



NOTICE OF 35TH ANNUAL GENERAL MEETING

Notice is hereby given that the **35th Annual General Meeting** of the Members of **SIMRAN FARMS LIMITED** will be held on **Thursday, 15th September, 2022 at 11.30 A.M. (IST)** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") for which purpose the Registered Office of the Company shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:-

ORDINARY BUSINESSES:

1. To consider and adopt the Audited Standalone Financial Statements of the Company together with the Reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2022.
2. To consider and adopt the Audited Consolidated Financial Statements of the Company together with the Report of the Auditors thereon for the financial year ended March 31, 2022.
3. To appoint a Director in place of Mr. Gurmeet Singh Bhatia (DIN: 00401697) Whole Time Director of the Company, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.
4. To appoint Auditor of the Company and to fix their remuneration.

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

"RESOLVED THAT in terms of the provision of Sections 139, 141 and 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification or amendment or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee to the Board of Directors, M/s. Khandelwal Kakani & Company, Chartered Accountant, Indore (Firm Registration No. 001311C), be and are hereby appointed as Statutory Auditors of the Company, in place of M/s J.C. Baheti & Associates, Chartered Accountants (Firm Registration No. 03390C) the retiring Auditors of the Company whose tenure expires at this Annual General Meeting, to hold office for a term of five consecutive years from the conclusion of the 35th Annual General Meeting, until the conclusion of the 40th Annual General Meeting of the Company to be held in the calendar year 2027 on such remuneration and terms and conditions as set out in the explanatory statement to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

SPECIAL BUSINESSES:

Item No. 5: Appointment of Mr. Gaurav Chhabra (DIN: 09603279) as a Non-executive Independent 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 Mr. Gaurav Chhabra (DIN: 09603279), who was appointed as an Additional as well as Non-Executive Independent Director of the Company with effect from May 14, 2022, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office as such up to the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Non-Executive Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV to the Act and Companies (Appointment and



Qualifications of Directors) Rules, 2014 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] the appointment of Mr. Gaurav Chhabra (DIN: 09603279), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b), 25(2A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, being eligible for appointment, as a Non Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 14th May, 2022 to 13th May, 2027 be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”

Item No. 6: Re-appointment of Mr. Harender Singh Bhatia (DIN: 00509426) as a 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 Section 190, 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 members of the Company be and is hereby accorded for reappointment of Mr. Harender Singh Bhatia (DIN: 00509426) as a Managing Director of the Company for further period of three years with effect from 1st June, 2022 to 31st May, 2025 on the following terms, conditions, salary and perquisites:

- a) **Salary:** Rs. 2,50,000/- (Rupees Two Lacs 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 is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper including filing of all related e-forms with the Registrar of Companies.”



Item No. 7: Re-appointment of Mr. Kawaljeet Singh Bhatia (DIN: 00401827) as a 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 Section 190, 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 members of the Company be and are hereby accorded for re-appointment of Mr. Kawaljeet Singh Bhatia (DIN: 00401827) as a Whole-time Director of the Company for a further period of three years with effect from 1st June, 2022 to 31st May, 2025 on the following terms, conditions, salary and perquisites:

- a) **Salary:** Rs. 2,25,000/- (Rupees Two Lacs 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 is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper including filing of all related e-forms with the Registrar of Companies."

Place: Indore
Date : 13th August, 2022

By Order of the Board of Directors

SIMRAN FARMS LIMITED

CIN: L01222MP1984PLC002627
Registered Office: 1-B, Vikas Rekha Complex,
Khatiwala Tank, Indore - 452001 (M.P.)
Ph.: 0731-4255900, Fax: 0731-4255949
Web: www.simranfarms.com
Email: compliance@simranfarms.com

TANU PARMAR
COMPANY SECRETARY
ACS- 34769

Notes:-

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021 followed by Circular No. 02/2022 dated May 5, 2022 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12,



2020, Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 followed by SEBI Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated May 13, 2022 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through Video Conferencing (VC) or other audio-visual means (OAVM), subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made there under, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 35th AGM of the Company is being convened and conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The Company has availed the facility of Central Depository Services (India) Limited ("CDSL") for convening the 35th AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 33 of this Notice.

2. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013 (the Act).

3. **ELECTRONIC DISPATCH OF NOTICE AND ANNUAL REPORT:** In compliance with the aforesaid MCA and SEBI circulars physical copies of the financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended 31st March, 2022 pursuant to Section 136 of the Act and Notice calling the 35th AGM pursuant to Section 101 of the Act read with the Rules framed thereunder are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Share Transfer Agent (R&STA) or the Depositories or Depository Participants (DP). The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member.

To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/R&STA in case the shares are held by them in physical form after complying due procedure.

4. Members who have not registered their e-mail address and those members who have become the member of the Company after Friday 12th August, 2022 being the cut-off date for sending soft copy of the Notice of 35th AGM and Annual Report for the financial year 2021-22, may access the same from Company's website at www.simranfarms.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL www.evotingindia.com.

5. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

Since the 35th AGM of the Company will be convened through VC/ OAVM, where there will be no physical attendance of members, the requirement of appointment of proxies pursuant to the provisions of Section 105 of the Act has been dispensed with. Accordingly, attendance slip and proxy form will not be annexed to this Notice.

6. Pursuant to the provisions of Sections 112 and 113 of the Act, Corporate/ Institutional member can authorize their representatives to attend the AGM through VC/OAVM and cast their votes through e-voting, provided a scan copy (PDF) of the Board Resolution authorizing such representative to attend the AGM of the Company through VC/OAVM on its behalf and to vote through remote e-voting shall be sent to the Scrutinizer through the registered email address of the member(s) at lnjoshics@gmail.com with a copy marked to the Company at compliance@simranfarms.com.

7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book of the Company will remain closed during the period from Friday, 09th Day of September, 2022 to Thursday, 15th Day of September, 2022 (both days inclusive) for the purpose of 35th Annual General Meeting.

8. In terms of the Article of Association of the Company read with Section 152 of the Companies Act 2013, Mr. Gurmeet Singh Bhatia (DIN: 00401697), Whole Time Director is liable to retire by rotation at this 35th Annual General Meeting and being eligible offer himself for re-appointment. Although his term is fixed and shall not break due to this retirement, the Board of the Directors of the Company recommends his reappointment.

9. The Statement as required under Section 102 of the Act setting out material facts concerning the businesses with respect to Item Nos. 4 to 7 forms part of this Notice is annexed hereto.



As per the provisions of Clause 3.A.II of the General Circular No. 20/ 2020 dated May 5, 2020, the matters of Ordinary/Special Businesses as appearing at Item Nos. 4 to 7 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.

10. The relevant details, pursuant to Regulations 36(3) of the Listing Regulations and Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at the AGM are provided as an annexure to this Notice forms integral part of this notice. Requisite declarations have been received from Director(s) for seeking appointment/re-appointment.
11. **IEPF:** Members whose unclaimed dividends/shares are transferred to the IEPF Authority can claim the same by making an online application to the IEPF Authority in the prescribed Web Form IEPF-5 by following the refund procedure as detailed on the website of IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Further, as per SEBI Circular dated April 20, 2018 all securities holders holding securities in physical form should submit their PAN and Bank account details to the Registrar and Share Transfer Agent.
13. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
14. Members who are holding shares in physical form are advised to submit particulars of their PAN details, e-mail address, mobile number, bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number etc. to our Registrar and Share Transfer Agent in prescribed Form ISR-1 quoting their folio number and enclosing the self-attested supporting document and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant (DP) only and not to the Company or Registrar and Share Transfer Agent.
15. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website www.simranfarms.com and on the website of the Company's Registrar and Share Transfer Agent <http://ankitonline.com>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
16. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or Registrar and Share Transfer Agent, for assistance in this regard.
17. As per the provisions of Section 72 of the Act, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No. ISR-3. The said forms can be downloaded from the Registrar and Share Transfer Agent website at <http://ankitonline.com>. Members are requested to submit the said form to their Depository Participant in case the shares are held in electronic form and to the Registrar and Share Transfer Agent in case the shares are held in physical form, quoting their folio no.



