

**NOTICE OF 37TH ANNUAL GENERAL MEETING**

NOTICE is hereby given that the **37th Annual General Meeting (AGM)** of the Members of **SIMRAN FARMS LIMITED** will be held on **Thursday, 12th day of September, 2024 at 11.30 A.M. (IST)** through Video Conferencing (VC) or 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. **(a) To consider and adopt the Audited Standalone Financial Statements of the Company together with the Report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2024.**

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and the Auditors thereon and Management Discussion Analysis and Corporate Governance Report, as circulated to the members, be and are hereby considered and adopted.”

- (b) 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, 2024.**

“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of the Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. **To appoint a Director in place of Mr. Gurmeet Singh Bhatia (DIN: 00401697) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.**

“RESOLVED THAT subject to the provisions of Section 152(6) and Article of Association of the Company and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Gurmeet Singh Bhatia (DIN: 00401697) who is liable to retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESSES:

3. **Re-appointment of Mr. Harender Singh Bhatia (DIN: 00509426) as a Managing Director of the Company and Payment of Remuneration:**
To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 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), provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and such other provisions as may be applicable and based on the recommendation of Nomination & Remuneration Committee and Board of Director of the Company and approval from any other authority, if required, the consent of the 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, who has attained the age of seventy years, for further period of three years with effect from 14th August, 2024 to 13th August, 2027 on the following terms, conditions, salary and perquisites:

a) Salary: INR 5,00,000/- (Rupees Five Lacs 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, Key man insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, ex-gratia and 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 notwithstanding anything contained herein above, if in any 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."

4. Re-appointment of Mr. Kawaljeet Singh Bhatia (DIN: 00401827), as a Whole Time Director of the Company and Payment of Remuneration:

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 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), provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, and such other provisions as may be applicable and based on the recommendation of Nomination & Remuneration Committee and Board of Director of the Company and approval from any other authority, if required, the consent of the member of the Company be and is hereby accorded for re-appointment of Mr. Kawaljeet Singh Bhatia (DIN: 00401827), as a Whole-time Director of the Company for further period of three years with effect from 14th August, 2024 to 13th August, 2027 on the following terms, conditions, salary and perquisites:

a) Salary: INR 4,50,000/- (Rupees Four Lacs Fifty Thousand only) per month.

b) Perquisites: In addition to the above salary Mr. Kawaljeet Singh Bhatia (DIN: 00401827), Whole Time Director shall also be entitled to the perquisite (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 furniture, chauffeur driven car and telephone at residence, medical reimbursement, Key man insurance, term insurance, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, ex-gratia and 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, notwithstanding anything contained herein above, if in any financial year during the currency of his tenure, the company has no profits or its profits are inadequate, the salary, perquisite and any other Allowances along with Provident Fund, Gratuity and Leave Encashment as detailed in the above resolutions shall continue to be paid to him subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are 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."

5. Increase in Remuneration of Mr. Gurmeet Singh Bhatia (DIN: 00401697), Whole Time Director of the Company:

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, 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) and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, the consent of the members of the Company be and are hereby accorded to increase the remuneration of Mr. Gurmeet Singh Bhatia (DIN: 00401697) Whole-Time Director of the Company (Who was re-appointed as whole time Director at 36th Annual General Meeting held on 26th September, 2023 for a period of 3 years w.e.f. 14th August, 2023 to 13th August, 2026) with effect from 14th August, 2024 for the remaining period of his tenure on the following terms, conditions, salary and perquisites given as under:

a) Salary: INR 4,50,000/- (Rupees Four Lacs Fifty Thousand only) per month.

b) Perquisites: In addition to the above salary Mr. Gurmeet Singh Bhatia (DIN: 00401697), Whole Time Director 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, Key man insurance, 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, notwithstanding anything contained herein above, if in any financial year during the currency of his tenure, the company has no profits or its profits are inadequate, the salary, perquisite and any other Allowances along with Provident Fund, Gratuity and Leave Encashment as detailed in the above resolutions shall continue to be paid to him subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors be and are 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."

6. Appointment of Mrs. Sherry Mac (DIN: 10736916) as a Non-Executive Independent Director of the Company.

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED 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] **Mrs. Sherry Mac (DIN: 10736916)**, who was appointed by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee as an Additional, Non-executive Independent Director under Section 161(1) of the Act, who holds office until the next Annual General Meeting or for a period of three months from the date of appointment whichever is earlier, in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013 from a



member proposing her candidature for the office of Director and she has also submitted a declaration confirming that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, who is eligible for appointment, be and is hereby appointed 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 from the date of appointment i.e. from 08th August, 2024 to 07th August, 2029 (both days inclusive).

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.”

**7. Approval of Material Related Party Transaction(s) with Simran Agritech Private Limited.
To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’) and Section 188 of the Companies Act, 2013 (“Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Company’s Policy on “Materiality of Related Party Transactions and also on dealing with Related Party Transactions” and other applicable provisions, if any, as amended from time to time and pursuant to the recommendation of the Audit Committee, the approval of the Members be and are 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 constituted/empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/arrangement(s)/transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Simran Agritech Private Limited a related party of Company under Regulation 2(1)(zb) of the SEBI Listing Regulations and section 2(76) of the Companies Act, 2013 on such terms and conditions as may be agreed between the Company and Simran Agritech Private Limited, for an aggregate value of up to INR 400 Crores (Rupees Four Hundred Crores) to be entered for financial year 2024-25 and up to the date of 38th Annual General Meeting, subject to such contract(s)/arrangement(s)/transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer or Company Secretary or any other Officer(s)/authorized representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.”

**8. Approval for Loan, Guarantee or Investments in excess of the prescribed limits under Section 186 of the Companies Act, 2013:
To consider and if thought fit, to pass, the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provision of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its powers) Rules, 2014 as may be amended from time to time and other applicable provisions, if any (including any statutory modification or re-enactment thereof for the time



being in force) and in accordance with the provisions of Articles of Association of the Company and subject to further approval of statutory and other authorities as may be necessary and subject to such terms, conditions, stipulations, alterations, and modifications, if any, as may be prescribed and specified by such authorities while granting such approvals and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the 'Board' which expression shall include a Committee of Directors duly authorized in this behalf), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to make investments and to provide loan, give securities, guarantee (including corporate guarantee) in excess of the 60% of the aggregate of the paid-up share capital, free reserves and Securities Premium Account and/or up to 100% of the aggregate of free reserves and Securities Premium Account of the Company, whichever is more, as per the limits prescribed under Section 186 of the Companies Act, 2013 as they may in their absolute discretion deem beneficial and in the interest of the Company subject to the maximum aggregate amount not exceeding INR 50.00 Crores (Rupees Fifty Crores only) at any time together with the existing loan, Guarantee and investments.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to negotiate the terms, condition and other related matters for making Investment and to do all such deeds and things as may be deemed expedient and necessary to give effect to this resolution."

9. To consider and approve the Issuance of 1018300 Warrants convertible into Equity Shares of Rs. 10/- each on a Preferential Basis to members of Promoter Group and Non-Promoter/Other Persons.

