

**General information about company**

Scrip code	519566
NSE Symbol	
MSEI Symbol	
ISIN	INE354D01017
Name of the entity	SIMRAN FARMS LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

**Annexure I**

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory												Textual Information(1)				
Whether the listed entity has a Regular Chairperson												No				
Whether Chairperson is related to MD or CEO												No				
the r	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
ER	ABXPB7377D	00509426	Executive Director	Not Applicable	MD	09-12-1952	NA		26-10-1984				1	0	0	0
SET	ACDPB7391L	00401827	Executive Director	Not Applicable		18-05-1973	NA		01-10-2008				1	0	0	0
P	AFCPB9973J	00401929	Non-Executive - Non Independent Director	Not Applicable		13-05-1949	NA		10-11-1988				1	0	0	0
RA	AZAPS7565D	00645965	Non-Executive - Independent Director	Not Applicable		01-02-1940	Yes	30-09-2019	15-04-1994	01-04-2019		60	1	1	2	0

## I. Composition of Board of Directors

### Disclosure of notes on composition of board of directors explanatory

#### Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number in Stat Com inclu liste (Reg 26 L Reg)
5	Mrs	JASMEET KAUR BHATIA	AFIPB8366F	06949992	Non-Executive - Independent Director	Not Applicable		21-10-1972	NA		14-08-2014	14-08-2019		60	1	1	2
6	Mr	SURJIT SINGH KOHLI	ACIPK3865H	00701320	Non-Executive - Independent Director	Not Applicable		20-07-1960	NA		16-07-2018			60	1	1	2

**Text Block**

Textual Information(1)

The Company does not have any permanent Chairperson of the Company, however Chairperson is elected in every Board Meeting by Board Members present in the Board Meeting.

Mr. Surendra Singh was initially appointed as Director of the Company as on 15.04.1994. However, on Commencement of Companies Act, 2013 Mr. Surendra Singh was appointed as Independent Director for first term of five years w.e.f. 01.04.2014. Please note that members have already given their consent in their annual general meeting held on 19.09.2018 for his re-appointment as independent director for a second term of five years w.e.f. 01.04.2019.

Smt. Jasmeet Kaur Bhatia was appointed as Independent Director for first term of five years w.e.f. 14.08.2014. Please note that members have already given their consent in their annual general meeting held on 19.09.2018 for her re-appointment as independent director for a second term of five years w.e.f. 14.08.2019.

<b>Annexure 1</b>	
<b>II. Composition of Committees</b>	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

**Annexure 1 Text Block**

Textual Information(1)

Date of Appointment of Mrs. Jasmeet Kaur Bhatia and Dr. Surendra Singh as mentioned in Composition of Committees is date of their re-appointment as Independent Directors for second term of five years.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06949992	JASMEET KAUR BHATIA	Non-Executive - Independent Director	Chairperson	14-08-2019		
2	00645965	SURENDRA SINGH	Non-Executive - Independent Director	Member	01-04-2019		
3	00701320	SURJIT SINGH KOHLI	Non-Executive - Independent Director	Member	16-07-2018		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06949992	JASMEET KAUR BHATIA	Non-Executive - Independent Director	Chairperson	14-08-2019		
2	00645965	SURENDRA SINGH	Non-Executive - Independent Director	Member	01-04-2019		
3	00701320	SURJIT SINGH KOHLI	Non-Executive - Independent Director	Member	16-07-2018		



Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	06949992	JASMEET KAUR BHATIA	Non-Executive - Independent Director	Chairperson	14-08-2019		
2	00645965	SURENDRA SINGH	Non-Executive - Independent Director	Member	01-04-2019		
3	00701320	SURJIT SINGH KOHLI	Non-Executive - Independent Director	Member	16-07-2018		



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00509426	HARENDER SINGH BHATIA	Executive Director	Chairperson	07-02-2019		
2	00401827	KAWALJEET SINGH BHATIA	Executive Director	Member	07-02-2019		
3	00401929	GURDEEP SINGH BHATIA	Non-Executive - Non Independent Director	Member	07-02-2019		
4	06949992	JASMEET KAUR BHATIA	Non-Executive - Independent Director	Member	14-08-2019		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	14-11-2019				Yes	5	2
2		04-02-2020	81		Yes	5	2

**Annexure 1**

**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Corporate Social Responsibility Committee	20-03-2020				Yes	4	1
2	Audit Committee	14-11-2019				Yes	2	2
3	Audit Committee	04-02-2020	81			Yes	2	2
4	Stakeholders Relationship Committee	14-11-2019				Yes	2	2
5	Stakeholders Relationship Committee	04-02-2020	81			Yes	2	2

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)
Disclosure of notes of material transaction with related party			Textual Information(2)

**Text Block**

Textual Information(1)	All the related party trasactions entered were in the ordinary course of business and at arm's length basis.
Textual Information(2)	The Company didn't have any material related party transactions with any related party. However, all the related party trasactions were in the ordinary course of business and at arm's length basis.



**Annexure 1****VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	TANU PARMAR
2	Designation	Company Secretary and Compliance Officer

<b>Text Block</b>	
Textual Information(1)	The Company doesn't fall under the category of Top 500 Listed Companies. Therefore, the Company is not required to constitute Risk Management Committee.

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.simranfarms.com">www.simranfarms.com</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.simranfarms.com">www.simranfarms.com</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.simranfarms.com">www.simranfarms.com</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.simranfarms.com">www.simranfarms.com</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.simranfarms.com">www.simranfarms.com</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.simranfarms.com">www.simranfarms.com</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.simranfarms.com">www.simranfarms.com</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.simranfarms.com">www.simranfarms.com</a>

**Annexure II****Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.simranfarms.com
11	email address for grievance redressal and other relevant details	Yes		www.simranfarms.com
12	Financial results	Yes		www.simranfarms.com
13	Shareholding pattern	Yes		www.simranfarms.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.simranfarms.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.simranfarms.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.simranfarms.com
21	Materiality Policy as per Regulation 30	Yes		www.simranfarms.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.simranfarms.com

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

**Annexure II****II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	



**Annexure II**

**II. Annual Affirmations**

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	NA	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided			Textual Information(1)

**Text Block**

Textual Information(1)

Pursuant to Regulation 24A Annual secretarial compliance report was not issued for previous financial year i.e 31.03.2019 and for current financial year ended on 31.03.2020 annual secretarial compliance report shall be submitted in due course.

**Annexure II**

<b>Annexure II</b>		
1	Name of signatory	TANU PARMAR
2	Designation	Company Secretary and Compliance Officer

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

**Annexure II**

1	Name of signatory	TANU PARMAR
2	Designation	Company Secretary and Compliance Officer

**Signatory Details**

Name of signatory	TANU PARMAR
Designation of person	Company Secretary and Compliance Officer
Place	INDORE
Date	15-05-2020

