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

Date: 02-09-2021

To,

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, Mumbai-400 001
Maharashtra

Subject: **Notice of 26th Annual General Meeting along with the Annual Report for the Financial Year 2020-21 and Book Closure.**

Reference: **HRB Floriculture Limited, Scrip Code: 531724.**

Dear Sir/Ma'am,

Pursuant to the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, we hereby intimate as under:-

1. The 26th Annual General Meeting of the Company will be held on Wednesday, September 29, 2021 at 02:00 P.M. (IST) at its registered office situated at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 (Rajasthan).
2. The Register of Members and the Share Transfer Books will remain closed from Thursday, September 23, 2021 to Wednesday, September 29, 2021 (both days inclusive) for the purpose of Annual General Meeting.
3. Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we have provided the facility to vote by electronic means (e-voting) on all resolutions as set out in the notice of AGM to those members, who are holding shares either in physical or in electronic form as on the cut-off date i.e. Wednesday, September 22, 2021. The Remote e-voting will commence at 9:00 A.M. (IST) on Saturday, September 25, 2021 and ends at 5:00 P.M. (IST) on Tuesday, September 28, 2021.
4. Pursuant to Regulation 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding herewith a copy of Annual Report for the Financial Year 2020-21.

   Further, in terms of Regulation 46 of SEBI LODR, the Annual Report along with the AGM Notice is also available on the website of the Company at www.hrb.co.in

You are requested to kindly take the same on record.

Thanking you,

Yours Faithfully,

For H R B Floriculture Limited

Nitiksha

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

H R B FLORICULTURE LTD. JAIPUR

Encl: a/a

HRB FLORICULTURE LIMITED

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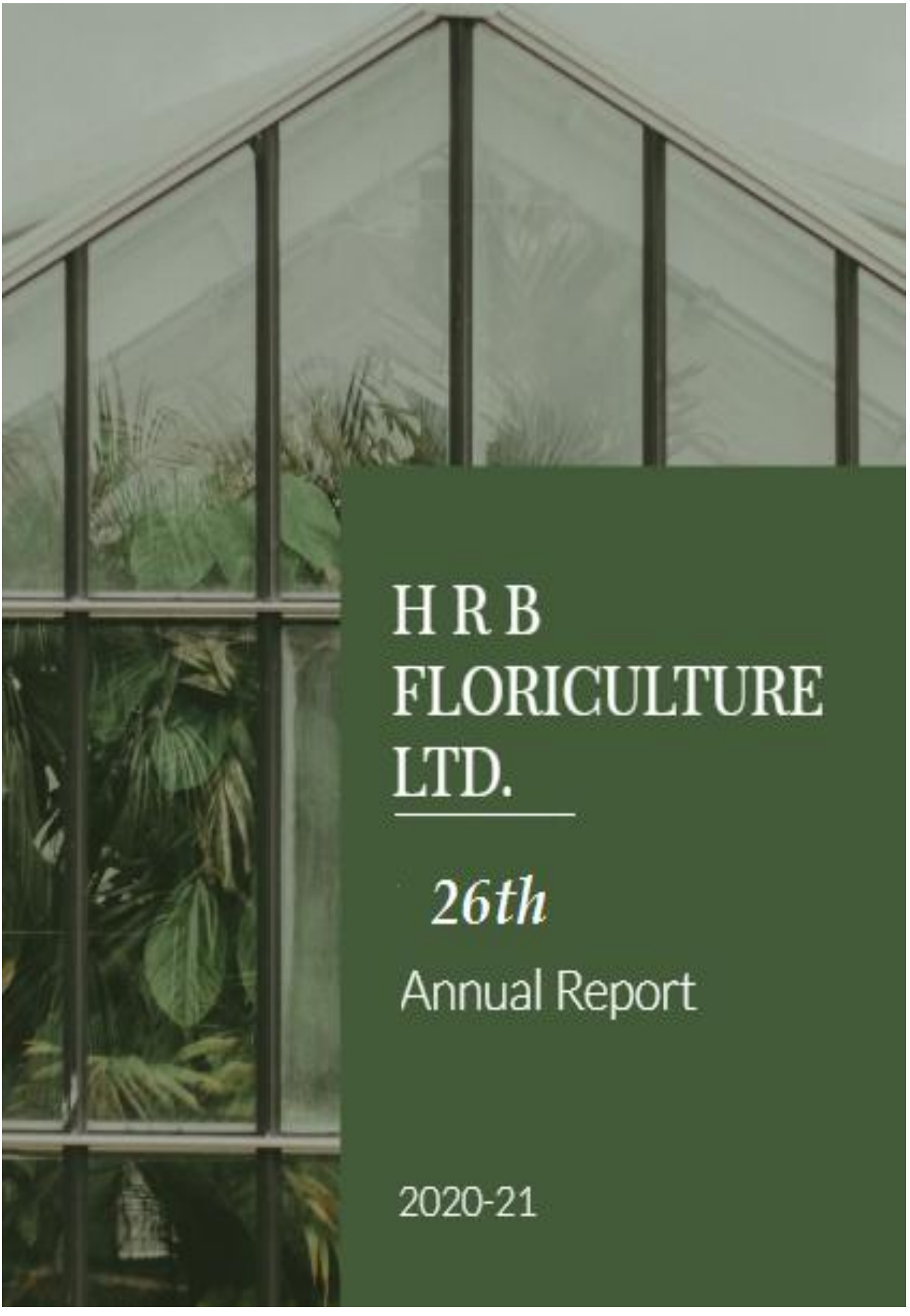
CC:

1. **Calcutta Stock Exchange Ltd.**
   7, Lyons Range,
   Kolkata, West Bengal-700001

2. **National Securities Depository Ltd.**
   Trade World, 'A' wing, 4th & 5th Floors,
   Kamala Mills Compound,
   Lower Parel, Mumbai - 400 013

3. **Central Depository Services (India) Ltd.**
   17th Floor, P. J. Towers,
   Dalal Street, Mumbai - 400 001

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



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:-hrbflrltd@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:hrbflrltd@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 and 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 & ComplianceOfficer
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 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 Sharegistry 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 Sharegistry 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 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. 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	1. 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. 2. 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 3. 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. 4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

	NSDL Mobile App is available on App Store Google Play  
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. 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.

General Guidelines for shareholders

1 Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cs.vmanda@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may contact to Ms. Pallavi Mhatre, Manager, National Securities Depository Limited, TradeWorld, 'A'Wing, 4th Floor , Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, MUMBAI - 400013 Contact no.: 022-24994545 Email: evoting@nsdl.co.in.or you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990

4. Route Map showing directions to reach to the venue of the 26th AGM is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting".

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

Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013

The following statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 3

The Board of Directors at its meeting held on 12.08.2021 has, subject to the approval of members, re-appointed 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 August 31st 2024, on the terms and conditions including remuneration as recommended by the Nomination and remuneration Committee and approved by the Board.

It is proposed to seek members' approval for the re-appointment of and remuneration payable to Mr. Krishan Kumar Parwal as **MANAGING DIRECTOR** of the Company, in terms of the applicable provisions of the Companies Act, 2013.

The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in section 166 of the Act with regard to duties of directors. The Managing Director shall adhere to the Company's code of conduct.

Mr. Krishan Kumar Parwal satisfies all the conditions as set out in section 196 (3) of the Companies Act, 2013 and part-1 of schedule V mentioned therein, for being eligible for re-appointment as Managing Director of the company. The company has also received a declaration in form DIR-8 from him stating that he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has also given his consent in form DIR-2 to act as Managing Director of the Company.

A statement containing his brief profile is given as per Annexure A to the Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, whether financially or otherwise, in the Resolution except Mr. Krishan Kumar Parwal, being the appointee and Ms. Sunita Parwal, being the relative of the appointee.

The Board recommends the passing of the Special Resolution as set out in the Item no. 3 of the Notice for approval by the members.

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

Annexure to Item No. 2&3 of the Notice of the 26th AGM

Brief profile and other relevant details of Director seeking re-appointment at the forthcoming Annual General Meeting

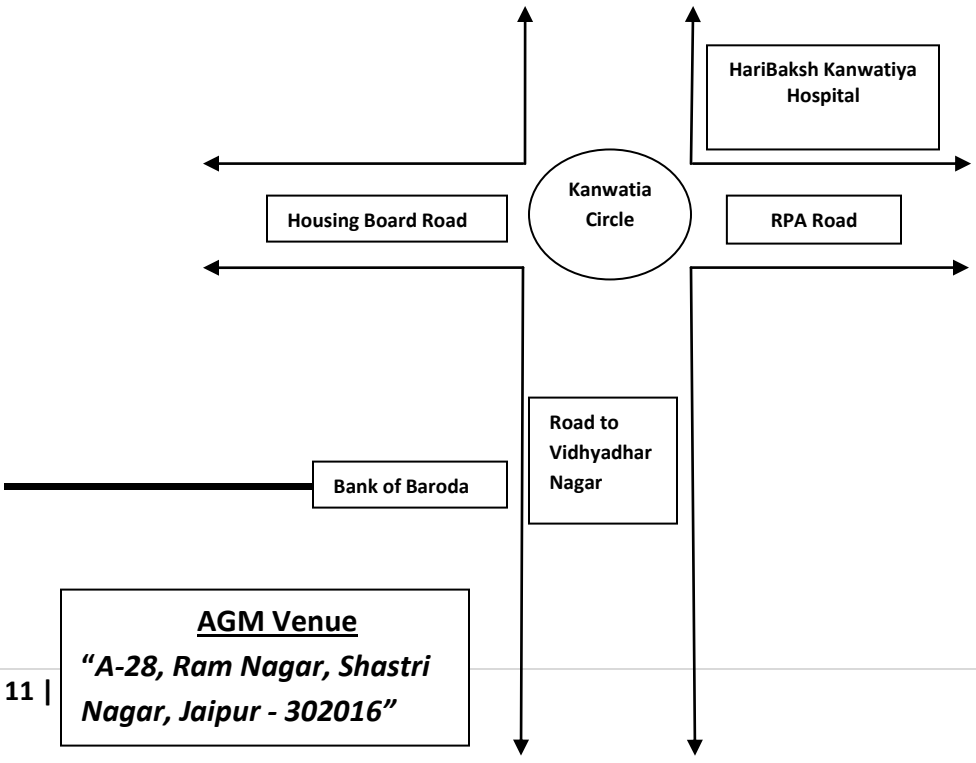
{Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 :-}

Name of the Director	Mrs. Sunita Parwal	Mr. Krishan Kumar Parwal
DIN (Director Identification Number)	00228289	0228200
Date of Birth & Age	25/03/1959 & 62 years	05/10/1954 & 66 years
Date of First Appointment on the Board of the Company	20/02/1995	20/02/1995
Nationality	Indian	Indian
Qualifications	Bachelors' in Arts	B.tech
Brief Resume	Mrs. Sunita Parwal is a Non-executive Director in the Company She is associated with the Company since 1995 and continuously making efforts to take the Company on higher level with her administration and supervision skills	He is Key managerial personnel of the Company designated as Managing Director. He is one of the promoters of HRB Floriculture Limited. He is having an experience of more than 25 Years.
Experience & Expertise in specific functional areas	Possesses the experience of 20 years in General Administration	He has been associated with the business of farming and agriculture activities. Vast experience in finance, leasing, dealing in shares & securities and property dealing activities.
Terms and Conditions of re-appointment	Proposed Non-Executive Director, liable to retire by rotation	As per resolution at item no 3 of the Notice convening this meeting read with explanatory statement thereto, Shri Krishan Kumar Parwal is proposed to be reappointed as Managing Director not liable to retire by rotation as per the requirement of

		Section 203 of the Companies Act, 2013
Remuneration	Remuneration sought to be paid: NIL Remuneration last drawn: NIL	Remuneration sought to be paid: upto Rs.55,000/- p.m. as may be decided by the Board from time to time
***List of Companies in which outside Directorship held as on 31/03/2021**	1. Sufal Granites Private Limited 2. HRB Constructions Private Limited	1. Parwal Granites Pvt. Ltd. 2. HRB Constructions Pvt. Ltd.
Chairman / Member in Committees of the Boards of other Companies in which he is Director	NO	NO
Number of Shares held in the Company	80,100	864400
Relationship with other Directors, Managers and KMPs	Wife of Mr. Krishan Kumar Parwal, Managing Director	Husband of Mrs. Sunita Parwal who is a Non-executive Director in the Company
Number of meetings of Board attended during the year	5	5

** Includes the Private Companies also.*

Route map to the venue of the 26th AGM



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

BOARD'S REPORT

To,
The Shareholders,

Your Directors take pleasure to present the 26th Annual Report together with the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2021.

