be and is hereby re-appointed as Statutory Auditors of the Company to hold office for a second consecutive term of five years from the conclusion of the 27th Annual General Meeting till the conclusion of the 32nd Annual General Meeting of the Company to be held in the year 2027 at such remuneration as mentioned in the explanatory statement for the FY 2022-23 and further authorizing the Board of Directors to determine remuneration of remaining period on recommendation of Audit Committee.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to sign and submit necessary forms to the Registrar of

Companies, Rajasthan and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

Place: Jaipur
Date: 12-08-2022

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

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

KRISHAN KUMAR PARWAL
MANAGING DIRECTOR
DIN: 00228200

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. 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.
5. 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.
6. 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.
7. 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'.
8. 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.
9. A brief resume of the directors proposed to be appointed / re-appointed, nature of his expertise in specific functional areas, terms and conditions of reappointment, remuneration last drawn, remuneration proposed to be paid, shareholding in the Company, number of meetings attended, names of companies in which they hold directorship and memberships/ chairmanships of Board Committees, shareholding and relationships between directors inter se as stipulated under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of Secretarial Standard on General Meetings(SS-2), are annexed to the Notice of AGM.
10. The Register of Members and Share Transfer Books of the Company will remain closed from **Friday, 23rd September, 2022 to Thursday, 29th September, 2022** (both days inclusive) for the purpose of AGM.

11. 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.
12. The Notice of the 27th AGM and the Annual Report of the Company for the year ended on 31st March, 2022 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.
13. 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.
14. 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.
15. 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.
16. 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.
17. 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. 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 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 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 27th 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 hrbflrltd@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. **(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 **Thursday, the 22nd day of September, 2022 (Cut off date)**.

The remote e-voting period **starts** on **Sunday, the 25th day of September, 2022 at 09.00 A.M.** and **ends** on **Wednesday, the 28th day of September, 2022 at 05.00 P.M.** The remote e-voting module will be disabled by NSDL for voting thereafter.

- c) The Scrutinizer shall submit a consolidated Scrutinizers' Report votes casted through remote e-voting of the total votes cast in favour or against, if any, 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.
- d) 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

(II) Instructions for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on