

## **NOTICE OF 27<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the 27<sup>th</sup> Annual General Meeting of the Members of **SIMRAN FARMS LIMITED** will be held on Thursday, 25<sup>th</sup> September, 2014 At 10.00 A.M. at Kings Park Hotel, 1, Vishnu Puri Main, A.B. Road, Indore 452001 M.P. to transact the following business:

### **ORDINARY BUSINESSES:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of the Profit & Loss Account for the year ended on same date with the Reports of Board of Directors & Auditors thereon.
2. To appoint Director in place of Shri G.S. Bhatia, (DIN: 00401929), who retires by rotation and being eligible, offer himself for re-appointment.
3. To appoint Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. Khandelwal Kakani & Co. Chartered Accountants, Indore registered with the Institute of Chartered Accountants of India vide ICAI Registration No. (001311C), the retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of thirtieth (30<sup>th</sup>) Annual General Meeting to be held in year 2017 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board.

### **SPECIAL BUSINESS:**

#### **Item No. 4- Appointment of Mrs. Jasmeet Kaur Bhatia as an Independent Director.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary resolution:-

**“RESOLVED that** pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to said Act and Companies (Appointment and qualification of Directors) Rules, 2014 and the clause 49 of the listing agreement as may be amended from time to time, Mrs. Jasmeet Kaur Bhatia (DIN: 06949992), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14<sup>th</sup> August, 2014 and

who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and who has given a declaration of independence under section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years from 14<sup>th</sup> August, 2014 to 13<sup>th</sup> August, 2019, and she shall not be liable to retire by rotation.”

**Item No. 5 : Appointment of Dr. Surendra Singh as an Independent Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule IV to the said Act, and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement as may be amended from time to time if any, (including any statutory modifications, amendments or re-enactments thereto for the time being in force), Dr Surendra Singh (DIN 00645965), who was holding position of the independent Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Act and is eligible for appointment , be and is hereby appointed as an Independent Director of the Company to hold office a term up to five consecutive years up to 31<sup>st</sup> March, 2019 and he will not be liable to retire by rotation.”

**Item No. 6 : Appointment of Mr. Harbhajan Singh Khanuja as an Independent Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule IV to the said Act, and Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement as may be amended from time to time if any, (including any statutory modifications,

amendments or re-enactments thereto for the time being in force), Mr Harbhajan Singh Khanuja (DIN 03614872), who was holding position of the independent Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office a term up to five consecutive years up to 31<sup>st</sup> March, 2019 and he will not be liable to retire by rotation.”

**Item No. 7: Creation of mortgage and/or charge on all or any of the movable and/or immovable properties 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** in supercession of the resolution(s) passed under Section 293(1)(a) of the Companies Act, 1956 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, including any statutory modification(s) or re-enactment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of Directors which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by the resolution), to mortgage/charge/hypothecate/pledge/lease /create security in any form or manner on all or any of the movable and/or immovable properties of the Company, both present and future or the whole or substantially the whole of the undertaking(s) of the Company for securing any loan(s) or facility(ies) including Rupee loans, foreign currency loans, debentures, bonds or other instruments or fund based and non fund based working capital facilities availed or as may be availed from time to time from any Financial Institution(s) or Bank(s) or Person(s) or entities together with interest, costs, charges, expenses and any other monies payable thereon by the Company within the overall borrowing limit for a sum not exceeding Rs. 200 Crores (Rupees Two Hundred Crores only) over and above the aggregate of the paid up capital of the Company and its free reserves, which have been/are proposed to be obtained.

**“RESOLVED FURTHER THAT** the securities created or to be created by the Company as aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created by the company as may be agreed to between the Board of Directors of the Company and the concerned parties.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to create or revise / renew the securities / or release the securities and to do all such acts, deed and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto”

**Item No. 8: Authority to obtain loans/borrowings under Section 180(1) (c) & (2) of the Companies Act, 2013.**

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

**“RESOLVED THAT** in supersession of the resolution(s) passed under Section 293(1)(d) of the Companies Act, 1956 and pursuant to the provision of section 180(1)(c) & (2) and other applicable provisions, if any, of the Companies Act, 2013 , including any statutory modification(s) or re-enactment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of Directors which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by the resolution), for borrowing any sum or sums of money (including fund based and non fund based working capital facilities from the Consortium Member banks) from time to time at their discretion for the purpose of the Company, even if the borrowing(s) together with the monies already borrowed by the Company exceeds the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, apart from temporary loans obtained from the Company’s bankers in the ordinary course of business, and determine, fix, arrange or agree to the terms and conditions of all such monies borrowed / to be borrowed from time to time, provided however, that such borrowing shall not exceed Rs. 200 Crores (Rupees Two Hundred Crore only).”

