



SIMRAN FARMS LIMITED

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Transcript of 36th Annual General Meeting of SIMRAN FARMS LIMITED held on Tuesday, 26th September, 2023 at 11.30 A.M. (IST) through video conferencing

Mr. Harender Singh Bhatia (Chairman)

A very warm welcome to you all to the 36th Annual General Meeting of your Company. I would like to thank you for sparing the time to be with us today, and for your continued faith in the Company. It is, it is now 11.40 A.M. and it's a time to start the meeting. Is the quorum for this meeting attained?

CS Tanu Parmar (Company Secretary)

Krishan Sir, is quoram attained?

Authorised Person from CDSL (Authorised Agency for E-voting and VC/OAVM)

Yes yes. The quoram is present.

CS Tanu Parmar (Company Secretary)

Ok Sir. Please continue.

Mr. Harender Singh Bhatia (Chairman)

As we have sufficient quorum of members participating through video conferencing. Accordingly, the meeting is properly constituted, and I call this meeting to order.

Before we commence the proceedings, may I introduce my colleagues on the Board and other senior officials of your Company. We have with us here today

- Mr. Kawaljeet Singh Bhatia, Whole-time Director
- Mr. Gurmeet Singh Bhatia, Whole-time Director
- Dr. Surendra Singh, Independent Director
- Mr. Gaurav Chhabra, Independent Director
- Mrs. Jasmeet Kaur Bhatia, Independent Director and Chairperson of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee.

In addition, we also have

- CA VK Khandelwal and CA Santosh Deshmukh, Statutory Auditors,
- Mr. R.C Bagdi, Secretarial Auditor and
- Mr. L. N. Joshi, Scrutinizer;

- CS Tanu Parmar, Company Secretary
- Mr. Mahesh Patidar, the CFO of the Company regrets his inability to be present here today due to other unavoidable engagements

Before proceeding further, I request Company Secretary to explain the shareholders about Video Conferencing and Other Audio-Visual Means, provisions of remote e-voting and e-voting at this AGM, Scrutinizer and Statutory Registers.

CS Tanu Parmar (Company Secretary)

Thank you, Sir. Good Morning Ladies and Gentlemen, welcome to the 36th Annual General Meeting of SIMRAN FARMS LIMITED. It's my immense pleasure to extend a cheerful welcome to you all. With the permission of the Chair, I would like to highlight certain points here. I would like to inform you that pursuant to circular issued by MCA and SEBI, this meeting is not a physical meeting and is held through Video Conferencing and Other Audio Visual Means in compliance with the circulars issued by the MCA and SEBI and also in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015. Am I Audible Sir?

Authorised Person from CDSL (Authorised Agency for E-voting and VC/OAVM)

Yes madam, please continue.

CS Tanu Parmar (Company Secretary)

Ok. The Company has enabled that the members participate at the 36th AGM through the video conferencing facility. The proceedings of this meeting are being web-casted live for all the shareholders as per the details provided in the Notice to the 36th AGM. The proceedings of this meeting are being recorded for compliance purposes. Further, in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, 2015, the members have been provided with the facility to exercise their right to vote by electronic means both through remote e-voting facility as well as e-voting (i.e. venue voting) at this AGM in respect of all businesses mentioned in the Notice of the AGM dated 14th of August, 2023. For this purpose, the Company has tied up with the e-voting system of Central Depository Services (India) Limited for facilitating voting through electronic means as the authorized agency.

Remote e-voting facility was made available to all the Members holding shares as on the cut-off date i.e. 19th September, 2023. Remote E-voting facility was open for a period of three days from i.e. Saturday, 23rd September, 2023 from 9 AM till 5 PM on Monday, 25th September, 2023. Remote e-voting has been blocked on 25th September, 2023 at 5 PM. We have also provided e-voting facility (i.e. venue voting) during the AGM to the Shareholders. Please note that Members attending the AGM and who have not casted their votes earlier by Remote E-voting will only be able to vote at the AGM through e-voting facility during the meeting and CDSL portal shall remain open for another 15 minutes after the conclusion of meeting for e-voting. The e-voting facility is open now and as I mentioned, it shall remain open for 15 minutes after the conclusion of this meeting. I request all our shareholders who are present at this meeting and who have not casted their votes earlier through Remote E-voting, to cast their votes now. Further, as the

meeting is convened through VC today, all the resolutions have already been put to vote through remote e-voting and the requirement to propose and second is not applicable.

