



SIMRAN FARMS LIMITED

(Farmers' Friend Since 1989)

CIN : L01222MP1984PLC002627

30th
Annual Report
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BOARD OF DIRECTORS**Mr. Harender Singh Bhatia***Managing Director***Mr. Kawaljeet Singh Bhatia***Whole Time Director***Mr. Gurdeep Bhatia***Non Executive Director***Mr. Harbhajan Singh Khanuja***Independent Director***Dr. Surendra Singh***Independent Director***Mrs. Jasmeet Kaur Bhatia***Independent Director***COMPANY SECRETARY****Ms. Tanu Parmar****CHIEF FINANCIAL OFFICER****Mr. Mahesh Patidar****STATUTORY AUDITOR'S**

M/s Khandelwal Kakani & Co.

Chartered Accountants

Indore (M.P.)

BANKER'S

ICICI Bank Ltd.

Punjab National Bank

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: compliance@simranfarms.com

REGISTRAR & SHARE TRANSFER AGENT

Ankit Consultancy Private Limited

CIN: U74140MP1985PTC003074

Plot No. 60, Electronic Complex,

Pardeshipura, Indore - 452010 (M.P)

Tel.: 0731-4065797, 4065799

Fax: 0731-4065798

Email Id: ankit_4321@yahoo.com

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NOTICE OF 30TH ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting of the Members of **SIMRAN FARMS LIMITED** will be held on Thursday, 28th September, 2017 at 10.00 A.M. at Pishori Premises, 910, Khatiwala Tank, Tower Square, Indore - 452001 (M.P.) to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider, approve and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Kawaljeet Singh Bhatia (DIN: 00401827), Whole Time Director who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in terms of the provision of Sections 139, 141 and 142 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any modification or amendment or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit committee, M/s. J.C. Baheti & Associates, Chartered Accountant, Indore (Firm Registration No. 003390C), be and are hereby appointed as Statutory Auditors of the Company, in place of M/s Khandelwal Kakani & Co., Chartered Accountants, Indore (Firm Registration No. 001311C), the retiring Auditors of the Company whose tenure expires at this Annual General Meeting, to hold office for a term of five consecutive years from the conclusion of the 30th Annual General Meeting, until the conclusion of the 35th Annual General Meeting of the Company to be held in the calendar year 2022 (subject to ratification of their appointment at every AGM), at a remuneration to be determined by the Managing Director plus taxes, as applicable, in consultation with Auditors.”

SPECIAL BUSINESS:

4. TO APPROVE THE EXPENSES FOR SERVICE OF DOCUMENTS TO MEMBERS.

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

“RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, the consent of the Company be and is hereby accorded to charge from a member fee in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by such member for delivery of such document to him/ her through such mode of service provided that such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT Board of the Directors of the Company be and are hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper or desirable or expedient to give effect to above resolution.”

Place: Indore

Date : 16.08.2017

SIMRAN FARMS LIMITED

CIN: L01222MP1984PLC002627

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

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

**TANU PARMAR
COMPANY SECRETARY
(ACS- 34769)**

**Notes:-**

- **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.**
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 2 days' written notice is given to the Company.
- Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filed and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- In order to enable us to register your attendance at the venue of the Annual General meeting, we request you to please bring your folio number/demat account number/DP ID-Client ID to enable us to give a duly filled attendance slip for your signature and participation at the 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.
- In terms of the Article of Association of the Company read with Section 152 of the Companies Act, 2013 Mr. Kawaljeet Singh Bhatia, (DIN: 00401827) Whole Time Director is liable to retire by rotation at the ensuing Annual General Meeting and being eligible offer himself for reappointment. Although his term is fixed and shall not break due to this retirement. The Board of the Directors of the Company recommends his appointment/reappointment.
- Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Book of the Company shall remain closed during the period from Friday, 22nd Day of September, 2017 to Thursday 28th Day of September, 2017 (both days inclusive) for the purpose of 30th Annual General Meeting.
- Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 will be available for inspection by the members at the AGM.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) for transactions involving transfer of shares. Therefore, members holding shares in physical form are requested to furnish their PAN along with self attested photocopy of PAN card to the R & STA. Members holding shares in demat mode are requested to register the details of PAN with their DPs.
- Pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, additional information in respect of the Director/s seeking appointment/re-appointment at the AGM is furnished separately in Annexure-A and forms part of this Notice.
- Pursuant to the provisions of Section 125 of the Companies Act, 2013, dividend which remain unclaimed for a period of seven years from the date of transfer to the unpaid dividend account are required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.
 - Members who have not encashed the dividend warrant(s) till date are requested to make their claim directly to the company or to Ankit Consultancy Private Limited (R&STA), without any delay.
 - Members are requested to refer Corporate Governance Report which inter-alia contains details regarding unclaimed dividend.

The Ministry of Corporate Affairs ('MCA') on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends, as on the date of last AGM i.e. September 22, 2016, on the website of the IEPF viz. www.iepf.gov.in and under



'Stakeholder's Desk' Section on the website of the Company viz. www.simranfarms.com.

- Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding electronic copy of the Annual Report for the financial year 2016-17 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 the financial year 2016-17 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.
- Documents referred in the notice and the explanatory statement will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Saturday) from 11.00 a.m. to 1.00 p.m. except holidays, upto the date of the ensuing 30th Annual General Meeting.
- Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
- 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 30th Annual General Meeting.
- The Notice of AGM along with Annual Report shall be dispatched to those shareholders, who are registered as members in the Register of Members as on 11th August, 2017. Members may also note that Notice of 30th Annual General Meeting and the Annual Report for financial year 2016-17 will also be available on the company's website www.simranfarms.com.
- Route map for the venue of 30th Annual General meeting along with prominent Landmark is enclosed with this Report.
- The Members who still hold shares 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.
- Members are requested to send their queries relating to accounts and operations to the Company Secretary, 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 company's Registrar and Share Transfer Agent for 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 (M.P) 452010.
- The Company has designated an exclusive Email Id compliance@simranfarms.com which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.
- 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 as amended from

time to time, the company is pleased to offer the facility of “remote e-voting” (e-voting from a place other than venue of the AGM) 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 remote e-voting, then he/she should not vote by physical ballot and vice-versa. However, in case members cast their vote both via physical ballot and remote 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 in to an agreement with the CDSL for facilitating remote E-voting. The Procedure and instructions for E-voting given below:

Instruction for shareholders voting through electronic means:

- (i) The e-voting period begins on Monday, 25th September, 2017 from 9.00 a.m. and ends on Wednesday, 27th September, 2017 at 5.00 p.m. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 21st September, 2017, 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 who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- (iv) Click on “Shareholders” tab.
- (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 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"> 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. In case the sequence 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

Note: Please keep the sequence number in safe custody for future e-voting.

- (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 the relevant <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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If demat account holder has forgotten the changed 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) **Shareholders can also cast their vote using CDSL's mobile app M-voting available for android based mobiles. The M-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xx) Note for Non – Individual Shareholders and Custodians
 - Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to 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.
- (xxi) 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 under help Section or write an email to helpdesk.evoting@cdslindia.com
 - Mr. L.N. Joshi, Practicing Company Secretary (Membership No. 5201) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and transparent manner.
 - The Scrutinizer shall after scrutinizing the votes cast at the AGM (Poll) and through Remote E-Voting not later than 48 hours from the conclusion of AGM, make and submit a consolidated scrutinizers report to the Chairman. The Results declared along with the consolidated scrutinizers report shall be placed on the website of the company and CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the company's shares are listed.
 - The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 28th September, 2017 subject to receipt of the requisite number of votes in favor of the Resolutions.

Relevant documents referred to in this Notice are open for inspection at the Registered Office of the Company on all working days Monday to Saturday (except holidays) between 11.00 a.m. to 1.00 p.m. upto the date of ensuing Annual General Meeting.

Place: Indore
Date : 16.08.2017

SIMRAN FARMS LIMITED

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

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

**TANU PARMAR
COMPANY SECRETARY
(ACS- 34769)**

**EXPLANATORY STATEMENT****Pursuant to Section 102(1) of the Companies Act, 2013**

As required by Section 102(1) of the Companies Act, 2013, the following explanatory statement sets out all the material facts to the business mentioned under item no. 3 and 4 of the accompanying Notice:

Item No. 3: (Not Mandatory)

Since M/s. Khandelwal Kakani & Co., Chartered Accountants (ICAI Registration Number - 001311C) have completed more than two terms of 5 years each and the transition period of 3 years from the date of commencement of the Companies Act 2013, the Company is now required to appoint a new Statutory Auditor in place of M/s. Khandelwal Kakani & Co., for a term of 5 consecutive years with effect from the conclusion of the 30th Annual General Meeting.

M/s. J.C. Baheti & Associates, Chartered Accountant, Indore (Firm Registration No. 003390C) have confirmed that the appointment, if made, would be acceptable to them and would be in compliance with the statutory requirements under the Companies Act, 2013 read with Rule 10 of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and SEBI (LODR) Regulations, 2015. The Board of Directors on the basis of recommendation of Audit Committee and subject to approval of the Shareholders, has appointed the M/s. J.C. Baheti & Associates, Chartered Accountant, Indore as the Statutory Auditors of the Company, in place of M/s. Khandelwal Kakani & Co., Chartered Accountants, for a term of 5 consecutive years with effect from the conclusion of the 30th Annual General Meeting.

Accordingly, the Directors recommend the passing of the Resolution at Item No. 3 as an Ordinary Resolution.

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

Item No. 4:

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to subSection (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which shareholder shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

The Board recommends the Ordinary Resolution at Item No. 4 for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out at Item No. 4 of the Notice.

Place: Indore

Date : 16.08.2017

SIMRAN FARMS LIMITED

CIN: L01222MP1984PLC002627

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

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

**TANU PARMAR
COMPANY SECRETARY
(ACS- 34769)**

Annexure-A

Pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial Standard for General Meeting, the additional information of Director seeking appointment/re-appointment in the ensuing Annual General Meeting under item no. 2 is as follows:

Name of Director/Appointee	Mr. Kawaljeet Singh Bhatia
DIN	00401827
Date of Birth	18/05/1973
Date of Appointment	01/04/2002
Qualification	Bachelor of Science and Master in international Business
Expertise/Experience in specific functional areas	21 years vast experience in poultry industry
No. & % of Equity Shares held	84400 [2.23%]
List of outside Company's Directorship held	<ul style="list-style-type: none"> • Simran Hatcheries Private Limited • Puregene Biotech Limited • Simran Agrovet Private Limited • Simran Feeds Private Limited • Bhatia Township & Construction Private Limited • BTC Constructions (India) Private Limited • Simran Infraproject Private Limited
Remuneration Paid	₹ 2,25,000/- p.m.
Chairman/Member of the Committees of the Board of Directors of the Company	Member of the Finance Committee and Sub-committee of the Company
Chairman/Member of the Committees of Board of Directors of other Companies in which he is director	Nil
Relationship between directors inter-se	Mr. Kawaljeet Singh Bhatia is the brother's son of Mr. Harender Singh Bhatia and Mr. Gurdeep Bhatia



BOARD'S REPORT

To,
The Members,
Simran Farms Limited

Your Directors have pleasure in presenting the 30th Annual Report on the business and operations of the Company together with the Audited Financial Statements for the year ended on March 31, 2017.