18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
19. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
20. 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.
21. Members desirous of obtaining any information concerning to the accounts and operations of the Company are requested to send their queries to the Company Secretary at least 7 (seven days) before the date of the meeting so that the required information can be made available at the meeting.
22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. Thursday, 15th September, 2022. Members seeking to inspect such documents can send an email to compliance@simranfarms.com.
23. 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 (M.P.) 452010.
24. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID i.e. compliance@simranfarms.com to enable the investors to register their complaints/send correspondence, if any.
25. **Webcast:** Members who are entitled to participate in the AGM can view the proceedings of AGM by logging in the website of CDSL at www.evotingindia.com using the login credentials.
26. The Company has appointed Mr. L.N. Joshi, Practicing Company Secretary (Membership No. FCS-5201; CP No.4216) to act as the Scrutinizer for conducting the remote e-voting process as well as the e-voting during the 35th AGM (insta poll), in a fair and transparent manner.
27. 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 Thursday, 08th September, 2022, being the cut-off date.
28. A person who has acquired the shares and has become a member of the Company after dispatch of Notice of 35th AGM and prior to the Cut-off date i.e. Thursday, 08th September, 2022, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during the 35th AGM by following the procedure mentioned in this Notice.
29. A person, who is not a Member as on Thursday, 08th September, 2022 should treat this Notice for information purposes only.
30. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company - www.simranfarms.com as soon as possible after the Meeting is concluded.
31. The procedure for joining the AGM through VC/OAVM is mentioned in this Notice. Since the AGM will be held through VC/OAVM, the route map is not annexed in this Notice.
32. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, Secretarial Standard on General Meetings ("SS-2"), Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the facility for remote e-voting and e-voting in respect of the business to be transacted at the AGM is being provided by the Company through Central Depository Services (India) Limited ("CDSL"). Necessary arrangements have been made by the Company with CDSL to facilitate remote e-voting and e-voting during the AGM.



33. **THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND EVOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

- (i) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (ii) The voting period begins on Monday 12th September, 2022 from 9.00 A.M. and ends on Wednesday, 14th September, 2022 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) of Thursday, 08th September, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (iii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iv) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (v) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, **Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in



	<p>progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>



Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(vi) Login method for e-Voting and joining virtual meeting **for physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For physical shareholders and other than individual shareholders holding shares in Demat.
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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.



Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> 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.
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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant company i.e. SIMRAN FARMS LIMITED on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a 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.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@simranfarms.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



34. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@simranfarms.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance@simranfarms.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good Internet speed.
12. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

35. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders-, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

36. DECLARATION OF RESULTS:

- A. The Scrutinizer shall, immediately after the conclusion of voting during the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairperson of the Company or the person authorized by him, who shall countersign the same.



- B. Based on the Scrutinizer's Report, the Company will submit within 2 (two) working days of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations.
- C. The results declared along with the Scrutinizer's Report, will be hosted on the website of the Company at www.simranfarms.com and on the website of CDSL, i.e. www.evotingindia.com, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.
- D. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday 15th September, 2022 subject to receipt of the requisite number of votes in favour of the Resolutions.
37. **If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.**
38. **All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.**

Place: Indore
Date : 13th August, 2022

By Order of the Board of Directors

SIMRAN FARMS LIMITED

CIN: L01222MP1984PLC002627
Registered Office: 1-B, Vikas Rekha Complex,
Khatiwala Tank, Indore - 452001 (M.P.)
Ph.: 0731-4255900, Fax: 0731-4255949
Web: www.simranfarms.com
Email: compliance@simranfarms.com

TANU PARMAR
COMPANY SECRETARY
ACS- 34769

STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 to 7 of the accompanying Notice dated 13th August, 2022

ITEM NO. 4: (Not Mandatory) APPOINTMENT OF M/S KHANDELWAL KAKANI & COMPANY, CHARTERED ACCOUNTANTS AS STATUTORY AUDITOR OF THE COMPANY

This Explanatory Statement is provided pursuant to Regulation 36(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'). However, the same is not required as per Section 102 of the Act.

