

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: hrbflr ltd@yahoo.com, Website: www.hrb.co.in

Date: 11.03.2024

To,

**BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001
Maharashtra**

Subject: Voting Results and Consolidated Scrutinizer's Report of the Extraordinary General Meeting ("EGM") of the members of H R B Floriculture Limited held on Saturday, 9th March, 2024 at 02:00 P.M. at the registered office of the Company situated at A-28, Ram Nagar, Shastri Nagar, Jaipur- 302016 (Rajasthan).

Reference: H R B Floriculture Ltd., Scrip Code: 531724, Security ID: HRBFLO.

Respected Sir / Madam,

In pursuance of Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Voting Results of the Extraordinary General Meeting ("EGM") of the members of H R B Floriculture Limited held on Saturday, 9th March, 2024 at 02:00 P.M. at its registered office situated at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 (Rajasthan) and Consolidated Scrutinizer's Report on remote e- voting and voting conducted at the EGM pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended). Further, all the resolutions are passed by the requisite majority of the members present at the EGM.

You are requested to kindly take the same on record.

Thanking you,
Yours Faithfully,

For **H R B Floriculture Limited**

(VINOD UPADHYAYA)

Director and Chief Financial Officer
DIN: 07809571

Encl.: a/a

CC:

- 1. Central Depository Services (India) Ltd.**
17th Floor, P. J. Towers,
Dalal Street, Mumbai - 400 001
- 2. National Securities Depository Ltd.**
Trade World, 'A' wing, 4th & Sth Floors,
Kamala Mills Compound,
Lower Parel, Mumbai - 400 013

- 3. Purva Shareregistry (India) Pvt. Ltd.**
No.9, Shiv Shakti Ind. Estt.,
J.R. Boricha Marg,
Lower Parel (East)
Opp. Kasturba Hospital
Mumbai - 400 011.

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Voting results	
Record date	02-03-2024
Total number of shareholders on record date	141
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	2
b) Public	5
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	1

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for Voluntary Liquidation of the Company and appointment of Liquidator thereof				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	944500	944500	100.0000	944500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		944500	944500	100.0000	944500	0	100.0000
Public-Institutions	E-Voting	0	0	0	0	0	0.0000	0.0000
	Poll		0	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		0	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	1331800	78000	5.8567	78000	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total		1331800	78000	5.8567	78000	0	100.0000
Total		2276300	1022500	44.9194	1022500	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	



SCRUTINIZER'S REPORT

To,

The Chairman of

Extraordinary General Meeting ("EGM") of the Shareholders of H R B Floriculture Limited held on Saturday, 09th March, 2024 at 02:00 P.M. at the registered office of the Company situated at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 (Rajasthan)

Sub: Consolidated Scrutinizer's report on remote e-voting and voting conducted at the EGM.

The Board of Directors of H R B Floriculture Limited (hereinafter referred to as "**the Company**") at its meeting held on Tuesday, 13th February, 2024 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 EGM 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.

The management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of EGM. My responsibility as a Scrutinizer for the voting process is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolutions stated in the notice of the EGM, based on the physical ballots and report generated from the e-voting system provided by National Securities Depository Limited, the Agency engaged by the Company to provide remote e-voting facilities.

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 (Special Business) sought to be transacted at the EGM 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 EGM 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 EGM was Friday, 9th February, 2024 and as on that date, there were 141 shareholders of the Company. The Company had sent the Notices of the EGM along with E-Voting details by e-mail to 20 shareholders whose e-mail 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 121 shareholders whose e-mail IDs were not available, notices were sent by courier. There were no cases where transmissions through email had failed.

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

- 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 Company completed the dispatch of the notices to the Shareholders by Wednesday, 14th February, 2024.
- As prescribed in clause (v) of sub rule 4 of Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the EGM in “Financial Express”, English newspaper in English language and in “Business Remedies”, Vernacular newspaper in Vernacular language on Thursday, 15th February, 2024. 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.
- 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 Saturday, 02nd March, 2024. The remote e-voting period remained open from Tuesday, 05th March, 2024 at 09:00 A.M. and ended on Friday, 08th March, 2024 at 05:00 P.M.
- At the end of the voting period on Friday, 08th March, 2024 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 EGM 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 EGM through ballot paper. The votes cast through remote e-voting were unblocked by me as a Scrutinizer in the presence of two 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 EGM by way of Ballot paper, the details of which are as follows:

Manoj
Maheshw
ari

Digitally signed
by Manoj
Maheshwari
Date: 2024.03.11
16:20:20 +05'30'

**Item No. 1: Special Resolution:****Approval for Voluntary Liquidation of the Company and appointment of Liquidator thereof.**

Total No. of Shareholders/Folios	141		
Total No. of Shares	22,76,300		
Remote E-voting Period	From Tuesday, 05th March, 2024 at 09:00 A.M. to Friday, 08th March, 2024 at 05:00 P.M.		
		Number of Votes/Folio	Number of shares
Total votes cast through remote e-voting	A	16	10,22,500
Total Votes cast through Polling at EGM	B	0	0
Grand Total of remote e-voting / Polling at EGM(A+B)	C	16	10,22,500
Less: Invalid/abstain remote e-voting/ Polls at EGM (On account of for/against option not indicated)	D	0	0
Net remote e-voting/ Polling at EGM(C-D)	E	16	10,22,500

NOTES:

- (i) Invalid voting was not taken into account for counting of percentages of valid and invalid votes.
- (ii) 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.
- (iii) There is no case where the shareholder has voted both through remote e-voting and polling at EGM.

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	100.00%	9,44,500	0	100.00%	0.00%
Public institutional holders	0	0	0.00%	0	0	0.00%	0.00%
Public-others	13,31,800	78,000	5.86%	78,000	0	100.00%	0.00%
Total	22,76,300	10,22,500	44.92%	10,22,500	0	100.00%	0.00%

Percentage of votes cast in favour: 100.00% | Percentage of votes cast against: 0.00%

RESULT:-

Since, the number of votes cast in favour of the resolution is **100.00%**, Based on the aforesaid result, I report that the **Special Resolution** as set out in **Item No. 1** of the Notice of the EGM dated 13th February, 2024 has been passed with requisite majority. The resolution is deemed to be passed as on the date of EGM.

Manoj Maheshwari
Digitally signed by Manoj Maheshwari
Date: 2024.03.11 16:20:40 +05'30'



All the Resolutions mentioned in the EGM Notice dated 13th February, 2024 as per the results above stand passed under remote e-voting and voting conducted at EGM with the requisite majority and deemed to be passed as on the date of the EGM.

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. The 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 EGM.

Yours Faithfully

**Manoj
Maheshwari** Digitally signed by
Manoj Maheshwari
Date: 2024.03.11
16:20:59 +05'30'

**CS Manoj Maheshwari
Scrutinizer
M. No.: FCS 3355 I C.P. No. 1971
Partner
V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)**

**Place: Jaipur
Date: March 11, 2024
UDIN: F003355E003566816**

**Countersigned By:
For H R B Floriculture Limited**

**VINOD
UPADHYAYA** Digitally signed by
VINOD UPADHYAYA
Date: 2024.03.11
16:24:27 +05'30'

**Vinod Upadhaya
Director & Chief Financial Officer
DIN: 07809571**