



# **SIMRAN FARMS LIMITED**

( Farmers' Friend Since 1989 )

CIN : L01222MP1984PLC002627

**27<sup>th</sup>**  
**Annual Report**  
**2 0 1 3 - 2 0 1 4**



**BOARD OF DIRECTORS****Mr. H.S. Bhatia***Managing Director***Mr. K.S. Bhatia***Executive Director***Mr. G.S. Bhatia***Non Executive Director***Mr. H.S. Khanuja***Independent Director***Dr. Surendra Singh***Independent Director***Mrs. Jasmeet Kaur Bhatia***Independent Director (w.e.f. 14.08.2014)***Mr. Surjeet Singh Kohli***Independent Director (upto 29.05.2014)***COMPANY SECRETARY****Mayank Kumar Lashkari****CHIEF FINANCIAL OFFICER****Mr. Mahesh Patidar****STATUTORY AUDITORS****M/s. Khandelwal Kakani & Co.****Chartered Accountants****Indore (M.P.)****BANKER'S****ICICI Bank Ltd.****Punjab & Sind Bank Ltd.****Punjab National Bank****Bank of Baroda****LISTED AT****Bombay Stock Exchange Ltd., Mumbai****REGISTERED OFFICE****SIMRAN FARMS LIMITED****CIN: L01222MP1984PLC002627****Regd. Office : 1-B, Vikas Rekha Complex****Khatiwala Tank, Indore - 452001 (M.P.)****Ph. : 0731-4255900, Fax: 0731-4255949****Web: www.simranfarms.com,****Email : simrangroup@sancharnet.in****REGISTRAR & SHARE****TRANSFER AGENT****Ankit Consultancy Private Limited****Plot No. 60, Electronic Complex,****Pardeshipura, Indore-452010 (M.P.)****Tel.:0731-2551745, 2551746, Fax:0731-4065798****Email id : ankit\_4321@yahoo.com****CONTENTS****Page No.**

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## NOTICE OF 27TH ANNUAL GENERAL MEETING

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

### ORDINARY BUSINESSES:

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

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

### SPECIAL BUSINESS:

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

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to said Act and Companies (Appointment and qualification of Directors) Rules, 2014 and the clause 49 of the listing agreement as may be amended from time to time, Mrs. Jasmeet Kaur Bhatia (DIN 06949992), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th August, 2014 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and who has given a declaration of independence under section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years from 14th August, 2014 to 13th August, 2019, and she shall not be liable to retire by rotation.”

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

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

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

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

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with Schedule IV to the said Act, and Companies (Appointment and Qualification of



Directors) Rules, 2014 and Clause 49 of the Listing Agreement as may be amended from time to time if any, (including any statutory modifications, amendments or re-enactments thereto for the time being in force), Mr. Harbhajan Singh Khanuja (DIN 03614872), who was holding position of the Independent Director of the Company whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the company and who has also submitted a declaration confirming that he meets the criteria for independence as provided in section 149(6) of the Act and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office a term up to five consecutive years up to 31st March, 2019 and he will not be liable to retire by rotation.”

**Item No. 7: Creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the Company.**

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

“**RESOLVED THAT** in supersession of the resolution(s) passed under Section 293(1)(a) of the Companies Act, 1956 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, including any statutory modification(s) or re-enactment thereof, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of Directors which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by the resolution), to mortgage/charge/ hypothecate/pledge/lease /create security in any form or manner on all or any of the movable and/or immovable properties of the Company, both present and future or the whole or substantially the whole of the undertaking(s) of the Company for securing any loan(s) or facility(ies) including Rupee loans, foreign currency loans, debentures, bonds or other instruments or fund based and non fund based working capital facilities availed or as may be availed from time to time from any Financial Institution(s) or Bank(s) or Person(s) or entities together with interest, costs, charges, expenses and any other monies payable thereon by the Company within the overall borrowing limit for a sum not exceeding ₹ 200 Crores (Rupees Two Hundred Crores only) over and above the aggregate of the paid up capital of the Company and its free reserves, which have been/are proposed to be obtained.

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

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

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

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

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

“**RESOLVED FURTHER THAT** Board of Directors be and is hereby further authorized to create mortgages and/or charges on such properties of the Company as it may think fit and for that purpose to execute such documents, papers,



deeds, and writings containing such conditions and covenants as the Board may think fit and to take all such steps as may be necessary or desirable to give effect to this Resolution.”

Place : Indore  
Date : 14.08.2014

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

**SIMRAN FARMS LIMITED**

CIN: L01222MP1984PLC002627  
Registered Office: 1-B, Vikas Rekha Complex  
Khatiwala Tank, Indore - 452001 (M.P.)

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

**Notes:-**

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



- The Company has designated an exclusive email ID [simrangroup@sancharnet.in](mailto:simrangroup@sancharnet.in) which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressal.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
- Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Annual Report. The Directors have furnished the requisite consents / declarations for their appointment /re-appointment.
- Electronic copy of the Annual Report for 2014 is being sent to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2014 is being sent in the permitted mode. Members who have not yet registered their e-mail id so far are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demate mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.
- The Ministry of Corporate Affairs ('MCA') has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by companies and has issued Circular No. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011. The Company proposes to send the documents to its Members like notices, annual report, etc. in electronic form. Members are requested to provide their email ID to the depositories who are holding their shares in demat form and the members who are holding their shares in physical form may send the duly filed form to our Registrar Ankit Consultancy Private Limited, 60, Electronics Complex, Pardeshipura Indore-452010 (M.P.) for sending the document in electronic form.
- The businesses as set out in the Notice may be transacted through electronic voting system and the Company shall provide a facility for voting by electronic means. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the companies (Management and Administration) Rules, 2014, the company is pleased to offer the facility of the voting through electronic means, as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. For E-voting facility, the Company has entered into an agreement with the CDSL for facilitating E-voting. The Procedure and instructions for E-voting given below:

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

- (i) The e-voting period begins on Thursday, 18th September, 2014 from 9.30 A.M. and ends on Saturday, September, 20th, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August, 2014, may cast their vote electronically in proportion to their shares in the paid up equity share capital of the company. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "**SIMRAN FARMS LIMITED**" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:





	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for **SIMRAN FARMS LIMITED** on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Institutional Shareholders
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.



- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- Mr. L.N. Joshi, Practicing Company Secretary (Membership No. 5201) has been appointed as the scrutinizer to votes casted electronically by the members in a fair and transparent manner.
- The scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witness not in the employment of the company and make a scrutinizer's report of the votes cast in favor or against, if any, forthwith to the chairman of the Company.
- The Results, shall be declared on or after the AGM of the Company. The results declared along with the scrutinizer's Report shall be placed on the Company's website [www.simranfarms.com](http://www.simranfarms.com) and website of CDSL and will be communicated to the stock exchange.

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

Place : Indore  
Date : 14.08.2014

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

**SIMRAN FARMS LIMITED**

CIN: L01222MP1984PLC002627

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

**Sd/-**

**HARENDER SINGH BHATIA**

(Managing Director)  
DIN : 00509426

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

Name of Directors	Mrs.Jasmeet Kaur Bhatia	Shri G.S. Bhatia	Dr. Surendra Singh	Mr. Harbhajan Singh Khanuja
DIN No.	06949992	00401929	00645965	03614872
Date of Birth	21/10/1972	13/05/1949	01/02/1940	07/08/1951
Date of Appointment	14/08/2014	10/11/1988	15/04/1994	13/08/2012
Expertise/ Experience in specific functional areas	10 years vast experience in Finance and Marketing.	25 Years rich experience in poultry farms and finance	Experienced poultry technocrat and has more than 41 years rich experience in the poultry industry.	42 years rich and experience in finance and banking sector
Qualification	Graduate	Graduate	Post Graduate	Graduate
No. & % of Equity Shares held	NIL	78300	--	100
List of outside Company's Directorship held	NIL	Simran Hatchries Private Limited Simran Chicks Private Limited	Tarini Farms Private Limited True North Ar India Private Limited	HSB Holdings Pvt. Ltd. Neelgiri Devcon Pvt. Ltd. Himgiri Devcon Pvt. Ltd. Khushiram Devcon P.Ltd. HSB Devcon Pvt. Ltd.



Name of Directors	Mrs. Jasmeet Kaur Bhatia	Shri G.S. Bhatia	Dr. Surendra Singh	Mr. Harbhajan Singh Khanuja
				Shubham Cements Ltd. Sundaram Realities Private Limited Shubham Devcon Pvt. Ltd. Shivam Realtech Pvt. Ltd. Sapphire Devcon Pvt. Ltd. Mangalam Devcon Private Limited HSB Dairy Farms Pvt. Ltd. Emerald Infra Con Private Limited Diamond Infra Estate Private Limited
Chairman / Member of the Committees of the Board of Directors of the Company	1. Nomination and Remuneration Committee 2. Stakeholder Relationship Committee 3. Audit Committee	--	1. Nomination and Remuneration Committee 2. Stakeholder Relationship Committee 3. Audit Committee	1. Nomination and Remuneration Committee 2. Stakeholder Relationship Committee 3. Audit Committee
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	Nil	Nil	Nil	Nil
Relationship between directors inter-se	No relations with any other Director	Mr. H.S. Bhatia is brother of Mr. Gudeep Singh Bhatia	No relations with any other Director	No relations with any other Director

**EXPLANATORY STATEMENT****Pursuant to Section 102 of the Companies Act, 2013****Item No. 4**

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

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

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

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



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

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

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

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

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

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

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

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

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

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

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

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

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

#### **ITEM No. 7**

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

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

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

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

#### **ITEM No. 8**

In terms of Section 180(1)(c) & (2) of the Companies Act, 2013, consent of the Company in General Meeting by way of Special Resolution is required by the Board of Directors of the Company ("the Board") to borrow monies for the purpose



of the business of the Company, (apart from temporary loans obtained from the Company's bankers) in excess of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose. The Company has earlier passed an ordinary resolution as per provisions of section 293(1)(d) of the Companies Act, 1956, and now it is required to pass a special resolution.

Accordingly consent of members by way of Special Resolution is required under Section 180(1)(c) & (2) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 8 of the Notice, to empower the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company.

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

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

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

Place : Indore  
Date : 14.08.2014

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

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

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



## DIRECTOR'S REPORT

To  
The Members of Simran Farms Limited

Your Directors have pleasure in presenting the 27th Annual Report of your company together with the Audited statements Accounts for the year ended on 31st March, 2014. The Financial Results of the company in the year under review are as under:

### FINANCIAL AND OPERATIONAL PERFORMANCE.

	( ₹ In Lacs )	
	Year ended 31/3/2014	Year ended 31/03/2013
Total Income	35972.11	28265.69
Total Expenditure	35887.44	28558.20
<b>Profit / Loss before Tax</b>	<b>84.67</b>	<b>(292.51)</b>
Provision for Tax:		
Current Tax	16.13	--
Deferred Tax	6.00	2.43
<b>Profit / Loss after Tax</b>	<b>62.54</b>	<b>(294.94)</b>
Paid up Equity Share Capital	379.17	379.17
Earning per share (₹ 10/- each) Basic & Diluted (in ₹)	1.65	(7.78)

The performance of the Company during the year has improved as compared to that of the last year as sales realization was higher as compared to last year. Further during the financial year your company has achieved total turnover of ₹ 359.72 Crores in comparison to previous year's total income of ₹ 282.65 Crores and earned net profit of ₹ 62.54 Lacs in comparison to previous year's net loss of ₹ 294.94 Lacs.

### DIVIDEND

Due to inadequate profit, your Directors have not recommended any dividend for the year under review

### DIRECTORS:

The Board in its meeting held on 14th August, 2014 has appointed Mrs. Jasmeet Kaur Bhatia as an Additional Director as well as independent women Director of the Company, not liable to retire by rotation.

Further Shri Surjeet Singh Kohli resigned from the post of Directorship. Your Board places on record its deep appreciation of the valuable contribution made by him during his tenure as Director of the Company.

Further Dr. Surendra Singh and Mr. Harbhajan Singh Khanuja the existing Independent Directors are further proposed to be appointed as Independent Directors for a term of 5 years as per requirement of section 149 of the Companies Act, 2013 as well as Clause 49 of the Listing Agreement to hold the office till 31st March, 2019.

The Company has received notice in writing from the members as required under section 160 of the Companies Act, 2013 for proposal of appointment of Mrs. Jasmeet Kaur Bhatia as a Director as well as Independent Director and for all other Independent Directors of the Company at the ensuing Annual General Meeting.

The Independent Directors have submitted a declaration confirming that they meet the criteria for independence as provided in section 149(6) of the Act and are eligible for appointment as Independent Directors of the Company.

In the opinion of the Board the above said three directors fulfills the conditions specified in the Act and the Rules made there under as the Clause 49 of the Listing Agreement for their appointment as Independent Directors of the Company.

In accordance with the provision of the Companies Act, 2013 Shri Gurdeep Singh Bhatia, retires from the Board of Directors by rotation and being eligible offer themselves for reappointment in ensuing Annual General Meeting.



### **SUBSIDIARY COMPANY AND CONSOLIDATION OF ACCOUNTS**

The Ministry of Corporate Affairs has vide its circular dated 08th February 2011, had granted general exemption to companies from attaching to their balance sheet, the accounts and other documents of their subsidiaries companies, subject to fulfillment of specified conditions. In view of this general exemption and being in compliance with the conditions thereof, the accounts and other documents of the company's subsidiaries are not attached to the Annual report of the company. The consolidated financial statement of the Company, which includes the financial information of its subsidiary (i.e. Puregene Biotech Limited) are forming part of this.

The Annual accounts and financial statements of the Subsidiary company of your company and related detailed information shall be made available to members on request and are open for inspection at the Registered office of your company.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO**

Pursuant to Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosures of particulars in the Report of Board of Directors) Rules 1988, the Poultry is exempted. Further the Company's operations do not involve substantial consumption of energy in comparison to cost of production, However possible energy conservation measures have been implemented with a view to conserve and optimize the use of energy.

#### **Technology absorption:**

The Company has neither purchased within India nor imported any technology. However company has imported machinery from Sweden and feed formula from Netherland.

Foreign Exchange Earnings and Outgo

Total foreign exchange earned	: ₹ Nil
Total foreign exchange used	: ₹ 4532154.00

### **DIRECTOR'S RESPONSIBILITIES STATEMENT**

Pursuant to the requirement under Section 217 (2AA) of the Companies Act, 1956, with respect to the Director's Responsibility Statement, your directors hereby confirm:

- I) That in the preparation of the annual accounts for the financial year ended 31st March 2014; the applicable accounting standards have been followed;
- II) That they have selected such accounting policies and applied them consistently and made judgments, and estimate that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for the year under review;
- III) That they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act, for safeguarding the assets of the Company and for preventing and detecting Fraud and other irregularities.
- (IV) That they have prepared the annual accounts on a going concern basis.

### **AUDITORS:**

M/s. Khandelwal Kakani & Co., Chartered Accountants, who are the statutory auditors of the Company, hold office till the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules framed there under, it is proposed to appoint M/s. Khandelwal Kakani & Co., as statutory auditors of the Company from the conclusion of the forthcoming Annual General Meeting till the conclusion of the thirtieth Annual General Meeting to be held in the year 2017, subject to ratification of their appointment at every Annual General Meeting.

### **COMMENTS ON AUDITORS REPORT**

The Board has duly reviewed the Statutory Auditors' Report on the Accounts. The observations and comments, if any, appearing in the Auditors' Report are self-explanatory and do not call for any further explanation / clarification by the Board of Directors.

### **AUDIT COMMITTEE**

Under the provisions of Companies Act, 1956 and Listing Agreement with the Stock Exchanges an Audit Committee Comprises of Shri Surendra Singh, Shri Harbhajan Singh Khanuja and Mrs. Jasmeet Kaur Bhatia all are independent directors of the Company.

### **COST AUDITORS:**

Pursuant to the directives of the Central Government under the provisions of section 148 and all other applicable





provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the Company is not required to appoint the Cost Auditors for the year 2014-15. The Cost Audit Report for the year 2013-14 would be filed to the Central Government within the stipulated time.

#### **FIXED DEPOSITS**

Your company has not accepted or invited any deposits from public within the meaning of Section 58A and 58AA of the Companies Act, 1956, during the year under review.

#### **CORPORATE GOVERNANCE**

A separate section titled "Corporate Governance" including a certificate from the Auditors of the Company confirming compliance of the conditions of the Corporate Governance as stipulated under clause 49 of the Listing Agreement and also the Management Discussion and Analysis Report and CEO certification are annexed hereto and form part of the report.

#### **PARTICULARS OF EMPLOYEES**

The Company did not have any employee, during the year drawing remuneration attracting the provision of section 217 (2A) of the Companies Act, 1956 read with the Companies (particulars of employees) Rule 1975. The company continued to have cordial and harmonious relations with employees. In totality our employees have shown a high degree of maturity and responsibility in responding to the changing environment, economic and the market condition.

#### **HUMAN RESOURCES DEVELOPMENT**

Your Company believes that nurturing and development of human capital is of key importance for its operations, The HR policies and procedures of your Company are geared up towards this objective. In totality our employees have shown a high degree of maturity and responsibility in responding to the changing environment, economic and the market condition.