M/s. J.C. Baheti & Associates, Chartered Accountants (Firm Registration No. 03390C) were appointed as Statutory Auditors of the Company at 30th Annual General Meeting ('AGM') of the Company held on 28th September, 2017 to hold the office of the Auditors up to the conclusion of the 35th Annual General Meeting (AGM of Financial year 2021-22).

The existing Auditor has completed his term of five consecutive years pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014. The Audit Committee & Board of Directors at their respective meetings held on 13th August, 2022, recommended the appointment of M/s. Khandelwal Kakani & Company, Chartered Accountants (Firm Registration No. 001311C), as the Statutory



Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of this 35th AGM till the conclusion of the 40th AGM (AGM for the financial year 2026-27) in place of retiring auditors.

M/s. Khandelwal Kakani & Company, Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as Statutory Auditors in terms of the provisions of the proviso to Section 139(1) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014 as amended from time to time.

The Company has received necessary certificate and written consent from M/s. Khandelwal Kakani & Company, Chartered Accountants stating that their appointment, if made, shall be in accordance with the statutory requirements under the Companies Act, 2013 read with Rule 10 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and SEBI Listing Regulations.

The terms and conditions of the appointment of the Statutory Auditors of the Company shall inter-alia also include the conditions mentioned in Clauses 6A & 6B of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

Disclosure pursuant to Regulation 36(5) of SEBI Listing Regulations, is as follows:

Proposed Fees Payable to Statutory Auditor	Rs. 6,50,000/- (Rupees Six Lacs Fifty Thousand only) plus reimbursement of out of pocket expenses for financial year 2022-23. The remuneration for the subsequent year(s) of their term shall be determined based on the recommendation of the Audit Committee and as mutually agreed between the Board of Directors of the Company and the Statutory Auditors.
Terms of Appointment	5 consecutive years i.e. from the conclusion of 35 th Annual General Meeting till the conclusion of 40 th Annual General Meeting.
Any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	No material change in the fee payable to proposed Auditor from that paid to the outgoing Auditor
Basis of Recommendation of Appointment	The existing auditor has completed his term of five consecutive years pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as amended from time to time. The Audit Committee & Board of Directors at their respective meetings held on 13 th August, 2022, recommended the appointment of M/s. Khandelwal Kakani & Company, Chartered Accountants (Firm Registration No. 001311C), as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of this 35 th AGM till the conclusion of the 40 th AGM (AGM for the financial year 2026-27) in place of retiring auditors.
Details in relation to and credentials of the statutory auditor proposed to be appointed	M/s. Khandelwal Kakani & Company is one of the prominent Chartered Accountants Firm (Firm Registration No. 001311C) registered with the Institute of Chartered



	<p>Accountants of India (ICAI) having its head office at Indore in Madhya Pradesh and 3 Branch Offices across the country. M/s. Khandelwal Kakani & Company is a team of dynamic and professional Chartered Accountants who are highly experienced to cater to the service requirements of its diversified clients. At present there are 9 (Nine) partners in the Firm all of them being well qualified Chartered Accountants. Further, the Firm possesses necessary infrastructure and staff strength to cater premier professional services in the areas of Statutory and Internal Audit, Income Tax matters, Finance, Goods & Service Tax matters, Corporate Laws, Secretarial Compliances covering wide range of activities related to the profession. The Firm has been offering a wide range of services to almost all sectors and industries since last 42 years. It has wide experience in audit of Banks; Insurance, Limited and Listed Companies; NGOs, Trust & Societies and other entities.</p>
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Accordingly, the Board of Directors recommends the passing of the Resolution at Item No. 4 as an Ordinary Resolution for approval of members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, financially or otherwise, are deemed to be concerned or interested in this item of business.