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force); the provisions of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"); Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Prohibition of Insider Trading) Regulations, 2015 to the extent applicable, and provisions of the Foreign Exchange Management Act, 1999 including any modification(s) or re-enactment(s) thereof, for the time being in force, and any other rules/regulations/guidelines if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), stock exchange and/or any other statutory/regulatory authority; and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company and subject to the approval of the BSE Limited (Stock Exchange) where the shares of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to create, offer, issue, allot in one or more tranches, at such time or times as the Board may in its absolute discretion thinks fit, upto 10,18,300 (Ten Lacs Eighteen Thousand Three Hundred) warrants convertible into equivalent equity shares of the Company ("Equity Warrants") to members of promoter group and other non-promoter/other person at price of Rs. 155/- (Rupees One Hundred Fifty Five Only) each (including the warrant subscription price and the warrant exercise price) equity share warrant (including premium of INR 145/- (Rupees One Hundred Forty Five Only) which is a price higher than the minimum price determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to be convertible at an option of Warrant holder(s) in one or more tranches, within 18 (Eighteen) months from its allotment date into equivalent number of fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each, aggregating to INR 15,78,36,500/- (Rupees Fifteen Crores Seventy-Eight Lacs Thirty-Six Thousand Five Hundred only) and to issue fresh Equity Shares on the conversion of Warrants on such further terms and conditions as may be finalized by the Board of Directors, to the persons belonging to members of Promoter Group and Non promoter/other person as mentioned below ("Proposed Allottees"):



S. No.	Name of the Proposed allottees	Category (Promoter/Non-Promoter)	No. of warrants convertible into equivalent number of equity shares
1	Harender Singh Bhatia (HUF)	Member of Promoter Group	42,507
2	Amarjeet Kaur Bhatia	Member of Promoter Group	45,957
3	Avneet Singh Bhatia	Member of Promoter Group	50,000
4	Sumeet Singh Bhatia	Member of Promoter Group	50,000
5	Dilraj Singh Bhatia	Member of Promoter Group	78,636
6	Amarjit Singh Bhatia	Member of Promoter Group	60,500
7	Kawaljeet Singh Bhatia	Member of Promoter Group	77,132
8	Gurmeet Singh Bhatia	Member of Promoter Group	60,183
9	Harpal Singh Bhatia	Member of Promoter Group	1,53,385
10	Hemantkumar Satishbhai Patel	Non-Promoter/other person	1,00,000
11	Toralben HemantkumarPatel	Non-Promoter/other person	1,00,000
12	Ashwani Chowdhry	Non-Promoter/other person	2,00,000
		Total	10,18,300

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of ICDR Regulations, the Relevant Date for determining the minimum issue price shall be Tuesday, 13th August, 2024 ("Relevant date") being the date, which is 30 days prior to the date of the Annual General Meeting of the Members of the Company scheduled to be held on Thursday, 12th September, 2024.

RESOLVED FURTHER THAT without prejudice of the generality of the above resolution the issue of warrants convertible into equivalent number of equity shares under the preferential issue shall be subject to the following terms and conditions apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

- (a) Each warrant held by the proposed allottee shall entitle each of them to apply for and obtain allotment of 1 (one) equity share of the face value of INR 10/- (Rupees Ten). The Equity warrant may be exercised by the warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of warrants by issuing a written notice to the Company specifying the number of warrants proposed to be exercised along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from members, allot the corresponding number of equity shares in dematerialized form.
- (b) the minimum amount of INR 38.75/-, which is equivalent to 25% (twenty five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The Warrant holder will be required to make further payments of INR 116.25/-, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) and subscribe to equity share(s) of the Company ("Warrant Exercise Amount").
- (c) The allotment of Equity warrant is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government then, the allotment shall be completed within 15 days from the date of receipt of such approval or permission;
- (d) The issue of equity Shares on account of exercise option by proposed allottee shall rank pari-passu with the existing Equity Shares of the Company in all respects including voting rights and that the Equity Shares so allotted during the financial year shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to conversion.
- (e) The pre-preferential allotment shareholding of the Warrant Holders, if any, in the Company shall also be subject to lock-in as per the provisions of the Chapter V of SEBI (ICDR) Regulations.
- (f) The equity shares proposed to be allotted pursuant to conversion of these equity warrants shall be under lock in for such period as may be prescribed under Chapter V of SEBI (ICDR) Regulations.
- (g) The equity warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under.
- (h) The equity warrant holder may apply for the conversion of the outstanding convertible warrant in to equity shares of the Company within eighteen months from the date of allotment of the equity warrant on the payment of the specified consideration against each warrant.



- (i) In the event of equity warrant holder do not exercise equity warrants within the equity warrant exercise period (i.e. 18 months from the date of allotment of the equity warrant), the equity warrant shall lapse and amount paid shall stand forfeited by the company.
- (j) The issue of equity warrants as well as equity shares arising from the exercise of the equity warrants shall be governed by the regulations and guidelines issued by the SEBI or any other statutory authority as the case may be or any modification thereof.
- (k) The equity warrants by itself until converted into equity share do not give to the warrant holder any voting rights in the company in respect of such equity warrants.
- (l) The price determined above and number of equity shares to be allotted on exercise of the equity warrant shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- (m) The equity shares arising from the exercise of the equity warrant will be listed on the stock exchange subject of the receipt of necessary regulatory permission and approval as the case may be.
- (n) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- (o) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company.
- (p) Other terms and conditions, if any, as may be prescribed and applicable relating to the SEBI (ICDR) Regulations, SEBI (LODR) Regulations, SEBI (PIT) Regulations, and SEBI (SAST) Regulations.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and SEBI (ICDR) Regulations containing the terms and conditions ("Offer Document") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment of warrant would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) or modify the terms of issue of Warrants, subject to the provisions of the Act and SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Madhya Pradesh ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz. NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorized signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.



RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

Place: Indore
Date: 16th August, 2024

**By Order of the Board of Directors
For Simran Farms Limited**

**TANU PARMAR
COMPANY SECRETARY
ACS- 34769**

Notes: -

1. In terms of Ministry of Corporate Affairs (MCA) 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, Circular No. 02/2022 dated 5th May, 2022, Circular No. 10/2022 dated 28th December, 2022 followed by Circular No. 09/2023 dated 25th September, 2023 (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, circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022, circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 followed by SEBI circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 (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, the 37th 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 37th AGM through VC/OAVM, a detailed process in which the members can attend the AGM through VC/OAVM has been enumerated in Note number 34 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, 2024 pursuant to Section 136 of the Act and Notice calling the AGM pursuant to Section 101 of the Act read with the Rules framed there under are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/R&STA or the Depositories. 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, 9th August, 2024 being the cut-off date for sending soft copy of the Notice of 37th AGM and Annual Report for the financial year 2023-24, may access the same from Company’s website at www.simranfarms.com website 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 37th 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 provision 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 6th September, 2024 to Thursday 12th September, 2024 (both days inclusive) for the purpose of 37th Annual General Meeting.
8. The Statement as required under Section 102 of the Act setting out material facts concerning the business with respect to Item Nos. 3 to 9 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 Special Businesses as appearing at Item Nos. 3 to 9 of the accompanying Notice, are considered to be unavoidable by the Board and hence, forming part of this Notice.
9. In terms of the Article of Association of the Company read with Section 152(6) of the Companies Act 2013, Mr. Gurmeet Singh Bhatia (DIN: 00401697) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for reappointment. Although he is a Whole Time Director his term is fixed and shall not break due to this retirement. The Board of the Directors of the Company recommends his re-appointment.
10. The relevant details, pursuant to Regulations 36(3) of the SEBI Listing Regulations and Paragraph 1.2.5 of the Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment/retire by rotation at the AGM are provided as an annexure to the Notice, forms integral part of this notice. Requisite declarations have been received from Director/s for seeking appointment/ re-appointment.
11. **IEPF:** As per the IEPF rules, as amended from time to time, Members whose unclaimed dividends/shares are transferred to the IEPF Authority may claim the same by submitting an online application in e-form IEPF-5 available on the website <https://www.iepf.gov.in/IEPF/corporates.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 RTA.
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.
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 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 as amended by SEBI Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023.
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 Transfer Agents <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



dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

Further, SEBI vide its circular dated 16th March, 2023 in supersession of earlier circular dated 3rd November, 2021, read with clarification dated 14th December, 2021 introduced common and simplified norms for processing investor's service request by Registrar and Transfer Agent(s) (RTAs) and norms for furnishing PAN, KYC details and Nomination. Accordingly, the RTA cannot process any service requests or complaints received from the holder(s) / claimant(s), till PAN, KYC and Nomination documents / details are updated. Moreover, on or after 1st October, 2023, in case any of the above cited documents / details are not available in the folios, RTA shall be constrained to freeze such folios. The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing the aforesaid details. This communication was also intimated to the Stock Exchange and available on the website of the Company. In view of this requirement and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are once again requested to update their KYC details (through Form ISR-1, Form ISR-2 and Form ISR-3, as applicable) and consider converting their holdings to dematerialized form. Members can download Forms to make their service request with RTA from link <http://www.simranfarms.com/kyc.html> or contact the Company's Registrar and 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 RTA website at <http://ankitonline.com>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to the RTA 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 RTA, 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 only.
19. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's Website.
20. 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.
21. 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.
22. 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.
23. 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 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. Members seeking to inspect such documents can send an email to compliance@simranfarms.com.
24. 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.).
25. **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.
26. **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.



27. 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 AGM, in a fair and transparent manner.
28. 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 05th September, 2024, being the cut-off date.
29. A person, who is not a member as on Thursday 05th September, 2024 should treat this Notice for information purposes only.
30. A person who has acquired the shares and has become a member of the Company after dispatch of notice of AGM and prior to the Cut-off date i.e. Thursday 05th September, 2024 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting during AGM following the procedure mentioned in this Notice.
31. 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 over.
32. 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.
33. 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 vote through electronically in respect of the businesses 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.
34. **The instructions for shareholders for remote e-voting and e-voting during AGM and joining meeting through VC/OAVM are as under:**

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

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

- (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 Chairperson 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 9th September, 2024 from 9.00 A.M. and ends on Wednesday 11th September, 2024 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 of Thursday 05th September, 2024, 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 Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on Login icon and select New System Myeasi Tab. 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 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, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 022 - 4886 7000 and 022 - 2499 7000

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 de-link 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 mandatory 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.

35. 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 at least 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.
36. **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) including dully filled up form ISR-1 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.**
37. **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 Exchange, 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 Exchange.
 - D. The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday 12th September, 2024 subject to receipt of the requisite number of votes in favour of the Resolutions.
38. **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.**



39. 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: 16th August, 2024

**By Order of the Board of Directors
For Simran Farms Limited**

**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 Statements sets out all material facts relating to the businesses mentioned under Item No. 3 to 9 of the accompanying Notice dated 14th August, 2024:

Item No. 3: Re-appointment of Mr. Harender Singh Bhatia (DIN: 00509426) as a Managing Director of the Company and Payment of Remuneration:

Mr. Harender Singh Bhatia aged 71 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 43 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 14th August, 2024 proposed to re-appoint him as Managing Director for the further period of 3 years w.e.f. 14th August, 2024 to 13th August, 2027 in accordance with the provisions contained in Sections 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.3 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. The brief resume of Mr. Harender Singh Bhatia is annexed with this notice.

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 (INR in Lacs)	Profit/(loss) before Tax (INR in Lacs)	Profit / (loss) after Tax (INR in Lacs)
	2022-2023	36696.05	335.57	349.26
	2021-2022	39370.00	985.18	1034.57
	2020-2021	32208.48	2153.45	1248.76
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 43 years of rich experience in Poultry Industry.	
2	Past remuneration: -		INR 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	INR 5,00,000/- per month (Rupees Five Lacs 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 INR 5,00,000/- per month to INR 15,00,000/- 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	In spite of Company's endeavours to have better operational and financial performance, the factors such as lower demand and lower realization from sale of broilers, sharp increase in the prices of raw materials, tough competition, lack of adequate cold storage facilities and retails infrastructures are some of the reasons for losses or inadequate profits.
2	Steps taken or proposed to be taken for improvement	During the year under review, the Company has initiated various effective steps to 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	With the Indian economy anticipated to achieve nearly 7.20% growth in the financial year 2024-25 with the potential to exceed 7.00% by 2030. The industry is expected to grow at a rate of 8-10% in 2024, driven by volume expansions and an increased market share of larger, organized players. However Further, lower realization from sale of broilers and a sharp increase in feed prices might also affect the productivity in F.Y. 2024-25.

The information and disclosures of the remuneration package of all directors have been mentioned in the Annual Report in the Corporate Governance Report section under the heading "Remuneration paid to Directors under Nomination and Remuneration Section".

This above statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution set out in Item No. 3 of this notice for approval of members.



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. 3 of the Notice.

Item No. 4: Re-appointment of Mr. Kawaljeet Singh Bhatia (DIN: 00401827), as a Whole Time Director of the Company and Payment of Remuneration.

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 and 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 14th August, 2024 proposed to re-appoint him as Whole-time Director for the further period of 3 years w.e.f. 14th August, 2024 to 13th August, 2027 in accordance with the provisions contained in Sections 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. 4 of notice.

For this purpose, Nomination & Remuneration Committee and Board of Directors have accorded their approval subject to approval of the members 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. The brief resume of Mr. Kawaljeet Singh Bhatia is annexed with this notice.

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 (INR in Lacs)	Profit/(loss) before Tax (INR in Lacs)	Profit / (loss) after Tax (INR in Lacs)
	2022-2023	36696.05	335.57	349.26
	2021-2022	39370.00	985.18	1034.57
	2020-2021	32208.48	2153.45	1248.76
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		INR 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 turn around involving	



		resilience and restructuring, ensuring that the Company attained dominant status in key operating sectors.
5	Remuneration proposed	INR 4,50,000/- per month (Rupees Four 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 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 INR 5,00,000/- per month to INR 15,00,000/- 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	In spite of Company's endeavors to have better operational and financial performance, the factors such as lower demand and lower realization from sale of broilers, sharp increase in the prices of raw materials, tough competition, lack of adequate cold storage facilities and retails infrastructures are some of the reasons for losses or inadequate profits.
2	Steps taken or proposed to be taken for improvement	During the year under review, the Company has initiated various effective steps to 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	With the Indian economy anticipated to achieve nearly 7.20% growth in the financial year 2024-25 with the potential to exceed 7.00% by 2030. The industry is expected to grow at a rate of 8-10% in 2024, driven by volume expansions and an increased market share of larger, organized players. However Further, lower realization from sale of broilers and a sharp increase in feed prices might also affect the productivity in F.Y. 2024-25.