#### **SECRETARIAL COMPLIANCE CERTIFICATE**

A Secretarial Compliance Certificate is obtained from Practicing Company Secretary in terms of provisions of section 383A(1) of the Companies Act, 1956 is annexed herewith.

#### **CODE OF CONDUCT**

The company has laid-down a code of conduct for all Board members and senior management of the Company. All the Board members and senior management personnel have affirmed compliance with the code of conduct. The code of conduct has posted on website of the company i.e www.simranfarms.com

#### **LISTING OF THE SHARES**

Equity shares of the company are listed on Bombay Stock Exchange Ltd., Mumbai.

#### **DEPOSITORY SYSTEM**

Your Company's shares are tradable compulsorily in electronic form and your Company has connectivity with both the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Service (India) Limited (CDSL). In view of the numerous advantage offered by the Depository System, members are requested to avail of the facility of Dematerialization of the Company's shares on either of the Depositories mentioned as aforesaid.

#### **INSURANCE**

The Company's assets are adequately insured against the loss of fire and other risk, as considered necessary by the Management from time to time. The Company has also taken insurance cover for any claims /losses arising out of its core business of security broking.

#### **ACKNOWLEDGMENT**

The Board places on record its deep appreciation of the devoted services of loyal workers, executives and other staff of the Company, who have contributed to the performance and company's continue inherent strength. Your directors also wish to thank the customers, dealers, agents. Suppliers, partners, investors, banks and other stakeholders for their continued support and faith respond in the Company. We look forward to their continued support in the future.

For and behalf of the Board

Date : 14.08.2014

Place : Indore

**Sd/-**  
**H.S. Bhatia**  
Managing Director  
DIN 00509426

**Sd/-**  
**G.S. Bhatia**  
Director  
DIN 00401929





## **SECRETARIAL COMPLIANCE CERTIFICATE**

**(See Rule 3)**

To,  
The Members  
**M/S SIMRAN FARMS LIMITED**  
1-B, Vikas Rekha Complex  
Khatiwala Tank  
Indore (M.P.)

CIN No. L01222MP1984PLC002627  
Nominal Capital : ₹ 600.00 Lacs  
Paid up capital : ₹ 379.17 Lacs

We have examined the registers, records, books and papers of M/S. SIMRAN FARMS LIMITED as required to be maintained under the Companies Act, 1956, (herein after called Act) and Companies Act, 2013 as may be applicable (only those sections of the Companies Act, 2013 have been considered which have been notified and applicable till 31st March, 2014) and rules made there under and also the provisions contained in the Memorandum and Article of Association of the Company for the financial year ended on 31st March, 2014. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, M.P. with additional fee wherever applicable as prescribed under the Act and the rules made there under.
3. The Company, being a Public Limited Company, has minimum prescribed paid up capital. As on 31st March, 2014 paid up capital was ₹ 379.17 Lacs and the restrictive provisions of section 3(1) (iii) of the Act are not applicable.
4. The Board of Directors duly met seven times on 30.05.2013, 13.08.2013, 14.11.2013, 13.02.2014, 20.03.2014, 27.03.2014 and 28.03.2014 respectively in respect of which, meeting proper notices were given and the proceedings were properly recorded and signed. No resolution by circulation was passed during the year.
5. The Company has closed its Register of Members from Saturday 21st September, 2013 to Thursday 26th September, 2013 and necessary compliance of section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31st March 2013 was held on Thursday 26th September, 2013 giving due notice to the members of the Company and resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. As informed by the management the Company and on the balance sheet produced before us the company has not given any loan to its Directors or persons or firms or Companies referred to under section 295 of the Companies Act, 1956 read with section 185 of the Companies Act, 2013.
9. As per informed by the management the Company having transactions with related parties under the provisions of section 297 of the Act but as explained by the management the no approval of central government was obtained during the financial year.
10. The Company has made necessary entries only in the register maintained under section 301(3) of the Act.
11. The Company has obtained requisite approval from the Board of Directors and members in accordance with the provisions of section 314 of the Act during the financial year. However no approval of central government was required under section 314 of the Act.
12. The Company has issued duplicate share certificate during the financial year in accordance with the provision of the Act.
13. The Company has:
  - i) not allotted any securities during the financial year. However company has delivered all the certificate on lodgment thereof for transfer/transmission or any other purpose in accordance with the provision of the Act.
  - ii) not declared any dividend during the financial year.
  - iii) no unpaid Dividend Account in previous year.
  - iv) has not transferred the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund. **NA**



- v) generally complied with the requirements of section 217 of the Act..
14. The Board of Directors of the Company is duly constituted and there was no appointment of additional Directors, alternate Directors and Directors to fill casual vacancy during the year.
  15. The appointment of Managing Director/Whole time Director has been made in compliance with the provision of section 269 read with Schedule XIII to the Act.
  16. The Company has not appointed any sole selling agent during the financial year of the Company.
  17. The Company has obtained approval of central government for appointment of cost auditors for audit of cost accounting records as per section 233B of Companies Act, 1956 and rules made there under. Except this the company has not obtained any approval of Central Government, Company Law Board, Regional Director, Registrar and such other authorities prescribed under the various provisions of the Act during the financial year.
  18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
  19. The Company has not issued any shares, debentures or other securities during the financial year.
  20. The Company has not bought back any shares during the financial year.
  21. The company does not have any preference share capital nor it has issued any debentures and therefore, the question of redemption of the same does not arise.
  22. There was no transaction necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
  23. As per the information and balance sheet produced before us the Company has not invited/accepted any deposits including any unsecured loan falling within the purview of section 58A of the Act, read with the Companies (Acceptance of Deposits) Rules, 1975.
  24. The Company has made borrowing during the financial year ended 31st March 2014 which does not exceeds the limit prescribed under section 293 (1) (d) of the Act read with section 180 (1) c of the Companies Act, 2013.
  25. As informed by the management the Company has not made loans and investment or given guarantees or provided any securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose during the financial year.
  26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another state during the year under scrutiny.
  27. The Company has not altered the provisions of the Memorandum with respect to objects of the Company during the year under scrutiny.
  28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
  29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny.
  30. The Company has not altered its Articles of Association during the financial year.
  31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year for offences under the Act. However company has received notice from Registrar of Companies Madhya Pradesh and Chhattisgarh for submission certain information and documents under section 234 (1) of the Act for which company has submitted the documents and information required.
  32. The Company has not received any money as security from its employees during the financial year.
  33. As informed by the management the Company has generally deposited both employee's and employer's contribution to provident fund with prescribed authorities pursuant to section 418 of the Act.

Signature : Sd/-  
 Name of Company Secretary : L.N. Joshi  
 L.N. Joshi & Co.  
 Company Secretaries  
 C.P. No. : 4216

Place : Indore

Date : 14th August, 2014

**Annexure-A**

CIN No. L01222MP1984PLC002627

Nominal Capital : ₹ 600.00 Lacs

Paid up capital : ₹ 379.17 Lacs

Registers as maintained by **M/s. Simran Farms Limited****Statutory Register**

1. Register of Members U/s 150 and Register of Index of Members U/s.151 under the Companies Act, 1956.
2. Registers and Returns under section 163 of Companies Act, 1956.(including copies of all annual returns under section 159 and 160 of the Act)
3. Minutes Book of Meeting under Sec 193 of the Act.
4. Books of Accounts and cost records U/s 209 of Companies Act, 1956.
5. Register maintained u/s 301 (3) of the Act.
6. Register of Directors under section 303 of the Act.
7. Register of Directors' Shareholding under section 307 of the Act.
8. Register of Charges u/s 143 of the Act.

**Other Registers**

1. Register of Share Transfer/ Transmission.
2. Register of Shareholder's attendance.

**Annexure-B**

**Forms and Returns as filed by the Company with Registrar of Companies, M.P. during the financial year ending 31st March 2014.**

S. No.	Form No. / Return	Filed U/S	For	Date of Filing & ROC Receipt No.	Whether filed Within Prescribed Time Yes / No	If delay in filing Whether requisite Additional fee Paid Yes / No
1.	Form No. 8	125, 127	Creation of Charge ID No.10433413	27.06.2013 B78124344	Yes	No
2.	Secretarial Compliance Certificate Form No.66	383A	F.Y. 2012-2013	06.10.2013 Q12417614	Yes	No
3.	E-Form No. 23C	233B, 209(1)(d)	Appointment of Cost Auditor	09.10.2013 S23125172	Yes	No
4.	Annual Return (Form No. 20B)	159	F.Y.2012-2013 AGM: 26.09.2013	12.10.2013 Q13289418	Yes	No
5.	E-Form 23 (Registration of Resolution passed by Members in Annual General Meeting)	269 read with 198, 309 & 310, 314	Re-appointment of Managing Director and Whole Time Director	11.10.2013 B86632999	Yes	No
6.	E-Form 25C for re-appointment Managing Director	198, 269, 309	Re-appointment of Managing Director	11.10.2013 B86633492	Yes	No
7.	E-Form 25C for re-appointment of Whole time Director	198, 269, 309	Re-appointment of Whole Time Director	11.10.2013 B86633856	Yes	No



S. No.	Form No. / Return	Filed U/S	For	Date of Filing & ROC Receipt No.	Whether filed Within Prescribed Time Yes / No	If delay in filing Whether requisite Additional fee Paid Yes / No
8.	FORM A-XBRL	209(1) (d)	Compliance report 2012 with Central Government	28.12.2013 S28790681	No	N.A.
9.	FORM A-XBRL	209(1) (d)	Compliance report 2013 with Central Government	28.12.2013 S28790913	No	N.A.
10.	Balance Sheet Form No. 23AC-XBRL)	220	F.Y.2012-2013	29.01.2014 Q28615292	No	Yes

**Following forms and documents which were related to financial year ended 2013-2014 but filed in financial year 2014-15.**

S. No.	Form No. / Return	Filed U/S	For	Date of Filing & ROC Receipt No.	Whether filed Within Prescribed Time Yes / No	If delay in filing Whether requisite Additional fee Paid Yes / No
1.	Form 5 INV (Statement of unclaimed and unpaid amounts)	Rule 3 of IEPF Rule 2012	F.Y.2011-2012 AGM: 27.09.12	09.05.2014 S29928504	Yes	No
2.	Form 5 INV (Statement of unclaimed and unpaid amounts)	Rule 3 of IEPF Rule 2012	F.Y.2012-2013 AGM: 26.09.13	09.05.2014 S29928603	Yes	No
3.	CHG-1	125,127	Creation of Charge ID No. 10488730	13.05.2014 C03135944	Yes	No

Signature : Sd/-  
Name of Company Secretary : L.N. Joshi  
L.N. Joshi & Co.  
Company Secretaries  
C.P. No. : 4216

Place : Indore  
Date : 14.08.2014



## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **ECONOMIC SCENARIO**

India is going through a challenging macro-economic environment as it heads through election year in 2014. Moderation of growth of the Indian Economy over the past year is a pertinent concern on the weakening of economic fundamentals for the country. Structural bottlenecks, slow policy movement, stubborn interest rates on account of high inflation, declining exports, low non-food credit growth, declining industrial growth and subdued demand for both consumption and investment has led to the systematic decline in the overall economic growth of the country in FY13. On its part, the Reserve Bank of India (RBI) has been fine-tuning its policies to prop-up growth and curb inflation. We expect growth to revive gradually going into the next fiscal; with an estimate for GDP growth of 5.9% - 6.0% in FY14. This will also be supported by affirmative action by the RBI, though the timing could be more during the second half of the year. Further it is assumed that the government will focus more on policies that do not require legislative approval in order to revive the growth process and that while one can hope for important bills to be moved in the Parliament, the assumption here is that this may not happen and in terms of policy, the situation would largely be a status quo.

### **INDUSTRY OUTLOOK**

India's poultry industry represents a major success story. While agricultural production has been rising at the rate around 2 percent per annum over the past two to three decades, poultry production has been rising at the rate of around 8 percent per annum.

The forces that are sustaining this growth are many. High per capita income growth and relatively low prices have played a catalytic role. A moderate shift in the consumption pattern from vegetarianism to non-vegetarianism is also helping the industry by increasing the demand for poultry products. Despite temporary supply mismatches resulting in demand substitution to other meat options, demand growth continues to remain healthy at 7-8% due to favorable socio economic factors such as changing eating habits, higher purchasing power, urbanization, increasing health consciousness towards protein rich diet, preferred meat due to religious preferences, etc over the years.

### **OPPORTUNITIES & THREATS**

The livestock industry in India is making rapid strides forward and plays a multi-faceted role in contributing to the economic development. India ranks 3rd in egg production and 4th in broiler production in the world. The poultry sector has transformed itself from a mere backyard activity into a major commercial activity with participation by big players and also successful implementation of contract poultry farming on a large scale. However, industry faces certain key challenges other than high feed costs; include inadequate cold chain and transportation infrastructure, high vulnerability to disease outbreaks, and highly volatile realizations affecting cash flows.

### **RISKS & CONCERNS**

In the future several challenges and problems, in addition to already existing, will face poultry production. These will include: strong global competition; changes in social, political and consumer perceptions with regard to food safety, animal welfare and environmental protection. The loss of consumer confidence and trust in the quality and safety of poultry meat and poultry products will remain a major challenge. The modern poultry industry aims at high production and better quality at a low cost. This, in addition to an increase in the demand for poultry meat, necessitates constant, efficient and goal-oriented healthcare to prevent the development of diseases. In general, consumer expectations for high quality products will strongly influence future production methods. This means that everyone involved in the production chain need to share more responsibilities and that cooperation will be intensified..

### **INTERNAL CONTROL SYSTEM**

The Companies Internal control/supervisory system is established to ensure that board and management are able to achieve their business objectives in a prudent manner, safeguarding the interest of Companies shareholders and other stakeholders whilst minimizing the key risk such as fraud, misleading financial statements, breach of legal and contractual obligation, unauthorized business activity.

### **HUMAN RESOURCES**

Your Company follows a strategy of attracting and retaining the best talent and keep employees engaged, motivated and innovative. The Company continues to have cordial relations with its employees and provide personnel development opportunities for all round exposure to them.

### **FINANCIAL AND OPERATIONAL PERFORMANCE**

Financial and Operational performance forms part of the Annual Report and is presented elsewhere in the report.

### **CAUTIONARY STATEMENT:**

*Some of the Statements in Management discussion and Analysis describing companies objective may be "forward looking statement" within the meaning of applicable Securities law and Regulations. Actual results may differ substantially or materially from those expressed or implied. Important factors that could influence companies operation include various global and domestic economic factors.*



### REPORT ON CORPORATE GOVERNANCE

A report of the financial year ended 31st March, 2014 on the compliance by the company with the corporate governance requirement under Clause 49 of the Listing agreement, is furnished below:

#### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organization. Good corporate governance leads to long term shareholders value and enhances interest of all stakeholders. It brings into focus the fiduciary and trusteeship role of the Board of align and direct the actions of the organization towards creating wealth and shareholder value.

The company's essential character is shaped by the value of transparency, customer satisfaction, integrity, professionalism and accountability. The Company continuously endeavors to improve on these aspects. The Board views corporate governance in its widest sense. The main objective is to create and adhere to corporate culture of integrity and consciousness, transparency and openness. Corporate governance is a journey for constantly improving sustainable value creation and is an upward moving target. The Company's philosophy on corporate governance is guided by the company's philosophy of knowledge, action and care.

#### A. BOARD OF DIRECTORS

- (i) The Company's policy is to maintain an optimum combination of Executive and non Executive Independent directors. The Composition of your Company's Board, which comprises of six directors, is given in the table below and is in conformity with clause 49 of the listing agreement and with stock exchange.

As will be seen from the following table, none of the directors hold directorship in more than 15 public limited company, nor is any of them a member of more than ten committees of the prescribed nature or holds chairmanship of more than five such committee across all public limited companies in which they are directors. The Board does not have any nominee director representing any institution.

The last Annual General meeting was held on 26th September 2013.

Name of Director	Category	No. of Board Meetings Attended	Other Directorship		Committee Position Other than Comm		Whether attended last AGM held on 26.09.2013
			Chairman	Member	Chairman	Member	
Mr. Harender Singh Bhatia (Din No.00509426)	Managing Director	7	1	1	NIL	NIL	Yes
Mr. Gurdeep Singh Bhatia (Din No. 00401929)	Non Executive Director	4	NIL	NIL	NIL	NIL	No
Mr. Kawaljeet Singh Bhatia (Din No. 00401827)	Executive Director	7	NIL	1	NIL	NIL	Yes
Dr. Surendra Singh (Din No. 00645965)	Independent Director	4	NIL	NIL	NIL	NIL	Yes
*Mr. Surjit Singh Kohli (Din No. 00701320)	Independent Director	1	NIL	1	NIL	NIL	No
Mr.Harbhajan Singh Khanuja (Din No. 03614872)	Independent Director	4	NIL	1	NIL	NIL	Yes

**Note:** This includes directorship in public limited companies and subsidiary of public limited companies and excludes directorship in Private Limited Companies, overseas companies, companies under section 25 of the Companies Act, 1956 and alternate directorship.