1. Financial Summary

The Company's Financial Performance for the year ended on 31st March, 2021 is summarized below:

(Amount in Rs.)

Particulars	Financial Year 2020-21	Financial Year 2019-20
Net Profit/(Loss) for the year (before depreciation and tax)	(5,51,208)	(12,78,991)
Less: Depreciation/ Amortization	24,106	32,027
Net Profit/(Loss) for the year (after depreciation before tax)	(5,68,188)	(1,311,018)
Less:	-	-
Income Tax	-	-
Deferred Tax	(5080)	(5,992)
Net profit/loss for the year (after depreciation and tax)	(5,73,268)	(13,17,010)
Brought Forward Profit/(Loss) from last year	**(3,46,23,019)**	(3,33,06,009)
Depreciation excess claimed	-	-
Balance as at year end carried over to next year	**(35196287)**	**(3,46,23,019)**

2. Operations and Company's Affairs:

The Company is mainly engaged in the business of agricultural activities and dealing in securities market. The Company's financial performance has started dropping 3-4 years ago. The highlights of the Company's performance are as under:-

During the year under review, the total income of the company stood at Rs. 7126 as against Rs. 11877/- in previous financial year. The Net Loss before Tax is Rs. 568188/- as against loss of Rs. 1311018/- in last financial year and the Net Loss after Tax is Rs. 573268/- as against loss of Rs. 1317010/- in the last Financial year.

The Company's financial position deteriorates during the year as compared to the previous Financial Year. The Company has conducted no business activity during the Financial Year 2020-21 and also,

the net worth of the Company is in negative and Company is not able to grab any opportunities due to inadequacy of capital and profits.

However, the major population of our country is highly dependent on agriculture sector. The Company is continuously making efforts to improve its condition in future and the Government is also launching various new schemes for the benefit of this sector and growth of the people associated with this sector.

3. Dividend

In view of losses incurred during the year, your Directors regret their inability to recommend any dividend for the Financial Year 2020-21.

4. Reserves

In view of losses, your directors do not propose to transfer any amount to the reserves of the company for the Financial Year ended 31st March, 2021.

5. Capital Structure

During the Financial Year 2020-21, 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/-** (Rupees Two Crore Twenty Seven Lakh and Sixty Three Thousand only). The Company has not issued any shares / debentures during the financial year.

6. Material changes and commitments

As required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 relating to material changes and commitments, your directors confirm that there are no such material changes and commitments affecting the financial position of the company which have occurred between the end of the Financial Year to which the financial statements relate till the date of the report.

COVID-19 Pandemic

Due to Covid-19 Pandemic, the Company's operations were temporarily disrupted there is major impact of Covid 19 on the business. The Company were closed for short period during lockdown and thereafter opened with all safety, security and other measures / precautions as required by Government and Health advisories, for uninterrupted supply of essential commodities. All safety, security and other measures / precautions are taken at Company premises as required by Government and Health advisories. The Company was prompt to implement various measures to protect employees, communities, and operations from ensuring that the supply chain was not impacted. The Company also encouraged non-critical operations to work from home and carry out interactions electronically.

7. Human Resources

Human Resources are invaluable assets of the Company. The Organisation takes pride in its human capital, which comprises of people from diverse backgrounds and cultures. In order to sustain this vital resource, the Company continues to build on meritocracy that will aid the organisation to be ready to embrace the new competencies for a sustainable future.

Various women friendly facilities like flexi-work timing and Anti-Sexual harassment policy has supported the women employees in carrying on with their career along with other responsibilities.

Special activities focusing on health, well-being and stress-free life is also organised thereby fostering employees personal and professional growth.

We are committed to provide a work environment that is free from discrimination and harassment for all our employees. The Company is an equal-opportunity employer and makes employment decisions based on merit and business needs. The Company prohibits harassment or discrimination of any kind, on the grounds of race, religion, nationality, ethnic origin, color, gender, age, citizenship, sexual orientation, marital status or any disability not affecting the functional requirements of the position held.

8. Directors and Key Managerial Personnel

a) Board of Directors

The Board is in a fiduciary position, empowered to oversee the management function with a view to ensure its effectiveness and enhancement of stakeholder value. The Board decides on the policies to be implemented across the Company, and reviews and monitors its strategic direction and annual business plan and business objectives. The Board of Directors of the Company consists of eminent persons with considerable professional expertise and experience in business and sector of industry, finance, management and marketing.

- **Composition and Category**

The composition of the Board of Directors with reference to number of Executive and Non-Executive Directors meets with the requirements of Section 149 of the Companies Act, 2013 and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

As on 31st March, 2021 there are six Directors on the Board of Company out of which one is Managing Director, two Non-Executive Directors and three Independent Directors.

During the year, no appointment was made on the Board of the Company.

The Board of Directors on the recommendation of Nomination and Remuneration Committee has re-appointed Mr. Krishan Kumar Parwal as Managing Director of the Company for a period of 3(Three) years with effect from 1st September, 2021, subject to approval of shareholders in its ensuing Annual General Meeting, as his current term of office is expiring on 31st August, 2021.

- **Retire by Rotation**

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Sunita Parwal (DIN:00228289) is retiring by rotation at the ensuing Annual General Meeting, and being eligible for re-appointment seeks re-appointment as Director of the Company. The Board and Nomination and Remuneration Committee recommended her re-appointment at the ensuing Annual General Meeting.

However, at the last Annual General Meeting of the Company held on 29th September, 2020, Mr. Vinod Upadhyaya (DIN:07809571) was liable to retire by rotation and was re-appointed as Director, being eligible for the same.

- **Woman Director**

The Company has Mrs. Sunita Parwal (DIN:00228289) as Woman Director in the Board of the Company as per the requirement of Section 149 of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

➢ **Independent Directors**

The Company duly complies with the provisions of the Section 149 (4) of the Companies Act, 2013 and the Listing Regulations. The Company presently has on its Board, three Independent Directors, namely:-

1. Mr. Vimal Jugalkishor Chandak (DIN: 02550154)
2. Mr. Ramesh Kumar Somani (DIN: 05297951)
3. Mr. Amit Sharda (DIN: 05297954)

These Independent Directors were appointed on their second term and the tenure of these Independent Directors will be 5 years from their date of appointment which is 1st April, 2019 till 31st March, 2024. Also, Independent Directors are not liable to retire by rotation.

The Company has received declarations from all the Independent Directors of the Company confirming:-

- They meet the criteria of independence prescribed under the Act and the Listing Regulations and
- They have registered their names in the Independent Directors' Databank.

The Board of the Company confirms that the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV of the Act and also confirms that the Independent Directors fulfils the conditions specified in these regulations and are independent of the management.

The Company has devised the following policies:-

- Terms and Conditions for appointment of Independent Directors available on the following web link https://hrb.co.in/Terms%20&%20Conditions%20for%20Independent%20Directors.pdf.

- Code of Conduct of Independent Directors available on the following web link https://hrb.co.in/COC%20Independent%20Director-converted.pdf.

Following is the composition of the Board of Directors of the Company:-

Name of Directors	**Category**	***Directorship held in other Companies as on 31-03-2021**	***Committee Membership/ Chairmanship held in other Companies as on 31-03-2021**
Mr. Krishan Kumar Parwal DIN:00228200	Managing Director	2	NIL
Mr. Vinod Upadhyaya DIN: 07809571	Non-Executive Director & Chief Financial Officer	NIL	NIL
Mrs. Sunita Parwal DIN:00228289	Non-Executive Director	2	NIL
Mr. Ramesh Kumar Somani DIN:05297951	Independent Director	NIL	NIL

Mr. Amit Sharda DIN:05297954	Independent Director	NIL	NIL
Mr. Vimal Jugalkishor Chandak DIN:02550154	Independent Director	1	NIL

* Includes private and public Companies

b) No. of Board Meetings

The Board of Directors of your Company met 5 (Five) times during the Financial Year 2020-21 (on 23.06.2020, 13.08.2020, 11.11.2020, 28.11.2020, 12.02.2021). The details of Board Meetings and the attendance of the Directors thereat are provided in the Corporate Governance Report. The intervening time gap between two consecutive Meetings of the Board was within the limit prescribed under the Companies Act, 2013.

Name of Directors	Category	No. of Board Meetings held	No. of Board Meeting attend	Attendance at last AGM
Mr. Krishan Kumar Parwal DIN:00228200	Managing Director	5	5	Yes
Mrs. Sunita Parwal DIN:00228289	Non-Executive Director	5	5	Yes
Mr. Ramesh Kumar Somani DIN:05297951	Independent Director	5	5	Yes
Mr. Amit Sharda DIN:05297954	Independent Director	5	5	Yes
Mr. Vimal Jugalkishor Chandak DIN:02550154	Independent Director	5	5	Yes
Mr. Vinod Upadhyaya DIN: 07809571	Non-Executive Director & Chief Financial Officer	5	5	Yes

c) Key Managerial Personnel

The Company duly complies with the provisions of Section 203 of the Companies Act, 2013 read with Rule 8 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Following are the Key Managerial Personnel (KMP's) in the company:-

Name of Key Managerial Personnel (KMP)	Category
Mr. Krishan Kumar Parwal	Managing Director
Mr. Vinod Upadhyaya	Chief Financial Officer

*Ms. Prachee Mathur (upto 28.11.2020)	Company Secretary
**Ms. Deepa Soni (upto 31.03.2021)	Company Secretary
Ms. Nitiksha Khandelwal (With effect from 29-06-2021)	Company Secretary

* Ms Prachee Mathur resigned w.e.f. 28.11.2020
**Ms. Deepa Soni resigned w.e.f. 31.03.2021

9. Committees of the Board

The Company's governance structure is based on the principles of freedom to the executive management within a given framework to ensure that the powers vested in the executive management are exercised with due care and responsibility so as to meet the expectation of all the stakeholders. In line with these principles and the Companies Act, 2013, the Company has formed following three Committees of Directors which are focused on financial reporting, audit & internal controls, compliance issues, appointment and remuneration of Directors and Senior Management Employees and the risk management framework.

- **Audit Committee**
- **Nomination and Remuneration Committee**
- **Stakeholders' Relationship Committee**

➢ Audit Committee

The Audit Committee of the Company is constituted in line with the Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 and the Rules notified by the Central Government in this regard. The Board decides the Membership and terms of reference of the Audit Committee within the framework laid down by SEBI. The Committee comprises of three Independent Directors including the Chairman of the Committee. Mr. Amit Sharda is the Chairman of the Committee. All the members of the Committee possess sound knowledge on accounts, audit, finance, internal control etc.

The Board has accepted all the recommendations made the Audit Committee during the year.

i. Broad terms of Reference

The terms of reference of the Audit Committee are in accordance with the provisions of Section 177 of the Companies Act, 2013 and the Listing Regulations. It inter-alia includes the following:-

a) the recommendation for appointment, remuneration and terms of appointment of auditors of the company;
b) review and monitor the auditor's independence and performance, and effectiveness of audit process;
c) examination of the financial statement and the auditors' report thereon;
d) approval or any subsequent modification of transactions of the company with related parties;
e) scrutiny of inter-corporate loans and investments;
f) valuation of undertakings or assets of the company, wherever it is necessary;
g) evaluation of internal financial controls and risk management systems;
h) Monitoring the end use of funds raised through public offers and related matters.

ii. Meetings:

During the Financial Year 2020-21, Four (4) Audit Committee Meetings were held i.e. on 23.06.2020, 13.08.2020, 11.11.2020, 12.02.2021 and not more than one hundred and twenty days lapsed between two consecutive meetings of the Audit Committee.