**“RESOLVED FURTHER THAT** Board of Directors be and is hereby further authorized to create mortgages and/or charges on such properties of the Company as it may think fit and for that purpose to execute such documents, papers, deeds, and writings containing such conditions and covenants as the Board may think fit and to take all such steps as may be necessary or desirable to give effect to this Resolution.”

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

**Place : Indore**

**Date : 14/08/2014**

**SD/-**

**(HARENDER SINGH BHATIA)**

**Managing Director**

**DIN: 00509426**

**SIMRAN FARMS LIMITED**

**CIN: L01222MP1984PLC002627**

**Registered Office: 1-B Vikas Rekha Complex**

**Khatiwala Tank**

**Indore 452001 M.P.**

**Notes:-**

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN MEETING INSTEAD OF HIMSELF/HERSELF AND SUCH PERSON NEED NOT BE THE MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED, MUST BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.**
- A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregating not more than 10% of the total share capital of the Company carry voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member. A proxy form for the Annual General Meeting is enclosed.
- 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 authorizing their representatives to attend and vote at the Annual General Meeting.
  - The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed herewith.
  - Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2013-14 will also be available for the Company's website i.e [www. Simranfarms.com](http://www.Simranfarms.com)
  - The Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
  - The Register of Members and share transfer book of the Company will remain closed during the period from Saturday 20<sup>th</sup> Day of September, 2014 to Thursday 25<sup>th</sup> Day of September, 2014 (both days inclusive) for the purpose of Annual General Meeting.
  - Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Mr. Mayank Kumar Lashkari Company Secretary & Compliance officer, at the Company's registered office. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund.
  - Members are requested to send their queries, if any at least 7 days in advance so that the information can be made available at the meeting.
  - Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
  - Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Ankit Consultancy Private Limited, 60 Pardeshipura, Electronic Complex, Indore- 452010 (M.P).

- The Company has designated an exclusive email ID [simrangroup@sancharnet.in](mailto:simrangroup@sancharnet.in) which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressal.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
- Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Annual Report. The Directors have furnished the requisite consents / declarations for their appointment /re-appointment.
- Electronic copy of the Annual Report for 2014 is being sent 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 hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2014 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 demate mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.
- The Ministry of Corporate Affairs ('MCA') has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by companies and has issued Circular No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011. The Company proposes to send the documents to its Members like notices, annual report, etc. in electronic form. Members are requested to provide their email ID to the depositories who are holding their shares in demat form and the members who are holding their shares in physical form may send the duly filed form to our Registrar Ankit Consultancy Private Limited, 60, Electronics Complex, Pardeshipura Indore-452010 M.P. for sending the document in electronic form.
- 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, the company is pleased to offer the facility of the voting through electronic means, 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 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 e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. For E-voting facility, the Company has entered into an agreement with the CDSL for facilitating E-voting. The Procedure and instructions for E-voting given below:

**Instructions for shareholders voting through electronic means:**

- (i) The e-voting period begins on Thursday, 18<sup>th</sup> September, 2014 from 9.30 A.M. and ends on Saturday, September, 20<sup>th</sup> 2014 at 6.00 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) of 22<sup>nd</sup> August, 2014, 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, select the "**SIMRAN FARMS LIMITED**" from the drop down menu and click on "SUBMIT"
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)



	<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 folio 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>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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 (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for **SIMRAN FARMS LIMITED** on which you choose to vote.
- (xiii) 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.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) 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 they have to create a user who would be able to link the account(s) for which they wish to vote on.
  - The list of accounts 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.

- 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)
- Mr. L.N. Joshi Practicing Company Secretary (Membership No. 5201) has been appointed as the scrutinizer to votes casted electronically by the members in a fair and transparent manner.
- The scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the company and make a scrutinizer’s report of the votes cast in favor or against , if any , forthwith to the chairman of the Company.
- The Results, shall be declared on or after the AGM of the Company. The results declared along with the scrutinizer’s Report shall be placed on the Company’s website [www.simranfarms.com](http://www.simranfarms.com) and website of CDSL and will be communicated to the stock exchange.

Relevant documents referred to in this Notice are open for inspection at the Registered office of the Company on all working days (except Saturdays) between 11.00 a.m. to 1.00 p.m. up to the date of ensuing annual general meeting.