1. FINANCIAL PERFORMANCE OF THE COMPANY

The performance highlights and summarized financial results of the Company are given below:

(Rupees in Lakhs except EPS)

Particulars	Standalone Year Ended		Consolidated Year Ended	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
Total Income	41024.48	44720.47	41024.48	44720.47
Total Expenditure	40879.29	44691.80	40863.20	44675.61
Profit/Loss before exceptional & extraordinary items and tax	145.19	28.67	161.28	44.86
Exceptional & extraordinary items	0.00	0.00	0.00	0.00
Profit/Loss before tax	145.19	28.67	161.28	44.86
Tax Expenses:				
Less: (a) Current Tax	29.60	5.45	35.73	11.42
Add: (b) Tax provisions written back	0.00	12.21	0.00	12.21
Add/(Less):(c) Deferred tax assets	(26.40)	13.02	(26.40)	13.02
Add: (d) MAT Credit	5.46	10.06	5.46	10.06
Profit/Loss after tax	94.65	58.51	104.61	68.73
Less: Minority Interest	0.00	0.00	1.72	1.77
Total	94.65	58.51	102.89	66.96
Surplus Carried to Balance Sheet	947.89	853.24	988.81	885.92
Paid up Equity Share Capital	379.17	379.17	379.17	379.17
Earnings per share (₹10/- each) Basic & Diluted (in ₹)	2.50	1.54	2.71	1.77

During the year under review, the Company has reported a growth of 61.77% over previous year. At Standalone level, the Company has achieved turnover of ₹ 410.24 crores as compared to ₹ 447.20 crores in the previous year. The operating profit before tax stood at ₹ 145.19 lakhs as against ₹ 28.67 lakhs in the previous year. The net profit for the year stood at ₹ 94.65 lakhs as against ₹ 58.51 lakhs in the previous year. Also, the consolidated profit after tax during the year under review is ₹ 102.89 lakhs as compared to previous figures of ₹ 66.96 lakhs. At consolidated level also, the company reported a growth of 53.66%.

2. OPERATIONAL AND STATE OF AFFAIRS OF THE COMPANY

The company is engaged in the business of integrated poultry and poultry farming. The company is mainly focused on integration and consolidation of poultry activities and has arranged large manufacturing set-up for production of poultry feed for self consumption. Company is an integrated company with expertise across the poultry value chain and its management has three decades of experience in the industry.

3. CHANGE IN NATURE OF BUSINESS

During the year there was no change in business activity of the company.

4. DIVIDEND

To conserve the resources of company, the directors have not recommended any dividend for the year under review.



5. AMOUNT TRANSFERRED TO RESERVES

During the year under review, no amount was transferred to General Reserve.

6. DEPOSITS

During the year under review, the Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time. Further, the Company has received unsecured loan from directors amounting to ₹ 85.00 lakhs during the financial year ended 31.03.2017.

7. SHARE CAPITAL

The paid-up Equity Share Capital of the Company as at March 31, 2017 stood at ₹ 379.17 lakhs. During the year under review, the Company has not issued any shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2017, none of the Directors of the Company holds instruments convertible into equity shares of the Company.

8. EXTRACTS OF ANNUAL RETURN:

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, the details pertaining to extract of the Annual Return in Form MGT-9 is included in this Report as **ANNEXURE-I**.

9. DETAILS OF SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANY

The Company has only one subsidiary company in the name of "Puregene Biotech Limited" as on March 31, 2017. Financial of the subsidiary is disclosed in the Consolidated Financial Statements, which form part of this Annual Report. There is no associate company/Joint Venture within the meaning of Section 2(6) of the Companies Act, 2013. There has been no material change in the nature of the business of the subsidiary company.

Further, the Company has not given any loan and advances to subsidiary company. Therefore, no information is reportable under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

10. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company are prepared in accordance with the relevant Accounting Standard 21 issued by the Institute of Chartered Accountants of India (ICAI) and forms a part of this Annual Report.

Pursuant to provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the Financial Statements of the Company's subsidiary is given in Form AOC-1 (**ANNEXURE-II**) and attached to the financial statements of the Company.

Pursuant to the provisions of Section 136 of the Companies Act, 2013, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of subsidiaries are available on the website of the Company. Further, audited financial statements together with related information and other reports of the subsidiary company have also been placed on the website of the Company.

In terms of Section 136 of the Companies Act, 2013 ('the Act'), financial statements of the subsidiary companies are not required to be sent to the members of the Company. The Company shall provide a copy of the annual accounts of its subsidiary companies to the members of the Company on their request. The annual accounts of its subsidiary companies shall also be kept open for inspection at the registered office of the Company during business hours.

11. NUMBER OF BOARD MEETINGS, COMMITTEE MEETINGS AND AGM:

The details of the number of meetings of the Board and its Committees held during the Financial Year 2016-17 forms part of the Corporate Governance Report. Further, Annual General Meeting of the Company for Financial year 2015-16 was held on 22nd September, 2016.

12. PARTICULARS OF LOANS, INVESTMENTS OR GUARANTEE BY COMPANY UNDER Section 186 OF THE COMPANIES ACT, 2013

Details of loans, investments or guarantee covered under the provisions of Section 186 of the Companies Act, 2013 are given in notes to the financial statements. However, during the year under review, the Company has neither made any loans and investments in other body corporate or to any person, nor it has given any guarantee or provided any security in connection with a loan to any other body corporate or person within the meaning of Section 186 of Companies Act, 2013. Further details of investment as on 31.03.2017 is given to notes to the financial statement.

13. PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES

The transaction entered with related parties for the year under review were on arms length basis and in the ordinary course of business. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. Thus disclosure in Form AOC-2 is not required.



The Details of the related party transactions as required under Accounting Standard-18 are set out in Note 26 of the financial statement forming part of this Annual Report.

All related party transactions are placed before the Audit Committee. Omnibus Approval was obtained on a quarterly basis for transactions which are of repetitive nature.

The policy on related party transactions as approved by the Board of directors has been uploaded on the website of the company at the web link: http://www.simranfarms.com/pdf/policy/related_party_transaction_policy.pdf.

14. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Kawaljeet Singh Bhatia, Whole Time Director retires by rotation at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the ensuing Annual General Meeting.

During the year under review, there was no change in the Board of Directors of the Company. The following have been designated as the Key Managerial Personnel of the Company pursuant to Sections 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time:

1. Mr. Harender Singh Bhatia, Managing Director
2. Mr. Kawaljeet Singh Bhatia, Whole Time Director
3. Mr. Mahesh Patidar, Chief Financial officer
4. Ms. Tanu Parmar, Company Secretary and Compliance officer

Disqualifications of Directors:

During the year under review, declarations received from all the Directors of the Company pursuant to Section 164 of the Companies Act, 2013. The Board appraised the same and found that none of the director is disqualified for holding office as director as per the provisions of the Companies Act, 2013.

15. DECLARATION BY INDEPENDENT DIRECTOR

The Company has received declarations from all the Independent Directors of the Company confirming that they fulfill the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

16. MEETING OF INDEPENDENT DIRECTORS

The Independent Directors met once during the year under review. The Meeting was conducted on 10th March, 2017 in an informal manner without the presence of the Chairman, the Whole Time Director, the Non-Executive Non-Independent Directors and the Chief Financial Officer.

17. FAMILIARIZATION PROGRAM OF INDEPENDENT DIRECTORS

The details of familiarization program for Independent Directors have been disclosed on the website of the Company at the link given here: http://www.simranfarms.com/pdf/policy/familirization_programm_training_2016-17.pdf

18. COMMITTEES OF THE BOARD OF DIRECTORS

The Company has various committees which have been constituted as a part of the good corporate governance practices and the same are in compliance with the requirements of the relevant provisions of applicable laws and statutes. Your Company has an adequately qualified and experienced Audit Committee consisting of Shri Harbhajan Singh Khanuja as Chairman and Dr. Surendra Singh and Smt. Jasmeet Kaur Bhatia as Members. The recommendations of the Audit Committee were duly approved and accepted by the Board during the year under review.

The other Committees of the Board are:

- (i) Nomination and Remuneration Committee
- (ii) Stakeholders' Relationship Committee
- (iii) Finance Committee
- (iv) Sub-committee of Directors
- (v) Internal Complaint Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The details with respect to the composition, powers, roles, terms of reference, meetings held and attendance of the Directors at such Meetings of the relevant Committees are given in detail in the Report on Corporate Governance of the Company which forms part of this Annual Report.

19. STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE, ITS DIRECTORS, AND THAT OF ITS COMMITTEES

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, performance evaluation of the Board, its Committees' and the Independent Directors was carried out from time to time. The manner in which the evaluation is carried out has been explained in the Corporate Governance Report.

20. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that -

- a) in the preparation of the annual accounts for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2017 and of the profit of the company for that year ended on that date;
- c) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a going concern basis;
- e) that the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) that the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under sub-Section (3) (m) of Section 134 of the Companies Act, 2013 read with Rule (8)(3) of the Companies (Accounts) Rules, 2014 are given as under :

(A) Conservation of Energy

The steps taken or impact on conservation of energy:

- (i) The operations of the Company are not power intensive as the Company owns the facility and controls the breeding, hatching and/or processing of broilers but it works on Contract Rearing basis i.e. it contracts with the private poultry farmers for the raising of the chicks. Nevertheless, the Company continues its efforts to conserve energy wherever practicable, by economizing on the use of power at the farms, hatcheries and offices.
- (ii) The capital investment on energy conservation equipments: Nil

(B) Technology Absorption

- (i) The efforts made towards technology absorption: Not Applicable.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution: Not Applicable.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year): The Company has neither purchased within India nor imported any technology.
- (iv) Company has not incurred any expenditure on Research and Development during the year under review.

(C) Foreign Exchange Earnings and Outgo:

	C.Y.	P.Y.
Foreign Exchange Earnings:	0.00	0.00
Foreign Exchange Outgo:	0.00	0.66 Lakhs

22. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS

The company has an effective internal control and risk mitigation system, which are constantly assessed and strengthened with new or revised standard operating procedures. The company's internal control system is commensurate with its size, scale and complexities of its operations. The main thrust of internal audit is to test and review controls, appraisal of risks and business processes, besides benchmarking controls with best practices in the industry. The scope of internal audit includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The company has a robust management information system, which is an integral part of the control mechanism.



The Audit Committee of the Board of Directors and statutory auditors are periodically apprised of the internal audit findings and corrective actions taken. Audit plays a key role in providing assurance to the Board of director. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board. Also, the report of statutory auditors on the internal financial control system is part of the Audit Report.

23. CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

Provisions of Section 135 of the Companies Act, 2013 does not apply to the Company, therefore Company has not constituted Corporate Social Responsibility (CSR) committee as required under the Act.

24. NOMINATION AND REMUNERATION POLICY / DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS/ KEY MANAGERIAL PERSONNEL

In accordance with Section 178 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules issued there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee framed a policy for selection and appointment, re-appointment, removal and appraisals of Directors and Senior Management and the policy has been uploaded on the Company's website at the web link http://www.simranfarms.com/pdf/policy/nomination_remuneration.pdf.

Pursuant to Section 197(14) of the Companies Act, 2013, neither the Managing Director nor Whole-time Director of the company received any remuneration or commission from the subsidiary company.

25. PARTICULARS OF EMPLOYEES

During the year under review, none of the employee of the company is drawing more than ₹ 1,02,00,000/- per annum or ₹ 8,50,000/- per month for the part of the year, therefore Particulars of the Employees as required under Section 197 of Companies Act, 2013 read with Rule 5(2) & Rule 5(3) of Companies (Appointment and Remuneration) Rules, 2014 as amended from time to time are not applicable, during the year under review.

Ratio of remuneration of each director to the median remuneration of the employees of the Company for the Financial Year:

Statement pursuant to Section 197(12) of the Companies Act 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report. Further, in compliance with the provisions of Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014 as amended by MCA vide its notification dated 30th June, 2016; the name of top ten employees of the Company in terms of remuneration drawn is also given. **(ANNEXURE-III)**

26. REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS

A detailed analysis of the Company's performance is discussed in the Management Discussion and Analysis Report, which forms part of this Annual Report.

27. REPORT ON CORPORATE GOVERNANCE

As per Regulation 34(3) read with Schedule-V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate Section on "Corporate Governance Practices" followed by the Company together with a certificate from the Statutory Auditor of the Company confirming compliance of the conditions of the Corporate Governance as stipulated under Schedule V is annexed hereto and forms part of the Annual Report.