The attendance of each committee member of Audit committee is as under:-

Name of Directors	Category	No. of Committee Meetings held	No. of Committee Meeting attend
Mr. Amit Sharda DIN:05297954	Chairman Independent Director	4	4
Mr. Ramesh Kumar Somani DIN:05297951	Member Independent Director	4	4
Mr. Vimal Jugalkishor Chandak DIN:02550154	Member Independent Director	4	4

- **Nomination and Remuneration Committee:**

The Nomination and Remuneration Committee formulates the criteria for remuneration of Directors, Senior Management and Key Managerial Personnel and, after evaluation, recommends the same to the Board of Directors. This Committee also evaluates the performance of Independent Directors and Board of Directors from time to time-based upon descriptive performance evaluation forms. Non-Independent Directors conduct a detailed evaluation of the performance of Independent Directors based upon a pre-filled questionnaire setting out expectations from Independent Directors and their actual performance on same.

The Nomination and Remuneration Committee was constituted by the Board. The Committee comprises of three Independent Directors including the Chairman of the Committee. Mr. Vimal Jugalkishor Chandak is the Chairman of the Committee.

i. Terms of Reference:

The Committee is empowered to-

a) Formulate criteria for determining qualifications, positive attributes and independence of Directors and evaluating the performance of the Board of Directors;

b) Identify and assess potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors/Independent Directors on the Board and as Key Managerial Personnel;

c) Support Board in evaluation of performance of all the Directors & in annual self-assessment of the Board's overall performance;

d) Conduct Annual performance review of MD and CEO and senior management employees;

e) Formulate a policy relating to remuneration for the Directors, Committee and also the senior management employees.

ii. Meetings:

The Committee met two times during the Financial Year ended on 31st March, 2021 on 23.06.2020, 28.11.2020 The attendance of the members at the meeting is as under:-

Name of Directors	Category	No. of Committee Meetings held	No. of Committee Meeting attend

Mr. Vimal Jugalkishor Chandak DIN:02550154	Chairman Independent Director	2	2
Mr. Ramesh Kumar Somani DIN:05297951	Member Independent Director	2	2
Mr. Amit Sharda DIN:05297954	Member Independent Director	2	2

- **Stakeholders' Relationship Committee:**

The Stakeholders Relationship Committee is entrusted with the responsibility of addressing the shareholders'/ investors' complaints with respect to transfer, transmission of shares, duplicate issuance of share certificate, non-receipt of Annual Report, non-receipt of dividend etc.

This committee overlooks the performance of the Registrar and Share Transfer Agent and to recommend measures for overall improvement in the Quality of Investor services. The Company has always valued its customer relationships.

The Stakeholders Relationship Committee consists of three Independent Directors including the Chairman of the Committee. Mr. Ramesh kumar Somani is the Chairman of the Committee.

i. Terms of reference

The Stakeholders' Relationship Committee specifically looks into various issues of the Shareholders such as registration of transfer of shares, issue of share certificates, redressal of shareholders' complaints, credit of shares into demat account, facilitation of better investor services etc.

ii. Meetings:

The Committee met Four (4) times on 23.06.2020, 13.08.2020, 11.11.2020, 12.02.2021 during the Financial Year ended on 31st March, 2021. The attendance of each member at the meeting is as under:-

Name of Directors	Category	No. of Committee Meetings held	No. of Committee Meeting attend
Mr. Ramesh Kumar Somani DIN:05297951	Chairman Independent Director	4	4
Mr. Vimal Jugalkishor Chandak DIN:02550154	Member Independent Director	4	4
Mr. Amit Sharda DIN:05297954	Member Independent Director	4	4

10. Performance Evaluation:

In compliance with the requirement of Section 134(3)(p) and Schedule IV of the Companies Act, 2013 and Rules framed thereunder and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- **By BOD:**

  The Board of Directors of the Company evaluated and assessed the performance of the Company's Chairman, Individual Directors, Board as a whole and its Committees on the basis of parameters set by the Nomination and Remuneration Committee on emerging and leading practices and performance criteria such as strategic engagement, knowledge, diligence, ethics & values, oversight of the financial reporting process, including Internal Controls and Composition of the Board and its Committees etc.

- **By NRC:**

  The Nomination and Remuneration Committee has also carried out evaluation of the performance of all the Directors.

- **By Independent Directors:**

  Independent Directors of your Company have also conducted in-depth evaluation of performance of Executive Directors, Chairman of the Board and Committee(s) of the Board

11. Code of Conduct

The Board has laid down a Code of Conduct for all Board members and senior management personnel of the Company, which is available on the following web link of the company, i.e. https://hrb.co.in/Code%20of%20Conduct%20Policy-converted.pdf. All the Board members and the senior management personnel have affirmed compliance with the Code of Conduct during the year ended on 31st March, 2021 and a declaration was also submitted to the Company for compliance of the same.

12. Auditors and Auditors' Report

i. Statutory Auditors

At the 22nd Annual General Meeting held on 26th September, 2017, M/s Gupta Rajiv & Associates, Chartered Accountants, Jaipur (FRN: 004915C) were appointed as Statutory Auditors of the Company to hold office till the conclusion of the 27th Annual General Meeting of the Company to be held in the year 2022. They have confirmed that they are not disqualified from continuing as Auditors of the Company along with a certificate to the effect that they confirm with the limits specified in Section 139 of the Companies Act, 2013.

As per the notification issued by the Ministry of Corporate Affairs, New Delhi dated 07th May, 2018, now there is no requirement to ratify the appointment of Statutory Auditors by the members of the Company at every Annual general Meeting of the Company.

Further, the Audit Report on the Financial Statements for the financial year ended on 31st March, 2021 given by M/s Gupta Rajiv & Associates, Chartered Accountants, Jaipur does not contain any qualification, reservation or adverse remark and the observations of the auditors are self- explanatory and have been explained/ clarified wherever necessary in appropriate notes to Accounts .Further, pursuant to Section 143 (12) of the Companies Act, 2013, the Statutory Auditors of the Company have not reported any instances of frauds committed in the Company by its officers or employees.

ii. Secretarial Auditors

Pursuant to the requirements of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board had appointed M/s. V.M. & Associates, (Firm Registration No. P1984RJ039200), Company Secretaries, Jaipur, as Secretarial Auditors of the Company to conduct Secretarial Audit for the Financial Year 2020-21.

The Secretarial Audit Report in form MR-3 for the Financial Year ended on 31st March, 2021 is annexed to this report as **"Annexure-1"**

The Management's Reply on the Secretarial Audit Report is as under:-

Sr. No.	Observations	Management's Reply
1.	Company has not paid annual listing fees to the Stock Exchanges.	The Company has made an application for delisting of its shares in April, 2017 to BSE and continuously sending reminders thereafter for the same. The Company has also provided the written confirmation of compulsory delisting to BSE. The matter is pending at the end of BSE and that is the reason the Company has not paid listing fees to BSE.
2.	Company has been suspended from BSE Limited due to penal reasons.	The Company has made several applications for Delisting to BSE but BSE is delaying the matter since 2017.
3.	The Company convened its Annual General Meeting ('AGM') for the Financial Year ended on March 31, 2020 on September 29, 2020 at its Registered Office with the physical presence of Members without obtaining permission from relevant authorities and no facility was provided to attend the AGM with VC/ OAVM in contradiction with MCA General Circular no. 20/2020 dated May 05, 2020	As per the guidelines of local authority the Company conducted the AGM in physical presence of members as the company provided all the safety measures in regard to present scenario of pandemic and it is feasible for the members to attend AGM in physical presence.

Further, the Board of Directors of the Company, in its meeting held on 29th June, 2021 have further re-appointed M/s V.M. & Associates, (Firm Registration No. P1984RJ039200) Company Secretaries, Jaipur, as Secretarial Auditors of the Company to conduct Secretarial Audit for the Financial Year 2021-22 after getting the receipt of eligibility certificate and written consent from M/s V.M. & Associates for the same. Also, the Secretarial Auditors of the Company have not reported any instances of frauds committed in the Company by its officers or employees.

iii. Internal Auditors

Pursuant to the provisions of Section 138 of Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, every Listed Company is required to appoint an Internal Auditor or a firm of Internal Auditors to carry out Internal Audit of the Company.

In consonance with the aforementioned, the Board had appointed M/s. C.R. Birla & Co.,(FRN: 005189C), Chartered Accountants, Jaipur, as the Internal Auditors to conduct the Internal Audit of the Company for the Financial Year 2020-21. Accordingly, M/s. C.R. Birla & Co. conducted Internal Audit of the Company for the Financial Year 2020-21 and provided Quarterly Internal Audit Reports during the Financial Year 2020-21. Also, the Internal Auditors of the Company have not reported any instances of frauds committed in the Company by its officers or employees.

The Board of Directors of the Company in its meeting held on 29th June, 2021 have re-appointed M/s C.R. Birla & Co., (FRN: 005189C), Chartered Accountants, Jaipur, as Internal Auditor of the

Company for the Financial Year 2021-22 after getting the receipt of eligibility certificate and consent from M/s C.R. Birla & Company for the same.

13. Contracts and arrangements with Related Parties

There is no Related Party transactions during the financial year 2020-21.

The policy on Related Party Transactions laid down by the Board of the Company may be accessed on the following web link https://hrb.co.in/RELATED%20PARTY%20TRANSACTIONS%20POLICY_REVISED(1).pdf.

14. Particulars of loans given, investments made, guarantees given and securities provided by the Company

During the year under review, the company has not provided any loan or given any guarantee or provided security in connection with a loan nor it has acquired by way of subscription, purchase or otherwise the securities of any other body corporate.

15. Risk Management Policy

The Audit Committee has also been delegated the responsibility for monitoring and reviewing risk management, assessment and minimization procedures, developing, implementing and monitoring the risk management plan and identifying, reviewing and mitigating all elements of risks which the Company may be exposed to. The Board also reviews the risk management assessment and minimization procedures.

The various elements of risk which the Board think, that may threaten the existence of the Company are:-

a) **Financial Risk:** Financial risk generally arises due to instability and losses in the financial market caused by movements in stock prices, currencies, interest rates and more.
b) **Liquidity Risk:** It is the risk that the Company will be unable to meet its financial commitment to a Bank/Financial Institution in any location, any currency at any point in time. The risk stemming from the lack of marketability of an investment that cannot be bought or sold quickly enough to prevent or minimize a loss.
c) **Credit Risk:** The risk of loss of principal or loss of a financial reward stemming from a borrower's failure to repay a loan or otherwise meet a contractual obligation.
d) **Operational Risk:** Operational risk is the risk that is not inherent in financial, systematic or market-wide risk. It is the risk remaining after determining financing and systematic risk, and includes risks resulting from breakdowns in internal procedures, people and systems.

To overcome such risk, the Board has envisaged a Risk Management Policy which covers the ways and manner through which the Company is coping with these associated risks. The Policy gets regularly reviewed by the Board of Directors and altered time to time according to the situations and circumstances.

The Risk Management Policy laid down by the Board of the Company may be accessed on the following web link https://hrb.co.in/risk%20management%20policy.pdf.

16. Internal Financial Controls

The Company has an Internal Control system, commensurate with the size, scale and complexity of its operation and also has in placed adequate Internal Financial Controls with reference to financial statements.

The Board appointed M/s C.R. Birla & Co., Chartered Accountants, Jaipur (FRN: 005189C) as the Internal Auditor of the Company for the Financial Year 2020-21. To maintain its objectivity and independence, auditor directly reports to the Chairman of the Audit Committee of the Company. Further, the Statutory Auditors have also, in compliance with the requirements of the Companies Act, 2013, issued an opinion with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls details of which may be referred to in the Auditor's Report attached to the Audited Financial Statements of Financial Year 2020-21.