The information and disclosures of the remuneration package of all directors have been mentioned in the Annual Report in the Corporate Governance Report section under the heading "Remuneration paid to Directors under Nomination and Remuneration Section".

This above statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Accordingly, the Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Save and except Mr. Kawaljeet Singh Bhatia and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their



relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice.

Item No. 5 Increase in Remuneration of Mr. Gurmeet Singh Bhatia (DIN: 00401697), Whole Time Director of the Company:

Members in their 36th Annual General Meeting held on 26th September, 2023 accorded their approval for confirmation of re-appointment of Mr. Gurmeet Singh Bhatia (DIN: 00401697) as Whole-time Director of the company for a period of three years with effect from 14th August, 2023 to 13th August, 2026.

He is Bachelor of Commerce and has 26 years rich experience in various business activities and more particularly 21 years in the Poultry Feed Industry. He is having thorough practical experience in all the facets of the poultry feed industry right from poultry keeping, feed management, farm management, hatching of eggs, management of hatcheries to marketing of chicks, eggs and birds, integration, etc. His contribution in the development and growth of Poultry Industry in Madhya Pradesh is very well recognized.

Keeping in view the contribution made by him, on the recommendation of Nomination and Remuneration Committee, your Board of Directors in their meeting held on 14th August, 2024 have recommended to increase the remuneration from INR 2.25 Lacs per month to INR 4.50 Lacs per month with effect from 14th August, 2024 for the remaining period of his tenure ending on 13th August, 2026, subject to approval of members in ensuing Annual General Meeting on the terms, conditions, salary, and prerequisites as mention in Item no. 5 of the Notice.

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. The brief resume of Mr. Gurmeet Singh Bhatia is annexed with this notice.

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 (INR in Lacs)	Profit/(loss) before Tax (INR in Lacs)	Profit/(loss) after Tax (INR in Lacs)
	2022-2023	36696.05	335.57	349.26
	2021-2022	39370.00	985.18	1034.57
	2020-2021	32208.48	2153.45	1248.76
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. Gurmeet Singh Bhatia is a Bachelor of Commerce. He has 26 years rich experience in various business activities and more particularly 21 years in the Poultry Feed Industry.	
2	Past remuneration		INR 2,25,000/- per month (Rupees Two Lacs Twenty-Five Thousand only).	
3	Recognition or awards		None	
4	Job profile and his suitability		Mr. Gurmeet Singh Bhatia has rose steadily and steered the organization through a strategic and visionary turn around involving resilience and restructuring, ensuring that the Company	



		attained dominant status in key operating sectors.
5	Remuneration proposed	INR 4,50,000/- per month (Rupees Four 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 and position of Mr. Gurmeet 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 INR 5,00,000/- per month to INR 15,00,000/- 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	In spite of Company's endeavours to have better operational and financial performance, the factors such as lower demand and lower realization from sale of broilers, sharp increase in the prices of raw materials, tough competition, lack of adequate cold storage facilities and retails infrastructures are some of the reasons for losses or inadequate profits.
2	Steps taken or proposed to be taken for improvement	During the year under review, the Company has initiated various effective steps to 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	With the Indian economy anticipated to achieve nearly 7.20% growth in the financial year 2024-25 with the potential to exceed 7.00% by 2030. The industry is expected to grow at a rate of 8-10% in 2024, driven by volume expansions and an increased market share of larger, organized players. However Further, lower realization from sale of broilers and a sharp increase in feed prices might also affect the productivity in F.Y. 2024-25.

The information and Disclosures of the remuneration package of all Directors have been mentioned in the Annual Report in the Corporate Governance Report Section under the Heading "Remuneration paid to Directors under Nomination and remuneration Section".

Accordingly, the Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Save and except Mr. Gurmeet Singh Bhatia and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

Item No. 6: Appointment of Mrs. Sherry Mac (DIN: 10736916) 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 08th August, 2024 has appointed Mrs. Sherry Mac (DIN: 10736916) as an Additional Director under the category of Non-Executive Independent Director of the Company, not liable to retire by



rotation, for a term of five years i.e. from 08th August, 2024, up to 07th August, 2029, subject to the approval of the Members in ensuing Annual General Meeting.

According to the provision of Section 161(1) of the Companies Act, 2013 ('the Act'), Mrs. Sherry Mac (DIN: 10736916) shall hold office as an Additional Director till the date of the next Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier.

However, pursuant to the provisions of Regulation 17(1C) read with Regulation 25 (2A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is required to obtain approval of shareholders by way of special resolution for appointment of a person as an Independent Director on the Board of Directors at the next general meeting or within a time period of 3 (three) months from the date of appointment, whichever is earlier.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing her candidature for the office of Director. The profile and specific areas of expertise of Mrs. Sherry Mac (DIN: 10736916) are provided as Annexure to this Notice. Mrs. Sherry Mac (DIN: 10736916) has given her declaration to the Board that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director, she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and is not restrained from acting as a Non-Executive Independent 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 Non-Executive Independent Director in terms of Section 164 of the Act. In the opinion of the Board, Mrs. Sherry Mac (DIN: 10736916) 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 a Non-Executive Independent Director and she is independent of the management. In terms of Regulation 25(8) of SEBI Listing Regulations, she has confirmed that she is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

Mrs. Sherry Mac (DIN: 10736916) has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further Mrs. Sherry Mac (DIN: 10736916) has confirmed that, she had not been a partner of a firm that had transactions during last three financial years with Company or its subsidiaries amounting to ten percent or more of its gross turnover.

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 Mrs. Sherry Mac (DIN: 10736916) 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.

Further, with effect from 1 January 2022, as per regulation 25(2A) of the SEBI Listing Regulations, appointment or the re-appointment of an independent director shall be subject to approval of shareholders by way of a special resolution. Mrs. Sherry Mac (DIN: 10736916) fulfils the requirement of an independent director as laid down under section 149(6) of the Act and regulation 16 and 25 of the SEBI Listing Regulations.

The Board of Directors, based on the recommendation of the NRC considers and taken on record the declarations submitted by her after undertaking due veracity of the same and is of the opinion that Mrs. Sherry Mac (DIN: 10736916) possesses requisite skills, experience and knowledge relevant to the Company's business and it would be beneficial to have her association with the Company as an Independent Director of the company in compliance with the provisions of Section 149 read with schedule IV to the Act and Regulation 17 of the SEBI Listing Regulations and the approval of the members is sought for the appointment of Mrs. Sherry Mac (DIN: 10736916) as an Independent Director of the Company, as proposed in the resolution for approval by the members as a Special Resolution.