28. DISCLOSURE OF ESTABLISHMENT OF VIGIL MECHANISM /WHISTLE BLOWER POLICY

As per the requirement of Section 177(9) & (10) of the Companies Act, 2013 and Schedule V of SEBI (LODR) Regulations, 2015, the Company has established a Vigil Mechanism called the "Whistle Blower Policy" for directors and employees to report concerns of unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. No person has been denied access to the Audit Committee.

The details of the "Whistle Blower Policy" have been uploaded on the Company's website at the web link: http://www.simranfarms.com/pdf/policy/vigil_mechanism.pdf.

29. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS OF THE COMPANY.

There are no significant and/or material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company.

30. SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, the Company has appointed M/s. Ramesh Chandra Bagdi & Associates, Practicing Company Secretaries, Indore (CP No. 2871) to undertake the Secretarial Audit of the Company.



The report of the Secretarial Auditors is enclosed as **(ANNEXURE-IV)** and forms an integral part of this Report. Further, the Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks.

31. STATUTORY AUDITORS

M/s. Khandelwal Kakanl & Co, the Statutory Auditors, who have been appointed at the Annual General Meeting, held on 25th September, 2014 for a period of 3 years retires at the conclusion of the ensuing 30th Annual General Meeting. The Board places on record their appreciation for the valuable contribution on the Audit and review made by M/s. Khandelwal Kakanl & Co, during their long association with the Company.

The Board has consented to recommend to the members the appointment of M/s. J.C. Baheti & Associates, Chartered Accountants (FRN 003390C), as the statutory auditors of the company for a period of 5 years from the conclusion of 30th Annual General Meeting up to the conclusion of the 35th Annual General Meeting to be held in the year 2022 subject to ratification of their reappointment by the members at each AGM to be held between the above periods. M/s. J.C. Baheti & Associates, Chartered Accountants have given eligibility certificate that they comply with the conditions provided in Section 139(1) read with Section 141 of the Companies Act, 2013.

32. EXPLANATION TO AUDITOR'S REMARKS

The Auditors in their report have referred to the notes forming part of the Accounts which are self-explanatory and does not contain any qualification, reservation or adverse remark or disclaimer and do not call for any further explanation/clarification by the Board of Directors.

Further there was no fraud in the Company, which was required to report by statutory auditors of the Company under Sub-Section (12) of Section 143 of Companies Act, 2013.

33. INTERNAL AUDITOR

The Company has appointed Ms. Tanu Parmar as Internal Auditor of the Company and takes her suggestions and recommendations to improve and strengthen the internal control systems. Her scope of work includes review of operational efficiency, effectiveness of systems & processes, compliances and assessing the internal control strengths in all areas.

The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations including those relating to strengthening of the Company's risk management policies and systems.

34. COST AUDIT

Your company does not falls within the provisions of Section 148 of Companies Act, 2013 read with the Companies (Cost Records & Audit) Rules, 2014 as amended from time to time, therefore no such records required to be maintained.

35. REVISION OF ANNUAL FINANCIAL STATEMENT

There was no such case of revision in financial statements during the year under review.

36. CODE OF CONDUCT

The Company has laid down a code of conduct for all Board members and senior management and independent directors of the Company. All the Board members including independent directors and senior management personnel have affirmed compliance with the code of conduct. Declaration on adherence to the code of conduct is forming part of the Corporate Governance Report.

The policy on Code of Conduct has been uploaded on the Company's website at the web link http://www.simranfarms.com/pdf/policy/code_of_conduct.pdf.

37. STATEMENT INDICATING DEVELOPMENT & IMPLEMENTATION OF RISK MANAGEMENT

The Board of Directors have adopted risk management policy for the Company which provides for identification, assessment and control of risks which in the opinion of the Board may threaten the existence of the Company. The Management identifies and controls risks through a properly defined framework in terms of the aforesaid policy.

38. MATERIAL CHANGES & COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year to which the financial statements relate and the date of this Board's report.

39. ENVIRONMENT AND SAFETY

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy required conduct of operations in such a manner, so as to ensure safety of all concerned, compliances environmental regulations and preservation of natural resources.



40. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress the Complaint received regarding sexual harassment. There was no case of sexual harassment reported during the year under review.

The policy on Prevention of Sexual Harassment as approved by the Board of Directors has been uploaded on the website of the company at the web link: http://www.simranfarms.com/pdf/policy/sexual_harassment.pdf

41. LISTING WITH STOCK EXCHANGES

The Shares of the Company are listed on the Bombay Stock Exchange Limited (BSE), Mumbai, which provides the wider access to the investors nationwide.

The Company has complied with SEBI (LODR) Regulations, 2015 including payment of Annual Listing Fees up to March 31, 2018 to BSE.

42. BUSINESS RESPONSIBILITY REPORT

Business responsibility reporting as required by Regulation 34(2) of SEBI (LODR) Regulations, 2015 with stock exchange is not applicable to your company for the financial year ending 31st March 2017.

43. 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 Services (India) Limited (CDSL). In view of the numerous advantages offered by the Depository System, members are requested to avail the facility of Dematerialization of the Company's shares on either of the Depositories mentioned as aforesaid. The Company has paid the Annual Custody Fee to both the depositories for Financial Year 2017-18.

44. PREVENTION OF INSIDER TRADING

In view of the SEBI (Prohibition of Insider Trading) Regulations, 2015 effective from 15th May, 2015, the Company had adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

The Code requires Trading Plan, pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

The Details of the said code is available on website of the Company at the below link: http://www.simranfarms.com/pdf/policy/prevention_insider_trading.pdf

45. MD & CFO CERTIFICATION

The Managing Director and the Chief Financial Officer of the Company have given annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of Listing Regulations. The MD and CFO certification on the financial statements and the cash flow statement for the year is obtained and was placed before the Board and same was reviewed by the Board of Directors and is annexed to the Corporate Governance Report.

46. INDUSTRIAL RELATIONS

Company's Industrial relations continued to be healthy, cordial and harmonious during the period under review.

47. ACKNOWLEDGEMENTS

The Board of Directors wish to place on record its sincere appreciation for the support and co-operation received from all its stakeholders including customers, promoters, shareholders, bankers, suppliers, various departments/agencies of State and Central Government and business associates of the Company.

Your Board recognizes and appreciates the contribution made by all employees at all levels that ensures sustained performance.

**For and on behalf of the Board of Directors of
SIMRAN FARMS LIMITED**

Date : 16.08.2017
Place: Indore

**Harender Singh Bhatia
Managing Director
(DIN: 00509426)**

**Kawaljeet Singh Bhatia
Whole Time Director
DIN: 00401827**

ANNEXURE-I**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****As on financial year ended on 31.03.2017****(Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014)****I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L01222MP1984PLC002627
2.	Registration Date	26-10-1984
3.	Name of the Company	SIMRAN FARMS LIMITED
4.	Category/Sub-category of the Company	Public Company Limited By Shares/Indian Non-government Company
5.	Address of the Registered office & contact details	1-B, Vikas Rekha Complex, Khatiwala Tank, Indore, Madhya Pradesh, 452001 Tel.: 0731-4255900 Fax: 0731-4255949 Email: compliance@simranfarms.com Web address: www.simranfarms.com
6.	Whether listed company	Yes (Bombay Stock Exchange Limited)
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Ankit Consultancy Pvt. Ltd. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Tel.: 0731-4065797, 4065799 Fax:0731-4065798 Email: ankit_4321@yahoo.com Web address: www.ankitonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated

S.No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Poultry and Poultry farming	01222	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

S. No.	Name and Address of the Company	CIN / GLN	Holding/ Subsidiary/ Associate	%age of Shares Held	Applicable Sections
1.	Puregene Biotech Limited 1-B, Vikas Rekha Complex, Tower Square, Indore - 452001 (M.P.)	U01222MP1999PLC013303	Subsidiary Company	82.71	2(87)(ii)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**(A) CATEGORY-WISE SHARE HOLDING**

Category of Share-holders	No. of Shares held at the beginning of the year [As on 1st April-2016]				No. of Shares held at the end of the year [As on 31st March-2017]				%age Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1346600	31550	1378150	36.34	1363850	23800	1387650	36.59	0.25
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	32900	0	32900	0.87	32900	0	32900	0.87	0.00
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub-total (A)(1)	1379500	31550	1411050	37.21	1396750	23800	1420550	37.46	0.25
(2) Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
b) Other- Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-total (A)(2)	0	0	0	0	0	0	0	0	0
Total share-holding of Promoter (A)= (A)(1) +(A)(2)	1379500	31550	1411050	37.21	1396750	23800	1420550	37.46	0.25
B. Public Share-holding									
(1) Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	2100	2100	0.06	0	2100	2100	0.06	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1)	0	2100	2100	0.06	0	2100	2100	0.06	0

Category of Share-holders	No. of Shares held at the beginning of the year [As on 1st April-2016]				No. of Shares held at the end of the year [As on 31st March-2017]				%age Change during the year
	Demat	Physical	Total	% of Total Share	Demat	Physical	Total	% of Total Share	
(2) Non-Institutions									
a) Bodies Corp.									
i) Indian	104426	44900	149326	3.94	91547	49400	140947	3.72	-0.22
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual share-holders holding nominal share capital up to ₹1 lakh	972997	610585	1583582	41.76	911155	591585	1502740	39.63	-2.13
ii) Individual share-holders holding nominal share capital in excess of ₹ 1 lakh	473094	37900	510994	13.48	576158	37900	614058	16.19	2.71
c) Others (specify)									
i) NRI & OCB	82648	50500	133148	3.51	54847	50000	104847	2.77	-0.74
ii) Clearing Member	1500	0	1500	0.04	6458	0	6458	0.17	0.13
Sub-total (B)(2):-	1634665	743885	2378550	62.73	1640165	728885	2369050	62.48	-0.25
Total Public share-holding (B)= (B)(1) +(B)(2)	1634665	745985	2380650	62.79	1640165	730985	2371150	62.54	-0.25
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	3014165	777535	3791700	100.00	3036915	754785	3791700	100.00	0.00

**B) SHAREHOLDING OF PROMOTERS-**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			%age change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Harender Singh Bhatia (HUF)	251700	6.64	0	251700	6.64	0	0
2	Amarjeet Singh Bhatia (HUF)	195800	5.16	0	195800	5.16	0	0
3	Gurdeep Singh Bhatia (HUF)	136100	3.59	0	136100	3.59	0	0
4	Amarjeet Kaur Bhatia	132900	3.51	0	132900	3.51	0	0
5	Gurmeet Singh Bhatia (HUF)	130600	3.44	0	130600	3.44	0	0
6	Kawaljeet Singh Bhatia	84400	2.23	0	84400	2.23	0	0
7	Gurdeep Bhatia	83300	2.20	0	83300	2.20	0	0
8	Dilraj Singh Bhatia (HUF)	72000	1.90	0	72000	1.90	0	0
9	Kawaljeet Singh Bhatia (HUF)	72000	1.90	0	72000	1.90	0	0
10	Gurmeet Singh Bhatia	65100	1.72	0	65100	1.72	0	0
11	Harender Singh Bhatia	61100	1.61	0	61100	1.61	0	0
12	Simran Hatcheries Pvt Ltd.	32900	0.87	0	32900	0.87	0	0
13	Harpal Singh Bhatia	22000	0.58	0	22000	0.58	0	0
14	Sumeet Singh Bhatia	14300	0.38	0	14300	0.38	0	0
15	Mohinder Kaur Bhatia	12900	0.34	0	12900	0.34	0	0
16	Dilraj Singh Bhatia	9600	0.25	0	9600	0.25	0	0
17	Avneet Singh Bhatia	9600	0.25	0	14600	0.38	0	0.13
18	Gurcharan Singh Kakkad	8600	0.23	0	0	0.00	0	-0.23
19	Amarjit Singh Bhatia	8100	0.21	0	8100	0.21	0	0
20	Navneet Kaur Bhatia	3650	0.09	0	3650	0.09	0	0
21	Kawaljeet Kaur Bhatia	3000	0.08	0	7500	0.20	0	0.12
22	Jaspal Kaur Kakkad	1400	0.03	0	10000	0.26	0	0.23
	TOTAL	1411050	37.21	0	1420550	37.46	0	0.25

