



# SIMRAN FARMS LIMITED

CIN: L01222MP1984PLC002627

Reg. Office: 1-B, Vikas Rekha Complex, Tower Square,  
Khatiwala Tank, Indore (M.P.)- 452001

Tel No.: 0731-4255900; Fax: 0731-4255949

Email- [compliance@simranfarms.com](mailto:compliance@simranfarms.com)

Website: [www.simranfarms.com](http://www.simranfarms.com)

SFL/BSE/09/2024-25

Online filing at [www.listing.bseindia.com](http://www.listing.bseindia.com)

15<sup>th</sup> May, 2024

To,  
**The Secretary,**  
Corporate Relationship Department,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400001

**Subject: Postal Ballot Notice**

**Reference: Simran Farms Limited (BSE Scrip Code: 519566; ISIN: INE354D01017)**

Dear Sir/Madam,

Pursuant to Section 110 read with Section 108 and all other applicable provisions of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Company is in the process of conducting Postal Ballot by means of remote e-voting for seeking approval of Members of the Company for the business as specified in the Postal Ballot Notice dated May 15, 2024, (the "Notice"). Accordingly, pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Notice of the Postal Ballot.

In compliance with the Companies Act, 2013 and Circulars issued by Ministry of Corporate Affairs, the Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Registrar and Transfer Agent of the Company or Depository(ies)/ Depository Participant(s) and whose name appear in the Register of Members/List of Beneficial Owners of the Company provided by the Depositories as on Friday, May 17, 2024.

The remote e-voting facility will be available during the following period:

**Commencement of remote e-voting:** From 9.00 a.m. (IST) on Monday, 27<sup>th</sup> May, 2024

**End of remote e-voting:** Till 5.00 p.m. (IST) on Tuesday, 25<sup>th</sup> June, 2024

The Company has engaged the services of Central Depository Services India Limited ('CDSL') as the agency to provide remote e-voting facility.

The Notice will also be hosted on the website of the Company at [www.simranfarms.com](http://www.simranfarms.com) and also be available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

Further, we have also been submitting the above Notice of Postal Ballot in prescribed format in XBRL mode (Excel Template provided by Exchange) along with the submission of the Notice in PDF mode.

Kindly take the same on record and oblige.

Thanking you,  
Yours faithfully,  
**FOR SIMRAN FARMS LIMITED**

**CS TANU PARMAR**  
**CS & COMPLIANCE OFFICER**  
**M. NO. A34769**  
**Enclosed: As Above**



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## POSTAL BALLOT NOTICE

[Pursuant to Sections 108 and 110 of Companies Act, 2013, read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and "MCA Circulars" as defined below]

To,  
**THE MEMBERS OF SIMRAN FARMS LIMITED**

**NOTICE** is hereby given that pursuant to the provisions of Sections 108 and 110 and other applicable provisions if any of the Companies Act, 2013 ("the Act") as amended from time to time read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (including any Statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for inter-alia conducting Postal Ballot through remote e-voting vide General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 08<sup>th</sup> December, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023, (**collectively called as "MCA Circulars"**) and other applicable provisions of the Act, rules, circulars and notifications issued there under, that the resolution set out below are proposed to be passed as Special Business through the mechanism of postal ballot process through voting by electronic means (**'remote e-voting'**) in accordance with the provisions of the Companies Act 2013 and rules made there under.

Further, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company / RTA or Depository / Depository Participants and the communication of assent/dissent of the members will only take place through the remote e-voting system.

The Statement pertaining to the said resolution setting out the material facts and the reasons for proposing the same are annexed herewith for your consideration and approval.

In accordance with the provisions of the MCA Circulars, the Company is sending Postal Ballot Notice in electronic form only. Hence, hard copy of Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelop will not be sent to the members for this Postal Ballot process and members are required to communicate their assent or dissent through the remote e-voting facility. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed there under and MCA Circulars, the Company has extended the remote e-voting facility for its members, to enable them to cast their votes electronically. The members can vote on resolution through remote e-voting facility. Assent or dissent of the members on the resolution mentioned in the Postal Ballot Notice would be taken through the remote e-voting system as per the MCA Circulars.

Members desiring to exercise their vote are requested to carefully follow the instructions stated in the notes under section "The Instruction for the members for remote e-voting" appended with this Postal Ballot Notice and cast their votes not later than 5:00 P.M. (IST) on **Tuesday, 25<sup>th</sup> day of June, 2024.**

The Board of Directors of the Company, at its meeting held on Wednesday, 15<sup>th</sup> May, 2024 has appointed Mr. L.N. Joshi, Practicing Company Secretary, Indore (Membership Number F-5201, Certificate of Practice Number 4216), as Scrutinizer for conducting the Postal Ballot process through Remote e-voting in a fair and transparent manner. Further, the Company has engaged Central Depository Services India Limited ('CDSL') to provide remote e-voting facility to the Equity Shareholders of the Company.