A brief profile of Mrs. Sherry Mac (DIN: 10736916) and other requisite details, pursuant to the provisions of the Regulation 36 of SEBI LODR Regulations read with the secretarial Standard on General Meetings ("SS-2"), issued by the Institute of company secretaries of India are mentioned in this statement and/or annexed to this notice.



Except proposed appointee, 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. 6 of the Notice.

Item No. 7: Approval of Material Related Party Transaction(s) with Simran Agritech Private Limited.

As per Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from April 1, 2022, states that all Material Related Party Transaction ('RPT') with an aggregate value exceeding 1,000 crores or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an ordinary resolution. The said limits are applicable even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis.

Further SEBI, vide its circular SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated 30th March, 2022, has clarified that a Related Party Transaction approved by the Audit Committee prior to 1st April, 2022, which continues beyond such date and if it becomes material as per revised materiality threshold provided above, shall be placed before the shareholders in the General Meeting.

It is in the above context that Item No. 7 of Notice is placed for the approval of the Shareholders of the Company.

BACKGROUND, DETAILS AND BENEFITS OF THE TRANSACTION

Simran Agritech Private Limited (SAPL) and Simran farms Limited (SFL) is related party due to common directorship of Mr. Gurmeet Singh Bhatia, Whole Time Director of the Company who is also director in SAPL; therefore, it is a related party of the SFL. SFL required poultry feed ingredients for the purpose of poultry business at large level and SAPL having a new automatic manufacturing and processing plant of Soya DOC and poultry feed. SFL purchase poultry feed from SAPL which is fine and best quality as compared to the market and having excellent protein ratio for better bird quality and increase the strength the bird. Further manufacturing plant is nearby by the poultry farms which save the transportation cost. On account of established relationship between the Company and SAPL has resulted in operational convenience and cost optimization besides assurance of product quality and yield to the satisfaction of SFL. Considering the prevailing market trend, these transactions are expected to continue in the future.

Information required to place before the members pursuant to Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014 read with circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 regarding proposed transaction between related party and Company are as follows:

SN.	Description	Details
1.	Details of summary of information provided by the Management of the Company to the Audit Committee	
a.	Name of the related party and its relationship with the Simran Farms Limited or its subsidiary, including nature of its concern or interest (financial or otherwise).	Simran Agritech Private Limited is related party in terms of Regulation 2(1)(zc) of the SEBI Listing Regulations. Mr. Gurmeet Singh Bhatia, Director and his relatives are Director and members of Simran Agritech Private Limited. Annual Transaction not exceeding INR 400.00 Crores.
b.	Tenure of Proposed Transaction	Annual Transaction shall not exceed INR 400.00 Crores for financial year 2024-25 and up to date of 38 th Annual General Meeting.
c.	Name of the director or key managerial personnel who is related, if any and nature of relationship	Mr. Gurmeet Singh Bhatia, Whole Time Director and members of Promoter group including their relatives to the extent of their shareholding.
d.	Nature, material terms, monetary value and particulars of contracts or arrangement	Nature and Material Terms of Transactions: The transaction involves Purchase, sale and other services related to poultry feed. These transactions are in the ordinary course of business and conducted on an arm's length basis.



		<p>Monetary value: Approx: INR 400.00 Crores for financial year 2024-25 and up to date of 38th Annual General Meeting.</p> <p>Contracts or arrangement: Already described in background, details and benefits of the transaction.</p>
e.	Value of Transaction	Aggregate amount not exceeding INR 400.00 Crores
f.	Percentage of annual consolidated turnover of Simran Farms Limited considering FY 2023-24 as the immediately preceding financial year, that is represented by the value of the proposed transaction	82.23% on the basis of the proposed transaction of INR 400 Crores and the audited turnover as on 31 st March, 2024.
g.	For a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided	Not Applicable
2.	Justification for the transaction is in the interest of the Company.	Please refer to " Background, details and benefits of the transaction " which forms part of the explanatory statement to the Item No. 7.
3.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
(i)	details of the source of funds in connection with the proposed transaction	Not Applicable
(ii)	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - nature of indebtedness; - cost of funds; and - tenure	Not Applicable
(iii)	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
(iv)	the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
4.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
5.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Not Applicable
6.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable
7.	Any other information relevant or important for the members to take a decision on the proposed resolution	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.



The transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed limits as placed before the shareholders. Any subsequent 'Material Modification' in the proposed transaction, as defined by the Audit Committee as a part of Company's 'Policy on Related Party Transactions', shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the SEBI Listing Regulations and section 188 of the Companies Act, 2013.

As the Company's operations expand, transactions with Simran Agritech Private Limited are expected to grow in future. Keeping in mind the potential quantum of transactions with SAPL, it is proposed to seek approval of members for related party transactions entered/to be entered into with SAPL as per limits stated above. The Audit Committee (constituting only of Independent Directors) and Board of Directors, in their meetings held on 14th August, 2024, have considered and confirmed that these transactions are in ordinary course of business, on an arm's length basis and in the interest of the Company and accordingly, recommend to the members for their approval by way of an ordinary resolution. ***The Members may note that as per the provisions of the SEBI Listing Regulations, the related parties as defined there under (whether such related party(ies) is a party to the above-mentioned transaction or not), shall not vote to approve the resolution set out at Item No. 7.***

The Board recommends the Ordinary Resolutions as set out at Item No. 7 of the Notice for approval by the members.

Save and except Mr. Gurmeet Singh Bhatia Whole Time Director and his relatives being a member of promoter group 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 Resolution.

Item No. 8 Approval for Loan, Guarantee or Investments in excess of the prescribed limits under Section 186 of the Companies Act, 2013:

Pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), the Board of Directors of a Company can give any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of paid up share capital, free reserves and Securities Premium account or 100% of its free reserves and Securities Premium account whichever is more, provided that if special resolution has been passed by the shareholders of the Company to that effect. Keeping in view the future plans of the Company and to fulfill long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on 14th August, 2024 has, subject to the approval of shareholders of the Company, has proposed for setting up limit upto an aggregate amount of INR 50 Crores and to give powers to the Board of Directors or any duly constituted committee thereof to that effect under Section 186 of the Companies Act, 2013.

The loan(s), guarantee(s), security (ies) and investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 8 of this Notice, in relation to the details as stated above and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above-mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).



Item No. 9 To approve and consider the Issuance of 1018300 Warrants convertible into Equity Shares of Rs. 10/- each on a Preferential Basis to members of the Promoter Group and Non-Promoter/Other Persons

The Board of directors at its meeting held on 14th August, 2024 approved raising of fund by the creation, offer, issue and allotment of up to 10,18,300 (Ten Lacs Eighteen Thousand Three Hundred) Warrants convertible into equivalent number of Equity Shares for an aggregate cash consideration not exceeding INR 15,78,36,500/- (Rupees Fifteen Crores Seventy Eight Lacs Thirty Six Thousand Five Hundred only), in accordance with Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR Regulations"), by way of preferential allotment on a private placement basis to members of Promoter group and Non Promoters persons (the "Proposed Allottee" and such issue, the "Preferential Issue").