\*Mr. Surjit Singh Kohli ceased to be a Director of the Company w.e.f. 29th May, 2014 on account of his resignation. The Board has appointed Mrs. Jasmeet Kaur Bhatia (w.e.f. 14.08.2014) as an additional women independent director to hold office up to the next annual general meeting.

Board Meetings are governed by a structured agenda. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions.



The necessary quorum remained present in all the meetings. Leave of absence was granted to the concerned directors who could not attend the respective Board Meeting. In Financial year 2013-14 Seven Board Meetings were held and the gap between two meetings did not exceed four months. The dates on which the said Meetings were held are as follows:

30.05.2013	13.08.2013	14.11.2013	13.02.2014
20.03.2014	27.03.2014	28.03.2014	

**ii) Inter-se relationship among directors**

Mr. Harender Singh Bhatia and Mr. Gurdeep Singh Bhatia are brothers and Mr. Kawaljeet Singh Bhatia is the brother's son of Mr. Harender Singh Bhatia and Mr. Gurdeep Singh Bhatia. Except for this, there are no inter-se relationship among the directors.

**iii) Role of Independent Director**

Independent Directors play a key role in the decision making process of the Board and in shaping various strategic initiatives of the Company. The Independent directors are committed to act in what they believe to be in the best interest of the Company and its stakeholders. The Independent Directors are professionals, with expertise and experience in general corporate management, public policy, finance, financial services and other allied fields. The Company benefits immensely from their inputs in achieving its strategic direction. .

**iv) Shareholding of Non-executive Director**

The Number of equity shares held by Non-Executive Directors as on 31.3.2014 were as under:

Name of Director	No. of Shares
Mr. Gurdeep Singh Bhatia (DIN: 00401929)	78300
Dr. Surendra Singh (DIN: 00645965)	NIL
Mr. Surjit Singh Kohli (DIN: 00701320)	NIL
Mr. Harbhajan Singh Khanuja (DIN: 03614872)	100

**v) Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting as per Clause 49(1)(A) of the Listing Agreement. Notes on Directors appointment / re-appointment.**

Brief resume(s) of the Directors proposed to be appointed/re-appointed are given in the Notice convening the Annual General Meeting in separate annexure.

**B. BOARD PROCEDURE**

A detailed agenda folder is sent to each Director in advance of Board and Committee meetings. To enable the Board to discharge its responsibilities effectively, the Executive Director briefs the Board at every meeting on the overall Company performance and compliance of the company wherever applicable.

**Committees of the Board**

**(I) Audit Committee (Mandatory Committee)**

The Audit Committee acts as a link among the Management, the Statutory Auditors, Internal Auditors and the Board of Directors to oversee the financial reporting process of the Company. The Committee's purpose is to oversee the quality and integrity of accounting, auditing and financial reporting process including review of the internal audit reports and action taken report. The Audit Committee was reconstituted on 14th August 2014 consisting of Dr. Surendra Singh, Mr. Harbhajan Singh Khanuja and Mrs. Jasmeet Kaur Bhatia, Non Executive independent Directors. All the members of the committee, including committee chairman are independent director. All the members of the committee are financially literate.

**(i) Meeting and Composition**

The Composition of Audit Committee as on 31.3.2014 and attendance record of the members at the meetings held during the year was as under:





Name of the Member	Category	Status	No. of meetings attended	
			Held during tenure	Attended
Dr. Surendra Singh (DIN: 00645965)	Non Executive Independent Director	Chairman	4	4
*Mr. Surjit Singh Kohli (DIN: 00701320)	Non Executive Independent Director	Member	4	1
Mr. Harbhajan Singh Khanuja (DIN: 03614872)	Independent Director Non Executive	Member	4	4

\* Resigned as a Director of the Company w.e.f. 29th May, 2014. Accordingly, he also ceased as member of the said Committee with effect from the said date.

During the year the committee met on four occasions during the year on following dates namely:

30/05/2013	13/08/2013	14/11/2013	13/02/2014
------------	------------	------------	------------

As mandated by clause 49 of the Listing agreement

1. The representative of statutory of the company are also invited in the audit committee meetings.
2. The gap between two audit committee meetings was not more than four months.

#### Terms of reference of the Audit Committee

The terms of reference of Audit Committee are as under:

- Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external auditor, fixation of audit fee and approval of payment of any other services:
- Reviewing with management, the annual financial statement before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Directors Responsibility Statement to be included in the board's report as per Section 217(2AA) of the Companies Act, 1956.
  - b. Changes in the Accounting policies and practices and the reasons for the same, major accounting entries and significant adjustments made in the financial statements arising out of audit findings.
  - c. Compliance with listing and other legal requirements relating to financial statements.
  - d. Disclosure of any related party transactions.
  - e. Qualifications in the draft audit report if any.
- Discussing with external auditors before the audit commences on the nature and scope of audit, as well as having post-audit discussion to ascertain any area of concern,
- Reviewing the management discussion and analysis of the financial conditions and results of operations.
- Reviewing with the management and the statutory auditors anticipated changes in the Accounting Standards.
- Reviewing the Company's financial and risk management policies;
- Undertake such other functions as may be entrusted to it by the Board from time to time.

#### (II) Stakeholders' Relationship Committee

The Board of Directors of the Company in its meeting held on 14th August 2014 changed the nomenclature of "Shareholders'/Investor' Grievances Committee" to "Stakeholders' Relationship Committee" and also modified its terms of reference to comply with the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The constitution and terms of reference of Stakeholders' Relationship Committee of the Company are in compliance with provisions of Companies Act, 2013 and Clause 49 of the Listing Agreement.



(i) **Meeting and Composition**

The Composition of Committee as on 31.3.2014 and attendance record of the members at the meetings held during the year was as under:

Name of the Member	Category	Status	No. of meetings attended	
			Held during tenure	Attended
Dr. Surendra Singh (DIN: 00645965)	Non Executive Independent Director	Chairman	4	4
*Mr. Surjit Singh Kohli (DIN: 00701320)	Non Executive Independent Director	Member	4	1
Mr. Harbhajan Singh Khanuja (DIN: 03614872)	Independent Director Non Executive	Member	4	4

\* Resigned as a Director of the Company w.e.f. 29th May, 2014. Accordingly, he also ceased as member of the said Committee with effect from the said date.

The committee met four times during the year under review.

30/05/2013	13/08/2013	14/11/2013	13/02/2014
------------	------------	------------	------------

- (ii) During the year under review 29 (Twenty Nine) complaints were received from shareholders and the same were resolved to the satisfaction of the shareholder and there were no complaints pending unresolved as at the end of the year.
- (iii) Share transfer in physical form are registered by the Registrar and returned to respective Transferee/person within a period ranging from one to two weeks provided the documents lodged with Registrar/Company are clear in all respects.
- (iv) Name, designation and address of Compliance Officer:-  
 Mr. Mayank Lashkari  
 Company Secretary  
 1-B, Vikas Rekha Complex  
 Khatiwala Tank, Tower Square,  
 Indore - 452001 (M.P.)  
 Email : simrangroup@sancharnet.in  
 Tele : 0731-4255900-21  
 Fax No. : 0731-4255949

**Terms of Reference:**

- Oversee and review all matters connected with the transfer of the Company's securities.
- Monitor redressal of investors' / shareholders' / security holders' grievances.
- Oversee the performance of the Company's Registrar and Transfer Agents.
- Recommend methods to upgrade the standard of services to investors.
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

**(III) Nomination and Remuneration Committee**

The Board of Directors of the Company in its meeting held on 14th August 2014, changed the nomenclature of the Remuneration Committee of the Company to "Nomination and Remuneration Committee" and also modified its terms of reference to comply with the requirements of the Companies Act, 2013 and Clause 49 of the Listing Agreement. The constitution and terms of reference of Nomination and Remuneration Committee of the Company are in compliance with provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement. All the members of the committee are Non Executive independent directors.



**a) Terms of reference**

The terms of reference of remuneration committee is to deal with, decide and recommended to the Board of the Directors on all matters relating to appointment and remuneration to managing director and whole time director .

**b) Meeting and Composition**

The composition of committee as on 31.3.2014 and attendance record of the members at the meeting held during the year are as under:

Name of the Member	Category	Status	No. of meetings attended	
			Held during tenure	Attended
Dr. Surendra Singh (DIN: 00645965)	Non Executive Independent Director	Member	1	1
*Mr. Surjit Singh Kohli (DIN: 00701320)	Non Executive Independent Director	Member	1	1
Mr. Harbhajan Singh Khanuja (DIN: 03614872)	Independent Director Non Executive	Member	1	1

\* Resigned as a Director of the Company w.e.f. 29th May, 2014. Accordingly, he also ceased as member of the said Committee with effect from the said date.

**c) Remuneration policy Executive Directors**

The remuneration of executive directors is reviewed by the remuneration committee and thereafter recommended to the Board of the directors of the Company for subject to approval of the members at general meeting and such other authorities as may be required. While recommending remuneration , the committee considers various factors such as practices prevalent in the industry for the time being , qualification, expertise of the appointee and financial position of the company.

**d) Remuneration of Directors**

Remuneration paid or payable to Directors during the year 2013-2014

Name of Director	Sitting Fees	Commission on Profit	Salary & Allowance	Contribution to PF	Perquisites	Total
Mr. Harender Singh Bhatia	---	---	3000000	---	---	3000000
Mr. Kawaljeet Singh Bhatia	---	---	2400000	---	---	2400000

- No sitting Fees was paid to any Director of the Company during the financial year
- The company does not have any service contract with any of its directors.
- The company has not granted any stock option to any of its director/employees.
- During the year the committee met on one occasions during the year.

**MANAGEMENT**

**A. The Management discussion and analysis report**

The Annual Report has a detailed chapter on Management Discussion and Analysis.

**B. Disclosure by Management to the Board**

All details relating to the financial and commercial transactions where directors may have a potential interest are provided to the Board, and the interested Directors neither participate in the discussion, nor do they vote on such matters.

**Compliance with Mandatory / Non Mandatory requirements**

- The Company has complied with all the applicable mandatory requirement of clause 49 of the listing agreement.
- The Company has also adopted the non mandatory requirement as specified in Annexure 1D to clause 49 of the listing agreement regarding constitution of remuneration committee, the details of which already been provided in this report and audit qualification. There is no audit qualification in the financial statement.

**SUBSIDIARY COMPANY**

Simran Farms Limited has One subsidiary company viz. M/s. Puregene Biotech Limited, and Mr. Harender Singh Bhatia and Mr. Kawaljeet Singh Bhatia are also Directors in subsidiary company. As required under new clause 49 the Company has adopted a practice of placing the minutes and statements of all the significant transactions of unlisted subsidiary company in the meeting of Board of Directors of Simran Farms Limited. The Audit Committee of the Company regularly reviews the financials of the subsidiary Company M/s Puregene Biotech Limited.

**DISCLOSURES**

- A. There were no material transactions of the Company with its promoters, directors, and management on their relatives that may have conflict with the interest of the Company at large.
- B. The particulars of transactions between the Company and its related parties in accordance with the accounting standard 18 are set out in Annual report. These transactions are in the ordinary course of business and are not likely to have any conflict with the interest of the Company.
- C. The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, and in conformity, in all respects, with the generally accepted accounting principles and standards in India. The estimates/judgments made in preparation of these financial statements are consistent, reasonable and on prudent basis so as to reflect true and fair view of the state of affairs and results/operations of the Company
- D. The Company has well defined management policies to manage the risk inherent in the various aspects of business. The Board is regularly informed about the business risks and the steps taken to mitigate the same.
- E. There has been no non-compliance by the company or penalty or strictures imposed on the company by the stock exchange or SEBI or any statutory authority, on any matter related to capital markets during last three years.
- F. During the year under review Company has not issued any type of securities. No GDR/ADR issued by the Company.
- G. The company has established a mechanism for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
- H. As per clause 5All of the listing agreement there is no unclaimed shares in the company.

**SHAREHOLDER'S INFORMATION****Means of Communication**

Presently, the quarterly/half yearly financial result are not sent individually to the shareholders. However as required under the listing agreement , the same are published in the Hindustan Times (English) and Dabang Dunia (Hindi).

The Company's website [www.simranfarms.com](http://www.simranfarms.com) contains information on the Company and its performance. Presentations to analysts, as and when made, are immediately put on the website for the benefit of the shareholders and the public at large. The secretarial department's e-mail address is [simrangroup@sancharnet.in](mailto:simrangroup@sancharnet.in)

**General body meetings**

The last three Annual General Meetings of the Company were held as detailed below:



Meeting	Date	Time	Venue
26th	26th September 2013	10.00 a.m.	Kings Park Hotel, 1, Vishnupuri Main, A.B. Road, Bhanwarkua, Indore (M.P.)
25th	27th September 2012	10.00 a.m	Pishori Premises, 910, Khatiwala Tank, Tower Square, Indore.
24th	22nd September 2011	10.00 a.m	Pishori Premises, 910, Khatiwala Tank, Tower Square, Indore.

#### POSTAL BALLOT & SPECIAL RESOLUTION :

No resolutions were passed by postal ballot in last three years.

None of the Businesses proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

No Extra Ordinary General Meeting was held during the financial year.

Following special resolutions were passed in last three Annual General Meeting by way of show of hands:

- Increase in the remuneration of Shri Harender Singh Bhatia, Managing Director & Shri Kawaljeet Singh Bhatia, Whole Time Director and appointment of Mr. Gurmeet Singh Bhatia as Vice President of Company pursuant to the provisions of Section 314(1B) in the Annual General Meeting held on 22.09.2011.
- Re-appointment of Shri Harender Singh Bhatia, as Managing Director of the Company for the period of 3 years with effect from 1st October, 2013 to 30th September, 2016 in the Annual General Meeting held on 26.09.2013.
- Re-appointment of Shri Kawaljeet Singh Bhatia, as Executive Director of the Company for the period of 3 years with effect from 1st October, 2013 to 30th September, 2016 in the Annual General Meeting held on 26.09.2013.
- Appointment of Mr. Avneet Singh Bhatia as Vice President (Operation) with effect from 1st April, 2013, pursuant to the provisions of sections 314 (1B) read with Director's Relative (Office or Place of Profit) Rules, 2011 in the Annual General Meeting held on 26.09.2013.

#### General Shareholder Information

- **Address of Registered office of the Company:**  
1-B, Vikas Rekha Complex, Khatiwala Tank, Indore (M.P.)
- **Forthcoming Annual General Meeting:**  
Date & time of meeting: 25th September, 2014 - 10.00 a.m. (Thursday)  
Venue of the meeting: Kings Park Hotel, 1, Vishnupuri Main, A.B. Road, Bhanwarkua, Indore (M.P.)  
Last date for receipt of proxy forms: 23rd September, 2014

Financial Calendar:	1st April to 31st March
Annual General Meeting	25th September, 2014
<b>Results for the quarter ended</b>	
1st Quarter ending 30th June, 2014 (First quarter)	Before 14th Aug. 2014
2nd Quarter ending 30th Sept, 2014 (Second quarter)	Before 14th Nov. 2014
3rd Quarter ending 31st Dec, 2014 (Third quarter)	Before 14th Feb. 2015
4th Quarter ending 31st Mar, 2015 (Fourth quarter and Annual)	Before 30th May 2015



- **Book Closure:**  
The book closure period is from Saturday 20th September, 2014 to Thursday 25th September, 2014 (both days inclusive).
- **Dividend Payment:**  
No Dividend was recommended by the board of the Directors for financial year 31st March, 2014.
- **Transfer Unpaid/Unclaimed amount Dividend to Investor Education and Protection fund:**  
Those members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the company for payment thereof as the same will be transferred to Investor Education and Protection Fund (IEPF) established by the Central Government, pursuant to section 125 of the Companies Act, 2013, on the respective dates mentioned below. Intimation in this regard is being sent to the concerned shareholder periodically. Kindly note that after such dates the members will lose their right to claim such dividend.

Financial Year	Date of Declaration	Due date of transfer unpaid dividend to IEPF
2010-11	22.09.2011	21.10.2018
2011-12	27.09.2012	26.10.2019

- **Listing on Stock Exchange**  
The Company's equity shares are listed on "The Bombay Stock Exchange Ltd., Mumbai". The Company has paid listing fees for the Financial Year 2014-15.  
The stock code is as under:
- **Name of the Stock Exchange**                      **Stock Code**  
Bombay Stock Exchange, Mumbai                      519566  
The **ISIN Number** of Company on both NSDL and the CDSL is **INE354D01017**.
- **Registrar and Share Transfer Agent**  
Ankit Consultancy Pvt. Ltd.  
60, Electronics Complex, Pardeshipura,  
Indore - 452010 (M.P.)  
Ph. : 0731-3198601-601 Fax : 0731-4065798
- **Share Transfer System**  
All the transfer received are processed by the Registrar and Share Transfer Agent
- **Outstanding GDRs/ADRs/Warrants or any convertible instruments, Conversion date and likely impact on equity:- Not issued**
- **Administrative Office and Registered office of the Company** (For general assistance)  
1-B, Vikas Rekha Complex, Tower Square, Khatiwala Tank, Indore-452001 (M.P.)