Mr. L.N. Joshi, Practicing Company Secretary (PCS) has been appointed as the Scrutinizer of the Company for scrutinizing the Remote e-voting as well as e-voting during this meeting. Also, the Register of Directors & Key Managerial Personnel and their Shareholding and Register of contracts or arrangements in which directors are interested are available for inspection and are also uploaded on the website of the Company for easy access of the shareholders. This will remain accessible to the members electronically if they so desire. Members seeking to inspect such documents can send an email to compliance@simranfarms.com. This is to inform you that based on the report of the scrutinizer, the combined results of remote e-voting and the e-voting to be done at this meeting today will be announced and displayed on the website of the Company and will also be submitted to the stock exchange as per the requirements under the SEBI Listing Regulations.

We have received requests from our members Mr. Rahul Kumar Paliwal, Mr. Abhishek J and Mr. Shubham Jain for registration as a speaker shareholder in the AGM today and we shall be allowing them to speak once the Chairman directs the same. We request speakers to limit their speeches to 5 minutes for the benefit of other shareholders. I request our Chairman for the meeting Mr. Harender Singh Bhatia to continue with the proceedings of the meeting. Thank you

Mr. Harender Singh Bhatia (Chairman)

Ladies and Gentlemen, this meeting is being held through VC/OAVM as explained by the Company Secretary. Now, the Annual Report consisting the AGM Notice, Board's Report and Audited Financial Statements of your Company for the year ended March 31, 2023 have already been circulated to you electronically via mail. With your permission, we may take them as read. The Reports of the Statutory Auditor on the financial statements did not contain any qualification or adverse remarks and hence were not required to be read. Further observation made by secretarial auditor of the Company in their report is self-explanatory and shall not have any adverse effect on the functioning of the Company.

I would like to begin the proceedings by giving you a report on the overall performance of your company and the environment in which it operates. During the year ended March 31, 2023, on Standalone and Consolidated basis, the Company achieved total income of Rs. 367.27 crores as against Rs. 393.85 crore in the previous year. Further, the Company achieved a net profit Before Comprehensive Income of Rs. 3.49 crore as compared to Rs. 10.35 crore in last year on standalone basis whereas Rs. 3.59 crore against profit of Rs. 10.27 crore in previous year on consolidated basis. The profit so reduced was due to increase in feed prices. The primary ingredients of feed like maize and soybean became costly. The maize prices have grown significantly by 32% on an annual basis in the first nine months of Financial Year 2022-23. This was due to the growing global demand for Indian maize following the Russia-Ukraine conflict, which has subsequently resulted in an increase in the average feed price. Looking into the economy aspects, your Company is expected to operate at full capacity driven by volumes and realizations followed by stable

demand and higher penetration of broiler as well as value-added products. Also, earnings may be expected to be volatile owing to fluctuations in the raw material prices particularly maize and limited ability to fully pass on cost increases to the consumers. Now, with your permission I request Company Secretary to take up the agenda items as per the Notice of the AGM and also to call registered speakers to ask their queries.

CS Tanu Parmar (Company Secretary)

Ji Sir, with the permission of the Chair, let's take up the agenda items one by one. In terms of the Notice of the 36th AGM, the following items of ordinary and special businesses are to be considered at this meeting:

Ordinary Business –

Item No. 1: To consider and adopt the Audited Standalone Financial Statements of the Company together with the Reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2023.

Item No. 2: To consider and adopt the Audited Consolidated Financial Statements of the Company together with the Report of the Auditors thereon for the financial year ended March 31, 2023.

Item No. 3: To appoint a Director in place of Mr. Kawaljeet Singh Bhatia having, Whole Time Director of the Company, who retires by rotation in terms of Section 152 of the Companies Act, 2013 and being eligible offers himself for re-appointment.

Now Special Business contains:

Item No. 4: Re-appointment of Mr. Gurmeet Singh Bhatia as a Whole-time Director of the Company for a further period of three years with effect from 14th August, 2023 to 13th August, 2026.

Item No. 5: Approval of Material Related Party Transaction(s) with Simran Agritech Private Limited.