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the SEBI (ICDR) Regulations, Article of Association of the Company, applicable provisions of the Companies Act and rules made there under are set out below:

The preferential issue of warrants will be subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"). The preferential issue will be undertaken for cash consideration. An amount equivalent to 25% of the consideration shall be payable at the time of subscription and allotment of the warrants and the balance 75% shall be payable at the time of allotment of Equity Shares pursuant to exercise of the rights attached to the warrants to subscribe to the Equity Shares. The amount paid against warrants shall be adjusted / set-off against the issue price for the resultant Equity Shares.

Approval of the Members by way of special resolution is being sought inter alia in terms of Sections 23(1)(b), 42 and 62(1)(c) the Companies Act, 2013 ("Act") as well as Regulation 160 of the ICDR Regulations for offer, issue and allotment of warrants as per details mentioned in the resolution at Item no. 9 of this Notice.

In terms of the provisions of the Act and ICDR Regulations, Companies Act 2013 other relevant disclosures/details are given below:

a. Objects of the preferential issue:

The object/purpose for which the funds are proposed to be raised and the amount of funds proposed to be utilized against each object of the issue are detailed below:

S. No.	Object	Amount of funds to be utilized against each object (Amount in INR)	Tentative timelines for utilization of issue proceeds from the date of receipt of funds
1	Expansion of parent farms and to Meet requirement of working capital for purchase of raw material, parent birds and to develop the broiler farming in other states.	15.78 Crores	One year from the receipt of money.
	Total	15.78 Crores	

*Considering 100% conversion of Warrants into equity shares within the stipulated time.

The total amount of Issue size allocated for different objects of the Issue shall together be used only for the object of the Issue as specified herein and same shall not be added to General Corporate Purpose (GCP).

The Company pending utilization of proceeds towards the Objects of the Issue, will temporarily deposit the funds raised in term deposits with one or more scheduled commercial banks included in Second Schedule of Reserve Bank of India Act, 1939.

In terms of the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business



performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

b. Maximum number of specified securities to be issued & Particulars of the Preferential Issue including date of passing of Board resolution:

The Board of Directors in its meeting held on 14th August, 2024 has approved to issue not exceeding 10,18,300 warrants convertible into equivalent number of equity shares at an issue price of INR 155/- (Rupees One Hundred Fifty Five Only) each aggregating up to INR 15,78,36,500/- Rupees Fifteen Crores Seventy Eight Lacs Thirty Six Thousand Five Hundred Only), subject to the approval of members in ensuing Annual General Meeting.

Equity warrants convertible into equivalent number of equity shares to Members of Promoter Group and Non-Promoters/other person each carrying a right to subscribe 1 (one) fully paid-up equity share of the Company, having a face value of INR 10/- (Rupees Ten only) ("Equity Share"), at a price of INR 155/- (Rupees One Hundred Fifty-Five Only) per warrant.

S. No.	Name of the Proposed Allottees	Category of proposed allottees	No of Warrants of INR 155 per warrant proposed for allotment	No of equity shares of INR 10/- each to be issued upon conversion of the warrants at a premium of INR 145 per share	Amount (in INR)
1	Harender Singh Bhatia (HUF)	Member of Promoter Group	42,507	42,507	65,88,585
2	Amarjeet Kaur Bhatia	Member of Promoter Group	45,957	45,957	71,23,335
3	Avneet Singh Bhatia	Member of Promoter Group	50,000	50,000	77,50,000
4	Sumeet Singh Bhatia	Member of Promoter Group	50,000	50,000	77,50,000
5	Dilraj Singh Bhatia	Member of Promoter Group	78,636	78,636	1,21,88,580
6	Amarjit Singh Bhatia	Member of Promoter Group	60,500	60,500	93,77,500
7	Kawaljeet Singh Bhatia	Member of Promoter Group	77,132	77,132	1,19,55,460
8	Gurmeet Singh Bhatia	Member of Promoter Group	60,183	60,183	93,28,365
9	Harpal Singh Bhatia	Member of Promoter Group	1,53,385	1,53,385	2,37,74,675
10	Hemantkumar Satishbhai Patel	Non Promoter/ Other Person	1,00,000	1,00,000	1,55,00,000
11	Toralben Hemantkumar Patel	Non Promoter/ Other Person	1,00,000	1,00,000	1,55,00,000
12	Ashwani Chowdhry	Non Promoter/ Other person	2,00,000	2,00,000	3,10,00,000
	Total		10,18,300	10,18,300	15,78,36,500

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations"), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.



c. The intention of the promoters / directors / key management personnel or senior management of the Company to subscribe to the offer:

6,18,300 warrants convertible into equivalent number of equity shares shall be issued to the members of Promoter Group, KMPs and the Directors who have given their consent to subscribe for above mentioned warrants. The Company will take necessary steps to obtain the required approvals from BSE Limited or any other regulatory agency as may be applicable, for the proposed preferential issue of warrants convertible into equity shares.

d. Shareholding pattern of the issuer before and after the preferential issue would be as follows: (assuming all the proposed warrants are converted into equity shares):

S. No.	Category of the Allottee	Pre-Issue Holding			Post Issue Holding* (assuming full conversion)	
		No. of shares	%	Proposed Issue Warrants	No. of shares	%
A	Promoter Shareholding					
1.	Indian:					
	Individuals /HUF	1382043	36.45	618300	2000343*	41.59
	Body Corporate/Trust	32900	0.87	-	32900	0.68
	Sub-Total	1414943	37.32	618300	2033243*	42.27
2.	Foreign Promoters	-	-	-	-	
	Sub Total (A)	1414943	37.32	618300	2033243*	42.27
B	Non-Promoters' Holding:					
1	Institutions Investors	-	-	-		
2	Non- Institutions					
(i)	Bodies Corporate	104027	2.74	-	104027	2.16
(ii)	Individuals	1588653	41.90	400000	1988653*	41.34
(iii)	HUF	83147	2.19	-	83147	1.73
(iv)	NRIs	95050	2.51	-	95050	1.98
(v)	Clearing Members	25	Negligible	-	25	Negligible
(vi)	Investor Education and Protection Fund (IEPF)	505855	13.34	-	505855	10.52
	Sub-Total (B)	2376757	62.68	400000	2776757*	57.73
	Grand Total (A+B)	3791700	100.00	1018300	4810000*	100.00

*The post issue paid-up capital is arrived after considering entire preferential allotment proposed to be made under this notice and on fully diluted basis and the pre-issue shareholding continues as per the pre issue shareholding of the Company.

e. Time frame within which the preferential issue shall be completed and material terms:

The allotment of convertible warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority the allotment shall be completed by the Company within a period of 15 days from the date of such approvals, if any.

An amount, as decided by the Board of Directors, equivalent to 25% of the issue price shall be payable before allotment of the warrants. The convertible warrants would be allotted on the following terms:

- The holder of warrants will have an option to convert by remitting the balance 75% of the issue price and apply for and be allotted 1 (one) Equity Share of the Company per each warrant, any time after the date of allotment but on or before the expiry of 18 months from the date of allotment of convertible warrants, in one or more tranches. Upon receipt of the full payment as above, the Board or Committee shall allot one Equity Share per each Warrant.
- If the entitlement against the warrants to apply for the Equity Shares is not exercised within the period as specified, the entitlement of the Warrant holder to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid any time on such warrants shall stand forfeited.