C) CHANGE IN PROMOTERS' SHAREHOLDING (please specify, if there is no change)

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	%age of total shares of the company	No. of Shares	%age of total shares of the company
	At the beginning of the year	1411050	37.21	1411050	37.21
	Date wise increase/decrease in Promoter Shareholding during the year specifying the reasons for increase/ decrease(e.g. allotment/ transfer/ bonus/ sweat equity etc)				
1)	Decrease in Shareholding of Mr. Gurcharan Singh Kakkad on 30.08.2016 Reason: Due to death of Mr. Kakkad, his shares were transmitted in his wife's name Mrs. Jaspal Kaur Kakkad	-8600	-0.23	1402450	36.98
2)	Increase in Shareholding of Smt. Jaspal Kaur Kakkad on 30.08.2016 Reason: Transmission of shares of her husband Late Mr. Gurcharan Singh Kakkad in her name	8600	0.23	1411050	37.21
3)	Increase in Shareholding of Smt. Kawaljeet Kaur Bhatia on 08.12.2016 Reason: Transfer of shares	4500	0.12	1415550	37.33
4)	Increase in Shareholding of Mr. Avneet Singh Bhatia as on 31.03.2017 Reason: Consolidation of Folio	5000	0.13	1420550	37.46
	At the end of the year	1420550	37.46	1420550	37.46

D) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS

(Other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No.	Top Ten Shareholders Name	Shareholding		Date wise increase/ decrease in top ten shareholder	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at the beginning/ end of the year	% of total shares of the company				No. of Shares	% of total share of the company
1	#Porinju V Veliyath	40000	1.05	01.04.2016	-	-	-	-
				07.10.2016 (OUT OF TOP 10 W.E.F. 07.10.2016)	-40000	Sale	-	-



Sr. No.	Top Ten Shareholders Name	Shareholding		Date wise increase/ decrease in top ten shareholder	Increase/ Decrease in Share-holding	Reason	Cumulative Shareholding during the year	
		No. of Shares at the beginning/ end of the year	% of total shares of the company				No. of Shares	% of total share of the company
2	Toralben	21736	0.57	09.12.2016	(JOINED TOP 10 W.E.F 09.12.2016)		21736	0.57
	Hemantkumar Patel			06.01.2017	650	Purchase	22386	0.59
				13.01.2017	797	Purchase	23183	0.61
				20.01.2017	1115	Purchase	24298	0.64
				27.01.2017	635	Purchase	24933	0.66
				10.02.2017	424	Purchase	25357	0.67
				24.02.2017	400	Purchase	25757	0.68
				03.03.2017	400	Purchase	26157	0.69
				10.03.2017	1843	Purchase	28000	0.74
At the end of the year 31.03.2017	28000	0.74	-	-	-	28000	0.74	
3	#Kolisetty Venkata Krishna Charan	36200	0.95	01.04.2016	-	-	-	-
				15.04.2016	-700	Sale	35500	0.94
				22.04.2016	150	Purchase	35650	0.94
				13.05.2016	1200	Purchase	36850	0.97
				27.05.2016	88	Purchase	36938	0.97
				03.06.2016	132	Purchase	37070	0.98
				10.06.2016	-37070	Sale	-	-
					(OUT OF TOP 10 W.E.F 10.06.2016)			
4	Venkata Krishna-charan Nageswararao Kolisetty	38070	1.00	10.06.2016	(JOINED TOP 10 WEF 10.06.2016)		38070	1.00
				15.07.2016	-570	Sale	37500	0.99
				22.07.2016	-400	Sale	37100	0.98
				05.08.2016	-5100	Sale	32000	0.84
				12.08.2016	-2300	Sale	29700	0.78
				19.08.2016	-6200	Sale	23500	0.62
				16.09.2016	-300	Sale	23200	0.61
				23.09.2016	-1700	Sale	21500	0.57
				30.09.2016	-1000	Sale	20500	0.54
				07.10.2016	-400	Sale	20100	0.53
				21.10.2016	-600	Sale	19500	0.51
				28.10.2016	-650	Sale	18850	0.50
				04.11.2016	-2035	Sale	16815	0.44
				(OUT OF TOP 10 W.E.F 04.11.2016)				
				5	*Chakradhara Rao Potluri	52077	1.37	31.12.2016
03.02.2017	-5198	Sale	46879					1.24
10.02.2017	-907	Sale	45972					1.21
24.02.2017	-1681	Sale	44291					1.17

Sr. No.	Top Ten Shareholders Name	Shareholding		Date wise increase/decrease in top ten shareholder	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at the beginning/end of the year	% of total shares of the company				No. of Shares	% of total share of the company
	At the end of the year 31.03.2017			03.03.2017	100	Purchase	44391	1.17
				31.03.2017	350	Purchase	44741	1.18
		44741	1.18	-	-	-	44741	1.18
6	Sundararajan Syamsundar	55686	1.47	01.04.2016	-	-	-	-
				26.08.2016	91	Purchase	55777	1.47
				07.10.2016	400	Purchase	56177	1.48
				14.10.2016	2423	Purchase	58600	1.55
				21.10.2016	200	Purchase	58800	1.55
				28.10.2016	200	Purchase	59000	1.56
				11.11.2016	500	Purchase	59500	1.57
				09.12.2016	200	Purchase	59700	1.57
				03.02.2017	143	Purchase	59843	1.58
				10.02.2017	57	Purchase	59900	1.58
				10.03.2017	-11890	Sale	48010	1.27
				24.03.2017	940	Purchase	48950	1.29
				31.03.2017	2350	Purchase	51300	1.35
		51300	1.35	-	-	-	51300	1.35
7	Kasila Farms Ltd. At the end of the year 31.03.2017	40000	1.05	01.04.2016	No Change	-	40000	1.05
		40000	1.05	-	-	-	40000	1.05
8	#Bhagwan Advani	31600	0.83	01.04.2016	-	-	-	-
				12.08.2016	-9319	Sale	22281	0.59
				19.08.2016	-10446	Sale	11835	0.31
		11835	0.31	19.08.2016	(OUT OF TOP 10 W.E.F 19.08.2016)			
9	*Hemantkumar Satishbhai Patel	23662	0.62	19.08.2016	(JOINED TOP 10 W.E.F 19.08.2016)		23662	0.62
				02.09.2016	3499	Purchase	27161	0.72
				25.11.2016	650	Purchase	27811	0.73
				02.12.2016	2239	Purchase	30050	0.79
				09.12.2016	3500	Purchase	33550	0.88
				13.01.2017	724	Purchase	34274	0.90
				20.01.2017	400	Purchase	34674	0.91
				27.01.2017	500	Purchase	35174	0.93
				10.02.2017	400	Purchase	35574	0.94
				24.02.2017	400	Purchase	35974	0.95
				03.03.2017	1200	Purchase	37174	0.98
				10.03.2017	4826	Purchase	42000	1.11



Sr. No.	Top Ten Shareholders Name	Shareholding		Date wise increase/decrease in top ten shareholder	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at the beginning/end of the year	% of total shares of the company				No. of Shares	% of total share of the company
	At the end of the year 31.03.2017	42000	1.11	-	-	-	42000	1.11
10	Sonia Gulati	50160	1.32	01.04.2016	-	-	-	-
	At the end of the year 31.03.2017	51538	1.36	10.03.2017	1378	Purchase	51538	1.36
11	Dr. Ramesh Chimanlal Shah	88000	2.32	01.04.2016	-	-	-	-
				21.10.2016	-906	Sale	87094	2.30
				04.11.2016	-2000	Sale	85094	2.24
				11.11.2016	-500	Sale	84594	2.23
	At the end of the year 31.03.2017	84594	2.23	-	-	-	84594	2.23
12	#Akhil Chandra Dekha	34091	0.90	01.04.2016	-	-	-	-
				13.05.2016	100	Purchase	34191	0.90
				30.06.2016	-10	Sale	34181	0.90
				08.07.2016	-10	Sale	34171	0.90
				15.07.2016	-10	Sale	34161	0.90
				02.09.2016	-4133	Sale	30028	0.79
				30.09.2016	-5000	Sale	25028	0.66
				13.01.2017	-20000	Sale	5028	0.13
		5028	0.13	13.01.2017	(OUT OF TOP 10 W.E.F 13.01.17)			
13	*Madhu Parwal	19753	0.52	13.01.2017	(JOINED TOP 10 W.E.F 13.01.2017)		19753	0.52
				03.02.2017	-265	Sale	19488	0.51
					(OUT OF TOP 10 W.E.F 03.02.2017)			
		26740	0.71	10.03.2017	(JOINED TOP 10 W.E.F 10.03.2017)		26740	0.71
				31.03.2017	-4000	Sale	22740	0.60
		22740	0.60	31.03.2017	(OUT OF TOP 10 W.E.F 31.03.2017)			
14	*P.D. Gupta	21000	0.55	03.02.2017	(JOINED TOP 10 W.E.F 03.02.2017)		21000	0.55
				10.02.2017	3000	Purchase	24000	0.63
		24000	0.63	10.03.2017	(OUT OF TOP 10 W.E.F 10.03.2017)			
		24000	0.63	31.03.2017	(JOINED TOP 10) W.E.F 31.03.2017		24000	0.63
	At the end of the year	24000	0.63	31.03.2017	-	-	24000	0.63

Sr. No.	Top Ten Shareholders Name	Shareholding		Date wise increase/decrease in top ten shareholder	Increase/Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at the beginning/end of the year	% of total shares of the company				No. of Shares	% of total share of the company
15	Varsha Chugh At the end of the year 31.03.2017	37287	0.98	01.04.2016	No Change		37287	0.98
		37287	0.98	-	-	-	37287	0.98
16	*Hemantkumar Satishbhai Patel (HUF)	28000	0.74	10.03.2017	(JOINED TOP 10 W.E.F 10.03.2017)		28000	0.74
	At the end of the year 31.03.2017	28000	0.74	-	-	-	28000	0.74
17	Satyanarayan Balmukund Jhanwar	20120	0.53	01.04.2016	-	-	-	
				12.08.2016	1000	Sale	19120	0.50
		19120	0.50	12.08.2016	(OUT OF TOP 10 W.E.F 12.08.2016)			-
		18120	0.48	07.10.2016	(JOINED TOP 10 W.E.F 07.10.2016)		18120	0.48
		18120	0.48	09.12.2016	(OUT OF TOP 10 W.E.F 09.12.2016)			-

The Shareholder was in Top 10 category as on 01.04.2016 but not as on 31.03.2017.

* The Shareholder was not in Top 10 category as on 01.04.2016 but in the Top 10 Category as on 31.03.2017.

Note : The above information is based on the weekly beneficiary position received from Depositories. As it is not feasible to provide daily changes in shareholding, consolidated changes during the Financial Year 2016-2017 has been provided.