ITEM NO. 5: APPOINTMENT OF MR. GAURAV CHHABRA (DIN: 09603279) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on May 14, 2022, appointed Mr. Gaurav Chhabra (DIN: 09603279) as an Additional as well as Non-executive Independent Director of the Company, not liable to retire by rotation, for a term of five years i.e. from May 14, 2022, up to May 13, 2027 subject to the approval of the Members in the forthcoming Annual General Meeting. According to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act'), Mr. Gaurav Chhabra (DIN: 09603279) shall hold office as an Additional Director up to the date of this Annual General Meeting and is eligible to be appointed as a Director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Gaurav Chhabra (DIN: 09603279) are provided as Annexure to this Notice. Mr. Gaurav Chhabra (DIN: 09603279) has given his declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Further he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b), 25(2A) of the SEBI Listing Regulations and is not restrained from acting as a Director under any order passed by the Securities and Exchange Board of India or any such authority and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director. In the opinion of the Board, Mr. Gaurav Chhabra (DIN: 09603279) is a person of integrity, possesses the relevant expertise/experience, and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of SEBI Listing Regulations, Mr. Gaurav Chhabra (DIN: 09603279) has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, a copy of the draft appointment letter in relation to appointment of Mr. Gaurav Chhabra (DIN: 09603279) as a Non-executive Independent Director



setting out the terms and conditions of the appointment would be available for inspection by the Members, by writing an email to the Company at compliance@simranfarms.com.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Gaurav Chhabra (DIN: 09603279) on the Board of the Company and accordingly the Board recommends the appointment of Mr. Gaurav Chhabra (DIN: 09603279) as a Non-executive Independent Director as proposed in the Item No. 5 for approval by the Members as a Special Resolution.

Except proposed appointee and his relatives, 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.

ITEM NO. 6: RE-APPOINTMENT OF MR. HARENDER SINGH BHATIA (DIN: 00509426) AS A MANAGING DIRECTOR OF THE COMPANY:

Mr. Harender Singh Bhatia aged 69 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 41 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 in their Meeting held on 30th May, 2022 proposed to re-appoint him as a Managing Director for the further period of 3 years w.e.f. 1st June, 2022 to 31st May, 2025 in accordance with the provisions contained in Sections 190, 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.6 of this Notice.

For this purpose Nomination & Remuneration Committee and Board of Directors have accorded their approval subject to approval of the members in the forthcoming Annual General Meeting or any other appropriate authority, if any. This explanatory statement may also be read and treated as justification for appointment of Mr. Harender Singh Bhatia (DIN: 00509426) as a Managing Director on attainment of age above 70 years in compliance with the requirements of Section 196(3)(a) of the Companies Act, 2013.

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.

During the year, Company having adequate profit as per the provision of Section 197 read with Schedule V of the Companies Act, 2013 however looking into the nature of business, profitability of the Company may affect in future therefore Managerial Remuneration may be paid within the limit prescribed under Schedule V of the Companies Act, 2013 as amended up to date.

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

I. General information:		
1	Nature 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 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	
	Financial Year	Revenue from operations	Profit/(loss) before Tax	Profit /(loss) after Tax before Comprehensive Income
	2020-21	32208.48	2153.45	1248.76
	2019-20	28112.42	-2926.89	-2154.31
	2018-19	31991.82	608.50	403.69
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 41 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.		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 having adequate profit, however looking into the nature of business, profitability may affect in future therefore earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration in coming years. 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 may be some of the reasons for losses or inadequate profits in future.	



