



# SIMRAN FARMS LIMITED

CIN: L01222MP1984PLC002627

Reg. Office: 1-B, Vikas Rekha Complex, Tower Square,  
Khatiwala Tank, Indore (M.P.)- 452001

Tel No.: 0731-4255900; Fax: 0731-4255949

Email- [compliance@simranfarms.com](mailto:compliance@simranfarms.com)

Website: [www.simranfarms.com](http://www.simranfarms.com)

SFL/BSE/09/2023-24

Online filing at [www.listing.bseindia.com](http://www.listing.bseindia.com)

24<sup>th</sup> May, 2023

To,  
The Secretary  
Corporate Relationship Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001

**Subject: Submission of Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2023**

**Ref: Simran Farms Limited (BSE Scrip Code 519566; ISIN No. INE354D01017)**

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (LODR) Regulations read with the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended 31<sup>st</sup> March, 2023 issued by M/s. Ramesh Chandra Bagdi & Associates, Practicing Company Secretaries.

Further, the Annual Secretarial Compliance Report is required to be filed in PDF as well as XBRL mode. However, the XBRL mode of submission is under development hence, provisionally we are submitting the Annual Secretarial Compliance Report in PDF mode.

You are requested to please take on record the above said document for your reference & further needful.

Thanking you,  
Yours Faithfully  
**FOR SIMRAN FARMS LIMITED**

**CS Tanu Parmar**  
**CS & Compliance Officer**  
**M. No. A34769**

**RAMESH CHANDRA BAGDI & ASSOCIATES**

**COMPANY SECRETARIES**

31, SHRADDHANAND MARG, CHHAWANI, INDORE(MP)-452001

Email : [rcbagdipcs@yahoo.in](mailto:rcbagdipcs@yahoo.in) Mobile – 9827244043

To,  
The Board of Directors,  
**SIMRAN FARMS LIMITED**  
CIN: L01222MP1984PLC002627  
**Registered Office:**  
1-B, VIKAS REKHA COMPLEX,  
KHATIWALA TANK, INDORE (M.P.) 452001

**Sub: Annual Secretarial Compliance Report for the Financial Year 2022-23 under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Madam,

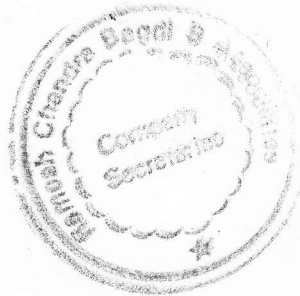
I have been engaged by **SIMRAN FARMS LIMITED** (hereinafter referred to as the 'Company') [CIN: L01222MP1984PLC002627] whose equity shares are listed on BSE Limited, to conduct an audit in terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 and to issue the Annual Secretarial Compliance Report thereon.

Please find enclosed the Annual Secretarial Compliance Report duly signed by me for your doing further needful.

Place: Indore

Date: 22<sup>nd</sup> May, 2023

For Ramesh Chandra Bagdi & Associates  
Company secretaries



A handwritten signature in black ink, appearing to read "R.C. Bagdi".

**Ramesh Chandra Bagdi**  
Proprietor

FCS: 8276, C.P. No 2871

**RAMESH CHANDRA BAGDI & ASSOCIATES**

**COMPANY SECRETARIES**

31, SHRADDHANAND MARG, CHHAWANI, INDORE(MP)-452001

Email : [rcbagdipcs@yahoo.in](mailto:rcbagdipcs@yahoo.in) Mobile – 9827244043

**ANNUAL SECRETARIAL COMPLIANCE REPORT  
OF**

**SIMRAN FARMS LIMITED**

**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

[Under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, Ramesh Chandra Bagdi, proprietor of Ramesh Chandra Bagdi & Associates, Practicing Company Secretaries have examined:

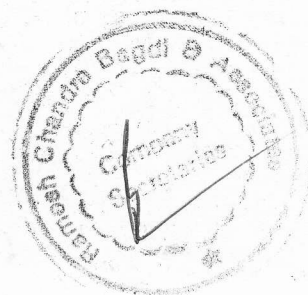
- a) all the relevant documents and records made available to me and explanation provided by **SIMRAN FARMS LIMITED** (“the listed entity”),
- b) the filings/ submissions made by the listed entity to the stock exchange,
- c) website of the listed entity, i.e. [www.simranfarms.com](http://www.simranfarms.com).
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31<sup>st</sup> March, 2023 (“**Review period**”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“**SEBI Act**”) and the Regulations, circulars, guidelines issued there under; and
- b) the Securities Contracts (Regulation) Act, 1956 (“**SCRA**”), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India (“**SEBI**”);

The specific Regulations, whose provisions and the circulars/guidelines issued there under, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **[Not Applicable as there was no reportable event during the financial year under review]**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **[Not Applicable as there was no reportable event during the financial year under review];**

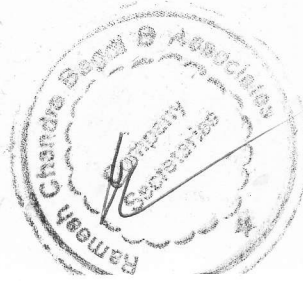


- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **[Not Applicable as there was no reportable event during the financial year under review]**;
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **[Not Applicable as there was no reportable event during the financial year under review]**
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