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	%age of total shares of the company	No. of Shares	%age of total shares of the company
01	Harender Singh Bhatia (Managing Director)				
	At the beginning of the year	61100	1.61	61100	1.61
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc).	0	0	61100	1.61
	At the End of the year	61100	1.61	61100	1.61

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	%age of total shares of the company	No. of Shares	%age of total shares of the company
02	Kawaljeet Singh Bhatia (Whole Time Director)				
	At the beginning of the year	84400	2.23	84400	2.23
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc).	0	0	84400	2.23
	At the End of the year	84400	2.23	84400	2.23

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	%age of total shares of the company	No. of Shares	%age of total shares of the company
03	Gurdeep Bhatia (Director)				
	At the beginning of the year	83300	2.20	83300	2.20
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc).	0	0	83300	2.20
	At the End of the year	83300	2.20	83300	2.20

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	%age of total shares of the company	No. of Shares	%age of total shares of the company
04	Surendra Singh (Independent Director)				
	At the beginning of the year	1400	0.04	1400	0.04
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc).	-	-	-	-
	16.09.2016 (Reason: Sale)	-300	-0.01	1100	0.03
	31.12.2016 (Reason: Purchase)	300	0.01	1400	0.04
	At the End of the year	1400	0.04	1400	0.04

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	%age of total shares of the company	No. of Shares	%age of total shares of the company
05	Harbhajan Singh Khanuja (Independent Director)				
	At the beginning of the year	100	0.00	100	0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc).	0	0	100	0.00
	At the End of the year	100	0.00	100	0.00

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	%age of total shares of the company	No. of Shares	%age of total shares of the company
06	Jasmeet Kaur Bhatia (Independent Director)				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc).	0	0	0	0
	At the End of the year	0	0.00	0	0.00

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	%age of total shares of the company	No. of Shares	%age of total shares of the company
07	Mahesh Patidar (Chief Financial Officer)				
	At the beginning of the year	10	0.00	10	0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	10	0.00
	At the End of the year	10	0.00	10	0.00

Sr. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	%age of total shares of the company	No. of Shares	%age of total shares of the company
08	Tanu Parmar (Company Secretary)				
	At the beginning of the year	0	0.00	0	0.00
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the End of the year	0	0.00	0	0.00

V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amount in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4431.78	344.63	-	4776.41
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	4431.78	344.63	-	4776.41
Change in Indebtedness during the financial year				
* Addition	7.00	0.67	-	7.67
* Reduction	(1024.86)	-	-	(1024.86)
Net Change	(1017.86)	0.67	-	(1017.19)
Indebtedness at the end of the financial year				
i) Principal Amount	3413.92	345.30	-	3759.22
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3413.92	345.30	-	3759.22

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**(A) Remuneration to Managing Director, Whole-time Directors and/or Manager:****(Amount in ₹)**

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Shri Harender Singh Bhatia	Shri Kawaljeet Singh Bhatia	
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	₹ 30,00,000/-	₹ 26,50,000/-	₹ 56,50,000/-
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Stock Equity	-	-	-
4	Commission - as % of profit	-	-	-
5	Others, Allowances	-	-	-
6	Overall Ceiling as per the Act	₹ 30,00,000/-	₹ 30,00,000/-	₹ 60,00,000/-

(B) Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Shri Harbhajan Singh Khanuja (ID)	Dr. Surendra Singh (ID)	Smt. Jasmeet Kaur Bhatia (ID)	Shri Gurdeep Singh Bhatia (NED)	
1	Independent Directors * Fee for attending board/ committee meetings * Commission * Others, please specify Total (1)	<p><i>During the year under review, no remuneration/sitting fees/commission is paid to the Independent directors & other non-executive directors.</i></p>				
2	Other Non-Executive Directors Fee for attending board/ committee meetings Commission Others, please specify Total (2) Total (B)=(1+2) Total Managerial Remuneration Overall Ceiling as per the Act					

(C) REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Mahesh Patidar (CFO)	Ms. Tanu Parmar (CS)	
1	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	6.26	2.23	8.49
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit	-	-	-
5	Others, please specify	-	-	-
	Total	6.26	2.23	8.49

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES : Nil**ANNEXURE II (Form AOC-1)**

(Pursuant to first proviso to Sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries ((Information in respect of each subsidiary to be presented with amounts in Lakhs))

Sr.No.	Particulars	Details (Amounts in Lakhs)
1	Name of the subsidiary	Puregene Biotech Limited
2	The date since when subsidiary was acquired	13.07.2002
3	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	(01.04.2016 to 31.03.2017)
4	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Same as Holding Company NA (There is no foreign subsidiary)
5	Share capital	144.67
6	Reserves & surplus	49.71
7	Total assets	201.26
8	Total Liabilities	6.88
9	Investments	0.00
10	Turnover	54.00
11	Profit(loss) before taxation	16.09
12	Provision for taxation	6.13
13	Profit after taxation	9.97
14	Proposed Dividend	0.00
15	Extent of shareholding (in percentage)	82.71

Part "B": Associates and Joint Ventures

(Not Applicable to the company as company neither has any associate company nor it has entered into any joint venture with any entity)

FOR KHANDELWAL KAKANI & CO.

Chartered Accountants

FRN: 001311C

CA. SANTOSH DESHMUKH**PARTNER****(M.No. 071011)****Place : Indore****Date : 29th May, 2017****H.S. Bhatia**

Managing Director

DIN 00509426

Mahesh Patidar
Chief Financial Officer

K.S. Bhatia

Whole- time Director

DIN: 00401827

Tanu Parmar
Company Secretary
(M.No. 34769)

ANNEXURE-III

[Statement pursuant to Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- (I) The Ratio of remuneration of each Director to the median remuneration of all the employees of the Company for the financial year:

Sr. No.	Name of Executive Directors	Ratio of remuneration of Director to median remuneration of employees	
		2016-17	2015-16
1	Harender Singh Bhatia	28.14	36.08
2	Kawaljeet Singh Bhatia	24.86	28.86

- (II) The percentage increase in the remuneration of each Director, CFO & Company Secretary in the financial year 2016-17 is as follows:

Sr.No.	Name of Person	Designation	% Increase in Remuneration
1	Harender Singh Bhatia	Managing Director	Not increased
2	Kawaljeet Singh Bhatia	Whole-time Director	10.42
3	Gurdeep Bhatia	Non-executive Non-Independent Director	<i>%age increase in remuneration of these directors doesn't apply as no remuneration/sitting fee/commission is paid to them</i>
4	Harbhajan Singh Khanuja	Non-executive Independent Director	
5	Surendra Singh	Non-executive Independent Director	
6	Jasmeet Kaur Bhatia	Non-executive Independent Director	
7	Mahesh Patidar	CFO	15.65
8	Tanu Parmar	Company Secretary	16.13

- (III) The Percentage increase in the median remuneration of all employees in the financial year:

Median Remuneration of Employees	Median Remuneration of Employees	Percentage Increase in the median remuneration of all employees in the Financial Year
In the beginning of the year	At the end of the year	28.19
83160	106600	

- (IV) The Number of permanent employees on the rolls of the Company:

Particulars	As on 31st March 2017
Number of permanent employees on the rolls of the company	593

- (V) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration

During the year under review, the average increase in salary/wages of the employees (other than managerial personnel) was around 27.03% whereas managerial remuneration was increased by 10.42% only.

- (VI) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Board affirms that the remuneration is as per remuneration policy of the Company.

- (VII) Pursuant to amendment made in Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended by MCA vide its notification dated 30th June, 2016, the details of top ten employees of the Company in terms of remuneration drawn during the year 2016-17 is as given hereunder:

Serial No.	1	2	3
Name	Mr. Harender Singh Bhatia	Mr. Kawaljeet Singh Bhatia	Mr. Gurmeet Singh Bhatia
Designation	Chairman & MD	WTD & Director (Production)	Vice President (Marketing)
Remuneration received	₹ 30,00,000/-	₹ 26,50,000/-	₹ 26,50,000/-
Nature of Employment, whether contractual or otherwise	Permanent & Salaried	Permanent & Salaried	Permanent & Salaried
Qualification	B.Sc. & Masters in Arts	B.Sc. and Masters in International Business	B.Com.
Experience	36 years rich experience in Poultry Industry	21 years of vast experience in poultry Industry	19 years experience in poultry business
Age	64 years	44 years	41 years
Date of Commencement of Employment	26.10.1984	01.04.2002	01.04.2007
Last employment held by the employee before joining the company	1st employment	1st employment	Singh Hatcheries (HUF of his father)
%age of equity shares as per Rules 5(2)(iii) of Companies (App. & Remuneration of Managerial Personnel) Rules, 2014	Not Applicable	Not Applicable	Not Applicable
Relation with any director or manager of the Company	Brother of Mr. Gurdeep Bhatia Non-Executive & Non-Independent Director of the Company	Brother's son of Mr. H.S. Bhatia (Chairman & M.D.) & Mr. Gurdeep Bhatia (Non-Executive Director)	Son of Mr. Gurdeep Bhatia, Non-Executive & Non-Independent Director of the Company

Serial No.	4	5	6
Name	Mr. Sanjay Chaudhary	Mr. Avneet Singh Bhatia	Mr. Datta Sampat Padol
Designation	General Manager	Vice President (Operations)	Dy. General Manager
Remuneration received	₹ 24,13,000/-	₹ 15,00,000/-	₹. 14,74,081/-
Nature of Employment, whether contractual or otherwise	Permanent & Salaried	Permanent & Salaried	Permanent & Salaried
Qualification	M.V.SC (Nutrition)	Post Graduate & Certificate in Business Management	B.V.Sc & A.H.
Experience	28 years in poultry field	8 years in poultry business	16 years in poultry business
Age	51 years	32 years	38 years
Date of Commencement of Employment	01.04.2010	01.04.2009	18.07.2012
Last employment held by the employee before joining the company	General Manager in C & M Farming Pvt. Ltd.	1st employment	Manager in CP India Pvt. Ltd.
%age of equity shares as per Rules 5(2)(iii) of Companies (App. & Remuneration of Managerial Personnel) Rules, 2014	Not Applicable	Not Applicable	Not Applicable
Relation with any director or manager of the Company	None	Son of Mr. Harender Singh Bhatia, Chairman & Managing Director of the Company	None

Serial No.	7	8
Name	Mr. Sajan Patel	Mr. Munikant Rawat
Designation	Deputy General Manager	Chief Production Manager
Remuneration received	₹ 13,98,442/-	₹ 11,71,275/-
Nature of Employment, whether contractual or otherwise	Permanent & Salaried	Permanent & Salaried
Qualification	B.V.Sc. & A.H.	Post Graduate
Experience	18 years in poultry production	38 years in Hatchery Management
Age	45 years	60 years
Date of Commencement of Employment	01.04.2010	01.04.2013
Last employment held by the employee before joining the company	Zonal Sales Manager in Simran Hatcheries	Hatchery Manager in Venkateshwara Hatcheries Private Limited
%age of equity shares as per Rules 5(2)(iii) of Companies (App.& Remuneration of Managerial Personnel) Rules,2014	Not Applicable	Not Applicable
Relation with any director or manager of the Company	None	None

Serial No.	9	10
Name	Mr. Brij Bihari Sharma	Mr. Prakash Pillay
Designation	Zonal Sales Manager	Zonal Sales Manager
Remuneration received	₹ 10,68,703/-	₹ 9,58,318/-
Nature of Employment, whether contractual or otherwise	Permanent & Salaried	Permanent & Salaried
Qualification	B.Sc.	M.Com.
Experience	11 years in poultry field	24 yrs. in poultry production
Age	37 years	59 years
Date of Commencement of Employment	27.08.2011	01.04.2010
Last employment held by the employee before joining the company	Suguna Foods Pvt. Ltd.	Zonal Sales Manager in Singh Hatcheries
%age of equity shares as per Rules 5(2)(iii) of Companies (App.& Remuneration of Managerial Personnel) Rules,2014	Not Applicable	Not Applicable
Relation with any director or manager of the Company	None	None



ANNEXURE - IV SECRETARIAL AUDIT REPORT

Form No. MR-3

For the financial year ended on 31st March, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

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

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **SIMRAN FARMS LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering 1st April, 2016 to 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under; to the extent of Foreign Direct Investments, Overseas Direct Investments and External Commercial borrowings, **(not applicable to the company during the audit period);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(not applicable to the company during the audit period);**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(not applicable to the company during the audit period);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable to the company during the audit period);**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(not applicable to the company during the audit period);**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(not applicable to the company during the audit period);**
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015.