17. Particulars of Employees

a) The information in accordance with the provisions of Section 197 (12) of the Companies Act, 2013, read with Rule 5(1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as **"Annexure 2"** to the Board's Report.

b) None of the employees of the company was in receipt of the remuneration exceeding the limits prescribed u/s 197 (12) of the Companies Act, 2013 and in terms of rule 5, sub-rule 2 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the statement showing the names of the employees in terms of remuneration drawn during the year is as follows:-

Sr. No.	Name	*Vinod Upadhyaya	**Deepa Soni	***Prachee Mathur	*Sunil Parwal
1	**Designation of the employee**	Chief Financial Officer	Company Secretary	Company Secretary	Accountant
2	**Remuneration received**	Rs. 1,65,000	Rs. 60,000	Rs. 1,20,000	Rs. 1,10,000
3	**Nature of employment, whether contractual or otherwise**	On roll	On roll	On roll	On roll
4	**Qualifications and experience of the employee**	M.A 10 years	CS	CS	B.Com 14 years
5	**Date of commencement of employment**	22/05/2017	01/12/2020	21/06/2019	06/04/2004
6	**The age of such employee**	63 years	25 years	25 years	45 years
7	**The last employment held by such employee before joining the company**	Worked in a Private Company.	NIL	NIL	Self-Employed
8	**The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub-rule (2) above**	NIL	NIL	NIL	NIL
9	**Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager**	NIL	NIL	NIL	NIL

*The number of employees was 3 on the rolls of the Company as on 31-03-2021.
**Ms Deepa Soni resigned w.e.f. 31.03.2021.
*** Ms Prachee Mathur resigned w.e.f. 28.11.2020

Notes:

- The Company does not have any pecuniary relationship with any Non-Executive Independent Directors.
- No sitting fee is paid to any of the Directors of the Company for attending the Board Meeting or the Committee meetings.
- Mr. Vinod Upadhyaya (Non- Executive Director & CFO) is being paid for holding office in the capacity of Chief Financial Officer only, in the Company.

18. Nomination and Remuneration Policy

Nomination and Remuneration Policy (NR Policy) was formulated by the Company in accordance with the requirements of the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 .

The scope and coverage under the Nomination and Remuneration Policy is briefly mentioned in the policy which inter alia includes:- the criteria for appointment, re-appointment and removal of Directors, KMP and other senior management in the Company and also their remuneration; the criteria of performance evaluation of Independent and Individual Directors of the Company etc. Also, during the financial year, the Nomination and Remuneration Policy of the Company was amended by the Board of Directors.

The Nomination and Remuneration Policy laid down by the Board of the Company may be accessed on the following web link https://hrb.co.in/NRC%20Policy.pdf.

19. Whistle Blower Policy / Vigil Mechanism

Whistle Blower Policy/Vigil Mechanism was formulated by the Company as per the requirements of the Companies Act, 2013 and Listing Regulations, which inter-alia covers the malpractices and events which can take place/or are suspected to take place, fraud or suspected fraud, violation of Company's rules, negligence causing danger to public health and safety, misappropriation of monies and other matters or activities on account of which the interest of the Company is affected. It also provides adequate safeguards against victimisation of Directors/Employees who avail the mechanism and are free to report violations of applicable laws and regulations and code of conduct.

All Employees and Directors of the Company are eligible to make Protected Disclosures to the Chairman of the Audit Committee. Mr. Amit Sharda has been nominated by the Board as ombudsperson for this purpose. No employee was denied to directly access the Chairman of the Audit Committee during the year. There is no whistle blower event reported during the year and mechanism is functioning well.

The Whistle Blower Policy and Vigil Mechanism laid down by the Board may be accessed on the following web link: https://hrb.co.in/whistle%20blower%20policy%20&%20vigil%20mechanism.pdf.

20. Significant and Material Orders passed by Regulators, Courts and Tribunals.

During the Financial Year 2020-21, the Company has not received any order and earlier one SEBI order received in the month of June, 2019 vide order no. WTM/GM/CFD/13/2019-20 dated 10-06-2019 in the matter of non-compliance with the requirement of minimum public shareholding by the Company.

The Board of Directors of the Company further inform that the above order as received was timely informed to the BSE pursuant to Regulation 30 of the Listing Regulations.

21. Penalties imposed by Regulators, Courts and Tribunals.

During the Financial Year 2020-21, no penalty has been imposed on the Company by any of the Regulators, Courts or Tribunal.

22. Code of Conduct for Prohibition of Insider Trading

The Company has laid down a policy on Code of Conduct for Prohibition of Insider Trading pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Code of Conduct also includes the handling and reporting in case of leakage of Unpublished Price Sensitive Information of the Company.

Further, the Company has made changes time to time in the said policy as per the amendments made by the Securities and Exchange Board of India in SEBI (Prohibition of Insider Trading) Regulations, 2015. All the Directors, Designated persons, employees and other Connected Persons who could have access to the unpublished price sensitive information of the Company are governed by this code.

The Trading Window was closed from the starting of quarter till 48 hours after the declaration of results and occurrence of any material events as per the code. The Code of Conduct for Prohibition of Insider Trading may be accessed on the following web link: https://hrb.co.in/Insider%20Trading%20ammended%20code.pdf.

23. Annual Return

Pursuant to Section 134 (3) (a) and Section 92 (3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of the Annual Return as on 31st March 2021 is available on the website of the Company at https://hrb.co.in/code.html.

24. Particulars with respect of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo:

The information regarding conservation of energy, technology absorption, foreign exchange earnings and outgo as required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts)Rules, 2014 forms part of this report as **"Annexure-3"**

25. Deposits

The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet within the meaning of Section 73 to 76 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

Your Company has taken loan of Rs. 34,50,000 /- (Rupees Thirty Four Lakh Fifty Thousand) from one of the Directors which is covered under the exemptions of Deposits. You can also refer "Note No. 10" of the financial Statements attached to this Boards' Report.

26. Corporate Governance Report

Pursuant to the provisions of Regulation 15 (2) (a) of the Listing Regulations, compliance with the provisions of Regulation 27 is not mandatory in respect of the companies having paid up equity share capital not exceeding Rs.10 crore and net worth not exceeding Rs. 25 crore, as on the last day of the previous financial year.

Since, the Company falls into the ambit of the above mentioned limits, compliance with the provisions of Regulation 27 of the Listing Regulations is not mandatory for the Company for the time being and consequently, the Compliance Report on Corporate Governance as stipulated under Schedule V of the Listing Regulations does not form part of this Annual Report for the Financial Year 2020-21.

27. Management Discussion and Analysis Report

The Management Discussion and Analysis Report as required under Regulation 34 (2) (e) of the Listing Regulations forms part of this report as **"Annexure-4"**.

28. Disclosure under the sexual harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company is committed to provide healthy environment to all employees of the Company and does not tolerate any discrimination and/or harassment in any form. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

The following is a summary of sexual harassment complaints received and disposed off during the year 2020-21:-

- No. of Complaints received: **NIL**
- No. of Complaints disposed off: **NA**

29. Company's Other Policies

Your Company strive to conduct its business and strengthen the relationships in a manner that is dignified, distinctive and responsible.

Accordingly, the Board of Directors have adopted various codes and policies to carry out the duties in an ethical manner. Apart from the Codes/Policies already mentioned above, following are a few more which have been adopted by the Company:-

- Anti-Sexual Harassment Policy.
- Policy for determining materiality of events/information; and
- Preservation of Documents & Archival Policy.
- Prevention & Utilization of Stationery Policy.

Codes & Policies as above mentioned may be accessed on the Company's website at the link http://hrb.co.in/code.html

30. Listing on Stock Exchange(s) and Scrip Code(s)

The equity shares of the Company are listed on the BSE Limited.

Stock Exchange	ISIN	Security Code
BSE Limited (BSE), 14th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai- 400 001	INE284D01016	531724

31. Secretarial Standards

During the Financial Year 2020-21, your Company has complied with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

32. Directors' Responsibility Statement

Pursuant to the requirement under Section 134 (3) (c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, your Directors hereby state and confirm that:-

a) In the preparation of the Annual accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;

b) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are 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 the profit and loss of the Company for that period;

c) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) The Directors had prepared the annual accounts on a going concern basis;

e) The Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate & were operating effectively; and

f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

33. Other Disclosures

Other disclosures with respect to Board's Report as required under the Companies Act, 2013 and the rules notified thereunder are either NIL or NOT APPLICABLE.

34. Acknowledgement

The Board of Directors wishes to place on record its sincere appreciation for due co-operation received from the Company's Bankers, Government, Advisors, Shareholders etc. The Directors are also thankful to the employees at all levels for their continued support and committed services.

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

For and on behalf of the Board of Directors
For **H R B Floriculture Limited**

Place: Jaipur
Date: 12-08-2021

Krishan Kumar Parwal
Managing Director
DIN: 00228200

Vinod Upadhyaya
Director
DIN: 07809571

Form No. MR-3 **"Annexure-1"**

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2021

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
HRB Floriculture Limited
A-28, Ram Nagar, Shastri Nagar
Jaipur-302016 (Rajasthan)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **HRB Floriculture Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2021 **('Audit Period')** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on March 31, 2021 according to the provisions of:

(i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
    (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
    (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**
    (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the Audit Period);**
    (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**
    (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
    (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period);**
    (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period);**
    (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(vi) As confirmed by the management, there are no sector specific laws that are applicable specifically to the company.

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India;
ii. The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above ***except that:***

1. ***Company has not paid annual listing fees to the Stock Exchange(s);***
2. ***Company has been suspended from BSE Limited due to penal reasons;***
3. ***The Company convened its Annual General Meeting ('AGM') for the Financial Year ended on March 31, 2020 on September 29, 2020 at its Registered Office with the physical presence of Members without obtaining permission from relevant authorities and no facility was provided to attend the AGM with VC/ OAVM in contradiction with MCA General Circular no. 20/2020 dated May 05, 2020;***

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors ***except expiration of registration of Independent Directors with IICA Data Bank***. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance. Further, independent director(s) were present at Board Meetings which were called at shorter notice to transact business which were considered urgent by the management in compliance of Section 173(3) of the Act. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Securities and Exchange Board of India vide order WTM/GM/CFD/13/2019-20 dated June 10, 2019 has confirmed the order of Hon'ble Securities Appellate Tribunal dated November 03, 2017 in the matter of non-compliance with the requirement of Minimum public shareholding as stipulated under Rule 19(2)(b) and Rule 19A of the Securities Contracts (Regulation) Act, 1956.

Place: Jaipur
Date: August 12, 2021
UDIN: F009985C000772142

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)
PR 581 / 2019

CS Vikas Mehta
Partner
Membership No.: FCS 9985
C P No.: 12789

Note: This report is to be read with our letter of even date which is annexed as **'Annexure A'** and forms an integral part of this report.

'Annexure A'

To,
The Members,
HRB Floriculture Limited
A-28, Ram Nagar, Shastri Nagar
Jaipur-302016 (Rajasthan)

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company

Place: Jaipur
Date: August 12, 2021
UDIN: F009985C000772142

For V. M. & Associates
Company Secretaries
(ICSI Unique Code P1984RJ039200)
PR 581 / 2019

CS Vikas Mehta
Partner
Membership No.: FCS 9985
C P No.: 12789

Analysis of Managerial Remuneration

"Annexure-2"

Information Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2020-21:-

Name of Director	Ratio to the Median
Mr. Krishan Kumar Parwal, Managing Director	*NIL
Mrs. Sunita Parwal, Director	*NIL
Mr. Vimal Jugalkishor Chandak, Independent Director	*NIL
Mr. Amit Sharda, Independent Director	*NIL
Mr. Ramesh Kumar Somani, Independent Director	*NIL
Mr. Vinod Upadhyaya, Director	*NIL

*Since no remuneration has been paid to any of the Directors of the Company during the year 2020-21.

ii. The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2020-21:-

Name	% Increase
Mr. Krishan Kumar Parwal, Managing Director	NIL
Mrs. Sunita Parwal, Director	NIL
Mr. Vimal Jugalkishor Chandak, Independent Director	NIL
Mr. Amit Sharda, Independent Director	NIL
Mr. Ramesh Kumar Somani, Independent Director	NIL
Mr. Vinod Upadhyaya, Director & CFO	NIL
*Ms Deepa Soni, Company Secretary	*N/A

*Resigned w.e.f 31.03.2021

iii. The percentage increase in the median remuneration of employees in the Financial Year 2020-21: 0%

iv. The number of permanent employees was 3 on the rolls of the Company as on 31st March, 2021.

v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the year before the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: there is no exceptional increase in the salaries of employees other than the managerial personnel in the last financial year.

Affirmation: It is affirmed that the remuneration paid to Directors and employees is as per the Remuneration Policy of the company.

