



## NOTICE OF 32<sup>nd</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 32nd Annual General Meeting of the Members of **SIMRAN FARMS LIMITED** will be held on **Monday, 30th September, 2019** at **10.00 A.M.** at **Pishori Premises, 910, Khatiwala Tank, Tower Square, Indore-452001 (M.P.)** to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider, approve and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Gurdeep Singh Bhatia (DIN: 00401929) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESSES:

**Item No. 3: Continuation of Directorship of Dr. Surendra Singh (DIN: 00645965) as Non Executive and Independent Director.**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and other applicable regulations of the Listing Regulations, as amended from time to time and applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in partial modification of the Resolution passed by the Members at their 31st Annual General Meeting held on 19th September, 2018, the continuation of Directorship of Dr. Surendra Singh (DIN: 00645965), Non-Executive and Independent Director of the Company on attainment of age of 75 years, to the existing term of his office till 31st March, 2024 as Non-Executive and Independent Director of the Company be and is hereby approved.

**RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) or the Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this Resolution.”

**Item No. 4: Re-appointment of Mr. Harender Singh Bhatia (DIN: 00509426) as Managing Director of the Company.**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Harender Singh Bhatia (DIN: 00509426) as Managing Director of the Company for a period of three years with effect from 1st June, 2019 to 31st May, 2022 on the following terms, conditions, salary and perquisites:

**a) Salary:** Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month.

**b) Perquisites:** In addition to the above salary Mr. Harender Singh Bhatia, Managing Director (DIN: 00509426) shall also be entitled to the perquisites (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furnishings, chauffeur driven car and telephone at residence, medical reimbursement, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to an amount equal to 25% of annual salary.”

**“RESOLVED FURTHER THAT** wherein a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to him shall not exceed the ceiling limit prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 for that year, which will be payable to him as minimum remuneration for that year.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary, alter, increase or enhance/change from time to time, subject to overall limit on remuneration payable to all the managerial personnel



taken together, as laid down in the Companies Act, 2013, read with Schedule V thereto, and subject to the requisite approvals, if any, being obtained.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper.”

**Item No. 5: Re-appointment of Mr. Kawaljeet Singh Bhatia (DIN: 00401827) as Whole-time Director of the Company.**

**To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the members of the Company be and is hereby accorded for re-appointment of Mr. Kawaljeet Singh Bhatia (DIN: 00401827) Whole-time Director of the Company for a period of three years with effect from 1st June, 2019 to 31st May, 2022 on the following terms, conditions, salary and perquisites:

**a) Salary:** Rs. 2,25,000/- (Rupees Two Lakhs Twenty Five Thousand Only) per month.

**b) Perquisites:** In addition to the above salary Mr. Kawaljeet Singh Bhatia, Whole-time Director (DIN: 00401827) shall also be entitled to the perquisites (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furnishings, chauffeur driven car and telephone at residence, medical reimbursement, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to an amount equal to 25% of annual salary.”

“**RESOLVED FURTHER THAT** wherein a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to him shall not exceed the ceiling limit prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 for that year, which will be payable to him as minimum remuneration for that year.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to vary, alter, increase or enhance/change from time to time, subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, read with Schedule V thereto, and subject to the requisite approvals, if any, being obtained”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper.”

Place: Indore  
Date : 14.08.2019

**By Order of the Board of Directors  
For, SIMRAN FARMS LIMITED**

**SIMRAN FARMS LIMITED**  
CIN: L01222MP1984PLC002627  
Registered Office: 1-B, Vikas Rekha Complex,  
Khatiwala Tank, Indore - 452001 (M.P.)

**TANU PARMAR**  
**COMPANY SECRETARY**  
**(ACS- 34769)**

**Notes:-**

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING 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. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, 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 PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.**



- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
- Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filed and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give an attendance slip for your signature and participation at the meeting.
- The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special businesses set out in the Notice is annexed herewith.
- The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is omitted vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 30th Annual General Meeting, held on 28th September, 2017.
- Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book of the Company shall remain closed during the period from Tuesday, 24th Day of September, 2019 to Monday, 30th Day of September, 2019 (both days inclusive) for the purpose of 32nd Annual General Meeting.
- Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 will be available for inspection by the members at the AGM.
- As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Share Transfer Agents (R&STA), for assistance in this regard.
- As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account along with the original cancelled cheque bearing the name of the Member to R&STA/Company to update their Bank Account details. Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant. The Company or R&STA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
- Pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard of General Meeting, additional information in respect of the Director's seeking re-appointment at the AGM is furnished separately in **Annexure 1** and forms a part of this Notice.
- Members who have not encashed their dividend warrants are requested to correspond with the Registrar and Share Transfer agent i.e. Ankit Consultancy Private Limited (R&STA) or the Company Secretary, at the Company's registered office. In terms of Sections 124(5) of the Companies Act, 2013, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to the Investor Education and Protection Fund. Accordingly, the unpaid dividend lying in dividend account of the year 2011-12 will be transferred to Investor Education and Protection Fund at appropriate time in the current financial year. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend. Shareholders can visit the Company's website [www.simranfarms.com](http://www.simranfarms.com) to check the details of their unclaimed dividend under the section Stakeholder's Desk and on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in).

Pursuant to provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all the underlying shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF authority as notified by the Ministry of Corporate Affairs. In view thereof, during the financial year 31.03.2019 after complying with the prescribed procedure 3,66,922 equity shares on which dividend remained to be unclaimed for seven consecutive years, were transferred to IEPF account. The Company has initiated the process of transfer of shares on which dividend has not been claimed since financial year 2011-12 and the same will be transferred on due date. Members who have not claimed dividend declared for financial year 2011-12 and onwards are requested to claim the same before the dividend and the underlying shares gets transferred to IEPF account.



Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to corporate governance report which is a part of this Annual Report.

- Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding electronic copy of the Annual Report for the financial year 2018-19 to all the Members whose e-mail ids are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a physical copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for the financial year 2018-19 is being sent in the permitted mode. Members who have not yet registered their e-mail id so far are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demat mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.
- Documents referred in the notice and the explanatory statement will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Saturday) from 11.00 a.m. to 1.00 p.m. except holidays, upto the date of the ensuing 32nd Annual General Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
- Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- The Members are requested to:
  - a) Intimate changes, if any, in their registered addresses immediately.
  - b) Quote their ledger folio/DPID number in all their correspondence.
  - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
  - e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified Copy of Board Resolution alongwith the specimen signature(s), authorizing their representatives to attend and vote on their behalf at the 32nd Annual General Meeting.
- The Notice of AGM along with Annual Report shall be dispatched to those shareholders, who are registered as members as on 23rd August, 2019. Further, Members may also note that Notice of 32nd Annual General Meeting and the Annual Report for financial year 2018-19 will also be available on the company's website [www.simranfarms.com](http://www.simranfarms.com).
- Route map for the venue of 32nd Annual General Meeting along with prominent Landmark is enclosed with this Report.
- Members are requested to send their queries relating to accounts and operations to the Company Secretary, if any, at least 7 days in advance so that the information can be made available at the meeting.
- Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or Company's Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes thereon. The members requested to use New Share Transfer Form SH-4 for this purpose.
- Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Ankit Consultancy Private Limited, Plot No. 60 Electronic Complex, Pardeshipura, Indore (M.P.) 452010.
- The Company has designated an exclusive Email Id: [compliance@simranfarms.com](mailto:compliance@simranfarms.com) which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same



to the said Email address for its quick redressal.

- The voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the Company as on Monday, 23rd September, 2019, being the cut-off date.
- The businesses as set out in the Notice may be transacted through Electronic Voting system and the Company shall provide a facility for voting by electronic means. 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 by MCA vide its notification dated March 19, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to offer the facility of “remote e-voting” (e-voting from a place other than venue of the AGM) as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for remote e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and remote e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. For E-voting facility, the Company has entered in to an agreement with the CDSL for facilitating remote E-voting. The Procedure and instructions for E-voting given below:

**Instructions for shareholders voting through electronic means are as under:**

- (i) The e-voting period begins on Friday, 27th September, 2019 from 9.00 A.M. and ends on Sunday, 29th September, 2019 at 5.00 P.M. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. Monday, 23rd September, 2019 may cast their vote electronically in proportion to their shares in the paid up equity share capital of the company. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided



that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <SIMRAN FARMS LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m- Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) Mr. L.N. Joshi, Practicing Company Secretary (Membership No. FCS-5201) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and transparent manner.
- (xxii) The Scrutinizer shall after scrutinizing the vote cast at the AGM (Poll) and through Remote E-Voting not later than 48 hours from conclusion of AGM, make and submit a consolidated scrutinizers report to the Chairman. The Results declared along with the consolidated scrutinizers report shall be placed on the website of the company and CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the company's shares are listed.
- (xxiii) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 30th September, 2019 subject to receipt of the requisite number of votes in favour of the Resolutions.