(vi) I have relied on the representation made by the Company and its officers for systems and mechanism formed by the Company for compliances under other applicable Acts, laws and Regulations to the Company. There is no specific law applicable to the Company. However the following laws, regulations, directions, orders applicable specifically to the Company:

- a) Environment Protection Act, 1986 and other environmental laws
- b) The Madhya Pradesh Shops & Establishments Act, 1958

I have also examined compliance with the applicable clauses of Secretarial Standards on Meeting of Board of Directors and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year under review there were no changes in the composition of Board of Directors.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and there were no dissenting views by any members of the Board during the period under review.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, the company has not undertaken event/action having a major bearing in the company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred above.

For Ramesh Chandra Bagdi & Associates

Company Secretaries

Ramesh Chandra Bagdi
Proprietor
FCS: 8276. C P No 2871

Place: Indore

Dated: 29th May, 2017

Note: This report is to be read with our letter of even date which is annexed as Annexure herewith and forms an integral part of this report.



**ANNEXURE TO
Secretarial Audit Report**

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

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For, Ramesh Chandra Bagdi & Associates
Company Secretaries

Ramesh Chandra Bagdi
Proprietor
FCS: 8276. C P No 2871

Place: Indore

Dated: 29th May, 2017

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. INDUSTRY STRUCTURE AND DEVELOPMENTS

The poultry sector has undergone major shift in structure and operations during last three decades transforming from a mere backyard activity into a major commercial activity with the presence of large integrated players with successful implementation of contract poultry farming on a large scale. This transformations involved sizeable investments in breeding, hatching, rearing and processing activities. The industry has been supported by indigenous advancements in genetic capabilities, veterinary health, poultry feed, poultry equipment and poultry processing sectors.

Further, the India's economic growth is expected to remain flat at 7.1 per cent in current fiscal 2017-18 with a minimum and maximum level of 7 per cent and 7.6 per cent respectively. Also, the gross domestic product (GDP) growth momentum is slowing since mid-2016 and this trend is expected to continue going forward. However, the declining GDP growth rate may not be actually a bad news for the government and Indian economy. Demonetization is being blamed for slow down in the GDP growth rate. But, this decline in growth rate may actually be the good news both for Indian economy and the government as it gives credence to their fight against black money.

Also, the estimates have been reduced in all sectors, except for agriculture which is estimated to clock 3.5 per cent growth in 2017-18. However, the various policy initiatives taken by the Central Government, like simplifying approval procedures, reforming tax regime and addressing the issue of subsidy leakage are expected to result in further growth in GDP in the coming years. Given this backdrop the poultry industry continued to grow at satisfactory rates and it is expected to maintain its growth rates in the coming years as well.

2. INDUSTRY OUTLOOK

India has always been known for its primarily agrarian economy, though now it has gradually shifted towards industrial economy. But with the majority of the population of the country still dependent on agriculture and allied activities, there is huge scope for poultry industry to expand and improve to become a profitable sector. The poultry sector in India has been extremely beneficial for the common masses and has also contributed to earning foreign exchange through exports.

The domestic poultry market size is estimated at more than rupees one lakh crore and the growth trend is likely to continue for the present decade as demand has been growing steadily on back of favorable socio-economic factors like healthy GDP growth in coming years, rising purchasing power, changing food habits and increasing urbanization.

3. OPPORTUNITIES AND THREATS

The poultry business in India is equipped with a number of opportunities such as maximising of production to take advantage of economies of scale; processing to add value to chicken products; poultry can be used as a tool to alleviate poverty while also ensuring food security; crossbreeding between local chicken and exotic breeds can result in improved breeds with improved productivity; there is a potential for profitable investment in quality animal/poultry feed manufacturing to mitigate the deficiencies present in the sector; there is a high demand for Day Old Chicks (DOC), which makes a commercial hatchery a good viable business venture etc. whereas threats includes factors like disease outbreaks like avian influenza (bird flu) and other epidemics; severe droughts and climatic hazards affecting production of feeds; human competition for inputs into feeds; failure by authorities to enforce quality standards in feeds production; unwillingness of financial institutions to offer financing to commercial poultry farmers; more competition; high feed ingredient prices and animal welfare issues.

4. RISKS AND CONCERNS

Poultry is one of the fastest growing segments of the agricultural sector in India today. However, there are problems being faced by the poultry industry which can be summed as regional imbalance of poultry products, lack in education and access to technology, fluctuation in raw material prices such as increase in the prices of soyabean and maize creates problem in fulfilling minimum nutritional requirements and this problem is confounded by the fact that there is no alternative protein source. Further, shortage of human resources is another problem because of the absence of veterinarians, researchers, in areas where expertise knowledge is required. Indian poultry sector is still unable to tap the benefit of international market and lack of adequate cold storage, warehouses is the major factor affecting the poultry sector in India.



5. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has a comprehensive system of internal control to safeguard the Company's assets against the loss from unauthorized use and ensure proper authorization of financial transactions. The Company also has internal control systems which commensurate with the size and nature of the business. The Company takes abundant care in designing, reviewing and monitoring regularly the working of internal control systems and internal control compliances for all important financial internal control processes.

The Company maintains a system of internal controls designed to provide a high degree of assurance regarding the effectiveness and efficiency of operations, the reliability of financial controls and compliance with laws and regulations.

6. HUMAN RESOURCES

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. The Company considers Human Resource as its one of the most valuable resource. The focus is on developing a performance culture with high standards of efficiency and innovation. The Company is committed to nurturing, enhancing and retaining best talent through proper training & organizational development. The Company continues to have cordial relations with its employees and provide personnel development opportunities for all round exposure to them.

7. FINANCIAL AND OPERATIONAL PERFORMANCE

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

8. SEGMENT-WISE AND PRODUCT-WISE PERFORMANCE

The company performs in one segment only i.e. poultry and poultry farming. Company also deals in one product only i.e. broilers. Hence no information is reportable under this head.

9. DISCLOSURE OF ACCOUNTING TREATMENT

The Company has complied with all the requirement of Accounting standard applicable to the company and during the year, the company has not changed any accounting policies.

10. CAUTIONARY STATEMENT

Some of the Statements in Management discussion and Analysis describing company's 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

Pursuant to Regulation 34(3) read with Schedule-V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“**Listing Regulations**”], the Directors present a report on Corporate Governance practices mentioned in the said Regulations for the year ended 31st March 2017 and as followed by the Company:

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company recognizes the importance of good Corporate Governance which is a tool for building a strong and everlasting beneficial relationship with the customers, suppliers, bankers and more importantly with the investors. The Company believes that its key decisions must serve the underlying goals of enhancing shareholder's value over a sustained period of time and achieving the definite and measurable performance targets. For this purpose, the Company continues to focus on the fiduciary and trusteeship role of the Board to align and direct the actions of the organization towards creating wealth and shareholder's value.

The Company's governance framework is based on various principles such as appropriate composition and size of the Board wherein each member brings expertise in his respective field, timely disclosure of material operational and financial information to the stakeholders, proper business conduct by the Board, Senior Management and Employees in order to maintain value of transparency, customer satisfaction, integrity, professionalism and accountability. The Company continuously endeavors to create and adhere to ethical business practices, integrity and regulatory compliances. The Company's philosophy on corporate governance is guided by the company's philosophy of knowledge, action and care. The provision of regulations relating to corporate governance are not mandatory to the company. However the Company has complied with all the requirements of listing regulation and listed below is the status with regard to same.

II. BOARD OF DIRECTORS:

- (i) The Company is fully compliant with the Corporate Governance norms in the terms of constitution of the Board of Directors ("the Board"). As on March 31, 2017 the Company had 6 (six) directors as given in the table below. The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 149 of the Companies Act, 2013.
- (ii) Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Companies Act, 2013. The maximum tenure of independent directors is in compliance with the Companies Act, 2013. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Companies Act, 2013.
- (iii) The Board of your Company comprises of 6 (Six) Directors as on 31st March, 2017. The names and categories of Directors, the number of Directorships and Committee positions held by them in the companies are given below. None of the Director is a Director in more than 10 public limited companies (as specified in Section 165 of the Companies Act, 2013) or acts as an Independent Director in more than 7 listed companies or 3 listed companies in case he/she serves as a Whole-time Director in any listed company (as specified in Regulation 25 of the Listing Regulations). Further, none of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees (as specified in Regulation 26 of the Listing Regulations), across all the Indian public limited companies in which he/she is a Director. The Board does not have any nominee director representing any institution.

A) Composition and Categories of Directors

Name of Director	Category	No. of Board Meetings Attended	Date of joining the Board	Whether Attended Last AGM held on 22.09.2016	No. of directorship (including this Company)		No. of committee membership positions (including this Company)	
					Chairman	Member	Chairman	Member
Mr. Harender Singh Bhatia (Din:00509426)	Promoter & MD	4	26.10.1984	Yes	Nil	2	Nil	Nil
Mr. Kawaljeet Singh Bhatia (Din:00401827)	Promoter & WTD	4	01.04.2002	Yes	Nil	2	Nil	Nil
Mr. Gurdeep Bhatia (Din:00401929)	Promoter & NED	4	10.11.1988	Yes	Nil	1	Nil	Nil
Mr.Harbhajan Singh Khanuja (Din:03614872)	ID, NED	4	13.08.2012	Yes	Nil	1	2	2
Dr. Surendra Singh (Din:00645965)	ID, NED	3	15.04.1994	No	Nil	1	Nil	2
Mrs Jasmeet Kaur Bhatia (DIN:06949992)	ID, NED	4	14.08.2014	No	Nil	1	Nil	2



MD= Managing Director, WTD= Whole Time Director, ID = Independent Director, NED= Non Executive Director

- Directorship excludes Private Limited Companies, foreign Companies and Companies Registered under Section 8 of the Companies Act 2013.
- Committee considered as Audit Committee and Stakeholders Relationship Committee, including that of your Company. Committee membership(s) and Chairmanship(s) are counted separately..

B) Meeting of the Board

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 2016-17, 4 (Four) Board Meetings were held and the gap between two meetings did not exceed 120 days. The Board met once in every calendar quarter. The dates on which the said Meetings were held are as follows:

30.05.2016	11.08.2016	10.11.2016	13.02.2017
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None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.

C) Board Procedure:

A detailed Agenda, setting out the business to be transacted at the meeting(s), supported by detailed notes is sent to each Director at least seven days before the date of the Board Meeting(s) and of the Committee Meeting(s).

The Board also, inter alia, periodically reviews strategy and business plans, annual operating and capital expenditure budget(s), investment and exposure limit(s), compliance report(s) of all laws applicable to your Company, as well as steps taken by your Company to rectify instances of non compliances, review of major legal issues, minutes of the Committees of the Board, approval of quarterly/half-yearly/annual results, transactions pertaining to purchase/disposal of property(ies), major accounting provisions and write-offs, material default in financial obligations, if any and information on recruitment of Senior Officers just below the Board level etc.

The Board sets annual performance objectives, oversees the actions and results of the management, evaluates its own performance, performance of its Committees and individual Directors on an annual basis and monitors the effectiveness of the Company's governance practices for enhancing the stakeholders' value.

Apart from Board members and the Company Secretary, the Board and Committee Meetings are generally also attended by the Chief Financial Officer and wherever required the Heads of various corporate functions.