The Scrutinizer after completion of the scrutiny will submit the report to the Chairman or any authorized person of the Company. Thereafter the result of the postal ballot will be announced by the Chairman or the Company Secretary of the Company on or before Thursday, 27<sup>th</sup> June, 2024 at the registered office of the Company. The aforesaid result along with scrutinizers report would be displayed at the registered office of the Company, intimated to the Stock Exchange wherever the shares of the Company are listed and displayed along with the Scrutinizer's Report on the Company's website as well as on the website of CDSL. The resolution, if approved shall be deemed to have been passed on the last date specified by the Company for receipt of votes i.e. **Tuesday, 25<sup>th</sup> June, 2024.**

The following Special Business is proposed to be passed by members of the Company through Postal Ballot via 'remote e-voting' is given below:

#### **SPECIAL BUSINESS**

**ITEM NO. 1: APPOINTMENT OF MR. SATINDER PAL SINGH BHATIA (DIN: 10549648) 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 FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions if any of the Companies Act, 2013 ("the Act"), read with Schedule IV to the Act and Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any

statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force] Mr. Satinder Pal Singh Bhatia (DIN: 10549648), 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 his candidature for the office of Director and he has also submitted a declaration confirming that he 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 29<sup>th</sup> March, 2024 to 28<sup>th</sup> March, 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."

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR SIMRAN FARMS LIMITED**



**TANU PARMAR  
COMPANY SECRETARY  
M. NO. A34769**

Date: 15<sup>th</sup> May, 2024  
Place: Indore

**SIMRAN FARMS LIMITED**

CIN: L01222MP1984PLC002627

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Tower Square, Khatiwala Tank, Indore (M.P.) 452001

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Email: [compliance@simranfarms.com](mailto:compliance@simranfarms.com)

Phone: 0731-4255900

## NOTES:

1. The Statement pursuant to Section 102 and 110 of Companies Act, 2013, setting out material facts and the reasons for the proposal relating to the Special Business is annexed herewith.
2. The Notice of Postal Ballot is being sent electronically (by e-mail) to those members who have registered their e-mail id with their Depository Participants or with Company or with Company's Registrar and Share Transfer Agent (RTA) and whose names appear on the Register of Member/ List of Beneficial Owners on Friday, 17<sup>th</sup> May, 2024. A copy of this Postal Ballot Notice is also available on the website of the Company at [www.simranfarms.com](http://www.simranfarms.com) and the website of the Stock Exchange i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and also be available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
3. **In terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope will not be sent to the members for the Postal Ballot process. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system. Shareholders, whose names appear on the Register of Members/List of Beneficial Owners on Friday, 17<sup>th</sup> May, 2024 will be considered for the purpose of e-voting.**
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides members the facility to exercise their right to vote by electronic means through remote e-voting services provided by CDSL and those members who are facing any difficulty in casting their vote through remote e-voting may send mail to the Company. The instructions for remote e-voting are annexed to this Notice. The voting period begins on Monday, 27<sup>th</sup> May, 2024 at 09:00 A.M. and ends on Tuesday, 25<sup>th</sup> June, 2024 at 05:00 P.M. During this period, members of the Company, holding shares as on cut-off date of Friday, 17<sup>th</sup> May, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter and voting shall not be allowed beyond the said date and time.
5. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same were passed at a general meeting of the Members convened in that regard. The resolution, if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. Tuesday, 25<sup>th</sup> June, 2024.
6. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the members as on Friday, 17<sup>th</sup> May, 2024. A person who is not a member on the cut-off date i.e. Friday, 17<sup>th</sup> May, 2024, should treat this Notice for information purpose only.
7. The Members whose email ids are not registered with the Company or Depository Participant(s) on the cut-off date are requested to register their e-mail ids to their respective Depository Participant, it will automatically be reflected in the RTA Record or to mail the company at [compliance@simranfarms.com](mailto:compliance@simranfarms.com) with the name of registered member(s), folio number(s)/ DP Id/Client Id and number of equity shares held from the email address they wish to register to enable them exercise their vote