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

**Place : Indore  
Date : 14/08/2014**

**SD/-  
(HARENDER SINGH BHATIA)  
Managing Director  
DIN: 00509426**

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

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT  
IN THE ENSUING ANNUAL GENERAL MEETING**

<b>Name of Directors</b>	<b>Mrs. Jasmeet Kaur Bhatia</b>	<b>Shri G.S. Bhatia</b>	<b>Dr. Surendra Singh</b>	<b>Mr Harbhajan Singh Khanuja</b>
DIN No.	06949992	00401929	00645965	03614872
Date of Birth	21/10/1972	13/05/1949	01/02/1940	07/08/1951
Date of Appointment	14/08/2014	10/11/1988	15/04/1994	13/08/2012
Expertise / Experience in specific functional areas	10 Years vast experience in Finance and Marketing	25 Years rich experience in poultry farms and finance	Experienced poultry technocrat and has more than 41 years rich experience in the poultry industry.	42 years rich and experience in finance and banking sector
Qualification	Graduate	Graduate	Post Graduate	Graduate
No. & % of Equity Shares held	Nil	78300	-	100
List of outside Company's Directorship held	Nil	Simran Hatchries Private Limited Simran Chicks Private Limited	TARINI FARMS PRIVATE LIMITED TRUE NORTH AR INDIA PRIVATE LIMITED	HSB HOLDINGS PRIVATE LIMITED NEELGIRI DEVCON PRIVATE LIMITED HIMGIRI DEVCON PRIVATE LIMITED KHUSHIRAM DEVCON PRIVATE LIMITED HSB DEVCON PRIVATE LIMITED SHUBHAM CEMENTS LIMITED SUNDARAM REALTIES PRIVATE LIMITED SHUBHAM DEVCON PRIVATE LIMITED SHIVAM REALTECH PRIVATE LIMITED SAPPHIRE DEVCON PRIVATE LIMITED MANGALAM DEVCON PRIVATE LIMITED HSB DAIRY FARMS PRIVATE LIMITED EMERALD INFRA CON PRIVATE LIMITED DIAMOND INFRA ESTATE PRIVATE LIMITED

Chairman / Member of the Committees of the Board of Directors of the Company	<ol style="list-style-type: none"> <li>1. Nomination and Remuneration Committee</li> <li>2. Stakeholder Relationship Committee</li> <li>3. Audit Committee</li> </ol>	-	<ol style="list-style-type: none"> <li>1. Nomination and Remuneration Committee</li> <li>2. Stakeholder Relationship Committee</li> <li>3. Audit Committee</li> </ol>	<ol style="list-style-type: none"> <li>1. Nomination and Remuneration Committee</li> <li>2. Stakeholder Relationship Committee</li> <li>3. Audit Committee</li> </ol>
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	Nil	Nil	Nil	Nil
Relationship between directors inter-se	No relations with any other Director	Mr H.S. Bhatia is brother of Mr Gudeep Singh Bhatia	No relations with any other Director	No relations with any other Director

## **EXPLANATORY STATEMENT**

### **Pursuant to Section 102 of the Companies Act, 2013**

#### **Item No. 4**

As per the provisions of section 149(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement, which provides that the Company shall have at least one Women director in the Board. Therefore, the Board of directors at their meeting held on 14<sup>th</sup> August, 2014 has appointed Mrs. Jasmeet Kaur Bhatia as an additional director pursuant to the provisions of section 161 of the Companies Act, 2013 to hold the office of the director till the date of this annual general meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act, from the member along with the fee of Rupees one Lacs proposing the candidature of Mrs. Jasmeet Kaur Bhatia for the office of Independent director to be appointed, as such under the provisions of Section 149 of the Act to hold office for a term of five years up to 13<sup>th</sup> August, 2019.

The brief profile of the director who are proposed to appointed as independent directors are annexed herewith separately with this notice.

Keeping in view of the experience and expertise of Mrs. Jasmeet Kaur Bhatia the Board of Directors considers it desirable that the Company should avail her services and accordingly recommends the resolution as set out in item no. 4 for approval of the members.

Mrs. Jasmeet Kaur Bhatia being appointee is considered as interested in the resolution to the extent of the remuneration as may be paid to her. Except that none of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

#### **Item No. 5 & 6**

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchanges, appointed Dr Surendra Sigh and Mr Harbhajan Singh Khanuja as Independent Directors at various times, in compliance with the requirement of the said Clause.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 ("the Act"), which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Board of directors of the Company comprises six directors out of which, three are Non-Executive Independent Directors of the Company.

Keeping in view of the experience and expertise of the above referred directors and the contribution made by them to the Company , the Board of Directors considers it desirable that their continued association would be of immense benefit to the company and hence the company should continue to avail their services and accordingly recommends the Resolutions as set out in item No. 5 to 6 for approval of the members.

Dr Surendra Singh and Mr Harbhajan Singh Khanuja, Directors of the Company have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

In compliance with In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being recommended for a term of 5 (five) consecutive years up to 31<sup>st</sup> March 2019 and placed before the Members for approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Dr Surendra Singh and Mr Harbhajan Singh Khanuja are concerned or interested in the Resolutions of the accompanying Notice relating to their own appointment.