D) Inter-se Relationship among directors:

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

E) Equity shareholding of Non-Executive Director:

The Number of equity shares held by Non-Executive Directors as on 31.03.2017 was as under:

S.No.	Name of Director	No. of shares
1	Mr. Gurdeep Bhatia (Din:00401929)	83300
2	Dr. Surendra Singh (Din:00645965)	1400
3	Mr. Harbhajan Singh Khanuja (Din:03614872)	100
4	Mrs Jasmeet Kaur Bhatia (DIN:06949992)	Nil

F) The details of Familiarisation Programmes imparted to Independent Directors:

Brief Terms of reference

Pursuant to Regulation 25(7) of the Listing Regulations, the Company imparted various familiarisation programmes for its Directors including visit to Company's office, industry outlook at the Board Meetings, regulatory updates at Board and Audit Committee Meetings, Presentations on Internal Control over Financial Reporting, Operational Control over Financial Reporting, Prevention of Insider Trading Regulations, SEBI Listing Regulations, Framework for Related Party Transactions, etc. Pursuant to Regulation 46 of SEBI Listing Regulations the details required are available on the website of your Company at the web link: http://www.simranfarms.com/pdf/policy/familirization_programm_training_2016-17.pdf

G) Independent Directors Meeting

Pursuant to the Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and schedule IV of the Companies Act, 2013, the Independent Directors of the Company shall hold at least one meeting in a year without attendance of non-independent directors and members of the Management. Accordingly, independent directors of the Company met on 10th March, 2017 to consider the following businesses as required under Regulation 25(4) of Listing Regulations and the Companies Act, 2013:-

- Review the performance of Non-Independent Directors and the Board of Directors as a whole;
- Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors and;
- Assess the quality, quantity and timelines of flow of information between the company's management and the Board of Directors that is necessary for the Board to effectively and reasonably perform their duties.

Attendance of Independent Directors meeting:

Directors	Meetings held during the Year	Meetings Attended
Mr. Harbhajan Singh Khanuja (Din:03614872)	1	1
Dr. Surendra Singh (Din:00645965)	1	1
Mrs. Jasmeet Kaur Bhatia (DIN:06949992)	1	1

III. AUDIT COMMITTEE

The Company has an independent Audit Committee. The Composition, procedure, role/function of the committee complies with the requirements of the Companies Act, 2013 as well as those of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A) Composition and Attendance of Members at the meeting of Committee held during 2016-17:

The composition of the Audit Committee as on 31.03.2017 and attendance record of the members at the meetings held during the year is as under:

Name of the Member	Category	Designation	No. of meetings during the financial year 2016-17	
			Held	Attended
Mr. Harbhajan Singh Khanuja (DIN:03614872)	Non-Executive Independent Director	Chairman	4	4
Dr. Surendra Singh (DIN:00645965)	Non-Executive Independent Director	Member	4	3
Mrs. Jasmeet Kaur Bhatia (DIN:06949992)	Non-Executive Independent Director	Member	4	4

B) Meetings of Audit Committee:

During the year under review, the committee met on 4 (four) occasions during the year on following dates namely:

30.05.2016	11.08.2016	10.11.2016	13.02.2017
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In pursuance of Regulation 18 of Listing Regulations,

- The representatives of statutory and internal auditors of the company are also invited in the audit committee meetings.
- The gap between two audit committee meetings was not more than 120 days.
- The Chairman of the Audit Committee, Mr. Harbhajan Singh Khanuja was present at the last Annual General Meeting of the Company held on 22nd September, 2016 to answer shareholders' queries.

C) Terms of Reference:

The terms of reference of the Audit Committee are as under:

- Oversight the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

- Recommendation of the appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing with management, the annual financial statement and auditor's report thereon 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 134(3)(c) of the Companies Act, 2013.
 - b. Changes in the Accounting policies and practices and the reasons for the same, if any.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Modified opinion in the draft audit report.
- Reviewing with the management the quarterly financial statements before submission to the board for approval;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositories, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- Undertake such other functions as may be entrusted to it by the Board from time to time.

D) The Audit Committee mandatorily reviews the following information:

- (1) Management Discussion and Analysis of financial condition and results of operations;
- (2) Statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) Management letters/letters of internal control weaknesses issued by the statutory auditors;
- (4) Internal audit reports relating to internal control weaknesses; and
- (5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

IV. NOMINATION AND REMUNERATION COMMITTEE:

Pursuant to Regulation 19 of Listing Regulation and Section 178 of the Companies Act, 2013, the Board has constituted Nomination and Remuneration Committee. The constitution and terms of reference are in compliance with the provisions of Companies Act, 2013 and the Listing Regulations.

A) Composition and Attendance of Members at the meeting of Committee held during 2016-17:

The Composition of Committee as on 31.03.2017 and attendance record of the members at the meetings held during the year was as under:

Name of the Member	Category	Designation	No. of meetings during the financial year 2016-17	
			Held	Attended
Mr. Harbhajan Singh Khanuja (DIN:03614872)	Non-Executive Independent Director	Chairman	2	2
Dr. Surendra Singh (DIN:00645965)	Non-Executive Independent Director	Member	2	2
Mrs. Jasmeet Kaur Bhatia (DIN:06949992)	Non-Executive Independent Director	Member	2	2

B) Meetings of Nomination and Remuneration Committee:

During the year, the committee met on 2 (two) occasions during the year on following dates namely:

30.05.2016	11.08.2016
------------	------------

As per Section 178(7) of the Companies Act, 2013 and Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorized by him in this behalf shall attend the General Meeting of the Company. The Chairman of the Nomination and Remuneration Committee Mr. Harbhajan Singh Khanuja was present at the 29th Annual General Meeting of the Company held on 22nd September, 2016 to answer shareholders' queries.

C) Terms of Reference:

- To formulate a criteria for determining qualifications, positive attributes and independence and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees;
- To formulate a criteria for evaluation of performance of independent directors and the board of directors
- Devising a policy on diversity of board of directors;
- Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board the appointment and removal of Directors and Senior Management personnel.
- To decide and recommend whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

D) Performance evaluation criteria for Independent Directors and Board of Directors

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of Listing Regulations the Nomination and Remuneration Committee formulated evaluation criteria for performance evaluation of Independent Director and Board of Directors which is as below:

A. INDEPENDENT DIRECTORS:

The roles, duties and responsibilities will be those normally required of a Non-executive Independent Director under the Companies Act, 2013 and the Listing Regulations. Performance Evaluation of the independent director shall be based on the following criteria herein below:

- In terms of Section 166 of the Companies Act, 2013, the Independent Directors shall act in accordance with the Company's Articles of Association.
- They shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company and in the best interests of its employees, the shareholders, the community and for the protection of environment.
- They shall exercise their duties with due and reasonable care, skill and diligence.
- They shall not involve themselves in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- They shall not achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners or associates.
- They shall not assign their office as Director and any assignments and if so made shall be void.
- They shall also abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Companies Act, 2013, and duties of directors as provided in the said Act and Listing Regulations.



B. BOARD OF DIRECTORS:

Performance evaluation of each of the director of the Board shall be based on the criteria mentioned herein below:

- The Board shall fulfil its responsibilities and obligation in respect of Attendance and participations in the Meetings and expert opinions in respect of the serious issues.
- The strategies formulated and successfully implemented by the Board.
- Various Directions provided in the best interest of the Company on key issues.
- Performance of the Company on the Stock Exchanges.
- Financial Performance of the Company.
- Avoidance of High Financial Risk while executing the functions and duties
- Avoidance from any other high risk.
- Review of Detailed Compliances applicable under the various Laws, Rules & Regulations.
- Reviewing whether the Business is running legally or not.
- Provision for Additional or Alternate Directors.
- Strategy to resolve the conflict of interest in other Directors.
- Strategy to resolve the conflict of interest in other Employees.
- Control on Financial Dealings.
- Control on internal Operational Activities.
- Initiative to maintaining Corporate Culture, Moral Values, High level of Integrity and High level of Ethic in the Company.
- Functioning of Duties and Responsibilities as per the Code of Conduct for Directors and Senior Management.
- Abidance and behavior in accordance with Code of Conduct for Directors.
- Communication skills and quick responsiveness.

V. REMUNERATION OF DIRECTORS

A) Remuneration paid to Directors:

Remuneration paid or payable to Directors during the year 2016-17:-

Name of Director	Sitting Fees	Commission on Profit	Salary & Allowance	Contribution to PF	Perquisites	Total
Mr. Harender Singh Bhatia (Managing Director) DIN: 00509426	---	---	3000000	---	---	3000000
Mr. Kawaljeet Singh Bhatia (Whole-time Director) DIN: 00401827	---	---	2650000	---	---	2650000

- 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.

B) Nomination and Remuneration Policy

Pursuant to Regulation 20 read with Part D of Schedule II of Listing Regulations and Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee has adopted a Nomination and Remuneration Policy for selection and appointment, re-appointment, removal and appraisals of Directors and Senior Management and the policy has been uploaded on the Company's website at the web link: http://www.simranfarms.com/pdf/policy/nomination_remuneration.pdf.

VI. STAKEHOLDERS' RELATIONSHIP COMMITTEE

As required under Section 178(5) of the Companies Act, 2013 ("the Act") read with the provisions of Regulation 20 of Listing Regulations, the Board has in place Stakeholders Relationship Committee to specifically look into the mechanism of redressal of grievances of shareholders, debenture holders and other security holders. The Company is also registered with SCORES, a centralized web based complaints redressal system launched by SEBI and complaints received on SCORES are monitored regularly and resolved from time to time. The constitution and terms of reference are in compliance with the provisions of Companies Act, 2013 and the Listing Regulations.

A. Composition and Attendance of Members at the meeting of the Committee:

The Composition of Committee as on 31.03.2017 and attendance record of the members at the meetings held during the year was as under:

Name of the Member	Category	Designation	No. of meetings during the financial year 2016-17	
			Held	Attended
Mr. Harbhajan Singh Khanuja (DIN:03614872)	Non-Executive Independent Director	Chairman	4	4
Dr. Surendra Singh (DIN:00645965)	Non-Executive Independent Director	Member	4	3
Mrs. Jasmeet Kaur Bhatia (DIN:06949992)	Non-Executive Independent Director	Member	4	4

B) Meetings of Shareholder's Relationship Committee:

During the year under review, the committee met on 4 (four) occasions during the year on following dates namely:

30.05.2016	11.08.2016	10.11.2016	13.02.2017
------------	------------	------------	------------

As per Section 178(7) of the Companies Act, 2013 and Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorized by him in this behalf shall attend the General Meeting of the Company. The Chairman of the Stakeholders' Relationship Committee Mr. Harbhajan Singh Khanuja was present at the 29th Annual General Meeting of the Company held on 22nd September, 2016 to answer shareholders' queries.

C. Complaints received during the year

During the year under review 10 (Ten) 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.

D. Name, designation and address of Compliance Officer:-

Mrs. Tanu Parmar
Company Secretary and Compliance Officer
1-B, Vikas Rekha Complex
Khatiwala Tank, Tower Square, Indore - 452001 (M.P.)
Tele: 0731-4255900; Fax No. : 0731-4255949
Email: compliance@simranfarms.com; Website: www.simranfarms.com

E. Terms of Reference of the Stakeholders' Relationship Committee include:

To consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of annual report and non- receipt of declared dividend.

VII. GENERAL BODY MEETINGS**(a) Location and time of last three Annual General Meetings:**

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

Financial Year	Date	Time	Venue
27th AGM 2013-14	September 25, 2014	10.00 A.M.	Kings Park Hotel, 1, Vishnupuri Main, A.B. Road, Bhanwarkua, Indore (M.P.)
28th AGM 2014-15	September 24, 2015	10.00 A.M.	Pishori Premises, 910, Khatiwala Tank, Tower Square, Indore (M.P.)
29th AGM 2015-16	September 22, 2016	10.00 A.M.	Pishori Premises, 910, Khatiwala Tank, Tower Square, Indore (M.P.)

**Extra Ordinary General Meeting:**

No extraordinary general meeting of the members was held during the year 2016-17.

(b) Special Resolutions passed in last three Annual General Meeting:

- A. The Company in its **AGM held on September 25, 2014** has passed the following special resolutions.
- Creation of mortgage and/or charge on all or any of the movable and/or immovable properties of the company in terms of Section 180(1)(a) of the Companies Act, 2013.
 - Authority to obtain loans/borrowings under Section 180(1)(c) & (2) of the Companies Act, 2013.
- B. The Company in its **AGM held on September 24, 2015** has passed the following special resolutions.
- Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.
- C. No Special Resolution was passed by the Company in **Annual General Meeting held on September 22, 2016**.