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

For and on behalf of the Board of Directors
For **H R B Floriculture Limited**

Place: Jaipur
Date: 12-08-2021

Krishan Kumar Parwal
Managing Director
DIN: 00228200

Vinod Upadhyaya
Director
DIN: 07809571

"Annexure-3"

Conservation of Energy, Technology Absorption and Foreign Exchange and Outgo

Information as required u/s 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 pertaining to measures for Conservation of Energy, Technology Absorption and Details of Foreign Exchange Earning and Outgo forming part of this Report for Financial Year 2020-21

The Company has conducted no production activity during the Financial Year 2020-21 and also, the net worth of the Company is in negative hence the capital investments and steps required regarding energy conservation are not taken by Company during this year.

A. Conservation of Energy:-

Sr. No.	Particulars	Detail
(i)	The steps taken or impact of conservation of energy	The Company has recognised the importance of energy conservation and is aware of the deleterious effect of the global warming and climate change and is making effort for conservation of energy
(ii)	The steps taken by the Company for utilising alternate sources of energy	The Company is using energy efficient cooling systems for its operations. In similar ways, energy efficient lighting systems like LEDs have been widely used in the office of the Company
(iii)	The capital investment on energy conservation equipments	Nil

B. Technology Absorption:-

Sr. No.	Particulars	Detail
(i)	the efforts made towards technology absorption	The Company has not made any Technological absorption by making investment during the year.
(ii)	The benefits derived like product improvement, cost reduction, product development or product substitution	N/A
(iii)	Technology imported (during the last three years) a) Details of the technology imported b) Year of import c) Whether the technology has been fully absorbed and if not, areas where absorption has not taken place and reasons thereof	N/A
(iv)	The expenditure incurred on research and development	Research and Development (R&D) plays a critical role in the innovation process. It's

		essentially an investment in technology and future capabilities which is transformed into new products, processes and services. R&D is essential to keep ahead in the Competition. R&D would make the products to get transformed frequently in line with changing needs of the end users. The Company is unable to provide any efforts in Research & Development

C. Foreign Exchange Earning and outgo:-

During the year under review, the company has expended nothing for foreign exchange. The company has not earned any foreign exchange and there was no outgo.

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

For and on behalf of the Board of Directors
For **H R B Floriculture Limited**

Place: Jaipur
Date: 12.08.2021

Krishan Kumar Parwal
Managing Director
DIN: 00228200

Vinod Upadhyaya
Director
DIN: 07809571

"Annexure-4"

Management Discussion & Analysis Report

Management's Discussion and Analysis Report for the year ended under review, as stipulated under Regulation 34 (2) (e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, include the following:-

Overview

The Company was involved in production & selling of agricultural produce like gram, guar, ground nut, onion, bajra etc. & trading in securities and has completed 26 years in this business.

The Company has conducted no business activity during the Financial Year 2020-21 and also, the net worth of the Company is in negative.

Statements in this Management Discussion and Analysis of financial condition and results of operation of the Company describing the Company's objectives, expectations or predictions may be forward looking within the meaning of applicable securities laws and regulations. Forward looking statements are based on certain assumptions and expectations of the future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. The Company assumes no responsibility to publicly amend, modify or revise forward looking statements, on the basis of any subsequent developments, information or events. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include changes in government regulations, tax laws, economic developments within the country and such other factors globally.

(A) Industry structure and developments

The Indian agricultural industry suffered severe reversals in recent years. The year 2020-21 has also proved to be a challenging one for Indian Agriculture with the adverse effect of Monsoon resulting in scattered and uneven rains across the country. Our Company is not in the state of working currently as the Company has negative net worth.

The Government has provided for higher allocations to agriculture, which augurs well for the current financial year. Some of the thrust areas identified as growth drivers are irrigation, soil health, pulses and crop insurance. Your Company's vision and business strategy remain strongly in sync with the proposed growth areas.

(B) Opportunities and Outlook

The Board is hopeful of improving in the years to come.

(C) Segment or product-wise Performance

The Company does not conduct any of its business activities during the year under review.

(D) Risks, Concerns & Threat

The impact of global health pandemic COVID-19 is a new risk factor which has been added to the list. However, the effect of the pandemic can be seen globally and almost every industry has been greatly affected by this. The organisations are working very hard to make their businesses stable at this tough time. Along with this, the Competition among the companies worldwide, lockdown, lockouts etc. are such common constant risk factors which every company has to consider while working for the growth of the Company.

(E) Human Resources

Human Resources are key to the success of H R B. The Company try to attract and recruit new talent into the Company. HRB is an equal opportunity employer. The Company has processes in place to prevent discrimination and harassment, including sexual harassment. Whistle Blower Policy is also in place. Currently, the Company has 03 (three) permanent employees working full-time by contributing in the growth of the Company.

(F) Internal Controls Systems and Adequacy

The Company's internal audit systems and other geared towards ensuring adequate internal controls commensurate with the size and needs of the business, with the objective of efficient conduct of operations through adherence to the Company's policies, identifying areas of improvement, evaluating the reliability of Financial Statements, ensuring compliances with applicable laws and regulations and safeguarding of assets from unauthorized use.

The Internal Audit department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its Compliance with operating systems, accounting procedures at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective actions in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

Moreover, the Company has appointed M/s. C.R. Birla & Co., Chartered Accountants, Jaipur, as its Internal Auditors and they periodically test the efficacy of the prevailing internal control systems and submit their report to the Audit Committee.

(G) Financial and Operational Performance

The financial and operational performance of the Company for the year under review is discussed in detail in the Board's Report.

(H) Material Development in Human Resources / Industrial Relations Front

There can be no substitute for the work-force of the Company. The Company expects to continue to get their unflinching support in future also. During the year under review, industrial relations have generally remained unhealthy and non-harmonious. In other words, the Company has not made changes in the human resource and currently have three permanent full time employees.

Further, there is no significant change (change of 25% or more as compared to the immediately previous financial year) in key financial ratios during the year under review and till the date of making this report.

(I) Cautionary Statement

The statements in the "Management Discussion and Analysis Report" describe your Company's objectives, projections, estimates and expectations which may be "forward-looking statements" within the meaning of the applicable laws and regulations. The actual results could differ materially from those expressed or implied, depending upon the economic and climatic conditions, government policies, taxation and other laws and other incidental factors.

Registered Office:
A-28, Ram Nagar,
Shastri Nagar , Jaipur - 302016
RAJASTHAN
Place: Jaipur
Date: 12.08.2021

For and on behalf of the Board of Directors
For **H R B Floriculture Limited**

Krishan Kumar Parwal
Managing Director
DIN: 00228200

Vinod Upadhyaya
Director
DIN: 07809571

MD/CFO Certification

To,

The Board of Directors
H R B Floriculture Limited
A-28, Ram Nagar, Shastri Nagar,
Jaipur – 302016 (Rajasthan)

We hereby certify that:

A. We have reviewed the Financial Statements and the cash flow statement for the financial year ended 31st March, 2021 and that to the best of our knowledge and belief:-

   1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

   2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2020-21 which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility of establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting.

D. We have indicated to the auditors and the audit committee-

   1. Significant changes in internal control over financial reporting during the financial year 2020-21, if any;

   2. Significant changes in accounting policies during the year 2020-21 and that the same have been disclosed in the notes to the financial statements, if any; and

   3. No instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place: Jaipur
Date: 29.06.2021

Krishan Kumar Parwal
Managing Director
DIN: 00228200

Vinod Upadhyaya
Director & CFO
DIN: 07809571

GUPTA RAJIV & ASSOCIATES
CHARTERED ACCOUNTANTS

Atulyama
F-141, Azad Marg, C-Scheme
Jaipur – 302001
Ph. 4233441,4233442, 4233443
e-mail : gra@computaxonline.com

Independent Auditor's Report

To the Members of **M/S HRB FLORICULTURE LTD**

Opinion

We have audited the financial statements of M/S HRB FLORICULTURE LTD ("the Company"), which comprise the balance sheet as at 31st March 2021, the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2021, its loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matter

1. Going Concern

See Note No. 28 to Financial Statements

We draw attention to Statement of Profit & Loss for the year ended 31st March 2021 which indicates that the company incurred a net loss of Rs. 5,73,268/- during the year ended 31st March 2021(Rs. 13,71,010/- for year ended 31st March, 2020), and as of that date, the Company's current liabilities exceeded the current assets by Rs. 46,04,380/- (Rs 40,60,298/- for year ended 31st March, 2020). These events indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

To address this matter, the situation has to be monitored by management in future from time to time.

GUPTA RAJIV & ASSOCIATES
CHARTERED ACCOUNTANTS

Atulyama
F-141, Azad Marg, C-Scheme
Jaipur – 302001
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Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

• Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement

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resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

• Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

• Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

• Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

• Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the 'Annexure A', a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

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b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.

g) With respect to the matter to be included in the Auditor's Report under section 197(16), In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations which would impact its financial position except an order passed by SEBI in the matter of non-compliance with the requirement of Minimum Public Shareholding by the Company as shown in Note No. 26 of Notes forming part of Financial Statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Gupta Rajiv and Associates**
Chartered Accountants
Firm Registration No. 004915C

Kuldeep Saini
Partner
M. No. 441824
UDIN : 21441824AAAAFN9568
Place : Jaipur
Dated : 29.06.2021

GUPTA RAJIV & ASSOCIATES
CHARTERED ACCOUNTANTS

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Annexure 'A'

The Annexure referred to in paragraph 1 of Our Report on "Other Legal and Regulatory Requirements".

We report that:

i.
   a. The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
   b. As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
   c. The title deeds of immovable properties are held in the name of the company.

ii. The inventory consists of shares in demat and physical form. Therefore, as per information and explanation given to us by the management, the shares in physical form have been verified at reasonable intervals by the management. No material discrepancy was noticed on such verification as per management's explanation.

iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii (a), (b) and (c) of the order are not applicable to the Company.

iv. In respect of loans, investments, guarantees, and security, provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

v. The company has not accepted any deposits from the public covered under sections 73 to 76 of the Companies Act, 2013.

vi. As per information & explanation given by the management, maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

vii.
   a. According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, value

   b. added tax, cess and any other statutory dues to the extent applicable, have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2021 for a period of more than six months from the date they became payable.
   c. According to the information and explanations given to us, there is no amount payable in respect of income tax, service tax, sales tax, customs duty, excise duty, value added tax and cess whichever applicable, which have not been deposited on account of any disputes.

viii. In our opinion and according to the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank, Government or debenture holders, as applicable to the company.

ix. Based on our audit procedures and according to the information given by the management, the money raised by way of initial public offer or further public offer (including debt instruments) and term loans have been applied for the purpose for which they were obtained.

x. According to the information and explanations given to us, we report that no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.

xi. The company is a private limited company. Hence the provisions of clause (xi) of the to the information and explanations given to us, we report that managerial remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

xii. The company is not a Nidhi Company. Therefore, clause (xii) of the order is not applicable to the company.

xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standards.

xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

xv. The company has not entered into non-cash transactions with directors or persons connected with him.

xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Gupta Rajiv and Associates**
Chartered Accountants
Firm Registration No. 004915C

Kuldeep Saini
Partner
M. No. 441824
UDIN : 21441824AAAAFN9568
Place : Jaipur
Dated : 29.06.2021

Annexure'B'

Report on Internal Financial Controls with reference to financial statements

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of M/S HRB FLORICULTURE LTD ("the Company") as of March 31, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Gupta Rajiv and Associates**
Chartered Accountants
Firm Registration No. 004915C

Kuldeep Saini
Partner
M. No. 441824
UDIN : 21441824AAAAFN9568
Place: Jaipur

Dated:29.06.2021

HRB Floriculture Limited
CIN: L01300RJ1995PLC009541
Balance Sheet as at 31st March, 2021

(Amount in Rs.)