Place: Indore  
Date : 14.08.2019

**SIMRAN FARMS LIMITED**  
CIN: L01222MP1984PLC002627  
Registered Office: 1-B, Vikas Rekha Complex,  
Khatiwala Tank, Indore - 452001 (M.P.)

**By Order of the Board of Directors**  
**For, SIMRAN FARMS LIMITED**

**TANU PARMAR**  
**COMPANY SECRETARY**  
**(ACS- 34769)**

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 3: Continuation of Directorship of Dr. Surendra Singh (DIN: 00645965) as Non Executive and Independent Director.**

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1 April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment.

Dr. Surendra Singh was re-appointed as Non-Executive and Independent Director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made thereunder and pursuant to Regulation 17 of Listing Regulations to hold office as Non-Executive and Independent Director for a second term of 5 (five) consecutive years on the Board of the Company with effect from 01st April, 2019 to 31st March, 2024.

The Board, based on the performance evaluation of the Dr. Surendra Singh and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, his continued association would be beneficial to the Company and it is desirable to continue to avail his services as Non-Executive Director of the Company. In line with the provisions the Listing Regulations, your directors recommend their continued association of Dr. Surendra Singh beyond April 1, 2019 and until expiry of his term.

The Board of Directors of the Company on recommendation made by Nomination & Remuneration Committee proposed passing of Resolution set out at Item No. 3 of Notice seeking confirmation from members for continue to hold office as Independent Director of the Company as Special Resolution.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

**Item No. 4: Re-appointment of Mr. Harender Singh Bhatia (DIN: 00509426) as Managing Director of the Company:**

Mr. Harender Singh Bhatia aged 66 years is the Founder and Managing Director of the Company. He is associated with the Company since incorporation and is a matured Business Personality. He is Bachelor of Science and Post Graduate in Arts. Mr. Bhatia's core competency lies in the field of poultry as he has 38 years rich experience in the Poultry Industry. His vast experience has given the Company an operational benefit in various aspects of the business like feed management, farms management, hatching management and his keen focus on quality with the intention of serving the society with nutritional poultry products and delivering actual value to its customers through products and services at large. He carries a vision of growth of the Company and has made invaluable contributions to the success and performance of the Company over the years. Looking into his devotion and contribution towards the resultant progress made by the Company, Board of Directors proposed to re-appoint him as Managing Director for the further period of 3 years w.e.f. 1st June, 2019 to 31st May, 2022 in accordance with the provisions contained in Sections 196, 197 and 198 read with Section 203 of the Companies Act, 2013 and Schedule V of the Companies Act 2013 and on such remuneration as mentioned in Item No.4 of the notice. For this purpose Nomination & Remuneration Committee and Board of Directors have accorded their approval subject to approval of the members or any other appropriate authority, if any.

The proposed remuneration will be in the limit prescribed for the managerial person in Schedule V of the Companies Act, 2013 amended up to date.



Further, information required as per Schedule V of the Companies Act, 2013 is given as follows:-

**I. General information:**

1.	Name of Industry	Company is engaged in the business of poultry farming and allied activities	
2.	Date or expected date of commencement of commercial production	Commencement of commercial production since from 1984	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4.	Financial Performance based on given indicators	Figures In lacs	
	<b>Financial Year</b>	<b>Revenue from operations</b>	<b>Profit/(loss) before Tax</b>
	2017-18	34097.32	533.32
	2016-17	41002.94	137.16
	2015-16	44717.02	28.67
			<b>Profit/(loss) after Tax</b>
			394.04
			89.27
			58.51
5.	Foreign investments or collaborations, if any	The Company has no foreign investments or foreign collaborations. The Company has neither made any foreign investments nor has any collaboration overseas.	

**II. Information about the appointee:**

1.	Background details	Mr. Harender Singh Bhatia is a Bachelor of Science and Post Graduate in Arts. He has 38 years of rich experience in Poultry Industry.
2.	Past remuneration:-	Rs. 2,50,000/- per month (Rupees Two Lacs Fifty Thousand only)
3.	Recognition or awards	None
4.	Job profile and his suitability	Mr. Harender Singh Bhatia has been very active in all the business activities. His contribution in the areas of projects, management discussion and analysis and his willingness to provide quality poultry products in the market is remarkable.
5.	Remuneration proposed	Rs. 2,50,000/- per month (Rupees Two Lacs Fifty Thousand only)
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Taking into the account the size of the company, industry benchmark in general, profile, position, responsibility born by him and involvement of Mr. Harender Singh Bhatia in the Company, the proposed remuneration is reasonable. The industry standard and Board level positions held in similar sized and similar positioned businesses usually offers Rs. 3,00,000/- per month to Rs 5,00,000/- per month for such profiles.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Except Mr. Gurdeep Singh Bhatia (brother) there is no pecuniary relationship directly or indirectly with the company, or relationship with any managerial personnel.





