



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

Website: www.simranfarms.com

SFL/BSE/16/2024-25

Online filing at www.listing.bseindia.com

25th May, 2024

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

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2024

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 8th February, 2019 read with BSE Notice No. 20230316-14 dated 16th March, 2023 and Notice No. 20230410-41 dated 10th April, 2023, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the financial year ended 31st March, 2024 issued by Ramesh Chandra Bagdi & Associates, Practicing Company Secretaries.

Further, the Annual Secretarial Compliance Report shall also be filed in XBRL mode within the stipulated time period.

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
Encl: a/a

**RAMESH CHANDRA BAGDI & ASSOCIATES
COMPANY SECRETARIES**

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

Email : 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

Subject: Annual Secretarial Compliance Report for the Financial Year 2023-24 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 8th 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: 20th May, 2024

For Ramesh Chandra Bagdi & Associates
Company Secretaries



R.C. Bagdi

Ramesh Chandra Bagdi
Proprietor

FCS: 8276, C.P. No 2871

PR No.: 1560/2021

Unique Code Number: S2021MP835800

**RAMESH CHANDRA BAGDI & ASSOCIATES
COMPANY SECRETARIES**

31, SHRADDHANAND MARG, CHHAWANI, INDORE(MP)-452001
Email : rcbagdipcs@yahoo.in Mobile – 9827244043

**ANNUAL SECRETARIAL COMPLIANCE REPORT
OF
SIMRAN FARMS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2024**

[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:

- all the relevant documents and records made available to me and explanation provided by **SIMRAN FARMS LIMITED** (“the listed entity”),
- the filings/ submissions made by the listed entity to BSE Limited,
- website of the listed entity, i.e. www.simranfarms.com.
- any other document/ filing, as may be relevant, which has been relied upon to make this report ,

For the year ended 31st March, 2024 (“Review period”) in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued there under; and
- 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:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 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]**
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- 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 the circulars/ guidelines issued there under; and based on the above examination, I hereby report that, during the review period:

- 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 (Advisory/Clarification/ Fine/Show Cause Notice/Warning etc.)	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
01	Listed Company shall submit the disclosure of related party transactions on consolidated basis on the date of publication of results.	Regulation 23(9) of SEBI (LODR) Regulations, 2015	Delay in submission of Disclosure of Related Party Transaction for the half year ended on 31 st March, 2023	BSE imposed Fines as per SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/12 dated January 22, 2020	Fine	Submission of Disclosure of related party transactions on consolidated basis for the half year ended on 31 st March, 2023 with delay of 2 days	Rs.11800/- (inclusive GST)	Delay of 2 days in submission of Disclosure of Related Party Transaction pursuant to Regulation 23(9) of SEBI (LODR) Regulations, 2015 for the half year ended on 31 st March, 2023	Due to technical glitch (validation error) company has filed Disclosure of Related Party Transaction for the half year ended on 31 st March, 2023 with delay of 2 days and also deposited fine imposed by the exchange in this regard.	-

- b) The listed entity has taken the following actions to comply with the observations made in previous reports:

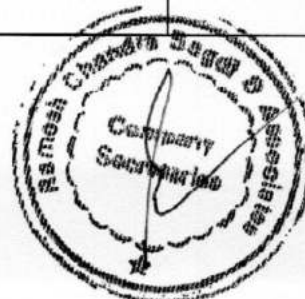
Sr. No	Observations/ Remarks of the Practicing Company Secretary in the previous reports(PCS)	Observations made in the secretarial compliance report for the year ended	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation/deviations and actions taken/penalty imposed, if any, on the listed entity.	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
01	The Company is required to obtain the contingency insurance policy in the matter of issuance of duplicate securities.	31.03.2023	Para 5 of SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/70 May 25, 2022	No fine/penalty imposed/ action taken, by any authority for such non compliance.	The Company has obtained the contingency insurance policy towards the risk arising out of the requirements relating to issuance of duplicate	Complied



					securities of the company having validity since from 16.02.2024 to 15.02.2025	
02	Non-compliance with the constitution of nomination and remuneration committee	31.03.2023	Regulation 19(1)/ 19(2) of SEBI (LODR) Regulation, 2015	According to the BSE email dated 22.08.2022 Exchange fined Rs. 101480/- for Failure to comply with the constitution of the Nomination and Remuneration Committee.	No violation for constitution of Nomination and Remuneration Committee due to Non applicability of Regulation 17 to 27 of SEBI (LODR) 2015 for that period.	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

I. I hereby report that , during the review period the compliance status of the listed entity with the following requirements:

Sr. No	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS
01	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
02	Adoption and timely up-dation of the Policies: • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI	Yes	
03	Maintenance and disclosures on Website: • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and	Yes	



	specific which re-directs to the relevant document(s)/ section of the website		
04	Disqualification of Director: None of the Director of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by listed entity	Yes	
05	Details related to Subsidiaries of listed entity have been examined w.r.t.: (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	Preservation of Documents: 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	
07	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every Financial Year as prescribed in SEBI Regulations	Yes	
08	Related Party Transactions: (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	Please refer point no. 8(a)



09	Disclosure of events or information: 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.	Yes	
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11	Actions taken by SEBI or Stock Exchange, if any: 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	No	Already disclosed in separate paragraph, please refer Table (a) of this Report.
12	Resignation of Statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor form the listed entity or any of its material subsidiaries during the Financial Year, the listed entity and / or its material subsidiaries have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by Listed entities	NA	During the period under review, there was no incidence of resignation by the Statutory Auditor of the Company.
13	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation / circular / guidance note etc.	NA	No additional non-compliance has been observed during the Review Period.

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Indore

Date: 20th May, 2024

UDIN: F008276F000400349



For Ramesh Chandra Bagdi & Associates
Company Secretaries

R. C. Bagdi

Ramesh Chandra Bagdi
Proprietor

FCS: 8276, C.P. No 2871

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