	Particulars	Note No	As at 31st March 2021		As at 31st March 2020	
I	**ASSETS**					
1	**Non-Current Assets**					
	(a) Property, Plant and Equipment	1	104,047		128,153	
	(b) Deferred tax assets(Net)	9	33,797		38,877	
				137,844		**167,030**
2	**Current assets**					
	(a) Inventories	2	270,842		22,215	
	(b) Financial Assets					
	(i) Cash and cash equivalents	3	58,984		99,268	
	(ii) Bank balances other than (i) above	4	125,307		118,181	
	(iii) Others financial assets	5	-		-	
	(c) Current Tax Assets (Net)	6	-		-	
				455,133		**239,664**
	Total Assets			**592,977**		**406,694**
II	**EQUITY AND LIABILITIES**					
1	**Equity**					
	(a) Equity Share capital	7	30,729,750		30,729,750	
	(b) Other Equity	8	-35,196,286		-34,623,018	
				-4,466,536		**-3,893,268**
2	**Current liabilities**					
	(a) Financial Liabilities					
	(i) Borrowings	10	3,450,000		2,675,000	
	(ii) Trade payables	11				
	-Total outstanding dues of Micro enterprises and Small		-		-	
	-Total outstanding dues of creditors other than Micro and Small enterprises		107,513		112,112	
	(iii) Other financial liabilities		-		-	
	(b) Other current liabilities	12	2,000		12,850	
	(c) Provisions	13	1,500,000		1,500,000	
				5,059,513		**4,299,962**
	Total Equity and Liabilities			**592,977**		**406,694**

Place: Jaipur
Date: 29-06-2021

By order of the Board
For **HRB Floriculture Ltd.**

sd/-
Krishan Kumar Parwal
Managing Director
DIN: 00228200

HRB FLORICULTURE LIMITED
CIN: L01300RJ1995PLC009541
Statement of Profit and Loss for the year ended 31st March, 2021

(Amount in Rs.)

	Particulars	Note No.	Year ended March 31st 2021	Year ended March 31st 2020
I	Revenue From Operations	14	-	-
II	Other Income	15	7,126	11,877
III	**Total Income (I+II)**		**7,126**	**11,877**
IV	**EXPENSES**			
	Cost of raw material and components consumed	16	-	-
	Changes in Inventories	17	-248,627	286,926
	Employee benefits expenses	18	455,000	480,000
	Finance costs	19	3,210	2,580
	Depreciation and amortization expense	1	24,106	32,027
	Other Expenses	20	341,625	521,363
	Total Expenses (IV)		**575,314**	**1,322,895**
V	**Profit/(loss) before exceptional items and tax (I- IV)**		-568,188	-1,311,018
VI	**Exceptional Items**		-	-
VII	**Profit/(loss) before tax (V-VI)**		-568,188	-1,311,018
	Tax expense:			
VIII	(1) Current tax		-	-
	(2) Deferred tax		-5,080	-5,992
IX	**Profit (Loss) for the period from continuing operations (VII-VIII)**		-573,268	-1,317,010
X	**Profit/(loss) from continuing operations attributable to:**			
	Other Comprehensive Income			
	(i) Items that will not be reclassified to profit or loss			
	(ii) Income tax relating to items that will not be reclassified to profit or loss			
	(i) Items that will be reclassified to profit or loss			
	(ii) Income tax relating to items that will be reclassified to profit or loss			
	Other Comprehensive Income for the year attributable to			
XI	**Total Comprehensive Income for theperiod (IX+X)(Comprising Profit(Loss) and Other Comprehensive Income for the period)**		**-573,268**	**-1,317,010**
	Earnings per equity share before exceptional item			
XII	Basic & Diluted		-0.25	-0.58
	Earnings per equity share after exceptional item			
	Basic & Diluted		-0.25	-0.58

Place: Jaipur
Date: 29-06-2021

By order of the Board
For **HRB Floriculture Ltd.**

sd/-
Krishan Kumar Parwal
Managing Director
DIN: 00228200

HRB Floriculture Limited
CIN: L01300RJ1995PLC009541
Audited statement of cash flows for the year ended March 31st, 2021

(Amount in Rs.)

PARTICULARS	Year ended March 31st 2021		Year ended March 31st 2020	
	Details	Amount	Details	Amount
A) CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit before exceptional items and tax as per Statement Profit & Loss for the year ending 31st march	(568,188)		(1,311,019)	
Adjusted for :-				
Finance Cost	3,210		2,580	
Interest received	(7,126)		(7,626)	
Depreciation	24,106		32,027	
Sundry balance written off	-		(4,250)	
Loss/ (Profit) on sale of Property, Plant and Equipmet	-		-	
Operating Profit before Working Capital Changes	**(547,998)**		**(1,288,289)**	
Adjusted for:-				
Increase /(Decrease) in Trade Payables	(4,599)		(47,783)	
(Increase)/Decrease in Inventory	(248,627)		286,926	
(Increase)/Decrease in Others current financial assets	-		-	
(Increase)/Decrease in other current liabilities	(10,850)		8,250	
(Increase)/Decrease in Bank balances other than cash and cash equivalent	(7,126)		(7,626)	
(Increase)/Decrease in Provision	-		-	
Cash Generated From Operations	**(819,200)**		**(1,058,521)**	
Less:- Taxes Paid	-		1,773	
Net Cash Flow/(used)From Operating Activites		**(819,200)**		**(1,046,748)**
B) CASH FLOW FROM INVESTING ACTIVITIES				
Proceeds From Sales/written off of Fixed Assets			-	
Interest received	7,126		7,626	
Net Cash Flow/(used) in Investing Activities		**7,126**		**7,626**
C) CASH FLOW FROM FINANCING ACTIVITIES			**975,000**	
Procurement of Borrowings	775,000			
Repayment of borrowings				
Interest paid	(3,210)		(2,580)	
Net Cash Flow/(used) From Financing Activities		**771,790**		**972,420**
Net Increase/(Decrease) in Cash and Cash Equivalent		(40,284)		(66,702)
Opening balance of Cash and Cash Equivalent as at April 01st		99,268		165,970
Closing balance of Cash and Cash Equivalent (Including overdraft) as at March 31st		**58,984**		**99,268**

1 Reconciliation of cash and cash equivalent and bank balances

NOTE : Cash and Cash Equivalent consists of following:-	**Rs.**	**Rs.**
Cash on hand	35,485	56,218
Balances with Banks	23,499	43,051
In Deposit account (maturity less than 3 months)	-	
Bank Overdraft	-	
Closing balance of Cash and Cash Equivalent	**58,984**	**99,268**

Place: Jaipur
Date: 29-06-2021

By order of the Board
For **HRB Floriculture Ltd.**

sd/-
Krishan Kumar Parwal
Managing Director
DIN: 00228200

HRB FLORICULTURE LIMITED

Significant Accounting Policies

A **BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The Ind-AS financial statements of the company have been prepared in accordance with the relevant provisions of the Companies Act, 2013, the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 read with the Companies (Indian Accounting Standards) Amendment Rules, 2016 and the Guidance Notes and other authoritative pronouncements issued by the Institute of Chartered Accountants of India (ICAI).The Company's financial statements are reported in Indian Rupees, which is also the Company's functional currency.The Company's financial statements were authorised for issue in accordance with a resolution of the Board of Directors on 28-06-2021 in accordance with the provisions of the Companies Act, 2013 and are subject to the approval of the shareholders at the Annual General Meeting.

B **PROPERTY, PLANT AND EQUIPMENT**

i The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use, including relevant borrowing costs for qualifying assets..

ii Capital work in progress comprise of those costs that relate directly to specific assets and those that are attributable to the construction or project activity in general and can be allocated to specific assets up to the date the assets are put to their intended use. At the point when an asset is operating at management's intended use, the capital work in progress is transferred to the appropriate category of property, plant and equipment and depreciation commences. Major inspections and overhauls are identified and accounted for as an asset if that component is used over more than one reporting period.

iii Depreciation is recognized so as to write off the cost of assets less their residual values over their useful lives, using straight line method as per the useful life prescribed in Schedule II to the Companies Act, 2013

iv The Company reviews the residual value, useful lives and depreciation method annually and, if expectations differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

C **IMPAIRMENT**

At the end of each reporting period, the carrying amounts of tangible and intangible assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. Where a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

D **INVENTORIES**

Inventories are valued as under: -

i **Agricultural Produce** – *at realizable value*

ii **Standing Agricultural Crop**- *at NIL value*

iii **Shares and Securities**- *At FVTPL*

E **SALES**

The company is engaged in the sale of agriculture produce.

Ind AS 115 provides a single, principles based five-step model to be applied to all contracts with customers. The five steps in the model are as follows:-

- Identify the contract with the customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contracts;
- Recognise revenue when (or as) the entity satisfies a performance obligation.

The Company has adopted Ind AS 115 using the cumulative effect method. In this method this standard is applied to contracts that are not completed on as at the date of initial application (i.e. April 01, 2018) and the comparative information in the statement of profit and loss is not restated.
There is no impact on the financial statement of the Company on initial application of this standard.
Revenue is recognised upon rendering of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services. In case of sales of agricultural product are accounted for as net of discount, Freight, brokerage etc on sale.
For all financial instruments measured at amortised cost, interest income is measured using the Effective Interest Rate (EIR), which is the rate that exactly discounts the estimated future cash flows through the contracted or expected life of the financial instrument, as appropriate, to the net carrying amount of the financial asset.

F **EMPLOYEE BENEFITS**

i Short term employee benefits are recognized as an expense at the undiscounted amount in which the related service is rendered

ii

There is no liability of the company as of now towards gratuity or any other long term benefits payable to employees.

G **TAXATION**

Current Income Taxes:
Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
Current income tax relating to items recognised directly in equity is recognised in other comprehensive income / equity and not in the statement of profit and loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.
Deferred Taxes:
Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.
Deferred tax liabilities are recognised for all taxable temporary differences, when the deferred tax liability arises from an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except, when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit orloss.
The concern has not created any deferred tax on carried forward of losses and unabsorbed depreciation due to absence of virtual certainity
The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.
Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

H **EARNING PER SHARE (EPS)**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year are adjusted for events including a bonus issue, bonus element in right issue to existing shareholders, share split, and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

I **FINANCIAL INSTRUMENTS**

A Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial Assets:

Initial Recognition and Measurement:

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset

Subsequent Measurement:

For purposes of subsequent measurement, financial assets are classified in two categories:

- Financial assets at amortised cost
- Equity instruments measured at fair value through other comprehensive income FVTOCI
- Equity instruments measured at fair value through other comprehensive income FVTPL

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

Financial Assets at Amortised Cost:

A financial asset is measured at the amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR.

A financial asset that meets the following two conditions is measured at fair value through other comprehensive income unless the asset is designated at fair value through profit or loss under the fair value option.

- Business model test: The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.
- Cash flow characteristics test: The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other comprehensive income, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an ''accounting mismatch'') that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

All other financial assets are measured at fair value through profit or loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

i) The rights to receive cash flows from the asset have expired, or

ii) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a ''pass-through'' arrangement and either;

a. the Company has transferred substantially all the risks and rewards of the asset, or

b. the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The company applies the expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposures:

- Financial assets at amortised cost.

For recognition of impairment loss on other financial assets and risk exposures, the company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the company reverts to recognising impairment loss allowance based on 12-month ECL.

(ii) Financial Liabilities:

Initial Recognition and Measurement:

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables.

Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the Derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of Financial Instruments:

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise an asset and settle the liabilities simultaneously.

J PROVISION AND CONTINGENCIES

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. When the Company expects some or all of a provision to be reimbursed, the same is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A Contingent Liability is a possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of enterprise or a present obligation that arises from past events that may, but probably will not, require an outflow of resources.

Both provisions and contingent liabilities are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. Contingent Liabilities are not recognized but are disclosed in the notes.

K LEASES

The company as a lessee

The Company's lease asset classes primarily consist of leases for office premises. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows

Transition to Ind AS 116

Ministry of Corporate Affairs ("MCA") through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified Ind AS 116 Leases which replaces the existing lease standard, Ind AS 17 leases and other interpretations. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lease accounting model for lessees.

The Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method. However, there is no impact on financial statement of the Company on adoption of this standard.

L IMPACT OF COVID-19

The World Health Organization announced a global health emergency because of a new strain of coronavirus ("COVID-19") and classified its outbreak as a pandemic on March 11, 2020. On March 24, 2020, the Indian government announced a strict 21-day lockdown across the country to contain the spread of the virus, which has been/was further extended till May 17, 2020 and the same is continuing with minor exemptions. This pandemic and government response are creating disruption in global supply chain and adversely impacting most of the industries which has resulted in global slowdown.

Since, the Company is not carrying any substantial business activities it has been concluded that there is no impact which is required to be recognised in the financial statements as at March 31, 2021. Accordingly, no adjustments have been made to

the financial statements.

M **RECENT ACCOUNTING PRONOUNCEMENTS**

On March 24, 2021, the Ministry of Corporate Affairs (MCA) through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from April 1, 2021. The Company is evaluating the effect of the amendments on its financial statements.