### III. Other Information:

1.	Reasons of loss or inadequate profits	At present the Company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration. Further, in spite of Company's endeavors to have better operational and financial performance, the economic slowdown, sharp increase in the prices of raw materials, tough competition, lack of adequate cold storage facilities and retails infrastructures are some of the reasons for losses or inadequate profits.
2.	Steps taken or proposed to be taken for improvement	During the year under review, the Company has initiated various effective steps to improve its operational performance/liquidity, including cost control measures have been put in place which would result in better profitability in the ensuing years.
3.	Expected increase in productivity and profits in measurable terms	In view of the current scenario and barring unforeseen circumstances, the profitability of the Company might be substantially moderate in F.Y. 2019-20. Further, lower realization from sale of broilers and a sharp increase in feed prices might also affect the productivity in F.Y. 2019-20.

The disclosure as required under Part-II of Schedule V of Companies Act, 2013, is covered under Corporate Governance Report forming part of Annual Report.

Except, Mr. Gurdeep Singh Bhatia and proposed appointee none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at item No. 4 of the Notice.

#### **Item No. 5: Re-appointment of Mr. Kawaljeet Singh Bhatia (DIN: 00401827) as Whole-time Director of the Company:**

Mr. Kawaljeet Singh Bhatia is a Whole-time Director of the Company. He is Bachelor of Science and has completed his Masters in International business. He is vested with wide power of administration and management of business activities of the Company more particularly purchase of raw ingredients, hatching of eggs, management of Hatcheries etc. He is also responsible for managing production of chicks and eggs and marketing and distribution of the same. His innovative nature & capability of succeeding against the current challenges took the business to new heights. He plays a major role in providing strategic directions and effective business planning. Keeping in view the contribution made by him, Board of Directors proposed to re-appoint him as Whole-time Director for the further period of 3 years w.e.f. 1st June, 2019 to 31st May, 2022 in accordance with the provisions contained in Sections 196, 197 and 198 read with Section 203 of the Companies Act, 2013 and Schedule V of the Companies Act 2013 and on such remuneration as mentioned in Item No.5 of the notice. For this purpose Nomination & Remuneration Committee and Board of Directors have accorded their approval subject to approval of the members or any other appropriate authority, if any.

The proposed remuneration will be in the limit prescribed for the managerial person in Schedule V of the Companies Act, 2013 amended up to date.



Further, information required as per Schedule V of the Companies Act, 2013 is given as follows:-

**I. General information:**

1.	Name of Industry	Company is engaged in the business of poultry farming and allied activities	
2.	Date or expected date of commencement of commercial production	Commencement of commercial production since from 1984	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable	
4.	Financial Performance based on given indicators	Figures In lacs	
	<b>Financial Year</b>	<b>Revenue from operations</b>	<b>Profit/(loss) before Tax</b>
	2017-18	34097.32	533.32
	2016-17	41002.94	137.16
	2015-16	44717.02	28.67
			<b>Profit/(loss) after Tax</b>
			394.04
			89.27
			58.51
5.	Foreign investments or collaborations, if any	The Company has no foreign investments or foreign collaborations. The Company has neither made any foreign investments nor has any collaboration overseas.	

**II. Information about the appointee:**

1.	Background details	Mr. Kawaljeet Singh Bhatia is a Bachelor of Science and has completed his Masters in International Business. He has vast experience in various functional activities of business and handling various administrative work of the company.
2.	Past remuneration:-	Rs. 2,25,000/- per month (Rupees Two Lacs Twenty Five Thousand only)
3.	Recognition or awards	None
4.	Job profile and his suitability	Mr. Kawaljeet Singh Bhatia has rose steadily and steered the organization through a strategic and visionary turnaround involving resilience and restructuring, ensuring that the Company attained dominant status in key operating sectors.
5.	Remuneration proposed	Rs. 2,25,000/- per month (Rupees Two Lacs Twenty Five Thousand only)
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Taking into the account the size of the company, industry benchmark in general, profile and position of Mr. Kawaljeet Singh Bhatia in the Company, the proposed remuneration is reasonable. The industry standard and Board level positions held in similar sized and similar positioned businesses usually offers Rs. 3,00,000/- per month to Rs 5,00,000/- per month for such profiles.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	No pecuniary relationship directly or indirectly with the company, or relationship with any managerial personnel.