As I informed earlier, the venue voting will now be activated for Members who are participating in this meeting and who have not casted their voted earlier through remote e-voting. The e-voting facility will remain active till 15 minutes after the meeting is concluded. The shareholders are now requested to cast their votes. Proceeding further, we have received request from our members, Mr. Abhishek J, Mr. Rahul Kumar Paliwal and Mr. Shubham Jain for registration as speaker shareholders in the AGM today. I request the moderator to please allow Mr. Rahul Kumar Paliwal to ask his questions and request Mr. Kawaljeet Singh Bhatia; Whole-time Director of the Company to address his questions.

Authorised Person from CDSL (Authorised Agency for E-voting and VC/OAVM)

He is not there in the meeting. Please proceed.

CS Tanu Parmar (Company Secretary)

Is he not there?

Authorised Person from CDSL (Authorised Agency for E-voting and VC/OAVM)

No

CS Tanu Parmar (Company Secretary)

Ok, moving forward, I would like to call our second speaker Mr. Abhishek J to ask his questions

Authorised Person from CDSL (Authorised Agency for E-voting and VC/OAVM)

Yes. Mr. Abhishek J, you can proceed with your questions. Ya please go ahead.

CS Tanu Parmar (Company Secretary)

Sir, your voice is echoing so much. Is he not there?

Authorised Person from CDSL (Authorised Agency for E-voting and VC/OAVM)

He is there. He's allowed to speak, but he is muted.

CS Tanu Parmar (Company Secretary)

Ok

Authorised Person from CDSL (Authorised Agency for E-voting and VC/OAVM)

Mr. Abhishek J, please unmute yourself

Mr. Abhishek J (Speaker)

Sir, can you hear me sir, am I audible, So, moderator, can you enable the camera as well? I think the camera is not being enabled. Please.

Authorised Person from CDSL (Authorised Agency for E-Voting and VC/OAVM)

No, no. Continue your conversation.

Mr. Abhishek J (Speaker)

Can you hear me? That Am I audible?

Mr. Surendra Singh (Director)

Yeah.

CS Tanu Parmar (Company Secretary)

Yes, sir.

Mr. Abhishek J (Speaker)

Sir. my name is Abhishek J shareholder of the Company and my DP ID is IN301637 and client ID is 41359155. First of all, I congratulate the management on the eve of annual general body meeting. Trust all is well with you and your family in this challenging situation. Our company deserves much more respect than the current market cap after

completing more than a decade of successful operations, profitability and becoming one of the strongest brands in our respective segment. I would like to know how our business been impacted in these past three years of this Covid time, the corona virus and the subsequent lockdowns unfortunately left no industry untouched after the covid. Please update how many employees are there in the Company sir and what are the steps be taken by the management to reduce the other expenses, legal professional charges and the audit fees. So, then myself and my team running a legal firm in the name and style of "7WellsAssociates". So, I would request your good-selves to kindly enroll our firm in the Empanelment of the company and we will be glad to extend our services sir.

Then in the I would request the management to kindly consider hybrid AGM in the years to come, because most of the senior citizens are facing a lot of difficulties in joining the virtual platform because of the digital challenges in the social platform. So, if you can consider hybrid AGM. It will convince a greater number of participants. Local shareholders can join you physically. Pan India shareholders can join you virtually. So kindly consider to consider a hybrid AGM in the years to come. And in the CDSL-NSDL are platform, where we exercise our e voting and when we get access to that annual general body meeting as well, you are supposed to update the instruction of documents like Register of member, register of KMP and register of contract if any. But unfortunately, it is not updated. So I would request your good self to kindly update the same for the instruction of members so that the members were very well insert the same online itself when they may not reach out to you at a later stage seeking for all these documents and I would request the management to kindly send your product samples which you manufacture and take care of the hospitality part of the investor fraternity sir. Nothing much to ask. So, I thank the company secretary and the entire team for sending us the link we're in advance, and making this annual general body meeting a grand success. I wish the company and the Board of Directors great success and prosperity in the coming future, and thank you for giving the opportunity, sir. Hope to see you in the physical AGM next year. Thank you very much, sir.

Mr. Kawaljeet Singh Bhatia (Whole-Time Director)

Thank you. Thank you very much Mr. Abhishek. Hello?

Authorised Person from CDSL (Authorised Agency for E-voting and VC/OAVM)

Yes sir.

Mr. Kawaljeet Singh Bhatia (Whole-Time Director)

Thank you. I am audible?