HRB Floriculture Limited

CIN: L01300RJ1995PLC009541

Statement of changes in equity as at 31st March, 2021

A. Equity Share Capital

Partuculars	Amount
Balance as on 1st April, 2019	**30,729,750**
Changes during the year	-
Balance as on 31st March, 2020	**30,729,750**
Changes during the year	-
Balance as on 31st March, 2021	**30,729,750**

B. Other Equity

(Amount in Rs.)

Particulars	Reserve and surplus	Total
	Retained Earnings	
Balance as at April 1,2019	**-33,306,008**	**-33,306,008**
Profit for the year	-1,317,010	-1,317,010
	-	-
Balance as at March 31, 2020	**-34,623,018**	**-34,623,018**
Profits for the year	-573,268	-573,268.20
	-	-
Balance as at March 31, 2021	**-35,196,287**	**-35,196,287**

H R B Floriculture Limited
Notes forming part of the IND AS Financial Statement for the year ended March 31, 2021

HRB Floriculture Limited
Notes forming part of IND AS financial statement

1 Property, Plant and Equipment
The components of Property, Plant and Equipment are as follows:

(Amount in Rs.)

Cost/ Valuation	Office Equipment	Furniture	Tubewell	Computer	U.P.S.	Air conditioner	Car	Cellular	Total
1. Cost									
At 31 March 2019	-	155,106	-	421,755	-	100,000	-	-	676,861
Additions	-	-	-	-	-	-	-	-	-
At 31 March 2020	-	155,106	-	421,755	-	100,000	-	-	676,861
Additions	-	-	-	-	-	-	-	-	-
At 31 March 2021	-	155,106	-	421,755	-	100,000	-	-	676,861

Depreciation and impairment	Office Equipment	Furniture	Tubewell	Computer	U.P.S.	Air conditioner	Car	Cellular	Total
At 31 March 2019	-	122,812	-	373,760	-	20,110	-	-	3,154,455
Depreciation expense		8,280		17,414		6,333	-	-	32,027
Impairment									-
Disposal									-
At 31 March 2020	-	131,092	-	391,174	-	26,443	-	-	3,186,481
Depreciation expense		8,280		9,493		6,333	-	-	24,106
Impairment									-
Disposal									-
At 31 March 2021	-	139,372	-	400,667	-	32,776	-	-	3,210,587

Net Carrying Amount	Office Equipment	Furniture	Tubewell	Computer	U.P.S.	Air conditioner	Car	Cellular	Total
At 31 March 2021	-	15,734	-	21,088	-	67,224	-	-	104,047
At 31 March 2020	-	24,014	-	30,581	-	73,557	-	-	128,153
At 31 March 2019	-	32,294	-	47,995	-	79,890	-	-	160,179

HRB Floriculture Limited
Notes forming part of IND AS financial statement

2 Inventories

(Amount in Rs.)

Particulars	As at 31st March 2021	As at 31st March 2020
(a) Stock-in-trade		
Stock of Shares & Securities *(Valued at FVTPL)*	270,842	22,215
Total	**270,842**	**22,215**

(i) The company is dealing in mainly a) Trading in quoted Shares and Securities and b) Production and Selling of Agricultural Produce. As at the year ended March 31st, 2021 and corresponding previous year ended March 31,2020 , there is no closing stock of Agricultural Produce.

(ii) Value of shares of delisted company held has been taken at Re 1 and the loss arising on account of such valuation has been charged to Statement of Profit and Loss.

3 Cash and cash equivalents

(Amount in Rs.)

Particulars	As at 31st March 2021	As at 31st March 2020
(a) Balances with bank		
In current account	23,499	43,051
In Fixed deposit receipt	-	-
(b) Cash on hand	35,485	56,218
Total	**58,984**	**99,268**

4 Bank balances other than cash and cash equivalent

(Amount in Rs.)

Particulars	As at 31st March 2021	As at 31st March 2020
(a) Other Bank Balances		
In Fixed deposit receipt	125,307	118,181
Total	**125,307**	**118,181**

5 Other current financial assets

(Amount in Rs.)

Particulars	As at 31st March 2021	As at 31st March 2020
Interest Accrued on FDRs		-
Other Advances	-	-
Total	**-**	**-**

6 Current Tax Assets

(Amount in Rs.)

Particulars	As at 31st March 2021	As at 31st March 2020
Advance Tax/ Income tax recoverable	-	
Total	**-**	**-**

HRB Floriculture Limited

Notes forming part of IND AS financial statement

7 Equity share capital

(a)

Particulars		As at 31st March 2021		As at 31st March 2020	
		Number	Amount in Rs.	Number	Amount in Rs.
Authorised					
Equity Shares of Rs. 10/- each		5,500,000	55,000,000	5,500,000	55,000,000
Total		**5,500,000**	**55,000,000**	**5,500,000**	**55,000,000**
Issued, Subscribed & Fully Paid up					
Equity Shares of Rs. 10/- each		2,276,300	22,763,000	2,276,300	22,763,000
Add: Forfeited Equity Shares *(amount originally paid up)*		2,823,900	7,966,750	2,823,900	7,966,750
Total		**5,100,200**	**30,729,750**	**5,100,200**	**30,729,750**

(b) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year

Equity Shares:

Particulars		As at 31st March 2021		As at 31st March 2020	
		Number	Amount in Rs.	Number	Amount in Rs.
Shares outstanding at the beginning of the year		2,276,300	22,763,000	2,276,300	22,763,000
Shares Issued / (bought back)/ forfeited during the year				-	-
Shares outstanding at the end of the year		**2,276,300**	**22,763,000**	**2,276,300**	**22,763,000**

(c) The Equity Shares issued by the company have equal right as to voting and dividend.

(d) The details of shareholders holding more than 5% equity shares as at reporting date are as under

Name of Shareholder		As at 31st March 2021		As at 31st March 2020	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
Krishan Kumar Parwal		864,400	37.97%	864,400	37.97%
Hansraj Parwal		200,100	8.79%	200,100	8.79%
Vinod Kumar Parwal		645,100	28.34%	645,100	28.34%

HRB Floriculture Limited
Notes forming part of IND AS financial statement

8 Other Equity

(Amount in Rs.)

Particulars	As at 31st March 2021	As at 31st March 2020
Retained earnings		
Opening Balance	(34,623,018)	(33,306,008)
Add: Profit during the year	(573,268)	(1,317,010)
Total	**(35,196,286)**	**(34,623,018)**

Retained earnings
Retained earnings are the profits of that the company earned till date after all distribution made to shareholders.

9 Deferred Tax Liability/(assets)

(Amount in Rs.)

Particulars	As at 31st March 2021	As at 31st March 2020
On account of timing difference of depreciation	(33,797)	(38,877)
Total	**(33,797)**	**(38,877)**

* Deferred tax assets in not created on brought forward losses in the absense of reasonable certainity that future taxable income would be there against which such deferred tax assets can be set off.

10 Short Term Borrowing

(Amount in Rs.)

Particulars	As at 31st March 2021	As at 31st March 2020
Secured		
Overdraft from Bank	-	-
(Secured against lein of FDRs)		-
Unsecured		
From Directors	3,450,000	2,675,000
Total	**3,450,000**	**2,675,000**

11 Trade Payable

(Amount in Rs.)

Particulars	As at 31st March 2021	As at 31st March 2020
Trade Payable	107,513	112,112
Total	**107,513**	**112,112**

The Company has not received any intimation from any of its suppliers about their having filed a memorandum in pursuance of Micro, Small and Medium Enterprise Development Act, 2006. Hence, the disclosure requirement u/s 22 of MSMED Act, 2006 cannot be furnished by the Company.

12 Other Current Liabilities

(Amount in Rs.)

Particulars	As at 31st March 2021	As at 31st March 2020
Provision for Outstanding Expense	2,000	3,000
TDS Payable	-	9,850
Total	**2,000**	**12,850**

13 Provision

(Amount in Rs.)

Particulars	As at 31st March 2021	As at 31st March 2020
Other Provision	1,500,000	1,500,000
Total	**1,500,000**	**1,500,000**

The Securities and Exchange Board of India has passed an order WTM/GM/CFD/13/2019-20 dated 10th June, 2019. This order is in reference with the earlier SEBI orders dated 15th June, 2016 & 7th April, 2017 and SAT order dated 3rd November, 2017 in the matter of non-compliance with the requirement of Minimum Public Shareholding by our Company H R B Floriculture Limited.

HRB Floriculture Limited
Notes forming part of IND AS financial statement

14 Revenue from Operations

(Amount in Rs.)

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Sale of Agrcultural Produce	-	-
Sale of Shares & Securities	-	-
Dividend	-	
Total	**-**	**-**

15 Other Income

(Amount in Rs.)

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Interest on IT refund	-	1.00
Interest	7,126	7,626
Profit on sale of property, plant and equipment	-	-
Sundry balance write off	-	4,250
Total	**7,126**	**11,877**

16 Cost of Material Consumed

(Amount in Rs.)

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Cultivation Expenses (Seeds)	-	-
Total	**-**	**-**

17 Changes in Inventories

(Amount in Rs.)

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Opening Stock-in Trade (Shares & Securities)	22,215	309,141
Less:		
Closing Stock-in Trade (Shares & Securities)	270,842	22,215
Total	**(248,627)**	**286,926**

18 Employee Benefit Expenses

(Amount in Rs.)

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Director's Remuneration	165,000	180,000
Salaries & Wages	290,000	300,000
Total	**455,000**	**480,000**

19 Finance Cost

(Amount in Rs.)

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Interest expenses	-	-
Other borrowing cost	3,210	2,580
Total	**3,210**	**2,580**

20 Other expenses

(Amount in Rs.)

Particulars	For the year ended 31st March 2021	For the year ended 31st March 2020
Conveyance	-	-
Rent	-	180,000
Auditor's Remuneration		
- as auditor	50,000	50,000
- for taxation matter	-	-
- for other services	-	-
Secretarial Audit Fees	70,000	70,000
Internal Audit Fees	2,500	2,500
Legal Expenses	136,710	114,084
Other Miscellaneous Expenses	82,415	104,780
Total	**341,625**	**521,363**

HRB Floriculture Limited
Notes forming part of IND AS financial statement

21 Financial Instruments

The significant accounting policies, including the criteria of recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability, and equity instrument are disclosed in Ind AS financial statements.

(a) Financial assets and liabilities

The carrying value of financial instruments by categories as at March 31, 2021 is as follows:

(Amount in Rs.)

Particulars	Fair Value through Profit or Loss	Amortised Cost	Total carrying value
Financial Assets			
Other Financial Assets	-	-	-
Cash and cash equivalent		58,984	58,984
Bank balances other than cash and cash equivalent		125,307	125,307
Total	**-**	**184,291**	**184,291**
Financial Liabilities			-
Borrowings		3,450,000	3,450,000
Trade Payable		107,513	107,513
Other Financial liabilities		-	-
Total	**-**	**3,557,513**	**3,557,513**

The carrying value of financial instruments by categories as at March 31, 2020 is as follows:

(Amount in Rs.)

Particulars	Fair Value through Profit or Loss	Amortised Cost	Total carrying value
Financial Assets			
Other Financial Assets	-	-	-
Cash and cash equivalent		99,268	99,268
Bank balances other than cash and cash equivalent		118,181	118,181
Total	**-**	**217,449**	**217,449**
Financial Liabilities			
Borrowings		2,675,000	2,675,000
Trade Payable		112,112	112,112
Other Financial liabilities		-	-
Total	**-**	**2,787,112**	**2,787,112**

Carrying amounts of cash and cash equivalents, trade receivables, loans and trade payable as at March 31, 2019 and March 31, 2018 approximate the fair value because of their short term nature. Difference between the carrying amount and fair values of other financial liabilities subsequently measured at amortised cost is not significant in each year presented.

Fair Value Hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are whether observable or unobservable and consists of the following three levels:

Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets and liabilities.

Level 2: Inputs are other than quoted prices included within level 1 that are observable for the asset or liability either directly (i.e. prices) or indirectly (i.e. derived from prices).

Level 3: Inputs are not based on observable market data unobservable inputs. Fair value are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

The following table summarizes financial assets and liabilities measured at fair value on a recurring basis and financial assets that are not measured on fair value on recurring basis (but fair value disclosure are required)

(Amount in Rs.)