2	Steps taken or proposed to be taken for improvement	At present Company is having adequate profit therefore the Company has initiated various effective steps to further 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. 2022-23. Further, lower realization from sale of broilers and a sharp increase in feed prices might also affect the productivity in F.Y. 2022-23.

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.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Harender Singh Bhatia (DIN: 00509426) as a Managing Director under Section 190 of the Companies Act, 2013.

Save and except Mr. Harender Singh Bhatia (DIN: 00509426), Managing Director and his relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested in the proposed Special Resolution as set out at Item No. 6 of the Notice.

Accordingly the Board recommends the Special Resolution set out in Item No. 6 of this Notice for approval of members.

ITEM NO. 7: RE-APPOINTMENT OF MR. KAWALJEET SINGH BHATIA (DIN: 00401827) AS A 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 in their meeting held on 30th May, 2022 proposed to re-appoint him as a Whole-time Director for the further period of 3 years w.e.f. 1st June, 2022 to 31st May, 2025 in accordance with the provisions contained in Sections 190, 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.7 of this Notice. For this purpose Nomination & Remuneration Committee and Board of Directors have accorded their approval subject to approval of the members in the forthcoming Annual General Meeting 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.

During the year, Company having a adequate profit as per the provision of Section 197 read with Schedule V of the Companies Act, 2013 however looking into the nature of business, profitability of the Company may affect in future therefore Managerial Remuneration may be paid within the limit prescribed under Schedule V of the Companies Act, 2013 as amended up to date.



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

I. General information:				
1	Nature 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 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	
	Financial Year	Revenue from operations	Profit/(loss) before Tax	Profit/(loss) after Tax before Comprehensive Income
	2020-21	32208.48	2153.45	1248.76
	2019-20	28112.42	-2926.89	-2154.31
	2018-19	31991.82	608.50	403.69
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 having adequate profit, however looking into the nature of business, profitability may affect in future therefore earning profits which may be deemed inadequate for the purpose of limits of managerial remuneration in coming years. 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 retail infrastructures may be some of the reasons for losses or inadequate profits in future.
2	Steps taken or proposed to be taken for improvement	At present Company is having adequate profit therefore the Company has initiated various effective steps to further 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. 2022-23. Further, lower realization from sale of broilers and a sharp increase in feed prices might also affect the productivity in F.Y. 2022-23.

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.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Kawaljeet Singh Bhatia (DIN: 00401827) as a Whole-time Director under Section 190 of the Companies Act, 2013.

Save and except Mr. Kawaljeet Singh Bhatia (DIN: 00401827), Whole Time Director and his relatives to the extent of their shareholding interest, if any, in the Company, none of the Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested in the proposed Special Resolution as set out at Item No. 7 of this Notice.

Accordingly the Board recommends the Special Resolution set out in Item No. 7 of this Notice for approval of members.

Place: Indore
Date : 13th August, 2022

By Order of the Board of Directors

SIMRAN FARMS LIMITED
CIN: L01222MP1984PLC002627
Registered Office: 1-B, Vikas Rekha Complex,
Khatiwala Tank, Indore - 452001 (M.P.)
Ph.: 0731-4255900, Fax: 0731-4255949
Web: www.simranfarms.com
Email: compliance@simranfarms.com

TANU PARMAR
COMPANY SECRETARY
ACS- 34769



Additional Information of Director seeking appointment/re-appointment at this 35th Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Secretarial Standard of General Meeting (SS-2):