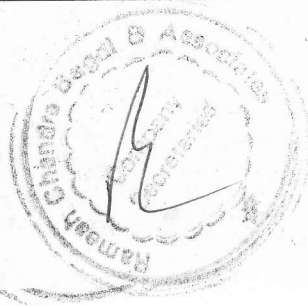
and circulars/ guidelines issued there under;

and based on the above examination, I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
01	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), namely Secretarial Standard 1 and Secretarial Standard 2.</p>	Yes	None
02	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	Yes	None
03	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual</li> </ul>	Yes	None



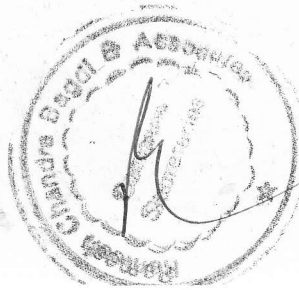
	corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website		
04	<b>Disqualification of Director:</b>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by listed entity	Yes	None
05	<b>To examine details related to Subsidiary of listed entity:</b>  (a) Identification of material subsidiary company  (b) Requirement with respect to disclosure of material as well as other subsidiary	Yes  Yes	Company having only one subsidiary company i.e Puregen Biotech Limited which is not a material subsidiary company.
06	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
07	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees on an annual basis as prescribed in SEBI Regulations	Yes	None
08	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions;  (b) in case no prior approval obtained, the Listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee.	Yes  NA	None  Please refer point no. 8(a)
09	<b>Disclosure of events or</b>	Yes	None



	<b>information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11	<b>Actions taken by SEBI or Stock Exchange, if any:</b>  No Actions has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued there under except as provided under separate paragraph herein(**).	Yes	In one of the case BSE wrongly imposed Fines as per SEBI circular no. SEBI/HO/CFD/CMD/CIR /P/2020/12 dated January 22, 2020. After taking into consideration the response and clarification of the company, Fine imposed by Exchange have been withdrawn by exchange vide email dated 22.11.2022. Details reported separately in this report.
12	<b>Additional Non-compliances, if any:</b>  No any additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	No	The Company does not have Special contingency insurance policy from insurance company to meet out the risk arising out of issuance of duplicate securities as per SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/ 70 dated May 25, 2022

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		





	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>During the period under review there was no incidence of resignation by the statutory auditors of the Company. Further term of erstwhile auditors J.C. Baheti &amp; Associates was expired on 35<sup>th</sup> AGM and Khandelwal Kakani &amp; Company, were appointed as a statutory auditors of the Company .</p>
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details</p>	<p>NA</p> <p>NA</p> <p>NA</p>	<p>During the period under review there was no incidence of resignation by the statutory auditors of the Company. Further term of erstwhile auditors J.C. Baheti &amp; Associates was expired on 35<sup>th</sup> AGM and Khandelwal Kakani &amp; Company, were appointed as a statutory auditors of the Company .</p>



	<p>of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 <sup>th</sup> October, 2019.	NA	No such case

a) (\*\*)The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation /Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
01	The listed company shall take special contingency insurance policy from the insurance company towards the risk arising out of the requirements relating to issuance of duplicate securities in order to safeguard and protect the interest of the listed company.	Para 5 of SEBI Circular No. SEBI/HO/M IRSD/MIRS D_RTAMB/ P/CIR/2022 /70 May 25, 2022	The Company has not taken any contingency insurance policy to meet out the risk arising out of issuance of duplicate securities	As informed by management no action has been taken by any authority for such non Compliance.	-	-	As informed by management no fine imposed by any authority for such non Compliance.	The Company is required to obtain the contingency insurance policy but the same was not obtained by Company.	The Company is in process to obtain referred policy but till date no insurance company is agreed to provide the same.	-
02	Non-compliance with the	Regulation 19(1)/ 19(2)	According to the BSE	BSE imposed	Fine Imposed by	No violation for	Fine imposed	After taking into	Company has replied	-





constitution nomination remuneration committee	of and	of SEBI (LODR) Regulation, 2015	email dated 22.08.2022 Exchange fined Rs. 101480/- for Failure to with the constitution of the Nominating and Remuneration Committee.	Fines as per SEBI circular no. SEBI/HO /CFD/CM D/CIR/P/ 2020/12 dated January 22, 2020	Exchange	constitution of Nomination and Remuneration Committee due to Non applicability of Regulation 17 to 27 of SEBI (LODR) 2015 for that period.	Rs.1014 80/- (inclusive GST @18%)	consideration the response and clarification of the company, Fine imposed by Exchange have been withdrawn by exchange vide email dated 22.11.2022.	to exchange vide reply letter dated 23.08.2022 and 06.09.2022 regarding non applicability of Regulation 15(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations , 2015 and accordingly Exchange has withdrawn the fine which was wrongly imposed.	
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b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation /Circular No.	Deviations	Action taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not applicable										

Place: Indore  
Date: 22<sup>nd</sup> May, 2023

For Ramesh Chandra Bagdi & Associates  
Company secretaries



*R.C. Bagdi*  
Ramesh Chandra Bagdi  
Proprietor

FCS: 8276, C.P. No 2871  
UDIN: F008276E000352257  
PR No.: 1560/2021

Unique Code Number: S2021MP83 5800