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

The Board commends the Ordinary Resolutions as set out at Item Nos. 5 to 6 of the Notice for approval by the members.

The brief profile of the directors who are proposed to appointed as independent directors are annexed herewith separately with this notice.

#### **ITEM No 7**

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of directors of company shall not, without the approval of shareholders in general meeting by way of special resolution, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. The Company has earlier passed an ordinary resolution as per provisions of section 293(1)(a) of the Companies Act, 1956, and now it is required to pass a special resolution.

For meeting the growing needs of working capital and capital expenditure, the company may be required to approach the Bank/ Financial Institution for sanction of Loan/ Borrowing. As a security, the Company may also be required to create Mortgage/ Charge on Fixed Assets in favor of the said banks/ Financial Institution. Since mortgaging and/or charging by the Company on all its immovable and movable properties or part thereof, may deemed to be disposal of the whole or substantially the whole of undertaking of the company within the meaning of Section 180 (1) (a) of the Companies Act, 2013 the consent of the members is required for limit of Rs 200 Crore (Rupees Two Hundred Crores only) proposed under the resolution which is considered adequate for the time being for meeting future requirement.

The Board recommends this resolution for approval of the members as a Special Resolution.

Pursuant to applicable provisions of the Companies Act, 2013, none of the directors & Key managerial Personal and their relatives is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution except in capacity of shareholder.

#### **ITEM No 8**

In terms of Section 180(1)(c) & (2) of the Companies Act, 2013, consent of the Company in General Meeting by way of Special Resolution is required by the Board of Directors of the Company (“the Board”) to borrow monies for the purpose of the business of the Company, (apart from temporary loans obtained from the Company’s bankers) in excess of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose. The Company has earlier passed an ordinary resolution as per provisions of section 293(1)(d) of the Companies Act, 1956, and now it is required to pass a special resolution.

Accordingly consent of members by way of Special Resolution is required under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 8 of the Notice, to empower the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company.

Hence approval of the members be sought to borrow a sum not exceeding Rs 200 Crores (Rupees Two Hundred Crores) over and above aggregate of the paid-up capital and free reserves of the Company, to comply with Section 180(1)(c) & (2) of the Companies Act, 2013.

Your Directors recommend the special resolution set out in No.8 of the accompanying Notice for your approval.



None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

**Place : Indore**

**Date : 14/08/2014**

**SD/-  
(HARENDER SINGH BHATIA)  
Managing Director  
DIN: 00509426**

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

**FORM NO.MGT- 11**  
**PROXY FORM**

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

CIN : L01222MP1984PLC002627  
Name of company: SIMRAN FARMS LIMITED  
Registered office: 1-B VIKAS REKHA COMPLEX  
KHATIWALA TANK  
INDORE 452001M.P.

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

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

1. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ....., or failing him

2. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : ....., or failing him

3. Name : .....  
Address : .....  
E-mail Id : .....  
Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the Thursday 25<sup>th</sup> September, 2014 At Kings Park Hotel, 1, Vishnu Puri Main, A.B. Road, Indore 452017 M.P at 10.00 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
1. Receive, Consider and adopt Audited Financial Statement, reports of the Board of Directors and Auditor for Financial Year 2013 - 2014		
2. Appoint a Director in place of Shri Gurdeep Singh Bhatia , who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment		
3. Re-appointment of Auditor and Fixing their remuneration		
4. Appointment of Mrs. Jasmeet Kaur Bhatia as an Independent Director of the Company		
5. Appointment of Dr Surendra Singh as an Independent Director of the Company		
6. Appointment of Shri Harbhajan Singh Khanuja as an Independent		

	Director of the Company		
7.	Consent of the Company accorded to the Board of directors for Creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the company U/s 180 (1) (a) of the Companies Act, 2013		
8.	Consent of the Company accorded to the Board of directors to obtain loan/borrowings under section 180 (1)(c) & (2) of the Companies Act, 2013		

Signed this..... day of..... 2014

Affix Rs. 1/- Revenue Stamp
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Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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**ATTENDANCE SLIP**  
**ANNUAL GENERAL MEETING ON THURSDAY 25<sup>TH</sup> SEPTEMBER 2014**

R.F. No./DPID \_\_\_\_\_

Mr./Mrs./Miss \_\_\_\_\_

(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the Annual General meeting of the company on 25<sup>th</sup> September, 2014 at Kings Park Hotel, 1, Vishnu Puri Main, A.B. Road, Indore 452001 M.P at 10.00 A.M.

(If signed by proxy, his name should be  
Written in block letters)

(Shareholders/proxy's Signature) \_\_\_\_\_

Note:

1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.