**III. Other Information:**

1.	Reasons of loss or inadequate profits	At present the Company is earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration. Further, in spite of Company's endeavors to have better operational and financial performance, the economic slowdown, sharp increase in the prices of raw materials, tough competition, lack of adequate cold storage facilities and retails infrastructures are some of the reasons for losses or inadequate profits.
2.	Steps taken or proposed to be taken for improvement	During the year under review, the Company has initiated various effective steps to improve its operational performance/liquidity, including cost control measures have been put in place which would result in better profitability in the ensuing years.
3.	Expected increase in productivity and profits in measurable terms	In view of the current scenario and barring unforeseen circumstances, the profitability of the Company might be substantially moderate in F.Y. 2019-20. Further, lower realization from sale of broilers and a sharp increase in feed prices might also affect the productivity in F.Y. 2019-20.

The disclosure as required under Part-II of Schedule-V of Companies Act, 2013, is covered under Corporate Governance Report forming part of Annual Report.

Except proposed appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No. 5 of the Notice.

Place: Indore  
Date : 14.08.2019

**SIMRAN FARMS LIMITED**  
CIN: L01222MP1984PLC002627  
Registered Office: 1-B, Vikas Rekha Complex,  
Khatiwala Tank, Indore - 452001 (M.P.)

**By Order of the Board of Directors**  
**For, SIMRAN FARMS LIMITED**

**TANU PARMAR**  
**COMPANY SECRETARY**  
**(ACS- 34769)**

**Annexure-I**

Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard for General Meeting, the additional information of Directors seeking re-appointment in the ensuing Annual General Meeting is as follows:

Name of Director/ Appointee	Mr. Gurdeep Singh Bhatia	Dr. Surendra Singh	Mr. Harender Singh Bhatia	Mr. Kawaljeet Singh Bhatia
DIN	00401929	00645965	00509426	00401827
Date of Birth	13/05/1949	01/02/1940	09/12/1952	18/05/1973
Date of Appointment	10/11/1988	15/04/1994	26/10/1984	01/04/2002
Qualification	Graduate	Post Graduate	Bachelor of Science and Post Graduate in Arts	Bachelor of Science and Masters in International Business
Expertise/Experience in specific functional areas	30 years rich experience in poultry farms & finance	Experienced poultry technocrat and has more than 46 years of vast experience in poultry industry.	38 years rich experience in Poultry Industry	23 years of vast experience in poultry industry
No. & % of Equity Shares held	83300 [2.20%]	1525 [0.04%]	61100 [1.61%]	84400 [2.23%]
List of outside Company's Directorship held	<ul style="list-style-type: none"> <li>• Simran Hatcheries Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• True North AR India Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Simran Hatcheries Private Limited</li> <li>• Puregene Biotech Limited</li> <li>• Simran Bio Energy Private Limited</li> <li>• HSB Holdings Private Limited</li> <li>• Indore Realities Private Limited</li> <li>• Sundaram Realities Private Limited</li> <li>• Satyam Realinfra Private Limited</li> <li>• Geetashri Realities Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• Simran Hatcheries Private Limited</li> <li>• Puregene Biotech Limited</li> <li>• Simran Feeds Private Limited</li> <li>• Bhatia Township &amp; Constructions Private Limited</li> <li>• BTC Constructions (India) Private Limited</li> <li>• Simran Infracore Private Limited</li> <li>• Simran Agrovet Private Limited</li> <li>• Simcare Pharma Private Limited</li> <li>• Simrath Microfinance Foundation</li> </ul>
Remuneration Paid	Nil	Nil	Rs. 2,50,000/- p.m.	Rs. 2,25,000/- p.m.
Chairman/Member of the Committees of the Board of Directors of the Company	Member of Corporate Social Responsibility Committee	Member of Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee	Chairman of Corporate Social Responsibility Committee.	Member of Corporate Social Responsibility Committee
Chairman/Member of the Committees of Board of Directors of other Companies in which he is director	Nil	Nil	Nil	Nil
Relationship between directors inter-se	Mr. Gurdeep Singh Bhatia is brother of Mr. Harender Singh Bhatia (Managing Director)	No relations with any other director	Mr. Harender Singh Bhatia is brother of Mr. Gurdeep Singh Bhatia	None