Authorised Person from CDSL (Authorised Agency for E-voting and VC/OAVM)

Yes, sir.

Mr. Kawaljeet Singh Bhatia (Whole-Time Director)

Thank you for the inputs and joining the meeting. The impact you asked. The impact was great in the first 3 years. Now the things are normal now and not much impact of Covid right now. The major impact is of the feed prices due to the war between Russia and

Ukraine, and that is resulting into the high feed prices, especially in the maize and oil seed grids. So, we think that this year it will be easing out as if the tensions comes down between Ukrain and Russia. And another thing you ask about the challenges, the future challenges. The future challenges, we think, in poultry, the basic challenge is the feed price and the outbreaks. And we are focusing on inventory management to tackle these things and we are trying to go for alternative feed ingredients also, so that we can counter this feed prices and we are expanding, we are also on the growth path as we are expanding into new avenues and the new States like U.P and Bengal to that right on the right track for the growth. So, I think this all are the answers to your questions, and we'll try to that the things are in the right track. Thank you.

CS Tanu Parmar (Company Secretary)

Should we proceed further?

Mr. Kawaljeet Singh Bhatia (Whole-Time Director)

Yes.

CS Tanu Parmar (Company Secretary)

I would like to request Mr. Shubham Jain, to ask his question.

Mr. Shubham Jain (Speaker)

Thanks, Tanu. Thanks for this opportunity. I have no questions to ask. Kudos to management. Thank you.

Mr. Kawaljeet Singh Bhatia (Whole-Time Director)

Thank you very much.

CS Tanu Parmar (Company Secretary)

Is there any other question? Queries?

Authorised Person from CDSL (Authorised Agency for E-voting and VC/OAVM)

No, no, so far, we have not received any questions.

CS Tanu Parmar (Company Secretary)

Okay, let's proceed with the meeting. Further, if other members have any questions or queries, they are requested to mail the same, and their queries will be answered through the mail only. Now I hand over the proceeding to Mr. Harender Singh Bhatia

Authorised Person from CDSL (Authorised Agency for E-voting and VC/OAVM)

Sir, please unmute yourself. Harender Sir please unmute yourself.

Mr. Harender Singh Bhatia (Chairman)

Am I audible now?

Authorised Person from CDSL (Authorised Agency for E-voting and VC/OAVM)

Yes, sir please continue.

Mr. Harender Singh Bhatia (Chairman)

Now, on behalf of our Board of directors and the management. I convey our sincere thanks to all the members for attending and participating in this meeting, so all the items of business as per the notice of the 36th AGM have been taken up. Tanu Can we take the proceedings of the meeting as complete? Now.

CS Tanu Parmar (Company Secretary)

Krishna sir. Should we take meeting this meeting as complete now. Ok sir, ok sir please proceed.

Mr. Harender Singh Bhatia (Chairman)

Before I conclude, I would like to thank all of our stakeholders. Thank you for your support and cooperation. I also thank all my colleagues on the board for their continued support and guidance, and to all the employees of the company for their high level of motivation, commitment, and hard work. I now declare the proceedings of the annual General Meeting as completed. Now, with your consent, I and other Board members would like to leave the meeting. Wish you all good health. Have a good day. Thanks.

CS Tanu Parmar (Company Secretary)

I would also like to have your kind attention. That results of remote importing and e-voting at this AGM would be available within 48 hours from the conclusion of AGM. And it will be declared as soon as results are obtained from this scrutinizer.

I would like to take a moment to thank all of our directors, auditors, scrutinizer other panel members, our eminent speakers, and all other shareholders who spare your valuable time for this meeting and investing and trusting in the Company. Thank you so much.

CA Santosh Deshmukh (Statutory Auditors)

I congratulate the management on successful completion of the meeting and completion of the year. I wish all the best to the Company in the next year. Thank you very much.

CS Tanu Parmar (Company Secretary)

Thank you, sir. Thank you so much for joining.

Authorised Person from CDSL (Authorised Agency for E-voting and VC/OAVM)

Conclude the meeting madam.

CS Tanu Parmar (Company Secretary)

Sir. Your voice is echoing so much we cannot hear anything. Okay. With the permission of the chair I conclude this 36th AGM. Thank you so much.

Authorised Person from CDSL (Authorised Agency for E-voting and VC/OAVM)

With your permission, we are ending this meeting.