• **SHARE HOLDING PATTERN AS AT 31ST MARCH 2014**  
**[SHAREHOLDING PATTERN]**

Category	No. of Share held	Percentage of Shareholding
<b>A Promoters Holding</b>		
1. Promoters:		
Indian Promoters	1406050	37.08
Foreign Promoters		
2. Persons acting in concert		
<b>Sub Total</b>	<b>1406050</b>	<b>37.08</b>
<b>B. Non-Promoters Holding</b>		
1. Institutional Investors	-	-
2. Mutual Funds and UTI	-	-
3. Banks, Financial Institutions, Insurance Companies [Central/State Govt. Institutions, Non- Government Institutions]	2100	0.06
4. FIs	-	-
<b>Sub-Total</b>	<b>2100</b>	<b>0.06</b>
5. Others	-	-
Private Corporate Bodies	168817	4.45
6. Individuals	-	-
Holding up to ₹ 1.00 lac	1635926	43.14
Holding excess ₹ 1.00 lac	455112	12.00
7. NRIs/OCBs	123543	3.26
8. Any other [Clearing member]	152	0.01
<b>Sub-Total</b>	<b>2383550</b>	<b>62.86</b>
<b>Grand Total</b>	<b>3791700</b>	<b>100.00</b>

• **Market Price Data:**

**April, 2013 to March, 2014 at BSE**

Month	Apr.13	May13	June13	July13	Aug.13	Sept.13	Oct.13	Nov.13	Dec.13	Jan.14	Feb.14	Mar.14
<b>High</b>	24.00	21.00	28.00	32.35	31.10	20.40	18.00	18.70	19.60	18.50	20.35	15.90
<b>Low</b>	17.00	16.55	19.05	22.10	21.00	15.00	15.50	14.75	15.65	16.25	14.05	12.75

• **Distribution of Shareholding by size as on 31st March 2014:**

Share or Debenture holding of Nominal Value of ₹	Share/Debenture holder		Share/Debenture Amount	
	Number	% of Total Number	In ₹	% of Total Amount
Upto-1000	4180	62.43	3932450	10.37
1001-2000	1219	18.20	2399330	6.33
2001-3000	403	6.02	1169760	3.09
3001-4000	155	2.31	602310	1.59
4001-5000	172	2.57	849430	2.24
5001-10000	260	3.88	2097650	5.53
10001-20000	148	2.21	2215410	5.84
20001-30000	47	0.70	1188530	3.13
30001-40000	22	0.33	803720	2.12
40001-50000	20	0.30	917480	2.42
50001-100000	36	0.54	2660310	7.02
100000 ABOVE	34	0.51	19080620	50.32
<b>Total</b>	<b>6696</b>	<b>100.00</b>	<b>37917000</b>	<b>100.00</b>

**Secretarial Audit for Reconciliation of Capital**

As stipulated by SEBI a qualified practicing Company Secretary carries out secretarial Audit to reconcile the total admitted capital with NSDL and CDSL and the total issued and listed capital. This audit is carried out in every quarter and the report thereon is submitted to the listed stock exchanges. The audit confirms that the total listed and paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL/CDSL) and total number of shares in physical form. As on 31st March 2014, 78.85% of shares were held in dematerialized form and rest 21.15% in physical form.

**Code of Conduct**

The Company has laid down a code of conduct for all Board members and senior management of the Company. All the Board members and management personnel have affirmed compliance with the Code of Conduct. The Code of conduct is posted on the website of the Company i.e www.simranfarms.com.

**Code for Prevention of Insider Trading Practices**

In Compliance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1997, as amended till date on prohibition of insider trading, the Company has a comprehensive code of conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedures to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences on non-compliance thereof.

**CEO/CFO Certification**

The CEO/CFO certification of the financial statements and the cash flow statement for the year is obtained and was placed before the Board.

**Auditors Certificate on Corporate Governance**

The Company has obtained the certificate from the Auditors of the Company regarding compliance with the provisions relating to corporate governance laid down in clause 49 of the Listing Agreement with the stock exchanges. This report is annexed to the Director's Report for the year 2013-2014. This certificate will be sent to the stock exchanges, along with the annual report to be filed by the Company.



**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT  
PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a code of conduct for the Board of Directors and Senior Management of the Company. The same is available on website of the Company as [www.simranfarms.com](http://www.simranfarms.com).

As Managing Director of the Simran Farms Limited and as required by clause 49 (1) (D) (ii) of the Listing Agreement of the Stock Exchange in India, I hereby declare that all the Board Members and senior Management personnel of the Company have affirmed compliance with the code of Conduct for financial year 2013-2014.

**Sd/-**

**Harender Singh Bhatia**

Managing Director

DIN 00509426

Place : Indore

Date : 14.08.2014





### CEO CERTIFICATION

I hereby certify to the Board of Directors of **SIMRAN FARMS LIMITED** that:

- a. I have reviewed financial statements and the cash flow statement for the year ended on 31/03/2014 and that to the best of my knowledge and belief.
  - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
  - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and I have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the auditors:
  - i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Place : Indore

Date : 14.08.2014

For **SIMRAN FARMS LIMITED**

Sd/-

**Harender Singh Bhatia**

Managing Director

DIN 00509426

### AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

We have examined to the compliance of conditions of Corporate Governance by Simran Farms Limited, for the year ended 31st March, 2014, as stipulated in the clause 49 of the Listing agreement entered into by the company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing agreement.

We state that in respect of investor grievances received during the year ended 31st March, 2014, the Registrars of the Company have certified that as at 31st March, 2014, there were no investor grievances remaining unattended/pending for more than 30 days.

We further state that such compliance is neither an assurance as to the future viability of the Company nor to the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Khandelwal Kakani & Company**

Chartered Accountants

Sd/-

**SANTOSH DESHMUKH**

(Partner)

Membership No. 071011

Place : Indore

Date : 14.08.2014



## AUDITOR'S REPORT

To,  
**THE MEMBERS OF**  
**SIMRAN FARMS LTD.,**  
 INDORE (M.P.)

### Report on the Financial Statements

We have audited the accompanying financial statements of SIMRAN FARMS LIMITED, INDORE (M.P.) which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs) and in accordance with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. But not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Profit and Loss Account, of the Profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the accounting standards referred to in sub-section (3C) of section 211 of the Act;
  - On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

Place : Indore  
 Date : 29.05.2014

**For KHANDELWAL KAKANI & Co.**  
 Chartered Accountants  
 FRN: 001311C  
**SANTOSH DESHMUKH**  
 PARTNER  
 M.No. 071011



**ANNEXURE REFERRED TO IN PARAGRAPH 'B' OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF SIMRAN FARMS LIMITED ON THE ACCOUNTS AS AT AND FOR THE YEAR ENDED MARCH 31, 2014**

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.  
 (b) The Management has physically verified the fixed assets at reasonable intervals during the year and on the basis of the explanations given to us, no discrepancies were noticed on such verification.  
 (c) No substantial dispositions of fixed assets have taken place during the year which affects the going concern of company.
2. (a) In our opinion, physical verification of inventories has been conducted at reasonable interval by the management of the company.  
 (b) In our opinion, the procedure of physical verification of stocks followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.  
 (c) In our opinion, the Company is maintaining proper records of inventories and the discrepancies noticed on verification between the physical stock and book and book records were not significant and the same have been properly dealt with in the books of accounts.
3. (a) The Company has not granted any loan to any company, firms or other party covered under section 301 of the Companies Act, 1956. Accordingly, to the clauses (iii)(b), (iii)(c) and (iii)(d) of the paragraph 4 of the order are not applicable.  
 The Company has not taken any loan, secured or unsecured from Companies, firms or other parties covered in register maintained under section 301 of the Companies Act, 1956. Accordingly, the clauses (iii)(f) and (iii)(g) of the paragraph 4 of the order are not applicable.  
 (b) Since no loan is outstanding hence the question regarding terms & condition and rate of interest and other terms and conditions not applicable.  
 (c) There was no overdue amount more than one lacs as there is no stipulation regarding repayment of Loan Amount.
4. In our opinion and according to the information and explanations given to us, and on such checks carried out during the course of Audit, there are adequate internal control procedures commensurate with the size of the Company and nature of its business, for the purchase of stores, raw material, including components, plant and machinery, equipments, other assets, and for the sale of goods. During the course of our audit, no major weakness has been observed in the internal controls.
5. (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.  
 (b) In our opinion and according to the information and explanations given to us, these transactions with parties with whom transactions exceeding the value of Rupees Five Lacs have been entered into during the financial year are at prices, which are reasonable, having regard to the prevailing market prices at the relevant time.
6. The Company has not accepted any deposits from public and hence this clause is not applicable.
7. In our opinion, the Company has an internal audit system commensurate with size and nature of the business.
8. The cost accounting records Pursuant to Companies(cost accounting records) Rules, 2011 prescribed by the Central government under section 209(1)(d) of the companies act ,1956 are maintained by the Company. However we have not made a detailed examination of the records with a view to determine its accuracy. Based on our view we are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
9. (a) According to the information and explanations given to us and the books and records examined by us, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Sales Tax and other statutory dues applicable to it with the appropriate authorities.  
 (b) According to the information and explanations given to us and as per records of the Company, the dues of Sales Tax, Income Tax, Wealth Tax, Service Tax, Excise Duty, Cess which have not been deposited on account of dispute are as follows:



Name of the Statute	Nature of dues	Amount (In Lacs)	Forum where dispute is pending
Income Tax Act, 1961	Income Tax Demand	12.21	Madhya Pradesh High Court
Income Tax Act, 1961	Income Tax Demand (A.Y. 2010-2011)	11.50	Commissioner of Income Tax (Appeals)

10. The Company has been registered for more than 5 years and has no accumulated losses at the end of the year, which is 50% of its net worth. The Company has incurred cash losses in the Previous year but not in the current year.
11. The Company has Only C.C loan facility from Punjab national bank but has no term loan from Bank /financial institution except vehicle loan & there is no default in repayment of loan.
12. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion and according to the information and explanations given to us, the nature of activities of the Company does not attract any special statute applicable to chit fund and nidhi/ mutual benefit fund/ societies.
14. The Company is neither dealing nor trading in shares, securities, debentures and other investments. Hence clause is not applicable.
15. The Company has not given any guarantee for loan taken by others from Banks and Financial Institutions.
16. Based on information and explanations given to us by the management, term loans taken in earlier years were applied for the purpose for which the loans were obtained. No new term loan was obtained during the year.
17. On the basis of an overall examination of the Balance Sheet of the company, in our opinion and according to the information and explanations given to us, there are no funds raised on short-term basis, which have been used for long-term investment.
18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
19. The Company has not issued any kind of debentures.
20. The Company has not raised any money through a public issue during the year.
21. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year.

Place : Indore  
Date : 29.05.2014

**For KHANDELWAL KAKANI & Co.**  
Chartered Accountants  
FRN: 001311C

**SANTOSH DESHMUKH**  
PARTNER  
M.No. 071011

**BALANCE SHEET AS AT 31st MARCH, 2014**

( ₹ in Lakhs )

Particulars	Note	31st March, 2014	31st March, 2013
<b>A EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' funds</b>			
(a) Share capital	1	379.17	379.17
(b) Reserves and surplus	2	1147.64	1085.10
		<u>1526.81</u>	<u>1464.27</u>
<b>2. Non-current Liabilities</b>			
(a) Long term borrowings	3	169.15	68.21
(b) Deferred tax liabilities (net)	4	110.88	104.88
(c) Long-term provisions	5	73.43	69.88
		<u>353.45</u>	<u>242.97</u>
<b>3. Current Liabilities</b>			
(a) Short term borrowing	6	490.55	0.00
(b) Trade payables	7	5607.33	4551.42
(c) Other current liabilities	8	651.01	511.55
(d) Short-term provisions	9	171.56	122.29
		<u>6920.45</u>	<u>5185.26</u>
		<b>8800.70</b>	<b>6892.49</b>
<b>B ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	10	1395.00	1120.04
(ii) Capital work in progress		22.57	0.00
(b) Non current investments	11	131.54	131.54
(c) Long term loans and advances	12	62.34	61.23
		<u>1611.45</u>	<u>1312.81</u>
<b>2. Current assets</b>			
(a) Inventories	13	5561.95	4417.05
(b) Trade receivables	14	1236.39	732.17
(c) Cash and bank balances	15	150.99	261.36
(d) Short-term loans and advances	16	239.92	169.09
		<u>7189.25</u>	<u>5579.68</u>
		<b>8800.70</b>	<b>6892.49</b>

See accompanying notes forming part of the Accounts

In terms of our report attached.

**FOR KHANDELWAL KAKANI & CO.**

Chartered Accountants

FRN: 001311C

Sd/-

**SANTOSH DESHMUKH**

PARTNER

M.No. 071011

Sd/-

**H.S. BHATIA**

MANAGING DIRECTOR

DIN 00509426

Sd/-

**G.S. BHATIA**

DIRECTOR

DIN 00401929

Place : Indore

Date : 29th May 2014

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH, 2014**

( ₹ in Lakhs except EPS )

Particulars	Note	31st March, 2014	31st March, 2013
Revenue from operation Sales (Net)		35970.78	28209.09
Other income	17	1.33	56.60
<b>Total revenue</b>		<b>35972.11</b>	<b>28265.69</b>
<b>Expenses</b>			
(a) Cost of material consumed	18	29624.62	24475.56
(b) Farm expenses	19	3145.25	2215.37
(c) Hatcheri expenses	20	305.74	70.20
(d) Administrative expenses	21	474.68	353.91
(e) Selling & distribution expenses	22	1279.38	712.06
(f) Employee benefits expenses	23	802.55	578.97
(g) Finance cost	24	123.39	56.15
(h) Depreciation	10	131.81	95.96
<b>Total expenses</b>		<b>35887.44</b>	<b>28558.20</b>
<b>Profit / (Loss) before exceptional and extraordinary items</b>		<b>84.67</b>	<b>(292.51)</b>
<b>Profit / (Loss) before extraordinary items</b>		<b>84.67</b>	<b>(292.51)</b>
Extraordinary items		0.00	0.00
<b>Profit / (Loss) before tax</b>		<b>84.67</b>	<b>(292.51)</b>
<b>Tax expense:</b>			
(a) Current tax expense		16.13	0.00
(b) Deferred tax	4	6.00	2.43
<b>Profit / (Loss) for the year</b>		<b>62.54</b>	<b>(294.94)</b>
<b>Earnings per share (of ₹ 10/- each)</b>			
Basic and diluted		1.65	(7.78)
<b>Earnings per share (excluding extraordinary items)</b>			
<b>(of ₹ 10/- each)</b>			
Basic and diluted		1.65	(7.78)

See accompanying notes forming part of the accounts

In terms of our report attached.

**FOR KHANDELWAL KAKANI & CO.**Chartered Accountants  
FRN: 001311C**Sd/-**  
**SANTOSH DESHMUKH**  
PARTNER  
M.No. 071011**Sd/-**  
**H.S. BHATIA**  
MANAGING DIRECTOR  
DIN 00509426**Sd/-**  
**G.S. BHATIA**  
DIRECTOR  
DIN 00401929Place : Indore  
Date : 29th May 2014

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014**

(₹ in Lakhs)

Particulars	As at 31.03.2014	As at 31.03.2013
<b>A. CASH FLOW FROM OPERATING SYSTEM :</b>		
<b>NET PROFIT BEFORE TAX &amp; EXTRA ORDINARY ITEM</b>	84.67	(292.51)
<b>Add :</b> Depreciation	131.81	95.96
Provision for employee benefits	3.56	5.93
Interest Paid	103.07	33.57
loss on sale of assets	1.56	0.00
	<b>324.67</b>	<b>(157.05)</b>
<b>Less :</b> Excess Provision written back	14.13	0.89
Income Tax paid during the year	<b>14.13</b>	<b>0.89</b>
<b>Operating Profit before working capital change</b>	<b>a 310.54</b>	<b>(157.94)</b>
<b>Add :</b>		
Short term borrowing	490.55	0.00
Trade receivable	0.00	19.60
Short Term Provisions	33.14	0.00
Trade Payable	1055.91	1818.48
Other Current Liabilities	139.46	302.83
	<b>b 1719.06</b>	<b>2140.91</b>
<b>Less :</b> Inventories	1144.90	1553.11
Short Term Loans & Advance	56.70	34.48
Short Term Provisions	0.00	20.04
Other Current Liabilities	0.00	0.00
Trade receivable	504.22	0.00
	<b>c 1705.82</b>	<b>1607.63</b>
<b>Net Cash inflow from operating activities</b>	<b>(a+b-c) 323.78</b>	<b>375.34</b>
<b>Less : Extra Ordinary Item</b>	0.00	0.00
<b>Net Cash inflow from operating activities</b>	<b>A 323.78</b>	<b>375.34</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
<b>Add:</b> Sale of Fixed Assets	3.00	0.03
Inflow form Long term Loans & Advances	0.00	0.00
<b>Less :</b> Purchase of Assets	411.33	164.90
Capital Work in Progress	22.57	0.00
Outflow form Long term Loans & Advances	1.11	0.28
<b>Net Cash inflow from Investing Activities</b>	<b>B (432.01)</b>	<b>(165.18)</b>
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
<b>Add : Proceed From :</b>		
Vehicle Loan	100.94	51.70
	<b>a 100.94</b>	<b>51.70</b>
<b>Less :</b> Interest Paid	103.07	33.57
Proposed Dividend	0.00	30.33
Dividend Tax	0.00	4.93
Vehicle Loan	0.00	0.00
	<b>b 103.07</b>	<b>68.83</b>
<b>NET CASH GENERATED FROM FINANCIAL ACTIVITIES</b>	<b>C (a-b ) (2.13)</b>	<b>(17.13)</b>
<b>Add : NET INCREASE IN CASH &amp; CASH EQUIVALENTS</b>	<b>(A+B+C) (110.36)</b>	<b>193.03</b>
Cash & Cash equivalents (opening )	261.36	68.33
<b>CASH &amp; CASH EQUIVALENTS (CLOSING)</b>	<b>150.99</b>	<b>261.36</b>



## AUDITOR'S CERTIFICATE

We have examined the attached Cash Flow Statement of Simran farms Limited for the period ended 31st March, 2014. The statement has been prepared from the audited accounts of the Company in accordance with requirements of Listing Agreement Clause 32 with Stock Exchanges and is based on and in agreement with corresponding Profit and Loss Account and Balance Sheet of the company.