- on special business as set out in the Postal Ballot notice through remote e-voting facility provided by CDSL. The instructions for remote e-voting are provided as part of this Postal Ballot Notice.
8. Voting right in e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representative with proof of their authorization.
  9. Members desiring to exercise their vote are requested to carefully follow the instructions in the notes under section "The Instruction for the members for remote e-voting" appended with this Notice and cast their votes not later than 5:00 P.M. (IST) on Tuesday, 25<sup>th</sup> June, 2024, failing which it will be strictly considered that no vote has been received from the members.
  10. The Company has appointed Mr. L. N. Joshi, Practicing Company Secretary, Indore (Membership Number F 5201, Certificate of Practice Number 4216) to act as the Scrutinizer for conducting the Postal Ballot process through remote e-voting mechanism in a fair and transparent manner. The Scrutinizer will submit the report to the Chairman or any authorized person after the completion of scrutiny and the result of the voting will be announced by the Chairman or the Company Secretary of the Company on or before Thursday, 27<sup>th</sup> June, 2024 and will be displayed on the Company's website viz. [www.simranfarms.com](http://www.simranfarms.com) and website of Exchange i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and on website of Central Depository Services (India) Limited i.e. [www.evotingindia.com](http://www.evotingindia.com). The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
  11. The resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of valid votes i.e. Tuesday, 25<sup>th</sup> June, 2024.
  12. With a view to use natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Bank details covering name of the Bank and branch details, Bank account number, MICR code, IFSC code, etc. with their depository participants.
  13. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details pertaining to dispatch of Postal Ballot notice shall be announced through an advertisement and will be published at least once in a vernacular newspaper in the principal vernacular language of the district and having wide circulation in that district and at least once in English language in an English newspaper having a wide circulation in that district in which registered office of the company is situated.
  14. All the relevant documents and material documents referred to in the Postal Ballot Notice and explanatory statement will be available for inspection electronically until 5:00 P.M. (IST) of the last date of remote e-voting of this Postal Ballot i.e. 25<sup>th</sup> June, 2024. Members who wish to inspect the documents are requested to send an email to Company at [compliance@simranfarms.com](mailto:compliance@simranfarms.com) mentioning their name, folio no. /client ID, and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

**THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING 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 voting period begins on Monday, 27<sup>th</sup> May, 2024 at 09:00 A.M. onwards and ends on Tuesday, 25<sup>th</sup> June, 2024 at 05:00 P.M. During this period shareholders' of the Company, as on the cut-off date Friday, 17<sup>th</sup> May, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, 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.**

- (iii) 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 **for individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:



<b>Type of shareholders</b>	<b>Login Method</b>
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab. •</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System My easi Tab and then click on registration option.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.
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.

**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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

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

(iv) Login method for Remote e-Voting 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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant **SIMRAN FARMS LIMITED** on which you choose to vote.
- (ix) 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.
- (x) Click on the "Resolutions File Link" if you wish to view the entire resolution details.

- (xi) 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.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to Scrutinizer for verification.
- (xvi) **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](http://www.evotingindia.com) and register themselves in the "Corporate" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required 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](mailto:compliance@simranfarms.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



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

1. For physical shareholders: please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile number 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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact attoll free no. 1800 22 55 33.

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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free number 1800 22 55 33.

**BY ORDER OF THE BOARD OF DIRECTORS  
FOR SIMRAN FARMS LIMITED**

  
  
**TANU PARMAR  
COMPANY SECRETARY  
M. NO. A34769**

Date: 15<sup>th</sup> May, 2024  
Place: Indore

**SIMRAN FARMS LIMITED**

CIN: L01222MP1984PLC002627

Registered Office: 1-B, Vikas Rekha Complex,  
Tower Square, Khatiwala Tank, Indore (M.P.) 452001

Website: [www.simranfarms.com](http://www.simranfarms.com)

Email: [compliance@simranfarms.com](mailto:compliance@simranfarms.com)

Phone: 0731-4255900

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") SETTING OUT MATERIAL FACTS:**

**ITEM NO. 1: APPOINTMENT OF MR. SATINDER PAL SINGH BHATIA (DIN: 10549648) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

As per the provisions of Regulation 17 of the SEBI (Listing Regulations) 2015, at least one half of the board of the company shall consist of Non executive Independent Directors. The said Regulation further provides that if the listed entity becomes non-compliant with respect to the above provisions, due to expiration of the term of office of any independent director, the resulting vacancy shall be filled by the listed entity not later than the date such office is vacated. Hence, consequent upon the completion of term of one of the independent director, it is required to appoint an Independent Director on the Board of the Company with immediate effect.