- iii. The warrant holders, upon conversion of their warrants into equity shares, shall also be entitled to any future bonus/rights issue(s) of equity shares or other securities convertible into Equity Shares by the Company, in the same proportion and manner as any other Members of the Company for the time being.
- iv. The warrants by itself do not give to the holder thereof any rights of the Members of the Company.
- f. **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue and the current and proposed status of the allottee (s) post the preferential issues namely, promoter or non-promoter:**

List of proposed allottees: Details of the proposed allottees as furnished herein below are the ultimate beneficial owners of the shares along with their status as to member of promoter group/ non – promoter/other person, pre and post preferential issue. There will be no change in the status of the proposed allottees post the preferential issue.

PRE-ISSUE HOLDING			POST ISSUE HOLDING ON CONVERSION			Name of ultimate beneficial owners
Identity of proposed Preferential Allottees	Pre issue holding	% of shares	Warrants proposed to be allotted	No. of Shares after Conversion	% of shares on conversion *	
Members of Promoter Group (Pre-Issue)			Members of Promoter Group (Post-Issue)			
Harender Singh Bhatia (HUF)	2,51,700	6.64	42,507	2,94,207	6.12	Harender Singh Bhatia is karta of Harender Singh Bhatia (HUF)
Amarjeet Kaur Bhatia	1,37,293	3.62	45,957	1,83,250	3.81	Not applicable
Avneet Singh Bhatia	14,600	0.39	50,000	64,600	1.34	Not applicable
Sumeet Singh Bhatia	14,300	0.38	50,000	64,300	1.34	Not applicable
Dilraj Singh Bhatia	9,600	0.25	78,636	88,236	1.83	Not applicable
Amarjit Singh Bhatia	8,100	0.21	60,500	68,600	1.43	Not applicable
Kawaljeet Singh Bhatia	84,400	2.23	77,132	1,61,532	3.36	Not applicable
Gurmeet Singh Bhatia	65,100	1.72	60,183	1,25,283	2.60	Not applicable
Harpal Singh Bhatia	22,000	0.58	1,53,385	1,75,385	3.65	Not applicable
Total	6,07,093	16.02	6,18,300	12,25,393	25.48	Not applicable
Non-Promoters (Pre-Issue)			Non-Promoters (Post-Issue)			
Hemantkumar Satishbhai Patel	-	-	1,00,000	1,00,000	2.08	Not applicable
Toralben Hemantkumar Patel	-	-	1,00,000	1,00,000	2.08	Not applicable
Ashwani Chowdhry	-	-	2,00,000	2,00,000	4.16	Not applicable
Total	-	-	4,00,000	4,00,000	8.32	

*Assuming all the Warrants issued pursuant to this issue are converted into equity shares of the Company

**Change in control:**

As a result of the proposed preferential allotment of warrants convertible into equivalent number of equity shares, there will be no change in the composition of the Board of Directors and no change in control of the Company.

g. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so:

In terms of SEBI (ICDR) Regulations, 2018 issuer hereby undertakes that:

- i. As the Ordinary Shares (equity shares) have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. However, the Company shall re-compute the price of the specified securities in terms of the provision of these regulations where it is required to do so.
- ii. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the specified regulations, the warrants shall continue to be locked-in till the time such amount is paid by the warrant holder.

h. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a willful defaulter or a fraudulent borrower:

Neither the Company, its Promoters nor the Directors have been declared as willful defaulters or fraudulent borrowers as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.

i. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter:

The current status of Proposed Allottees as mentioned in the resolution will remain unchanged post the preferential issue.

j. Practicing Company Secretary Certificate:

Certificate from L. N. Joshi and Company, Practicing Company Secretary, Indore confirming that the proposed issue of warrants convertible into equivalent number of equity shares is being made in accordance with the SEBI (ICDR) Regulations, 2018 is obtained and the same is available on the website of the Company under the weblink

http://www.simranfarms.com/pdf/certificates/certificate_from_pcs.pdf

k. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

As the proposed preferential allotment is to be made for cash, the said provision is not applicable.

l. Pricing of the Issue including the basis or justification for the premium and Relevant Date:

The price of the warrants convertible into equivalent number of equity shares proposed to be issued has been determined in accordance with the preferential issue guidelines given in SEBI (ICDR) Regulations and subsequent amendments thereto which is based on the relevant date i.e., 13th August, 2024, which is thirty days prior to the date of Annual General Meeting (AGM to be held on 12th September, 2024). The equity shares are listed on the BSE Limited (BSE) and are frequently traded. The trading volume on BSE during the preceding 10 trading days prior to the Relevant Date was higher. Accordingly, the minimum issue price of warrants convertible into equivalent number of equity shares has been calculated with reference to trading volume at BSE.

In terms of the provisions of Regulation 164(1) of ICDR Regulations, the price at which warrants convertible into equivalent number of equity shares shall be allotted shall not be less than higher of the following:

- i. the 90 trading days volume weighted average price of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or
- ii. the 10 trading days volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date.



- iii. The articles of association of the Company does not provide for any method of determination for valuation of shares which results in floor price higher than determined price pursuant to SEBI (ICDR) Regulations.

The issue price of INR 155/- per warrants convertible into equivalent number of equity shares has been arrived at after considering the higher of the volume weighted average price of the related equity shares quoted on BSE during the 90 trading days (INR 136.34/-)/ 10 trading days (INR 150.57/-) preceding the relevant date. The Independent Valuer, have calculated Rs. 154.94 per equity shares as the fair value price of each warrant convertible into equivalent number of shares which is more than price determined as per Chapter V of SEBI ICDR Regulation.

Considering that the allotment through this preferential issue shall be more than 5% of the post issue fully diluted share capital of the Company, to an allottee or to allottees acting in concert, the price of INR. 155/- (Rupees One Hundred Fifty Five only) of the warrants convertible into equivalent number of equity shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated 14th August, 2024 issued by Mr. Ishwar Lal Kalantri, Chartered Accountant and Independent Registered Valuer (IBBI Regd. No. IBBI/RV/04/2020/12884) having office at FH-183, Scheme No.54, Vijay Nagar, Indore-452010 M.P. in accordance with Regulation 166A of the ICDR Regulations ("Valuation Report"). The Valuation Report is made available for inspection by the members on the Company's website under the weblink:

http://www.simranfarms.com/pdf/certificates/registered_valuation_report.pdf

m. SEBI Takeover code:

In the present case none of the proposed allottees would attract SEBI Takeover Code and therefore is not under obligation to give open offer to the public except making certain disclosures to Stock Exchange, if required.

n. Holding of shares in demat form, non-disposal of shares by the proposed allottees and lock-in period of shares:

The entire shareholding of the proposed allottees in the company, is held by them in dematerialized form. The proposed allottees have not sold their shares during the 90 trading days prior to the relevant date and are eligible for allotment of warrants convertible into equivalent number of equity shares on preferential basis. The proposed allottees have Permanent Account Number. The entire pre preferential allotment shareholding of such allottees shall be under lock-in as required under Regulation 167 of SEBI (ICDR) Regulations, 2018.

o. Lock-in Period:

The warrants convertible into equivalent number and resultant equity shares to be allotted shall be subject to 'lock-in' for such a period as the case may be from the date of trading approval from BSE where the securities of the Company are listed as per Clause 167 of the SEBI (ICDR) Regulations, 2018.

p. Listing:

The Company will make an application to BSE at which the existing equity shares are presently listed, for listing of the equity shares that will be issued on conversion of warrants. Such Equity Shares, once allotted, shall rank pari passu with the existing Equity Shares of the Company, in all respects, including voting rights and dividend.

q. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has not made any allotment on preferential basis during the year.

r. Principal terms of assets charged as securities:

Not applicable

s. Compliances

The company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 maintaining a minimum of 25% of the paid up capital in the hands of the public.