**FOR KHANDELWAL KAKANI & CO.**

Chartered Accountants  
FRN : 001311C

**Sd/-**

**SANTOSH DESHMUKH**  
PARTNER  
M.No. 071011

For and on behalf of Board

**Sd/-**

**H.S. BHATIA**  
CHAIRMAN - MANAGING DIRECTOR  
DIN : 00509426

Place : Indore

Date : 29th May, 2014





## NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2014

( ₹ in Lakhs )

Particulars	As at			
	31st March, 2014	31st March, 2013		
<b>1. Share Capital</b>				
(a) Authorised 60,00,000 Equity shares of ₹ 10/- each	600.00	600.00		
(b) Issued Subscribe and Paid Up 37,91,700 Equity Shares of ₹ 10/- each	379.17	379.17		
The details of shareholders holding more than 5 % shares :-				
Name of Shareholder	31st March, 2014		31st March, 2013	
	No. of Shares	% Held	No. of Shares	% Held
Harender Singh Bhatia (HUF)	251700	6.64%	251700	6.64%
Amarjeet Singh Bhatia (HUF)	195800	5.16%	195800	5.16%
<b>2. Reserve and Surplus</b>				
<b>a. General Reserves</b>				
As per Last Balance Sheet	217.18		217.18	
<b>b. Securities Premium Account</b>				
As per Last Balance Sheet	169.59		169.59	
<b>c. Utilised Investment Allo. Reserve</b>				
As per Last Balance Sheet	0.54		0.54	
<b>d. Surplus</b>				
As per Last Balance Sheet	697.79		992.72	
(+) Net Profit /(Net Loss) For the current year	62.54		(294.94)	
Closing Balance	760.33		697.79	
<b>Total</b>	<b>1147.64</b>		<b>1085.10</b>	
<b>3. Long term borrowings</b>				
<b>Secured</b>				
from banks				
Vehicle Loans				
(First Charge on Trucks and Cars)	169.15		68.21	
	169.15		68.21	
<b>4 Deferred tax liabilities</b>				
(a) Deferred tax liabilities on account of:				
Opening Deferred tax liabilities	104.88		102.45	
(i) Depreciation	7.10		4.35	
(ii) Profit on sale of Car	0.00		0.00	
(b) Deferred tax Asset on account of:				
(i) Others {Disallowance u/s 43B & 40(a)}	(1.10)		(1.92)	
	110.88		104.88	

Note: During the year there is a creation of Deferred Tax Liability amounting to ₹ 6.00 lacs which has been recorded in the Profit & Loss A/c.

**NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2014**

( ₹ in Lakhs )

Particulars	As at	
	31st March, 2014	31st March, 2013
<b>5. Long term provisions</b>		
(a) Provision for employee benefits		
Gratuity (funded)	32.49	31.20
Leave Encashment (unfunded)	28.73	26.47
(b) Others		
Income tax payable	12.21	12.21
	<u>73.43</u>	<u>69.87</u>
<b>Note:</b> The disputed outstanding Income Tax Demand pertaining to Assessment Year 1994-1995 to 1997-1998 of ₹ 12.21 Lacs in respect of disallowances of claims u/s 80 I & 80HHA has been confirmed against the company by the Income Tax Appellate Tribunal and accordingly the liability in respect of these years has been paid/provided in full in earlier years. The Company is litigating the matter before the Hon'ble High Court of M.P.		
<b>6. Short term borrowing</b>		
Punjab National Bank (cash credit)	490.55	0.00
	<u>490.55</u>	<u>0.00</u>
<b>Note:</b> The cash credit facility has been secured by hypothecation of book debts, stock, & First charge over fixed Assets of the company and personal guarantee of Directors.		
<b>7. Trade Payables</b>	5607.33	4551.42
All Balances of Sundry Creditors are subject to confirmation.	<u>5607.33</u>	<u>4551.42</u>
<b>8. Other current liabilities</b>		
Punjab & Sindh Bank	44.94	436.56
ICICI Bank Ltd.	503.97	0.00
Advances from Customers	15.96	19.45
Unclaimed Dividends*	11.24	0.00
Rearing Charges Receivable	74.90	55.54
	<u>651.01</u>	<u>511.55</u>
*There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as at 31st March 2014		
<b>9. Short term provisions</b>		
(a) Provision for employee benefits		
Salary payable	36.41	31.69
Bonus payable	16.29	13.04
Contribution to PF (Employees)	3.36	2.37
(b) Provisions Others		
Service Tax Payable	0.00	0.25
Professional Tax (Staff)	1.12	0.12
Income Tax Payable (Mat)	16.13	0.00
TDS Payable	13.44	9.63
(c) Others Payable	84.80	65.19
	<u>171.56</u>	<u>122.29</u>
<b>9A Contingent Liabilities and Commitments</b>		
<b>(To the extent not provided)</b>		
Claims against company not acknowledged as debt		
Income tax matters in dispute	11.50	11.50
Non agriculture cases in dispute	0.00	0.00
Other demands in dispute	0.00	0.00
	<u>11.50</u>	<u>11.50</u>

## NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2014

Note-10

(₹ in Lakhs)

Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
	Balance as at April 1, 2013	Additions During the Year	Sales/ Deduction	Balance as at 31st March 2014	Balance as at 1st April 2013	Depreciation for the Year	Deduction during the year	Balance as at 31st March 2014	Balance as at 1st April 2013	Balance as at 31st March 2014
<b>Tangible Assets</b>										
Land	28.76	14.76		43.51	0	0.00		0.00	28.76	43.51
Buildings ( Factory)	559.01	0.00		559.01	212.71	18.67		231.38	346.30	327.63
Buildings ( Office & Staff)	62.66	0.00		62.66	9.05	1.60		10.65	53.61	52.01
Poultry Equipment	713.79	27.81		741.61	314.84	34.62		349.46	398.95	392.15
Hatcheri Equipment	0.00	26.92		26.92	0.00	1.24		1.24	0.00	25.67
Feed Mill Equipment	0.00	45.78		45.78	0.00	0.53		0.53	0.00	45.25
Cycle	0.10	0.00		0.10	0.04	0.01		0.05	0.06	0.05
Computer Equipment	48.05	13.00		61.05	42.93	8.74		51.68	5.12	9.37
Office equipment	47.63	16.57		64.20	26.46	9.70		36.16	21.16	28.04
Furniture and Fixtures	57.76	10.65		68.41	35.44	4.03		39.47	22.32	28.94
Motor Car	112.31	91.43	5.94	197.80	27.28	16.62	1.38	42.52	85.02	155.27
Eicher Trucks	107.33	159.71		267.04	23.44	28.59		52.04	83.89	215.00
Electrical Installation	81.85	2.04		83.89	41.99	5.87		47.87	39.85	36.02
Tubewell & Land Development	37.14	0.00		37.14	5.66	0.61		6.26	31.48	30.88
Vehicles	9.12	2.67		11.79	5.61	0.98		6.59	3.51	5.20
<b>Total</b>	<b>1865.50</b>	<b>411.33</b>	<b>5.94</b>	<b>2270.89</b>	<b>745.46</b>	<b>131.81</b>	<b>1.38</b>	<b>875.89</b>	<b>1120.04</b>	<b>1395.00</b>
<b>Previous Year</b>	<b>1700.59</b>	<b>164.90</b>	<b>0.00</b>	<b>1865.49</b>	<b>649.49</b>	<b>95.96</b>	<b>0.00</b>	<b>745.46</b>	<b>1051.10</b>	<b>1120.04</b>





## NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2014

( ₹ in Lakhs )

Particulars	As at	
	31st March, 2014	31st March, 2013
<b>11. Non Current investment (Unquoted)</b>		
Simran Hatcheries Private Limited	11.89	11.89
Puregene Biotech Limited (subsidiaries)	119.65	119.65
	<u>131.54</u>	<u>131.54</u>
<b>12. Long term loans and advances</b>		
(Unsecured Considered goods)		
Security deposits	44.60	44.60
MPSEB Deposit	13.58	12.71
Others Deposits	4.16	3.91
	<u>62.34</u>	<u>61.23</u>
<b>13. Inventories</b>		
<b>(a) Raw materials</b>		
a) Parent Birds	715.39	678.21
b) Feed & Medicines	2304.08	1963.24
c) Commercial Chicks	2292.95	1490.08
d) Hatching Eggs	249.52	285.53
	<u>5561.95</u>	<u>4417.05</u>
<b>14. Trade receivables</b>		
(Unsecured considered goods)		
Over six months	273.37	65.76
Others	963.02	666.41
	<u>1236.39</u>	<u>732.17</u>
<b>All Balances of Sundry Debtors are subject to confirmation.</b>		
<b>15. Cash and bank balances</b>		
<b>(a) Cash on hand</b>	130.20	152.43
<b>(b) Balances with banks</b>		
(i) In current accounts		
Bank of Baroda, Chickli	6.76	4.86
ICICI Bank, Indore	2.28	103.45
Punjab National Bank	0.40	0.00
(ii) Unclaimed dividends*		
ICICI bank (2010-2011)	5.59	0.00
Axis bank (2011-2012)	5.65	0.00
(iii) In fixed deposits		
Fixed deposit with BOB Chickli	0.00	0.52
Fixed deposit with PSB	0.10	0.10
	<u>150.99</u>	<u>261.36</u>

\*Represents Special bank balances on account of unclaimed dividend.



# NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2014

( ₹ in Lakhs )

Particulars	As at	
	31st March, 2014	31st March, 2013
<b>16. Short term loan and advances</b> (Unsecured Considered goods)		
Advances to employees	1.49	3.60
Advance income tax	14.00	0.00
Prepaid expenses	7.34	4.52
Advances recoverable in cash or in kind or for value to be received	217.09	160.97
	<u>239.92</u>	<u>169.09</u>
<b>17. Other Income</b>		
Rearing charges (Income)	0.00	55.51
Interest received MPSEB	1.33	1.09
	<u>1.33</u>	<u>56.60</u>
<b>18. Cost of material consumed</b>		
Opening Stock	4417.05	2863.94
<b>Add:- Purchases</b>		
Feed & Medicines	27744.95	21459.56
Store, Spares & Consumable	402.09	266.64
Parent Birds	288.48	236.46
Packing Material	78.62	46.24
Carriage Inward	520.98	343.43
Godown rent	23.94	10.00
Chicks	945.23	3072.66
Hatching Eggs	765.22	560.08
Cull Bird	0.00	33.59
	<u>35186.57</u>	<u>28892.61</u>
<b>Less:- Closing Stock</b>	<u>5561.95</u>	<u>4417.05</u>
Cost of material consumed	<u>29624.62</u>	<u>24475.56</u>
<b>19. Farm expenses</b>		
Expenses at Farm	127.14	113.23
Power & Energy	195.46	126.99
Fuel Consumption	66.61	50.34
Light & Water Charges	37.05	34.36
Farm Rent	92.00	97.93
Lease Rent	63.35	78.04
Rearing Charges Expenses	2563.63	1714.49
	<u>3145.25</u>	<u>2215.37</u>



# NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2014

( ₹ in Lakhs )

Particulars	As at	
	31st March, 2014	31st March, 2013
<b>20. Hatcheri expenses</b>		
Hatcheri Expenses	24.43	10.12
Hatching expenses	110.32	46.28
Hatcheries Rent	171.00	13.80
	<u>305.74</u>	<u>70.20</u>
<b>21. Administrative expenses</b>		
General Office Expenses	180.54	139.06
Traveling & Conveyance	268.33	199.36
Certification & consultancy fees to auditors	1.01	0.76
Audit Fees	3.37	2.81
Legal & Professional Expenses	18.28	9.22
Penalty & Fines	0.02	0.15
Entry Tax after Assessment	0.48	0.68
Service Tax Exp.	2.41	0.00
Software Development Charges	0.24	1.88
	<u>474.68</u>	<u>353.91</u>
<b>22. Selling and distribution Exp.</b>		
Forwarding Expenses	1221.13	675.66
Advertisement & Publicity	1.73	0.92
Vehicle Repair & Maintenance	33.57	25.68
Sales Promotion Expenses	13.37	9.80
Technical Seminar & Conference	8.03	0.00
Loss on sale of assets	1.56	0.00
	<u>1279.38</u>	<u>712.06</u>
<b>23. Employee benefits expense</b>		
Salary wages & Bonus	577.35	399.32
Remuneration to directors	54.00	54.00
Remuneration to vice president	24.00	24.00
Contribution to Provident Fund	44.27	30.56
Performance incentive	15.90	8.35
Staff welfare	3.17	4.28
Gratuity	16.27	13.50
Leave Encashment	2.26	0.12
Stipend	64.52	43.69
House rent allowance	0.81	1.16
	<u>802.55</u>	<u>578.97</u>
<b>24. Finance cost</b>		
Bank Charges & Commission	18.89	17.68
Interest	103.07	33.57
Interest on late payment	0.93	4.90
Interest on CC Loan	0.49	0.00
	<u>123.39</u>	<u>56.15</u>



## NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2014

### 25. Earning Per Share

Basic & Diluted earning per equity share have been worked out in accordance with AS-20 "Earnings Per Share". Basic and diluted earnings per equity share has been calculated by dividing Net profit of ₹ 62.54 lacs by 3791700 equity shares (Face Value of ₹10/- each).

### 26. Related parties disclosures :

#### 1. Relationship

##### (a) Subsidiary Companies

Puregene Biotech Ltd.  
w.e.f. from 13/7/2002  
[formerly Simran Breeders (P) Ltd.]

##### (b) Key Management Personnel:

Mr. Harendar Singh Bhatia  
(Managing Director)  
Mr. Gurdeep Singh Bhatia  
(Director)  
Mr. Kanwaljeet Singh Bhatia  
(Whole Time Director)  
Mr. Gurmeet Singh Bhatia  
(Vice President)  
Mr. Avneet Singh Bhatia  
(Vice President - Operation)

##### (c) Relatives of key management personnel and their enterprises where transaction have taken place:

Mrs. Amarjeet Kaur Bhatia  
Mr. Amarjeet Singh Bhatia (HUF)  
Mr. Kawaljeet Singh Bhatia (HUF)  
Simran Feed (P) Ltd.  
Simran Poultry  
Singh Poultry  
Simran Hatcheries  
Simran Hatcheries (P) Ltd.  
Early Bird Hatcheries  
Simfa Labs Pvt.Ltd.  
Simran Foods Pvt. Ltd  
Singh Hatcheries  
Mrs. Simrath Kaur Bhatia  
Mrs. Kawaljeet Kaur Bhatia

**Note: Related party relationship is as identified by the Company and relied upon by the Auditors.**

### 2a Transactions carried out with related parties referred in 1 above, in ordinary course of business:

Nature of Transaction	Referred in 1 (a) above	Referred in 1 (b) above	(₹ in lacs)
			Referred in 1 (c) above
Purchase			1115.75
Sales			486.88
Director Remuneration		54.00	
Vice President Remuneration		30.00	
Rearing Charges	45.00		
Sales Manager's Salary			
Office Rent			10.80
Tractor Rent			0.96
Rent:-			
Plant & Machinery			0.00
Land & Building	9.00		186.00
Auto Hire Expenses			0.72
Feed Processing Charges			253.02
Hatching Charges			101.99
Interest on Loan			28.16
Purchase of Assets			81.59
Payable	22.86	0.91	566.02
Receivable		2.17	123.57