Based on the recommendation of the Nomination and Remuneration Committee (NRC), the Board of Directors at its meeting held on 29<sup>th</sup> March, 2024, appointed Mr. Satinder Pal Singh Bhatia (DIN: 10549648) 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 29<sup>th</sup> March, 2024, up to 28<sup>th</sup> March, 2029, subject to the approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act, Mr. Satinder Pal Singh Bhatia (DIN: 10549648) holds 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 his candidature for the office of Director. Mr. Satinder Pal Singh Bhatia (DIN: 10549648) has given his declaration to the Board that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Independent Director, he 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, Mr. Satinder Pal Singh Bhatia

(DIN: 10549648) is a person of integrity, possesses the relevant expertise/experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation that exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

Mr. Satinder Pal Singh Bhatia (DIN: 10549648) has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. Further he has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Company 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 Mr. Satinder Pal Singh Bhatia (DIN: 10549648) as an 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](mailto:compliance@simranfarms.com)

Further, with effect from 1<sup>st</sup> 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. Mr. Satinder Pal Singh Bhatia (DIN: 10549648) 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 him after undertaking due veracity of the same and is of the opinion that Mr. Satinder Pal Singh Bhatia (DIN: 10549648) possesses requisite skills, experience and knowledge relevant to the Company's business and it would be beneficial to have his 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 Mr. Satinder Pal Singh Bhatia (DIN: 10549648) 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 Mr. Satinder Pal Singh Bhatia (DIN: 10549648) 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 explanatory 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 resolution of the Notice.


**FOR SIMRAN FARMS LIMITED**  
  
**CS TANU PARMAR**  
**CS & COMPLIANCE OFFICER**  
**M. NO. A34769**

Date: 15<sup>th</sup> May, 2024  
Place: Indore

**SIMRAN FARMS LIMITED**

CIN: L01222MP1984PLC002627

Registered Office: 1-B, Vikas Rekha Complex,  
Tower Square, Khatiwala Tank, Indore (M.P.)- 452001

Website: www.simranfarms.com

Email: compliance@simranfarms.com

Phone: 0731-4255900

**Additional Information of Director seeking appointment/re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards of General Meeting:**


<b>Name of the Director</b>	<b>Mr. Satinder Pal Singh Bhatia</b> (Non-Executive Independent Director)
DIN	10549648
Date of Birth (Age)	16 <sup>th</sup> August, 1959 (64 years)
Date of first appointment on the Board	29 <sup>th</sup> March, 2024
Nature of expertise in specific functional areas	<p>He possesses extensive experience over 42 years and expertise mainly in sales, marketing, business planning and general management on PAN India/overseas level.</p> <p>He is also proficient in analyzing market dynamics and possesses good analytical and managerial skills. He is a proactive leader with track record of consistently increasing top and bottom line of company and well versed with profit center concept and importance of achieving corporate goals.</p>



Qualification	Bachelors in Agricultural Engineering (i.e. B.Sc. Engineering) and Post Graduate Diploma in Sales and Marketing
Terms and conditions of appointment	Proposed to be appointed as an Independent Director, in terms of the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations for a period of 5 years w.e.f. 29 <sup>th</sup> March, 2024 subject to the approval of the shareholders by way of a special resolution.
Number and percentage of Equity Shares held in the Company including shareholding as a beneficial owner	He holds only 1 (One) share in the Company, which is negligible in percentage.
List of outside Company's directorship held	Nil
List of Companies in which resigned in the past three years	Nil
Chairman / Member of the Committees of the Board of Directors of the Company	No Chairmanship in the Committees of Board of Directors of Simran Farms Limited.  However, he is inducted as Member of the following Committees of Board of Directors of Simran Farms Limited w.e.f. 1 <sup>st</sup> April, 2024:  1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders' Relationship Committee
Details of remuneration sought to be paid and the remuneration last drawn by such person including sitting fees paid	Nil
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	Nil
Chairman / Member of the Committees of the Board of Directors of other Companies in which he resigned in the past three years	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to any Director/KMP/Manager

Attendance at Board Meetings	One Board Meeting attended since from the date of Appointment
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The role and capabilities as required in the case of an independent director are well defined in the Nomination and Remuneration Policy of the Company. Further, the Board has a defined list of core skills / expertise / competencies, in the context of its business and sector for it to function effectively. The Nomination and Remuneration Committee of the Board has evaluated the profile of Mr. Satinder Pal Singh Bhatia and concluded that he possesses the relevant skill and capabilities to discharge the role of Independent Director.

BY ORDER OF THE BOARD OF DIRECTORS  
FOR SIMRAN FARMS LIMITED

  
*Tanu Parmar*  
TANU PARMAR  
COMPANY SECRETARY

M. NO. A34769

Date: 15<sup>th</sup> May, 2024

Place: Indore

**SIMRAN FARMS LIMITED**

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