As at March 31,2021	Level 1	Level 2	Level 3	Total
Financial Assets :				
Inventory of Shares and Securities	270,842	-	-	270,842
Total	**270,842**	**-**	**-**	**270,842**

As at March 31,2020	Level 1	Level 2	Level 3	Total
Financial Assets :				
Inventory of Shares and Securities	22,215	-	-	22,215
Total	**22,215**	**-**	**-**	**22,215**

(b) Financial Risk Management

The Board of Directors reviews the risk management policy from time to time and the said policy aims at enhancing shareholders' value and providing an optimum risk-reward trade off. The risk management approach is based on clear understanding of variety of risk that the organisation faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

A brief description of the various risks which the company is likely to face are as under:

(i) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market conditions. Market risk comprises three types of risk: interest rate risk, credit and default risk and liquidity risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTPL investments.

(ii) Interest Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The company do not have borrowing from outside parties and also invested its money in fixed depsoit so its interest risk is negligible.

(iii) Credit Risk and Default Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables, business advances/deposit given) and from its investing activities (primarily loans granted to various parties including related parties). Since, Company's receivable is only from related parties and banks credit and default risk is minimal .

(iv) Liquidity risk

The company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts and loans.

(Amount in Rs.)

		Amount payable during below period		
Particulars	**As at 31st March 2021**	**Within 1 year**	**1-5 years**	**More than 5 years**
Financial liabilities				
Long-term borrowings	-	-	-	-
Short-term borrowings	-	3,450,000	-	-
Trade payables	-	107,513	-	-
Other financial liabilities	-	-	-	-
Total	**-**	**3,557,513**	**-**	**-**

(Amount in Rs.)

		Amount payable during below period		
Particulars	**As at 31st March 2020**	**Within 1 year**	**1-5 years**	**More than 5 years**
Financial liabilities				
Long-term borrowings	-	-	-	-
Short-term borrowings	-	2,675,000	-	-
Trade payables	-	112,112	-	-
Other financial liabilities	-	-	-	-
Total	**-**	**2,787,112**	**-**	**-**

(v) Capital Management

For the purposes of the company's capital management, capital includes share capital. The primary objective of the company's capital management is to maximise shareholders' value. The company manages its capital structure and market adjustments in the light of changes in economic environment and the requirements of the financial convenants.

HRB Floriculture Limited
Notes forming part of IND AS financial statement

22 Income Taxes

The Company is subject to Indian income tax on a standalone basis. Entity is assessed to tax on taxable profits determined for each fiscal year beginning on April 1 and ending on March 31. For each fiscal year, the entity profit or loss is subject to the higher of the regular income tax payable or the Minimum Alternative Tax ("MAT").

Provision for tax is determined based on book profits prepared under generally accepted accounting principles and adjusted for, inter alia, the Company's assessment of allowable expenditure (as applicable), including exceptional items, set off of tax losses and unabsorbed deprecation. Statutory income tax is charged at 30% plus a Surcharge and Cess. MAT for the fiscal year 2017-18 is payable at 18.5% plus Surcharge and Cess. MAT paid in excess of regular income tax payable during a year can be carried forward and set off against regular income taxes payable within a period of twelve years succeeding the fiscal year in which MAT credit arises.

a) Income taxes recognised in statement of profit and loss

(Amount in Rs)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
	(Amount in Rs)	(Amount in Rs)
Current tax		
In respect of the current year	-	-
In respect of prior years	-	-
Deferred tax		
In respect of the current year	(5,080)	(5,992)
Total	**(5,080)**	**(5,992)**

A reconciliation of income tax expense applicable to accounting profit / (loss) before tax at the statutory income tax rate to recognise income tax expense for the year indicated are as follows :

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
	(Amount in Rs)	(Amount in Rs)
Income / (loss) before taxes	**(568,188)**	**(1,311,018)**
Enacted tax rate in India	26.00%	26.00%
Expected income tax benefit expense at statutory tax rate	(147,729)	(340,865)
Effect of:		
DTA not recognised on unabsorbed business loss and unabsorbed business loss	142,649	334,873
Current tax recognised in the statement of income	**(5,080)**	**(5,992)**

Movement in deferred tax balances:

Deferred tax balances in relation to	As at April 01, 2020	Reversed during the year	As at March 31, 2021
	(Amount in Rs)	(Amount in Rs)	(Amount in Rs)
Property, plant and equipment	(38,877)	(5,080)	(33,797)
Total deferred tax for the year	**(38,877)**	**(5,080)**	**(33,797)**

Components of deferred tax (assets) and liabilities

Deferred tax balances in relation to	As at April 01, 2019	Reversed during the year	As at March 31, 2020
	(Amount in Rs)	(Amount in Rs)	(Amount in Rs)
Property, plant and equipment	(44,869)	(5,992)	(38,877)
Total deferred tax for the year	**(44,869)**	**(5,992)**	**(38,877)**

HRB Floriculture Limited

Notes forming part of IND AS financial statement

23 Segment Reporting

The operating segments have been identified on the basis of nature of products.

i. Segment revenue includes sales and other income directly identifiable with the segment including inter-segment revenue.

ii. Expenses that are directly identifiable with the segment are considered for determining the segment result.

iii. Expenses / Incomes which are not directly allocable to the segments are included under un-allocable expenditure / incomes.

iv. Segment results include margins on inter-segment sales which are reduced in arriving at the profit before tax of the Group.

v. Segment assets and liabilities include those directly identifiable with the respective segments. Un-allocable assets and liabilities represent the assets and liabilities that relate to the Group as a whole and not allocable to any segment.

vi. Inter – Segment revenue :- Segment revenue resulting from transactions with other business segments is accounted on the basis of transfer price agreed between the segments. Such transfer prices are either determined to yield a desired margin or agreed on a negotiated basis.

(a) Primary segment information

The Company's operations primarily relates to trading in shares and securities and producing agriculutre product . Accordingly segments have been identified in line with Indian Accounting Standard on Segment Reporting 'Ind AS-108'. Details of business segments are as follows:

Particulars	Business Segments						Total	
	Agriculture		Investment and Securities		Other			
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Segment Revenue								
External Sales	-	-	-		-		-	-
Inter Party Sales								
Segment Result	-		248,626.93	- 286,926.00			248,627	- 286,926
Unallocated Finance charges	-		-		-		3,210	2,580
Unallocated Income							7,126	11,877
Unallocated Expenses							- 827,151	- 1,038,549
Profit before tax							**- 568,188**	**- 1,311,018**
Income tax (net)							- 5,080	- 5,992
Profit after tax							**- 573,268**	**- 1,317,010**
Other Information								
Segment assets	-		270,842	22,215			270,842	22,215
Unallocated other assets			391,489	483,346			322,135	384,479
Total assets							**592,977**	**406,694**
Segment liabilities	-		-				-	
Unallocated other liabilities							5,059,513	4,299,963
Total liabilities							**5,059,513**	**4,299,963**
Non-cash expenses other than Deprecation					-	-	-	-

(b) Secondary segment information

The Company only opeartes in Indian market , there are no reportable geographical segments.

HRB Floriculture Limited
Notes forming part of IND AS financial statement

24 Employees Benefits are recognized as on expense in the profit and loss account in which the related service in rendered. In respect of payment of gratuity, the same is neither applicable as per statute nor payable under any formal plan or agreement between company and its employees. Therefore, disclosure requirement for defined benefit plan as per Ind AS 19 "Employee benefit" is not applicable to Company

25 Earning per share

Earning per share as per Ind AS -33 is calculated as under:

Particulars	For the year ended	For the year ended 31st
Profit/(loss) for the year before exceptional item	-573,268	-1,317,010
Exceptional item	-	-
Profit/(loss) for the year after exceptional item	**-573,268**	**-1,317,010**
Weighted average number of shares	2,276,300	2,276,300
Nominal value of shares	10.00	10.00
Basic and Diluted EPS before exceptional item	-0.25	-0.58
Basic and Diluted EPS after exceptional item	-0.25	-0.58

26 The Securities and Exchange Borad of India has passed an order WTM/GM/CFD/13/2019-20 dated 10th June, 2019. This order is in reference with the earlier SEBI orders dated 15th June, 2016 & 7th April, 2017 and SAT order dated 3rd November, 2017 in the matter of non-compliance with the requirement of Minimum Public Shareholding by our Company H R B Floriculture Limited.

27 Related party transaction

Related parties (with whom transactions entered)

Name	Relationship
Krishan Kumar Parwal -Managing Director	KMP
Sunita Parwal	Director/ Relatives of KMP
Puneet Parwal	Relatives of KMP
Vinod Upadhyaya	Chief Financial Officer
Prachee Mathur	Company Secretary

Following transactions were carried out or outstanding balances with related party in ordinary course of business

Nature of Transaction	KMP	Relatives of KMP	Total
Transaction during the year			
Office rent	-	-	-
(P.Y.)	(180,000)	-	**(180,000)**
Remuneration	165,000	-	**165,000**
(P.Y.)	(180,000)	-	**(180,000)**
Loan received	775,000	-	**775,000**
(P.Y.)	975,000	-	**975,000**
Balance as at the year end			
Loan Payable	3,450,000		**3,450,000**
(P.Y.)	(2,675,000)		**(2,675,000)**

28 Impact due to global health pandemic Covid-19:
Inventory of the company comprises of shares of various companies. Due to Covid-19, the value of such shares may fall pursuant to financial position of those companies.The company will continue to monitor any material changes to future economic conditions.

29 There is a possibility that owing to the lack of revenue and fall in the value of inventories, the company may not be able to continue as Going Concern in future.

30 Previous year figures have been re-grouped/re-classified wherever necessary.

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

ATTENDANCE SLIP

Joint shareholders may obtain additional slip at the venue of the meeting.

DP ID*	
Client ID*	

Master Folio No.: .....

Name and Address of the Shareholder: .....

No. of share(s) held: .....

Name of Proxy: .....

(To be filled by the proxy who attends the meeting instead of the member.)

I/we hereby record my/our presence at the **26th Annual General Meeting** of the Company held on **Wednesday**, the **29th** Day of **September, 2021** at **02.00 P.M**. at the registered office of the Company at A-28, Ram Nagar, Shastri Nagar, Jaipur, Rajasthan

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Signature of the Shareholder or Proxy

* Applicable for investors holding shares in electronic form.

(*Shareholders/Proxy holders are requested to bring the attendance slip with them duly completed when they come to the meeting and hand it over at the gate after affixing signature on it.)*

H R B FLORICULTURE LIMITED

CIN: L01300RJ1995PLC009541
Registered Office: A-28, Ram Nagar, Shastri Nagar, Jaipur-302016
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FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L01300RJ1995PLC009541
Name of the Company: HRB Floriculture Limited
Registered Office: A-28, Ram Nagar, Shastri Nagar, Jaipur-302016

Name of the Member(s):_____
Registered address: _____
E-mail Id: _____
Folio No/ Client Id*: _____
DP ID*: _____

I/We, being the member(s) of _____equity shares of the above named company, hereby appoint:

1. Name:.....Address:.....
   E-mail Id: .....Signature:.....,or failing him/her
2. Name:.....Address:.....
   E-mail Id: .....Signature:.....,or failing him/her
3. Name:.....Address:.....
   E-mail Id: .....Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **26th Annual General Meeting** of the Company, to be held on **Wednesday**, the **29th** Day of **September, 2021** at **02:00 P.M.** at the registered office at A-28, Ram Nagar, Shastri Nagar, Jaipur-302016 and at any adjournment thereof in respect of such resolutions as are indicated below:-

S.No	Resolutions	For	Against
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 Reappoint Mr. Krishan Kumar Parwal as Managing Director whose term of appointment of 3 Years expires in the forthcoming AGM.		

Signed this .....Day of ....., 2021.

Affix a Revenue Stamp of Rs. 1/-

Signature of Shareholder.....

Signature of Proxy Holder(s).....

NOTE:

This form of proxy in order to be effective should be duly, stamped, completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.

Courier/Registered Post /Speed Post

To,

If undelivered please return to:
H R B Floriculture Limited
A-28, Ram Nagar, Shastri Nagar,
Jaipur-302016 (Rajasthan)