**t. Other disclosures/undertaking:**

- i. Neither the Company, its Promoters nor the Directors have been declared as willful defaulters or fraudulent borrowers as defined under the SEBI (ICDR) Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the ICDR Regulations are not applicable.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI (ICDR) Regulations.
- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing;
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of SEBI ICDR Regulations;
- viii. None of the Proposed Allottees or member of promoter/promoter group has sold any equity shares during 90 trading days preceding the Relevant Date;
- ix. The Equity Shares held by all the proposed allottees in the Company are in dematerialized form only;
- x. No person belonging to the promoters / promoter group has previously subscribed to and paid for any warrants of the Company during the last one year;
- xi. The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI (ICDR) Regulations.

u. Monitoring Agency:

Since the issue size is not above One hundred Crores Rupees, the Company is not mandatory to be monitored by Credit Rating Agency registered with SEBI pursuant to Regulation 162A of SEBI (ICDR) Regulations, 2018.

v. Approval under the Companies Act:

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a Company by further issue and allotment of shares/convertible warrants, such shares/ convertible warrants shall be approved by the shareholders by way of special resolution in General Meeting.

Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 62(1) of the Companies Act, 2013 and all other applicable provisions, SEBI Guidelines or Regulations and the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for authorizing the Board to offer, issue and allot convertible warrants as stated in the resolution, which would result in a further issuance of securities of the Company to the members of promoter group and non-promoters on a preferential basis, in such form, manner and upon such terms and conditions as the Board may in its absolute discretion deem fit.

The Board of Directors recommends the passing of the above said resolution as a Special Resolution as set out in item no.9 of the Notice for approval by the members.

Except Mr. Harender Singh Bhatia, Managing Director, Mr. Kawaljeet Singh Bhatia, Whole Time Director and Mr. Gurmeet Singh Bhatia, Whole Time Director of the Company, being a proposed allottee or relative of the proposed allottee, none of the other directors, key managerial personnel or their relatives is concerned or interested (financial or otherwise) directly/indirectly in the above said resolution.

Place: Indore
Date: 16th August, 2024

**By Order of the Board of Directors
For Simran Farms Limited**

**TANU PARMAR
COMPANY SECRETARY
ACS- 34769**



Additional Information of Director seeking re-appointment at this 36th 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. Harender Singh Bhatia	Mr. Kawaljeet Singh Bhatia	Mrs. Sherry Mac
DIN	00401697	00509426	00401827	10736916
Date of Birth & Age	11 th March, 1976 48 years	09 th December, 1952, 71 years	18 th May, 1973, 51 years	25 th June, 1979, 45 years
Date of first Appointment on Board	13 th February, 2021	26 th October, 1984	01 st April, 2002	08 th August, 2024
Nature of Expertise/Experience in specific functional areas	26 years in poultry industry	43 years of rich experience in Poultry Industry.	28 years vast experience in poultry industry	10-year extensive experience in General Management
Qualification	Bachelor of Commerce	Bachelor of Science and Post Graduate in Arts	Bachelor of Science and Master in International Business	Graduate
Terms and conditions of appointment	As stated in the resolution presented to the 37 th Annual General Meeting	As stated in the resolution presented to the 37 th Annual General Meeting	As stated in the resolution presented to the 37 th Annual General Meeting	As stated in the resolution presented to the 37 th Annual General Meeting
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	61100 (1.61%) Not hold any share as a beneficial owner	84400 (2.23%) Not hold any share as a Beneficial Owner	NIL Not hold any share as a Beneficial Owner
List of outside Company's directorship held	1. Simran Agritech Private Limited 2. Simran Feeds Private Limited 3. Simran Foods Private Limited 4. Puregene Biotech Limited 5. Simran Fisheries Private Limited 6. Simran Hatcheries Private Limited	1. Simran Hatcheries Private Limited 2. Puregene Biotech Limited 3. Limited 4. Simran Bio Energy Private Limited 5. HSB Holdings Private Limited 6. Geetashri Realities Private Limited	1. Puregene Biotech Limited 2. Simran Hatcheries Private Limited 3. Eco Green Breeders Private Limited 4. Simran Infra Project Private Limited 5. BTC Constructions (India) Private Limited 6. Bhatia Township & Construction Private Limited 7. Eshvan Breeders Private Limited 8. Veganpro Nutrients Private Limited 9. Simran Agrovet Private Limited	Nil
List of Companies in which resigned in the past three years	Nil	Nil	1. Simrath Microfinance Foundation	Nil



			2. Simran Feeds Private Limited	
Chairman / Member of the Committees of the Board of Directors of the Company	Nil	Nil	Nil	Nil
Details of remuneration sought to be paid and the remuneration last drawn by such person including sitting fees paid	Remuneration sought to be paid INR 4.50 Lacs p.m. and it has already been paid INR 2.25 Lacs for earlier tenure as Whole Time Director.	Remuneration sought to be paid INR 5.00 Lacs p.m. and it has already been paid INR 2.50 Lacs for earlier tenure as Managing Director.	Remuneration sought to be paid INR 4.50 Lacs p.m. and it has already been paid INR 2.25 Lacs for earlier tenure as Whole Time Director.	Nil
Chairman / Member of the Committees of the Board Directors of other Companies in which he/she is director	Nil	Nil	Nil	Nil
Chairman / Member of the Committees of the Board Directors of other Companies in which he/she resigned in the past three years	Nil	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	He is Brother's son of Mr. Harender Singh Bhatia who is Managing Director of the Company.	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.	None
Number of Board meetings attended during the financial year	During the year 1 st April, 2023 to 31 st March, 2024, 5 (five) Board Meetings of the Company were held and Mr. Gurmeet Singh Bhatia had attended 3 (three) Meetings.	During the year 1 st April, 2023 to 31 st March, 2024, 5 (five) Board Meetings of the Company were held and Mr. Harender Singh Bhatia had attended all Meetings.	During the year 1 st April, 2023 to 31 st March, 2024, 5 (five) Board Meetings of the Company were held and Mr. Kawaljeet Singh Bhatia had attended all Meetings.	Not applicable as she was appointed during the current financial year 2024-25.
In case of Independent Directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not applicable	Not applicable	Not applicable	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



				<p>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 Mrs. Sherry Mac and concluded that she possesses the relevant skill and capabilities to discharge the role of Independent Director.</p>
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Place: Indore
Date: 16th August, 2024

**By Order of the Board of Directors
For Simran Farms Limited**

**TANU PARMAR
COMPANY SECRETARY
ACS- 34769**