**2b DISCLOSURE IN RESPECT OF TRANSACTIONS WHICH ARE MORE THAN 10% OF THE TOTAL TRANSACTIONS**

S.No.	Transactions	2013-2014	2012-2013
	<b>Purchase of Raw Material/Finished goods</b>		
1	Simran Hatcheries (P) Ltd.	0.00	788.81
2	Simran Hatcheries	0.00	1856.31
3	Singh Hatcheries	0.00	0.00
4	Simfa Labs Pvt. Ltd.	1002.99	1165.52
5	Others	112.76	431.83
	<b>Total</b>	<b>1115.75</b>	<b>4242.47</b>
	<b>Sales of Material/ Finished Goods</b>		
1	Simran Hatcheries (P) Ltd.	0.00	623.55
2	Simran Hatcheries	0.00	1265.39
3	Simran Food (P) Ltd.	211.64	259.58
4	Singh Hatcheries	0.00	323.98
5	Simran Feeds Pvt Ltd	275.24	0.95
	<b>Total</b>	<b>486.88</b>	<b>2473.45</b>
	<b>Rearing Charges</b>		
1	Puregene Biotech Ltd.	45.00	45.00
	<b>Total</b>	<b>45.00</b>	<b>45.00</b>
	<b>Sales Manager's Salary</b>		
1	Avneet Singh Bhatia	0.00	4.20
	<b>Total</b>	<b>0.00</b>	<b>4.20</b>
	<b>Rent Paid:-</b>		
a)	Office Rent:-		
1	Mrs. Amarjeet Kaur Bhatia	3.60	3.60
2	Mrs. Simrath Kaur Bhatia	3.60	3.60
3	Mrs. Kawaljeet Kaur Bhatia	3.60	3.60
	<b>Total</b>	<b>10.80</b>	<b>10.80</b>
b)	<b>Tractor Rent:-</b>		
1	Amarjeet Singh Bhatia (HUF)	0.96	0.96
	<b>Total</b>	<b>0.96</b>	<b>0.96</b>
	<b>Rent:-</b>		
a)	Plant & Machinery		
1	Early Bird Hatcheries	0.00	4.20
	<b>Total</b>	<b>0.00</b>	<b>4.20</b>
b)	<b>Land &amp; Building</b>		
1	Simran Poultry	5.40	5.40
2	Singh Poultry	36.00	36.00
3	Early Bird Hatcheries	49.80	9.00
4	Puregene Biotech Ltd.	9.00	9.00
5	Simran Hatcheries	46.80	0.00
6	Singh Hatcheries	48.00	0.00
	<b>Total</b>	<b>195.00</b>	<b>59.40</b>
	<b>Telephone Charges (Income)</b>		
1	Simran Hatcheries (P) Ltd.	0.00	3.47
2	Simran Hatcheries	0.00	3.47
3	Singh Hatcheries	0.00	3.47
	<b>Total</b>	<b>0.00</b>	<b>10.41</b>





S.No.	Transactions	2013-2014	2012-2013
<b>Auto Hire Expenses</b>			
1	Kawaljeet Singh Bhatia (HUF)	0.72	0.72
	<b>Total</b>	<b>0.72</b>	<b>0.72</b>
<b>Feed Processing Charges</b>			
1	Simran Feed (P) Ltd.	253.02	44.78
	<b>Total</b>	<b>253.02</b>	<b>44.78</b>
<b>Hatching Charges</b>			
1	Simran Hatcheries	0.00	5.73
2	Singh Hatcheries	0.00	19.38
3	Simran Hatcheries Pvt. Ltd.	101.99	21.17
	<b>Total</b>	<b>101.99</b>	<b>46.28</b>
<b>Interest on Fund raised</b>			
1	Singh Hatcheries	7.98	0.00
2	Simran Hatcheries	20.18	0.00
	<b>Total</b>	<b>28.16</b>	<b>0.00</b>
<b>Purchase of Assets</b>			
1	Singh Hatcheries	24.94	0.00
2	Simran Hatcheries	56.65	0.00
	<b>Total</b>	<b>81.59</b>	<b>0.00</b>

**3a DETAILS REGARDING PAYMENTS MADE TO KEY MANAGERIAL PERSONNEL**

S.No.	Transactions	2013-2014	2012-2013
1	Remuneration		
	<b>Salary</b>	84.00	78.00
	Contribution to provident and other funds	0.00	0.00
	Perquisites	0.00	0.00
2	Commission	0.00	0.00
3	Sitting fees	0.00	0.00
4	Rent paid (expense)	0.00	0.00

**3b. BREAKUP OF PAYMENTS MADE TO KEY MANAGERIAL PERSONNEL**

S.No.	Transactions	2013-2014	2012-2013
1	Remuneration		
	Mr. Harender Singh Bhatia	30.00	30.00
	Mr. Kawaljeet Singh Bhatia	24.00	24.00
	Mr. Gurmeet Singh Bhatia	24.00	24.00
	Mr. Avneet Singh Bhatia	6.00	0.00
	<b>Total</b>	<b>84.00</b>	<b>78.00</b>

<b>27. Payment to Auditors</b>	<b>2013-14</b>	<b>2012-13</b>
(i) As Auditors	3.37	2.81
(ii) As per Certification	1.01	0.76

**28. Employee Benefits**

The Company has obtained the LIC policy for Gratuity liability and position of liability worked out by LIC for calculation of premium to be paid and position of funded asset is as under:

**1. Expenses recognised in Income Statement** (₹ in Lakhs)

Particulars	2013-14	2012-13
Current Service Cost.	8.58	6.05
Interest on Obligation	3.30	2.39
Actuarial Losses / (Gains)	3.46	2.94
Past service cost	0.00	0.00
Losses (gains) on curtailments and settlement	0.00	0.00
Expense recognized in P & L	15.33	11.38

**2. Amount to be recognized in Balance Sheet**

Particulars	2013-14	2012-13
Present value of funded obligation	56.56	41.23
Fair value of plan assets	36.56	19.59
Present value of unfunded obligations	20.00	21.64
Unrecognized past service cost	0.00	0.00
Net Liability	20.00	21.64
Amount in the Balance Sheet Liability	20.00	21.64
Amount in the Balance Sheet Assets	0.00	0.00
Net Liability	20.00	21.64

**3. Table showing change in benefit obligation**

Particulars	2013-14	2012-13
Opening Defined Benefit obligation	41.23	29.85
Service cost for the year	8.58	6.05
Interest cost for the year	3.30	2.39
Actuarial Losses / (Gains)	3.46	2.94
Benefits paid	0.00	0.00
Closing defined benefit obligation at the end of the year	56.56	41.23

**4. Table showing fair value of plan assets**

Particulars	2013-14	2012-13
Fair value of plan assets at beginning of year	19.59	10.92
Actual return on plan assets	8.22	0.98
Contributions	8.75	7.69
Benefits Paid	0.00	0.00
Fair value of plan assets at the end of year	36.56	19.59

**Actuarial Assumption**

Valuation Method	Projected unit Credit Method
Discount Rate	8%
Annual increase in salary costs	5%
Mortality Rate	LIC (1994-96)ultimate
Withdrawal rate	1% to 3% depending on Age

**NOTE**

The Liability Provided as on 31/03/2014 is ₹ 32.49 lakhs as against ₹ 19.99 lakhs worked out above. The difference of ₹ 12.50 lacs is under process of reconciliation and shall be adjusted thereupon.

**Compensated absences**

The Company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on the number of days of unutilized leave at each balance sheet date.

**29. Additional information pursuant to the provisions of paragraph 3 & 4 of Part II of Schedule-VI of the Companies Act,1956**

## (i) a. RAW - MATERIAL :

Consumed	Quantity (in M.T.)		Value (in '000')	
	2013-14	2012-13	2013-14	2012-13
MIXED FEEDS	103902	93793	2574442.00	1873070.00
INDIGENOUS & IMPORTED				
(INDIGENOUS)	100%	100%	100%	100%
(IMPORTED)	-	-	-	-

## b. VALUE OF RAW MATERIAL AND STORES (INCLUSIVE SPARE PARTS-COMPONENTS) CONSUMED

	Value ( in '000 )				Value ( in '000 )			
	2013-2014				2012-2013			
	Raw Material		Stores & spares		Raw Material		Stores & spares	
	Value	%	Value	%	Value	%	Value	%
INDIGENOUS	2574442.00	100%	40209.36	100	1873070.00	100%	26664	100%
IMPORTED	-	-	-	-	-	-	-	-

## ii)

2013-20142012-2013

- a) Value of imports CIF basis accounted during the year.
- b) Expenditure in Foreign currency
- c) Earning in Foreign Exchange.
- d) Particulars relating to non-residential Share-holders.

-	-
₹ 4532154	\$1,000
-	-
-	-



### 30. Sales Offices

Company having following sales offices during the period in India:

Bhopal, Anand, Chickli, Raipur, Bhilai, Bilaspur, Malegaon, Dhulia, Nashik, Sangamner, Narayangaon, Loharu, Jaipur, Ajmer, Nawalgarh, Palsana.

### 31. Disclosure Under Micro, Small & Medium Scale Enterprise Development Act, 2006

The Company has initiated the process of identification Micro, Small & Medium Scale Enterprises covered under Micro, Small & Medium Enterprises Act, 2006. In view of low number of suppliers and non receipt of critical inputs & response from such potential parties, the liability of interest if any, can not be reliably estimated in the Management's view and past experience, the company will not be liable to pay interest as prescribed under the Micro, Small & medium Scale Enterprise development Act, 2006. However Company has paid Interest of 28.16 lacs towards late payment.

32. In the opinion of the Board Of Directors, Fixed Assets, Current Assets, Loans & Advances are approximately of the value as stated, if realized in the ordinary course of business except otherwise specified. The provisions for all known liabilities are adequate and not in excess of the amount which is reasonably necessary.
33. As per information given by the management, Excise Duty is Not applicable to the company.
34. All Balances of sundry debtors and creditors are subject to confirmation.
35. STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO SIMRAN BREEDERS PVT. LIMITED NOW W.E.F. 13/07/2002 KNOW AS PUREGENE BIOTECH LIMITED A SUBSIDIARY COMPANY.
  1. The Company held 1196500 equity shares of ₹ 10 each fully paid up representing 82.71% paid up capital of subsidiary company.
  2. There are no material changes between the financial year of subsidiary company ended on 31st March 2014 and the end of financial year of the company.

In terms of our report attached.

### FOR KHANDELWAL KAKANI & CO.

Chartered Accountants  
FRN : 001311C

Sd/-  
**CA. SANTOSH DESHMUKH**  
PARTNER  
M.No. 071011

Sd/-  
**H.S. BHATIA**  
MANAGING DIRECTOR  
DIN 00509426

Sd/-  
**G.S. BHATIA**  
DIRECTOR  
DIN 00401929

Place : Indore  
Date : 29th May 2014



## 1. SIGNIFICANT ACCOUNTING POLICIES:

### A) Basis of preparation of Financial Statements

#### a) Method of Accounting

The Company maintains its accounts on accrual basis except insurance claims and claims on Parent Birds, Commercial Birds & Hatching eggs, sale of manure and gunny bags which are accounted on cash basis.

#### b) Classification under Companies Act, 1956

The Company is a Non -Small and Medium sized Company (Non SMC) as defined in the general instructions in respect of accounting standards as notified by the Companies(Accounting Standards) Rules, 2006.

### B) Valuation of Inventories

- i) Inventories of stores, medicines, feeds etc. are valued at cost and is determined using first in first out basis.
- ii) Hatching eggs are valued at estimated cost or net realizable value whichever is less.
- iii) Pure Line Birds & Grand Parent are valued at initial purchase price plus estimated cost of growing and overheads of birds live on balance sheet date.
- iv) Parent Stock of Birds are valued at purchase price plus the estimated cost of growing and overheads.
- v) Manure and Gunny Bags accounted for on actual sale basis.

### C) Fixed Assets

- i) Fixed Assets are stated at cost of acquisition less accumulated depreciation and impairment loss, if any, where cost is inclusive of duties, taxes, incidental expenses erection / commissioning expenses and preliminary and pre-operative expenses till date of commencement of production and all necessary expenses to bring the asset to its working condition.
- ii) Capital Work in Progress comprises the cost of Fixed Asset that are yet not ready for their intended use at the Balance Sheet date.

### D) Depreciation

Depreciation on Fixed Assets has been charged on Straight Line Method on the rates prescribed in Schedule-XIV of the Companies Act, 1956 on prorata basis.

### E) Revenue Recognition

- i) Revenues from sale of goods are recognized when risks and rewards of ownership of goods are passed on to the customers, which are generally on dispatch of goods and are recorded net of taxes and duties.
- ii) Income from services are recognized on prorata basis i.e. as and when service are rendered.

### F) Investment

Investment are classified as Current Investments and Long Term Investments based on intention of the management at the time of purchase. Current investments are stated at the lower of the cost and fair value and long term investments are stated at cost.

### G) Retirement / Post Retirement Benefits

The Company Provides retirement benefits in the form of gratuity and leave encashment. The Company has worked out the liability towards gratuity based on actuarial valuation through LIC and estimated the liability towards Leave Encashment and has provided entire liabilities during the year.

### H) Borrowing Cost

Borrowing cost that are directly attributable to the acquisition, Construction or production of the qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily take substantial period of time to get ready for intended use. All other borrowing cost are charged to the statement of profit and loss account.

### I) Operating Lease

Lease arrangements where risks and rewards incidental to the ownership of an asset substantially vest with lessor are classified as operating lease. Rental income on assets given and rental expense on assets obtained under operating lease arrangements are recognized in the statement of profit and loss for the year as per the terms and conditions of the respective lease agreement.

**J) Earning Per Share**

Basic & Diluted earning per equity share are recorded in accordance with AS-20 "Earnings Per Share". Earnings per equity share are calculated by dividing Net profit attributable to the equity shareholder by weighted average number of equity shares outstanding during the year.

**K) Taxes on income**

- 1) Tax expenses for a year comprised of current tax and Deferred tax.
- 2) Tax on income for the current year is determined on the basis of the taxable income and tax Credits computed in accordance with the provision of Income Tax Act, 1961, and based in Expected outcome of Assessments/ Appeals.
- 3) Deferred Tax is recognized on timing difference between the accounting income and the taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date. Deferred tax assets are recognized and carried forward to the extent there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.
- 4) Minimum alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay income tax higher than the computed under MAT, during the period under which MAT is permitted to be set off under applicable laws.
- 5) In the year in which MAT credit become eligible to be recognized as an asset in accordance with recommendation contained in the guidance Note issued by the Institute of Chartered Accountants of India (ICAI), the said asset is created by way of a credit to the statement of profit and loss account shown as MAT credit entitlement. The company reviews the same at each Balance sheet date and writes down the carrying Amount of MAT credit entitlement to the extent there is longer convincing evidence to the effect that company will pay Income tax higher than MAT during the specified period.

**L) Research and Development**

Revenue expenditure on research and development is charged to Statement of Profit and loss for the year.

**M) Contingent Liability**

Liabilities which are material and whose future outcome can not ascertained with reasonable certainty are treated as contingent and disclosed by way of notes to the accounts.

**N) Foreign Currency Transactions**

- (a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximates the actual rate at the date of the transaction.
- (b) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Profit and Loss account except in case of long term liabilities, where they relate to acquisition of fixed assets, in which case they are adjusted to the carrying cost of such assets.

**AUDITOR'S REPORT**

To,  
**THE MEMBERS OF  
SIMRAN FARMS LTD.,  
INDORE (M.P.)**

We have audited the accompanying **consolidated** financial statements of **SIMRAN FARMS LIMITED** Company INDORE (M.P.), and its subsidiaries, which comprise the consolidated balance sheet as of March 31, 2014, and the consolidated statement of Profit and Loss and the consolidated cash flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Consolidated Financial Statements**

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the Accounting Standards notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs) and in accordance with the accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. But not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Profit and Loss Account, of the Profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Place : Indore  
Date : 29.05.2014

**For KHANDELWAL KAKANI & CO.**

Chartered Accountants  
FRN : 001311C

**Sd/-**  
**SANTOSH DESHMUKH**  
PARTNER  
M.No. 071011

**CONSOLIDATED BALANCE SHEET AS AT 31st March, 2014**

( ₹ in Lakhs )

Particulars	Note	31st March, 2014	31st March, 2013
<b>A EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' funds</b>			
(a) Share capital	1	379.17	379.17
(b) Reserves and surplus	2	1158.97	1083.74
		1538.14	1462.91
Minority interest		27.39	24.97
<b>2. Non-current Liabilities</b>			
(a) Long term borrowings	3	169.15	68.21
(b) Deferred tax liabilities (net)	4	108.12	102.48
(c) Long-term provisions	5	73.43	69.87
		350.69	240.56
<b>3. Current Liabilities</b>			
(a) Short term borrowing	5A	490.55	0.00
(b) Trade payables	6	5584.46	4551.42
(c) Other current liabilities	7	651.01	511.55
(d) Short-term provisions	8	180.28	127.68
		6906.30	5190.65
		<b>8822.51</b>	<b>6919.08</b>
<b>B ASSETS</b>			
<b>1. Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	9	1549.68	1283.20
(ii) Capital work in progress		22.57	
(b) Non current investments	10	11.89	11.89
(c) Long term loans and advances	11	44.23	44.08
		1628.37	1339.20
<b>2. Current assets</b>			
(a) Inventories	12	5561.95	4417.05
(b) Trade receivables	13	1236.39	729.39
(c) Cash and bank balances	14	151.32	262.17
(d) Short-term loans and advances	15	244.48	171.31
		7194.14	5579.92
		<b>8822.51</b>	<b>6919.08</b>

See accompanying notes forming part of the Accounts

In terms of our report attached.