Name of Director/ Appointee	Mr. Gurmeet Singh Bhatia	Mr. Gaurav Chhabra	Mr. Harender Singh Bhatia	Mr. Kawaljeet Singh Bhatia
DIN	00401697	09603279	00509426	00401827
Date of Birth	11/03/1976	15/02/1976	09/12/1952	18/05/1973
Date of Appointment	13/02/2021	14/05/2022	26/10/1984	01/04/2002
Qualification	Bachelor of Commerce	Bachelor of Commerce and Bachelor of Laws (LLB)	Bachelor of Science and Post Graduate in Arts	Bachelor of Science and Master in International Business
Expertise/ Experience in specific functional areas	24 years in poultry industry	Registered Advocate with M.P. State Bar Council, Jabalpur (Madhya Pradesh) and practicing in the High Court of M,P. Bench at Indore; District Court, Indore and State Consumer Commission, Bhopal since 1999.	41 years rich experience in Poultry Industry	26 years vast experience in poultry industry
No. & % of Equity Shares held in the Company including shareholding as a beneficial owner	65100 [1.72%] Not hold any share as a beneficial owner	NIL	61100 [1.61%] Not hold any share as a beneficial owner	84400 [2.23%] Not hold any share as a beneficial owner
List of outside Company's Directorship held	<ul style="list-style-type: none"> • Simran Agritech Private Limited • Simran Feeds Private Limited • Simran Foods Private Limited • Puregene Biotech Limited • Simran Fisheries Private Limited • Simran Hatcheries Private Limited 	None	<ul style="list-style-type: none"> • Simran Hatcheries Private Limited • Puregene Biotech Limited • Simran Bio Energy Private Limited • HSB Holdings Private Limited • Geetashri Realities Private Limited 	<ul style="list-style-type: none"> • Simran Hatcheries Private Limited • Puregene Biotech Limited • Simran Agrovet Private Limited • Simran Feeds Private Limited • Bhatia Township & Construction Private Limited • BTC Constructions (India) Private Limited • Simran Infraproject Private Limited



				<ul style="list-style-type: none"> • Simrath Microfinance Foundation • Simcare Pharma Private Limited • Veganpro Nutrients Private Limited • Eco Green Breeders Private Limited
List of Companies in which resigned in the past three years	Nil	Nil	Nil	Nil
Salary or Sitting fees paid	Rs. 2,25,000/- p.m. (Salary)	Nil	Rs. 2,50,000/- p.m.	Rs. 2,25,000/- p.m. (Salary)
Chairman /Member of the Committees of the Board of Directors of the Company	Member of the Corporate Social Responsibility Committee.	Member of Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee	Chairman of Corporate Social Responsibility Committee	Member of the Corporate Social Responsibility Committee.
Chairman /Member of the Committees of the Board Directors of other Companies in which he is director	Nil	Nil	Nil	Nil
Chairman / Member of the Committees of the Board Directors of other Companies in which resigned in the past three years	Nil	Nil	Nil	Nil
Relationship between directors inter-se	He is Brother's son of Mr. Harender Singh Bhatia who is Managing Director of the Company.	None	Mr. Harender Singh Bhatia is Uncle of Mr. Gurmeet Singh Bhatia and Mr. Kawaljeet Singh Bhatia	He is Brother's son of Mr. Harender Singh Bhatia who is Managing Director of the Company.
Attendance at Board Meetings	During the year 1 st April, 2021 to 31 st March, 2022, 5 Board Meetings of the Company were held, and Mr. Gurmeet Singh Bhatia had attended all the Meetings.	Not applicable since he was appointed during the current financial year 2022-23.	During the year 1 st April, 2021 to 31 st March, 2022, 5 Board Meetings of the Company were held, and Mr. Harender Singh Bhatia had attended all the Meetings.	During the year 1 st April, 2021 to 31 st March, 2022, 5 Board Meetings of the Company were held, and Mr. Kawaljeet Singh Bhatia had attended all the Meetings.



<p>In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements</p>	<p>Not Applicable</p>	<p>The role and capabilities as required in the case of an independent director are well defined in the Policy on Nomination, Appointment, and Removal of Directors. Further, the Board has a defined list of core skills/expertise/competencies, in the context of its business and sector for it to function effectively.</p> <p>The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Chhabra and concluded that Mr. Chhabra possess the relevant skill and capabilities to discharge the role of Independent Director.</p>	<p>Not Applicable</p>	<p>Not Applicable</p>
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Place: Indore
Date : 13th August, 2022

By Order of the Board of Directors

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