**FOR KHANDELWAL KAKANI & CO.**

Chartered Accountants

FRN : 001311C

Sd/-

**CA. SANTOSH DESHMUKH**

PARTNER

M.No. 071011

Place : Indore

Date : 29th May 2014

Sd/-

**H.S. BHATIA**

MANAGING DIRECTOR

DIN 00509426

Sd/-

**G.S. BHATIA**

DIRECTOR

DIN 00401929



**CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 March, 2014**

( ₹ in Lakhs except EPS )

Particulars		31st March, 2014	31st March, 2013
Revenue from operation Sales (Net)		35970.78	28209.09
Other income	16	1.33	56.60
<b>Total revenue</b>		<b>35972.11</b>	<b>28265.69</b>
<b>Expenses</b>			
(a) Cost of materials consumed	17	29624.62	24475.56
(b) Farm expenses	18	3095.70	2168.54
(c) Hatcheri expenses	19	305.74	70.20
(d) Administrative expenses	20	475.85	354.80
(e) Selling & distribution expenses	21	1279.48	712.09
(f) Employee benefits expense	22	820.25	595.57
(g) Finance costs	23	123.63	56.37
(h) Depreciation	9	140.30	104.48
<b>Total expenses</b>		<b>35865.58</b>	<b>28537.61</b>
<b>Profit / (Loss) before exceptional and extraordinary items</b>		<b>106.53</b>	<b>(271.92)</b>
<b>Profit / (Loss) before extraordinary items</b>		<b>106.53</b>	<b>(271.92)</b>
Extraordinary items		0.00	0.00
<b>Profit / (Loss) before tax</b>		<b>106.53</b>	<b>(271.92)</b>
<b>Tax expense:</b>			
(a) Current tax expense		23.25	3.92
(b) Deferred tax	4	5.63	2.35
<b>Profit / (Loss) for the year</b>		<b>77.64</b>	<b>(278.19)</b>
<b>Less : Minority Interest</b>		<b>2.61</b>	<b>2.89</b>
<b>TOTAL</b>		<b>75.03</b>	<b>(281.08)</b>
<b>Earnings per share (of ₹ 10/- each)</b>			
Basic and diluted		2.05	(7.34)
<b>Earnings per share (excluding extraordinary items)</b>			
<b>(of ₹ 10/- each)</b>			
Basic and diluted		2.05	(7.34)

See accompanying notes forming part of the accounts

In terms of our report attached.

**FOR KHANDELWAL KAKANI & CO.**Chartered Accountants  
FRN : 001311CSd/-  
**CA. SANTOSH DESHMUKH**  
PARTNER  
M.No. 071011Sd/-  
**H.S. BHATIA**  
MANAGING DIRECTOR  
DIN 00509426Sd/-  
**G.S. BHATIA**  
DIRECTOR  
DIN 00401929Place : Indore  
Date : 29th May 2014

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014**

( ₹ in Lakhs )

Particulars	As at 31.03.2014	As at 31.03.2013
<b>A. CASH FLOW FROM OPERATING SYSTEM :</b>		
<b>NET PROFIT BEFORE TAX &amp; EXTRA ORDINARY ITEM</b>	106.53	(271.93)
<b>Add :</b> Depreciation	140.30	104.47
Provision for Employee Benefits	3.56	5.93
Interest Paid	103.07	33.57
loss on sale of assets	1.56	
Prior Period Adjustment	0.00	0.00
	<b>355.02</b>	<b>(127.96)</b>
<b>Less :</b> Excess Provision written back	0.00	0.00
Income Tax paid during the year	18.06	2.76
	<b>18.06</b>	<b>2.76</b>
<b>Operating Profit before working capital change</b>	<b>a 336.96</b>	<b>(130.72)</b>
<b>Add :</b> Short term borrowings	490.55	0.00
Trade receivable	0.00	19.60
Short Term Provisions	33.29	0.00
Trade Payable	1053.11	1818.48
Other Current Liabilities	139.46	302.83
	<b>b 1716.41</b>	<b>2,140.91</b>
<b>Less :</b> Inventories	1144.90	1553.11
Short Term Loans & Advance	59.04	36.13
Trade payable	0.00	23.10
Trade receivable	527.08	0.00
Short Term Provisions	0.00	20.40
Other Current Liabilities	0.00	2.86
	<b>c 1731.02</b>	<b>1635.60</b>
<b>Add:</b> <b>Net Cash inflow from operating activities before extra ordinary items</b>	<b>(a+b-c) 322.35</b>	<b>374.59</b>
<b>Less : Extra Ordinary Item</b>	0.00	0.00
<b>Net Cash inflow from operating activities</b>	<b>A 322.35</b>	<b>374.59</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
<b>Proceed From:</b>		
Sale of Fixed Assets	0.00	3.03
Inflow form Long term Loans & Advances	0.00	0.79
Realisation of MPSEB deposit	0.96	
<b>Less :</b> Purchase of Assets	411.33	164.90
Capital Work in Progress	22.57	0.00
Outflow form Long term Loans & Advances	1.11	0.28
<b>Net Cash inflow from Investing Activities</b>	<b>B (431.05)</b>	<b>(165.18)</b>
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES BEFORE EXTRA ORDINARY ITEMS</b>		
<b>Proceed From:</b>		
Vehicle Loan	100.94	51.70
	<b>a 100.94</b>	<b>51.70</b>
<b>Less :</b> Interest Paid	103.07	33.57
Dividend	0.00	30.33
Dividend Tax	0.00	4.93
Vehicle Loan	0.00	0
	<b>b 103.07</b>	<b>68.83</b>
<b>Add : NET CASH GENERATED FROM FINANCIAL ACTIVITIES</b>	<b>C ( a-b ) (2.13)</b>	<b>(17.13)</b>
<b>NET INCREASE IN CASH &amp; CASH EQUIVALENTS</b>	<b>( A+B+C ) (110.83)</b>	<b>192.28</b>
Cash & Cash equivalents ( opening )	262.17	69.89
<b>CASH &amp; CASH EQUIVALENTS ( CLOSING )</b>	<b>151.32</b>	<b>262.17</b>

**AUDITOR'S CERTIFICATE**

We have examined the attached **Consolidated** Cash Flow Statement of **Simran Farms Limited** for the period ended 31st March, 2014. The statement has been prepared from the audited accounts of the Company in accordance with requirements of Listing Agreement Clause 32 with Stock Exchanges and is based on and in agreement with corresponding Profit and Loss Account and Balance Sheet of the company.

**FOR KHANDELWAL KAKANI & CO.**

Chartered Accountants  
FRN : 001311C

**Sd/-**

**SANTOSH DESHMUKH**  
PARTNER  
M.No. 071011

For and on behalf of Board

**Sd/-**

**H.S. BHATIA**  
CHAIRMAN - MANAGING DIRECTOR  
DIN : 00509426

Place : Indore

Date : 29th May, 2014



## NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2014

( ₹ in Lakhs )

Particulars	As at			
	31st March, 2014	31st March, 2013		
<b>1. Share Capital</b>				
(a) Authorised 60,00,000 Equity shares of ₹ 10/- each	600.00	600.00		
(b) Issued Subscribe and Paid Up 37,91,700 Equity Shares of ₹ 10/- each	379.17	379.17		
<b>Name of Shareholder</b>	<b>31st March, 2014</b>	<b>31st March, 2013</b>		
	<b>No. of Shares</b>	<b>% Held</b>	<b>No. of Shares</b>	<b>% Held</b>
Harender Singh Bhatia (HUF)	251700	6.64%	251700	6.64%
Amarjeet Singh Bhatia (HUF)	195800	5.16%	195800	5.16%
<b>2. Reserve and Surplus</b>				
<b>a. General Reserves</b>				
As per Last Balance Sheet	217.18		217.18	
<b>b. Securities Premium Account</b>				
As per Last Balance Sheet	169.58		169.58	
<b>c. Utilised Investment Allo. Reserve</b>				
As per Last Balance Sheet	0.54		0.54	
<b>d. Surplus</b>				
As per Last Balance Sheet	696.44		977.52	
(+) Net Profit/(Net Loss) For the current year	75.03		(281.08)	
Closing Balance	771.47		696.44	
<b>Total</b>	<b>1158.97</b>		<b>1083.74</b>	
<b>3. Long term borrowings</b>				
<b>Secured</b>				
From banks				
Vehicle Loans (First Charge on Trucks and Cars)	169.15		68.21	
	169.15		68.21	
<b>4. Deferred tax liabilities</b>				
<b>1) (a) Deferred tax liabilities on account of:</b>				
Opening Deferred tax liabilities	102.48		100.12	
(i) Depreciation	6.73		4.28	
(ii) Profit on sale of Car	0.00		0.00	
<b>(b) Deferred tax Asset on account of:</b>				
(i) Others {Disallowance u/s 43B & 40(a)}	(1.10)		(1.92)	
	108.12		102.48	
Note: During the year there is a creation of Deferred Tax Liability amounting to ₹ 5.63 lacs which has been recorded in the Profit & Loss A/c.				
<b>5. Long term provisions</b>				
<b>(a) Provision for employee benefits</b>				
Gratuity (funded)	32.49		31.20	
Leave Encashment (unfunded)	28.73		26.47	
<b>(b) Others</b>				
Income tax payable	12.21		12.21	
	73.43		69.87	



## NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2014

( ₹ in Lakhs )

Particulars	As at	
	31st March, 2014	31st March, 2013

**Note:** The disputed outstanding Income Tax Demand pertaining to Assessment Year 1994-1995 to 1997-1998 of ₹ 12.21 Lacs in respect of disallowances of claims u/s 80 I & 80HHA has been confirmed against the company by the Income Tax Appellate Tribunal and accordingly the liability in respect of these years has been paid/ provided in full in earlier years. The Company is litigating the matter before the Hon'ble High Court of M.P.

### 5a. Short term borrowing

Punjab National Bank (cash credit)	490.55	0.00
	<u>490.55</u>	<u>0.00</u>

**Note:** The cash credit facility has been secured by hypothecation of book debts, stock, & First charge over fixed Assets of the company and personal guarantee of Directors.

<b>6. Trade Payables</b>	5584.46	4551.42
	<u>5584.46</u>	<u>4551.42</u>

All Balances of Sundry Creditors are subject to confirmation.

### 7. Other current liabilities

Punjab & Sindh Bank	44.94	436.56
ICICI Bank Ltd.	503.97	0.00
Advances from Customers	15.96	19.45
Unclaimed Dividends*	11.24	0.00
Rearing Charges Receivable	74.90	55.54
	<u>651.01</u>	<u>511.55</u>

\*There are no amounts due and outstanding to be credited to investor Education and Protection Fund As at 31st March 2014

### 8. Short term provisions

(a) Provision for employee benefits		
Salary payable	37.33	32.53
Bonus payable	16.29	13.04
Contribution to PF (Company)	0.10	0.10
Contribution to PF ( Employees)	3.45	2.46
(b) Provisions Others		
Service Tax payable	0.00	0.25
Professional Tax (Staff)	1.12	0.12
Income tax payable (Puregene)	7.12	3.93
Income Tax Payable (Mat)	16.13	0.00
Audit fees payable	0.24	0.12
TDS Payable	13.44	9.63
(c) Others Payable	85.05	65.50
	<u>180.28</u>	<u>127.68</u>

## NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2014

Note - 09

(₹ in Lakhs)

Fixed Assets	Gross Block			Accumulated Depreciation				Net Block		
	Balance as at April 1, 2013	Additions During the Year	Sales/ Deduction	Balance as at 31st March 2014	Balance at as at April 1, 2013	Depreciation for the Year	Deduction during the year	Balance as at 31st March 2014	Balance as at April 1, 2013	Balance as at 31st March 2014
<b>Tangible Assets</b>										
Land	50.70	14.76		65.45	0.00	0.00		0.00	50.70	65.45
Buildings ( Factory)	729.69	0.00		729.69	283.91	24.37		308.28	445.78	421.41
Buildings ( Office & Staff)	62.66	0.00		62.66	9.05	1.60		10.65	53.61	52.01
Poultry Equipment	757.96	27.81		785.78	330.71	36.72		367.43	427.25	418.35
Hatcheri Equipment	0.00	26.92		26.92	0.00	1.24		1.24	0.00	25.67
Feed Mill Equipment	0.00	45.78		45.78	0.00	0.53		0.53	0.00	45.25
Cycle	0.10	0.00		0.10	0.04	0.01		0.05	0.06	0.05
Computer Equipment	49.74	13.00		62.74	44.62	8.74		53.37	5.12	9.37
Office equipment	47.81	16.57		64.38	26.64	9.70		36.34	21.16	28.04
Furniture and Fixtures	58.18	10.65		68.83	35.71	4.06		39.77	22.47	29.06
Motor Car	112.31	91.43	5.94	197.80	27.28	16.62	1.38	42.52	85.02	155.27
Eicher Trucks	107.33	159.71		267.04	23.44	28.59		52.04	83.89	215.00
Electrical Installation	82.11	2.04		84.15	42.16	5.90		48.07	39.94	36.08
Tubewell & Land Development	47.81	0.00		47.81	7.76	0.78		8.53	40.05	39.28
Vehicles	9.51	2.67		12.18	5.98	0.99		6.97	3.53	5.20
Poultry Equipment (R&D)	9.66	0.00		9.66	5.03	0.46		5.49	4.63	4.17
<b>Total</b>	<b>2125.56</b>	<b>411.33</b>	<b>5.94</b>	<b>2530.95</b>	<b>842.34</b>	<b>140.30</b>	<b>1.38</b>	<b>981.27</b>	<b>1283.22</b>	<b>1549.68</b>
<b>Previous Year</b>	<b>1700.59</b>	<b>164.90</b>	<b>0.00</b>	<b>1865.49</b>	<b>649.49</b>	<b>95.96</b>	<b>0.00</b>	<b>745.46</b>	<b>1051.10</b>	<b>1120.04</b>





## NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2014

( ₹ in Lakhs )

Particulars	As at	
	31st March, 2014	31st March, 2013
<b>9A. Contingent Liabilities and Commitments</b> <b>(To the extent not provided )</b>		
Claims against company not acknowledged as debt		
Income tax matters in dispute	11.50	11.50
non agriculture cases in dispute	0.00	0.00
other demands in dispute	0.00	0.00
	<u>11.50</u>	<u>11.50</u>
<b>10. Non Current investment ( Unquoted)</b>		
Simran Hatcheries Private Limited	11.89	11.89
	<u>11.89</u>	<u>11.89</u>
<b>11. Long term loans and advances</b> (Unsecured Considered goods)		
Security deposits	25.28	25.28
MPSEB Deposit	14.64	14.73
Others Deposits	4.31	4.06
	<u>44.23</u>	<u>44.08</u>
<b>12. Inventories</b>		
<b>Raw materials</b>		
a) Parent Birds	715.39	678.21
b) Feed & Medicines	2304.08	1963.24
c) Commercial Chicks	2292.95	1490.08
d) Hatching Eggs	249.52	285.53
	<u>5561.95</u>	<u>4417.05</u>
<b>13. Trade receivables</b> (Unsecured considered goods)		
Over six months	273.37	65.76
Others	963.02	663.63
	<u>1236.39</u>	<u>729.39</u>
<b>All Balances of Sundry Debtors are subject to confirmation.</b>		
<b>14. Cash and bank balances</b>		
(a) Cash on hand	130.22	152.46
(b) Balances with banks		
(i) In current accounts		
Bank of Baroda, Chickli	6.76	4.86
ICICI Bank, Indore	2.56	104.18
Punjab & Sindh Bank, Indore	0.03	0.05
Punjab National Bank	0.40	0.00
(ii) Unclaimed dividends*		
ICICI Bank	5.59	0.00
Axis bank	5.65	0.00
(iii) In fixed deposits		
Fixed deposit with BOB Chickli	0.00	0.52
Fixed deposit with PSB	0.10	0.10
	<u>151.32</u>	<u>262.17</u>

\*Represents Special bank balances on account of unclaimed dividend



## NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2014

( ₹ in Lakhs )

Particulars	As at	
	31st March, 2014	31st March, 2013
<b>15. Short term loan and advances</b>		
(Unsecured Considered goods)		
Advances to employees	1.49	3.60
Advance income tax	16.00	0.00
Prepaid expenses	7.34	4.52
Advances recoverable in cash or in kind or for value to be received	219.65	163.19
	<u>244.48</u>	<u>171.31</u>
<b>16. Other Income</b>		
Rearing charges (Income)	0.00	55.51
Interest received MPEB/FD	1.33	1.09
	<u>1.33</u>	<u>56.6</u>
<b>17. Cost of material consumed</b>		
<b>Opening Stock</b>	4417.05	2863.94
<b>Add:- Purchases</b>		
Feed & Medicines	27744.95	21459.56
Store, Spares & Consumable	402.09	266.64
Parent Birds	288.48	236.46
Packing Material	78.62	46.24
Carriage Inward	520.98	343.43
Godown rent	23.94	10.00
Chicks	945.23	3072.66
Hatching Eggs	765.22	560.08
Cull Bird	0.00	33.59
<b>Total</b>	<b>35186.57</b>	<b>28892.61</b>
<b>Less:- Closing Stock</b>	5561.95	4417.05
<b>Cost Of Material Consumed</b>	<u><u>29624.62</u></u>	<u><u>24475.56</u></u>
<b>18. Farm Expenses</b>		
Expenses at Farm	127.86	113.85
Power & Energy	199.06	131.44
Fuel Consumption	66.61	50.42
Light & Water Charges	37.18	36.38
Farm Rent	92.00	97.93
Lease Rent	63.35	78.04
Rearing Charges Expenses	2563.63	1714.49
	<u>3149.70</u>	<u>2222.54</u>
<b>18a. Hatchery Expenses</b>		
Hatchery Expenses	24.43	10.12
Hatching expenses	110.32	46.28
Hatcheries Rent	171.00	13.80
	<u>305.74</u>	<u>70.20</u>





# NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2014

( ₹ in Lakhs )

Particulars	As at	
	31st March, 2014	31st March, 2013
<b>19. Administrative expenses</b>		
General Office Expenses	181.10	139.53
Traveling & Conveyance	268.66	199.54
Certification & consultancy fees to auditors	1.01	0.76
Audit Fees	3.49	2.93
Legal & Professional Expenses	18.44	9.34
Penalty & Fines	0.02	0.15
Entry Tax after Assessment	0.48	0.68
Service Tax Exp.	2.41	0.00
Software Development Charges	0.24	1.88
	<u>475.85</u>	<u>354.80</u>
<b>20. Selling and distribution Exp.</b>		
Forwarding Expenses	1221.13	675.66
Advertisement & Publicity	1.73	0.92
Vehicle Repair & Maintenance	33.67	25.71
Sales Promotion Expenses	13.37	9.80
Technical Seminar & Conference	8.03	0.00
Loss on sale of assets	1.56	0.00
	<u>1279.48</u>	<u>712.09</u>
<b>21. Employee benefits expense</b>		
Salary wages & Bonus	593.80	414.74
Remuneration to directors	54.00	54.00
Remuneration to vice president	24.00	24.00
Contribution to Provident Fund	45.52	31.74
Performance incentive	15.90	8.35
Staff welfare	3.17	4.28
Gratuity	16.27	13.50
Leave Encashment	2.26	0.12
Stipend	64.52	43.69
House rent allowance	0.81	1.16
	<u>820.25</u>	<u>595.57</u>
<b>22. Finance cost</b>		
Bank Charges & Commission	18.90	17.69
Interest	103.07	33.57
Interest on late payment	1.16	5.11
Interest on CC Loan	0.49	0.00
	<u>123.63</u>	<u>56.37</u>



## NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2014

### 23. Earning Per Share

Basic & Diluted earning per equity share have been worked out in accordance with AS-20 "Earnings Per Share". Basic and diluted earnings per equity share has been calculated by dividing Net Profit of ₹ 77.64 lacs by 3791700 equity shares (Face Value of ₹ 10/- each)

### 24. Related parties disclosures :

#### 1. Relationship

##### (a) Key Management Personnel:

Mr. Harendar Singh Bhatia  
(Managing Director)  
Mr. Gurdeep Singh Bhatia  
(Director)  
Mr. Kanwaljeet Singh Bhatia  
(Whole Time Director)  
Mr. Gurmeet Singh Bhatia  
(Vice President)  
Mr. Avneet Singh Bhatia  
(Vice President - Operation)

##### (b) Relatives of key management personnel and their enterprises where transaction have taken place:

Mrs. Amarjeet Kaur Bhatia  
Mr. Amarjeet Singh Bhatia (HUF)  
Mr. Kawaljeet Singh Bhatia (HUF)  
Simran Feed (P) Ltd.  
Simran Poultry  
Singh Poultry  
Simran Hatcheries  
Simran Hatcheries (P) Ltd.  
Early Bird Hatcheries  
Simfa Labs Pvt. Ltd.  
Simran Foods Pvt. Ltd.  
Singh Hatcheries  
Mrs. Simrath Kaur Bhatia  
Mrs. Kawaljeet Kaur Bhatia

**Note: Related party relationship is as identified by the company and relied upon by the Auditors.**

### 2a Transactions carried out with related parties referred in 1 above, in ordinary course of business:

Nature of Transaction	Referred in 1 (a) above	Referred in 1 (b) above	(₹ in lacs)
			Referred in 1 (c) above
Purchase			1115.75
Sales			486.88
Director Remuneration		54.00	0.00
Vice President Remuneration		30.00	0.00
Rearing Charges			
Sales Manager's Salary			
Office Rent			10.80
Tractor Rent			0.96
Rent:-			
Plant & Machinery			0.00
Land & Building			186.00
Auto Hire Expenses			0.72
Feed Processing Charges			253.02
Hatching Charges			101.99
Interest on Loan			28.16
Purchase of Assets			81.59
Payable	22.86	0.91	566.02
Receivable		2.17	123.57


**2b DISCLOSURE IN RESPECT OF TRANSACTIONS WHICH ARE MORE THAN 10% OF THE TOTAL TRANSACTIONS**

S.No.	Transactions	2013-2014	2012-2013
	<b>Purchase of Raw Material/Finished goods</b>		
1	Simran Hatcheries (P) Ltd.	0.00	788.81
2	Simran Hatcheries	0.00	1856.31
3	Singh Hatcheries	0.00	0.00
4	Simfa Labs Pvt. Ltd.	1002.99	1165.52
5	Others	112.76	431.83
	<b>Total</b>	<b>1115.75</b>	<b>4242.47</b>
	<b>Sales of Material/ Finished Goods</b>		
1	Simran Hatcheries (P) Ltd.	0.00	623.55
2	Simran Hatcheries	0.00	1265.39
3	Simran Food (P) Ltd.	211.64	259.58
4	Singh Hatcheries	0.00	323.98
5	Simran Feeds Pvt Ltd.	275.24	0.95
	<b>Total</b>	<b>486.88</b>	<b>2473.45</b>
	<b>Sales Manager's Salary</b>		
1	Avneet Singh Bhatia	0.00	4.20
	<b>Total</b>	<b>0.00</b>	<b>4.20</b>
	<b>RENT PAID:-</b>		
<b>a</b>	<b>Office Rent:-</b>		
1	Mrs. Amarjeet Kaur Bhatia	3.60	3.60
2	Mrs. Simrath Kaur Bhatia	3.60	3.60
3	Mrs. Kawaljeet Kaur Bhatia	3.60	3.60
	<b>Total</b>	<b>10.80</b>	<b>10.80</b>
<b>b</b>	<b>Tractor Rent:-</b>		
1	Amarjeet Singh Bhatia (HUF)	0.96	0.96
	<b>Total</b>	<b>0.96</b>	<b>0.96</b>
	<b>RENT:-</b>		
<b>a</b>	<b>Plant &amp; Machinery</b>		
1	Early Bird Hatcheries	0.00	4.20
	<b>Total</b>	<b>0.00</b>	<b>4.20</b>
<b>b</b>	<b>Land &amp; Building</b>		
1	Simran Poultry	5.40	5.40
2	Singh Poultry	36.00	36.00
3	Early Bird Hatcheries	49.80	9.00
4	Simran Hatcheries	46.80	0.00
5	Singh Hatcheries	48.00	0.00
	<b>Total</b>	<b>186.00</b>	<b>50.40</b>
	<b>Telephone Charges ( Income)</b>		
1	Simran Hatcheries (P) Ltd.	0.00	3.47
2	Simran Hatcheries	0.00	3.47
3	Singh Hatcheries	0.00	3.47
	<b>Total</b>	<b>0.00</b>	<b>10.41</b>



S.No.	Transactions	2013-2014	2012-2013
<b>Auto Hire Expenses</b>			
1	Kawaljeet Singh Bhatia (HUF)	0.72	0.72
	<b>Total</b>	<b>0.72</b>	<b>0.72</b>
<b>Feed Processing Charges</b>			
1	Simran Feed (P) Ltd.	253.02	44.78
	<b>Total</b>	<b>253.02</b>	<b>44.78</b>
<b>Hatching Charges</b>			
1	Simran Hatcheries	0.00	5.73
2	Singh Hatcheries	0.00	19.38
3	Simran Hatcheries Pvt. Ltd.	101.99	21.17
	<b>Total</b>	<b>101.99</b>	<b>46.28</b>
<b>Interest on Fund raised</b>			
1	Singh Hatcheries	7.98	0.00
2	Simran Hatcheries	20.18	0.00
	<b>Total</b>	<b>28.16</b>	<b>0.00</b>
<b>Purchase of Assets</b>			
1	Singh Hatcheries	24.94	0.00
2	Simran Hatcheries	56.65	0.00
	<b>Total</b>	<b>81.59</b>	<b>0.00</b>

**3a DETAILS REGARDING PAYMENTS MADE TO KEY MANAGERIAL PERSONNEL**

S.No.	Transactions	2013-2014	2012-2013
1	Remuneration		
	<b>Salary</b>	84.00	78.00
	Contribution to provident and other funds	0.00	0.00
	Perquisites	0.00	0.00
2	Commission	0.00	0.00
3	Sitting fees	0.00	0.00
4	Rent paid (expense)	0.00	0.00

**3b BREAKUP OF PAYMENTS MADE TO KEY MANAGERIAL PERSONNEL**

S.No.	Transactions	2013-2014	2012-2013
1	Remuneration		
	Mr. Harender Singh Bhatia	30.00	30.00
	Mr. Kawaljeet Singh Bhatia	24.00	24.00
	Mr. Gurmeet Singh Bhatia	24.00	24.00
	Mr. Avneet Singh Bhatia	6.00	0.00
	<b>Total</b>	<b>84.00</b>	<b>78.00</b>

<b>25. Payment to Auditors</b>	<b>2013-14</b>	<b>2012-13</b>
(i) As Auditors	3.49	2.93
(ii) As per Certification	1.01	0.76

**NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2014****26. Employee Benefits**

The Company has obtained the LIC policy for Gratuity liability and position of liability worked out by LIC for calculation of premium to be paid and position of funded asset is as under:

**1 Expenses recognised in Income Statement** (₹ in Lakhs)

Particulars	2013-14	2012-13
Current Service Cost.	8.58	6.05
Interest on Obligation	3.30	2.39
Actuarial Losses / (Gains)	3.46	2.94
Past service cost	0.00	0.00
Losses (gains) on curtailments and settlement	0.00	0.00
Expense recognized in P & L	15.33	11.38

**2 Amount to be recognized in Balance Sheet**

Particulars	2013-14	2012-13
Present value of funded obligation	56.56	41.23
Fair value of plan assets	36.56	19.59
Present value of unfunded obligations	20.00	21.64
Unrecognized past service cost	0.00	0.00
Net Liability	20.00	21.64
Amount in the Balance Sheet Liability	20.00	21.64
Amount in the Balance Sheet Assets	0.00	0.00
Net Liability	20.00	21.64

**3 Table showing change in benefit obligation**

Particulars	2013-14	2012-13
Opening Defined Benefit obligation	41.23	29.85
Service cost for the year	8.58	6.05
Interest cost for the year	3.30	2.39
Actuarial Losses / (Gains)	3.46	2.94
Benefits paid	0.00	0.00
Closing defined benefit obligation	56.56	41.23

**4 Table showing fair value of plan assets**

Particulars	2013-14	2012-13
Fair value of plan assets at beginning of year	19.59	10.92
actual return on plan assets	8.22	0.98
Contributions	8.75	7.69
Benefits Paid	0.00	0.00
Fair value of plan assets at the end of year	36.56	19.59

**Actuarial Assumption**

Particulars	2013-14
Valuation Method	Projected unit Credit Method
Discount Rate	8.00%
Annual increase in salary costs	5.00%
Mortality Rate	LIC (1994-96)ultimate
Withdrawal rate	1% to 3% depending on Age

**NOTE:**

The Liability Provided as on 31/03/2014 is ₹ 32.49 lakhs as against ₹ 19.99 lakhs worked out above. The difference of ₹ 12.50 Lacs is under process of reconciliation and shall be adjusted thereupon.

**Compensated absences**

The Company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on the number of days of un utilised leave at each balance sheet date.

**27. Sales Offices**

Company having following sales offices during the period in India Bhopal, Anand, Chickli, Raipur, Bhilai, Bilaspur, Malegaon, Dhulia, Nashik, Amrawati, Sangamner, Narayangaon, Loharu, Barabanki, Jaipur, Ajmer, Nawalgarh, Palsana.

**28. Disclosure Under Micro, Small & Medium Scale Enterprise Development Act, 2006**

The Company has initiated the process of identification Micro, Small & Medium Scale Enterprises covered under Micro, Small & Medium Enterprises Act, 2006. In view of low number of suppliers and non receipt of critical inputs & response from such potential parties, the liability of interest if any, can not be reliably estimated in the Management's view and past experience, the company will not be liable to pay interest as prescribed under the Micro, Small & medium Scale Enterprise development Act, 2006.

29. In the opinion of the Board Of Directors, Fixed Assets, Current Assets, Loans & Advances are approximately of the value as stated, if realized in the ordinary course of business except otherwise specific. The provisions for all known liabilities are adequate and not in excess of the amount which is reasonably necessary.
30. As per information given by the management, Excise Duty is Not applicable to the company.
31. All Balances of sundry debtors and creditors are subject to confirmation.



**32. Additional information pursuant to the provisions of paragraph 3 & 4 of Part II of Schedule VI of the Companies Act, 1956**

**a. RAW MATERIAL**

Consumed	Quantity (in M.T.)		Value (in '000')	
	2013-14	2012-13	2013-14	2012-13
MIXED FEEDS	103902	93793	2574442.00	1873070.00
INDIGENOUS & IMPORTED				
(INDIGENOUS)	100%	100%	100%	100%
(IMPORTED)	-	-	-	-

**b. VALUE OF RAW MATERIAL AND STORES (INCLUSIVE SPARE PARTS-COMPONENTS) CONSUMED**

	Value ( in '000 )				Value ( in '000 )			
	2013-2014				2012-2013			
	Raw Material		Stores & spares		Raw Material		Stores & spares	
	Value	%	Value	%	Value	%	Value	%
INDIGENOUS	2574442.00	100%	40209.36	100	1873070.00	100%	26664	100%
IMPORTED	-	-	-	-	-	-	-	-

ii)

	<u>2013-14</u>	<u>2012-2013</u>
a) Value of imports CIF basis accounted during the year.	-	-
b) Expenditure in Foreign currency	₹ 4532154	\$ 1,000
c) Earning in Foreign Exchange.	-	-
d) Particulars relating to non-residential Share-holders.	-	-





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

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

CIN : L01222MP1984PLC002627

Name of company: SIMRAN FARMS LIMITED

Registered office: 1-B, VIKAS REKHA COMPLEX,  
KHATIWALA TANK,  
INDORE - 452001 (M.P.)

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

DP ID :

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

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

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

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

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

Resolutions	
1.	Receive, Consider and adopt Audited Financial Statement, reports of the Board of Directors and Auditor for Financial Year 2013-14
2.	Appoint a Director in place of Shri Gurdeep Singh Bhatia , who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment
3.	Re-appointment of Auditor and Fixing their remuneration
4.	Appointment of Mrs. Jasmeet Kaur Bhatia as an Independent Director of the Company
5.	Appointment of Dr. Surendra Singh as an Independent Director of the Company
6.	Appointment of Shri Harbhajan Singh Khanuja as an Independent Director of the Company
7.	Consent of the Company accorded to the Board of directors for Creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the company U/s 180 (1) (a) of the Companies Act, 2013
8.	Consent of the Company accorded to the Board of directors to obtain loan/borrowings under section 180 (1)(c) & (2) of the Companies Act, 2013.

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

Signature of shareholder

Affix ₹ 1/-  
Revenue  
Stamp

Signature of Proxy holder(s)

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





**ATTENDANCE SLIP**  
**ANNUAL GENERAL MEETING ON THURSDAY 25TH SEPTEMBER 2014**

R.F. No. / DPID

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

(Shareholders' name in block letters)

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

I/We hereby record my/our presence at the Annual General meeting of the company on 25th September, 2014 at **Kings Park Hotel**, 1, Vishnupuri Main, A.B. Road, Indore -452001 (M.P.) at 10.00 A.M.

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

(Shareholders/proxy's Signature)

\_\_\_\_\_

**Note:**

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



**E-COMMUNICATION REGISTRATION FORM**

To,  
SIMRAN FARMS LIMITED  
1-B, Vikas Rekha Complex,  
Khatiwala Tank, Indore - 452 001  
Madhya Pradesh (INDIA)

Dear Sir/Madam,

Re : Green Initiative in Corporate Governance.

I agree to receive all documents like notices, annual report etc. from the Company in electronic mode. Please register my e-mail ID in your records for sending all the notices/documents etc. through e-mail.

Folio No. / DPID & Client .....

Name of 1st Registered Holder .....

Name of the Joint Holder (s) .....

Registered Address .....

.....

.....

.....

.....

E-mail ID .....

Date .....

Signature of the 1st Holder .....

**Notes:**

1. Shareholders are requested to keep company informed as and when there is any change in the e-mail address. Unless the e-mail ID given is changed by you by sending another communication in writing, the company will continue to send the notices/documents to you on the above mentioned e-mail ID.
2. If shares are held in electronic mode, kindly register your e-mail ID with your DP.





Book-Post

To,

If undelivered, please return to :  
**SIMRAN FARMS LIMITED**  
Corporate Office : 1-B, Vikas Rekha Complex,  
Khatiwala Tank, Indore 452 001 (M.P.)