(c) Postal Ballot

- During the last three years, no resolutions were passed by postal ballot
- None of the business proposed to be transacted in the ensuing Annual General Meeting require passing of a resolution through Postal Ballot.

VIII. MEANS OF COMMUNICATIONS:

Your Company, from time to time and as may be required, communicates with its security-holders and investors through multiple channels of communications such as dissemination of information on the website of the Stock Exchanges, Press Releases, the Annual Reports and uploading relevant information on its website. The website of the Company www.simranfarms.com acts as the primary source of information regarding the operations of the Company.

A. Quarterly & Yearly Financial Results and New-paper Publication:

The unaudited quarterly results are announced within forty five days of the close of each quarter, other than the last quarter. The audited annual results are announced within sixty days from the end of the financial year as required under the Listing Regulations. The approved financial results are forthwith send to the Stock exchange within the statutory time period from the conclusion of the Board Meeting(s) at which these were considered and approved and also posted on the website of the Company. These results are also published in widely circulated newspapers such as Hindustan Times, Free Press, Times of India (English) & Dabang Dunia (Hindi).

B. Website of the Company where results and other information is displayed:

The Company's financial results, shareholding patterns and all other corporate communication are displayed on company's website www.simranfarms.com. The quarterly financial results are not sent individually to the shareholders. Your Company discloses to the Stock Exchanges, all information required to be disclosed under Regulation 30 read with Part 'A' and Part 'B' of Schedule III of the Listing Regulations including material information having a bearing on the performance/operations of the Company and other price sensitive information. All information is filed electronically on BSE's online portal – BSE Corporate Compliance & Listing Centre (www.listing.bseindia.com).

IX. GENERAL SHAREHOLDER INFORMATION:**(a) General Information:**

AGM: Date, time and Venue	Thursday, 28th September, 2017 at 10.00 A.M. Venue: Pishori Premises, 910, Khatiwala Tank, Tower Square, Indore (M.P.) 452001
Last date for receipt of proxy forms:	26th September, 2017
Financial Year Reporting Calendar: 1st April, 2017 to 31st March, 2018 1st Quarter ending 30th June, 2017 2nd Quarter ending 30th Sept, 2017 3rd Quarter ending 31st Dec, 2017 4th Quarter ending 31st Mar, 2018	Second fortnight 14th Sept. 2017 Second fortnight 14th Dec. 2017 Second fortnight 14th Feb. 2018 Before 30th May 2018
Dividend Payment:	No Dividend was recommended by the Board of Directors for financial year ended March 31, 2017
Annual Book Closure	The annual book closure period is from Friday, 22nd September, 2017 to Thursday 28th September, 2017 (both days inclusive).



Address of Registered office of the Company	1-B, Vikas Rekha Complex, Khatiwala Tank, Indore (M.P) 452001
Corporate Identity Number (CIN) of the Company:	L01222MP1984PLC002627
Name of the Stock Exchange: Stock Code: ISIN Code on both in NSDL and the CDSL	Bombay Stock Exchange, Mumbai 519566 INE354D01017
Listing Fees	Annual Listing Fees for the year 2017-18 have been paid to Bombay Stock Exchange Limited, Mumbai
Suspension of Securities	Trading in shares of company was suspended by Exchange on account of GSM (Graded Surveillance Measure) w.e.f. 10.05.2017 to 26.06.2017. However after reviewing the same by exchange normal trading has been started.
Registrar and Share Transfer Agent (For physical and demat shares)	"Ankit Consultancy Pvt. Ltd." 60, Electronics Complex, Pardeshipura, Indore - 452010 (M.P) Tel.:0731-4065797, 4065799, Fax: 0731-4065798 E-mail: ankit_4321@yahoo.com
Share Transfer System:	All the transfer received is processed by the Registrar and Share Transfer Agent.
Dematerialisation of shares & liquidity	30,36,915 shares are dematerialized (as on 31.03.2017) i.e.80.09% of total shares viz.; 37,91,700 equity shares
Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity:	The Company has not issued any GDRs/ADRs/ Warrants or any convertible instruments.
Commodity Price Risk or Foreign Exchange Risk and Hedging activities	Your Company does not deal in any commodity and hence is not directly exposed to any commodity price risk. Further, the Company has no foreign exchange exposure; hence hedging is not required.
Address for Shareholders' correspondence:	Simran Farms Limited 1-B, Vikas Rekha Complex, Khatiwala Tank, Indore (M.P.) 452001 Telephone: 91-731-4255900 Fax: 0731-4255949 Designated e-mail address for Investor Services: compliance@simranfarms.com Website: www.simranfarms.com
Others farms of the Company situated at:	SIMRAN FARMS LIMITED (NEW FARM) Khandwa Road; Tehsil:- Mhow, Gram:- Simrol; District:- Indore (M.P.) SIMRAN FARMS LIMITED (OLD FARM) Khandwa Road; Tehsil:- Mhow, Gram:- Simrol; Post:- Simrol, District:- Indore (M.P.)
Market Price Data: High/Low/Close During each month in the last Financial Year.	As per attached Table-1
Distribution of shareholding as on 31.03.2017	As per attached Table-2
Relative Performance of Share Price v/s BSE Sensex	As per attached Table-3
Shareholding Pattern as on 31.03.2017	As per attached Table-4



X. DISCLOSURES

A) Materially Significant Related Party Transactions & Policy for the same:-

There are no materially significant related party transactions of the company which have potential conflict with the interest of the Company at large. Further, the particulars of transactions between the Company and its related parties in accordance with the accounting standard 18 are set out in Note No. 26 of financial statements forming part of the annual report. These transactions are in the ordinary course of business and on arms lengths basis and are not likely to have any conflict with the interest of the Company.

B) There has been no non-compliance by the company and no 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.

C) Vigil Mechanism Policy

The Company believes in conducting its affairs in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour. In order to provide a secure environment and to encourage employees of the Company to report unethical, unlawful or improper practice, acts or activities, the Company has adopted a Vigil Mechanism policy. The reportable matter may be disclosed to the Audit Committee. Employees may also report to the Chairman of the Audit Committee. During the year under review, no employee was denied access to the Audit Committee.

D) Compliance with mandatory / Non-mandatory requirements:

The Company has complied with all applicable mandatory requirements as given under Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Further, pursuant to Regulation 27(1) read with Part E of Schedule II of the Listing Regulations, the following non-mandatory requirements have been adopted by the Company:

- During the year under review, there is no audit qualification in your company's standalone financial statements. Your company continues to adopt best practices to ensure regime of unqualified financial statements.
- The Company has not appointed separate persons to the posts of Chairman and Managing Director or Chief Executive Officer.
- The Internal Auditors report directly to the Audit Committee.
- Shareholders' Rights: As the quarterly, half yearly, financial performance and summary of significant events in last six-months are published in the newspaper and are also posted on the Company's website, the same are not mailed to the shareholders

E) Policy for determining 'material' subsidiaries:-

Your Company has formulated a Policy for Determining 'Material' Subsidiaries as defined in Regulation 16 of the Listing Regulations. This Policy has also been posted on the website of the Company and can be accessed through web-link:

<http://simranfarms.com/pdf/policy/Policy%20on%20Material%20Subsidiary.pdf>

F) Policy on Materiality of and Dealing with Related Party Transactions:

Your Company has formulated a Policy on Materiality of and Dealing with Related Party Transactions which specify the manner of entering into related party transactions. This Policy has also been posted on the website of the Company and can be accessed through web link:

http://simranfarms.com/pdf/policy/related_party_transaction_policy.pdf

G) Accounting Standards:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) and comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013.

H) Your Company has complied with all the applicable requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. However these are not mandatory to the company.

XI. RISK MANAGEMENT

The Company is not required to constitute Risk Management Committee. However the company has a well defined risk management framework in place.

XII. CODE FOR PREVENTION OF INSIDER TRADING PRACTICES

In compliance with the SEBI Regulations on prevention of Insider trading, the Company has adopted a Code of Conduct for its Directors and designated employees. The code lays down guidelines which include procedures to be followed and disclosures to be made while dealing with the shares of the Company.

XIII. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis is a part of the Annual report and annexed separately.



XIV. DISCLOSURE REGARDING RE-APPOINTMENT OF DIRECTORS:

Brief resume(s) of the Director Mr Kawaljeet Singh Bhatia who retires by rotation at the forthcoming Annual General Meeting of the Company being eligible has offered himself for re-appointment. Detail disclosure about Mr Kawaljeet Singh Bhatia is given in the Notice convening the Annual General Meeting in separate Annexure A.

XV. SUBSIDIARY COMPANIES

Regulation 16 of the Listing Regulations defines a "material subsidiary" to mean a subsidiary, whose income or net worth exceeds twenty percent of the consolidated income or net worth respectively, of the listed entity and its subsidiaries in the immediately preceding accounting year. Under this definition, the Company did not have any unlisted material subsidiary, incorporated in India during the year under review.

The subsidiary of the Company functions independently with an adequately empowered Board of Directors and adequate resources. For more effective governance, the minutes of Board Meetings of subsidiary of the Company are placed before the Board of Directors of the Company for their review at every quarterly Meeting. The Financial statements of the subsidiary companies are presented to the Audit Committee at every quarterly meeting. The Company has also complied with the other requirements of Regulation 24 of the Listing Regulations with regard to Corporate Governance requirements for Subsidiary Companies.

XVI. TRANSFER OF UNPAID/UNCLAIMED AMOUNT OF 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 124 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 of unpaid/unclaimed dividend to IEPF
2010-11	22.09.2011	28.10.2018
2011-12	27.09.2012	02.11.2019

XVII. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

The Company does not have any shares in the demat suspense account/unclaimed suspense account.

XVIII. CODE OF CONDUCT

The Board of Directors has laid down the Code of Conduct for all the Board Members and members of the senior management. The Code is also placed on the Company's website at the below mentioned web-link – http://simranfarms.com/pdf/policy/code_of_conduct.pdf. A certificate from the Managing Director, affirming compliance of the said Code by all the Board Members and members of the senior management to whom the Code is applicable, is annexed separately to this report.

Further, the Directors and the Senior Management of the Company has submitted disclosure to the Board that they do not have any material financial and commercial transactions that may have a potential conflict with the interest of the Company at large.

XIX. OTHERS

1. Proceeds from public issues, right issues, preferential issues, etc.
Not applicable
2. The company has adopted a policy on dissemination of information on the material events to stock exchanges in accordance with the Regulation 30 of the SEBI (LODR) Regulations, 2015. The said policy is available on the website of the Company at following web link: http://www.simranfarms.com/pdf/policy/material_disclosure.pdf
3. The company has adopted the policy on preservation of documents in accordance with the regulation 9 of the SEBI (LODR) Regulations, 2015. The documents preservation policy is available on the website of the company at following web link: http://www.simranfarms.com/pdf/policy/doc_preserve.pdf

XX. MD & CFO CERTIFICATION

The Managing Director and the Chief Financial Officer of the Company gives annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) read with schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results to the Board in terms of Regulation 33(2)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Copy of such certificate is enclosed herewith this report.

**XXI. CERTIFICATE ON CORPORATE GOVERNANCE**

The Company has obtained the certificate from the Statutory Auditors of the Company regarding compliance with the conditions of corporate governance laid down in Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Certificate is annexed with this report.

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

I Harender Singh Bhatia, Managing Director of Simran Farms Limited declare that all the members of Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct for the financial year ended on 31st March 2017.

Place: Indore

Date : 16.08.2017

HARENDER SINGH BHATIA

(Chairman & Managing Director)

DIN: 00509426

ANNEXURE TO GENERAL SHAREHOLDER INFORMATION**TABLE-1****Market Price Data:**

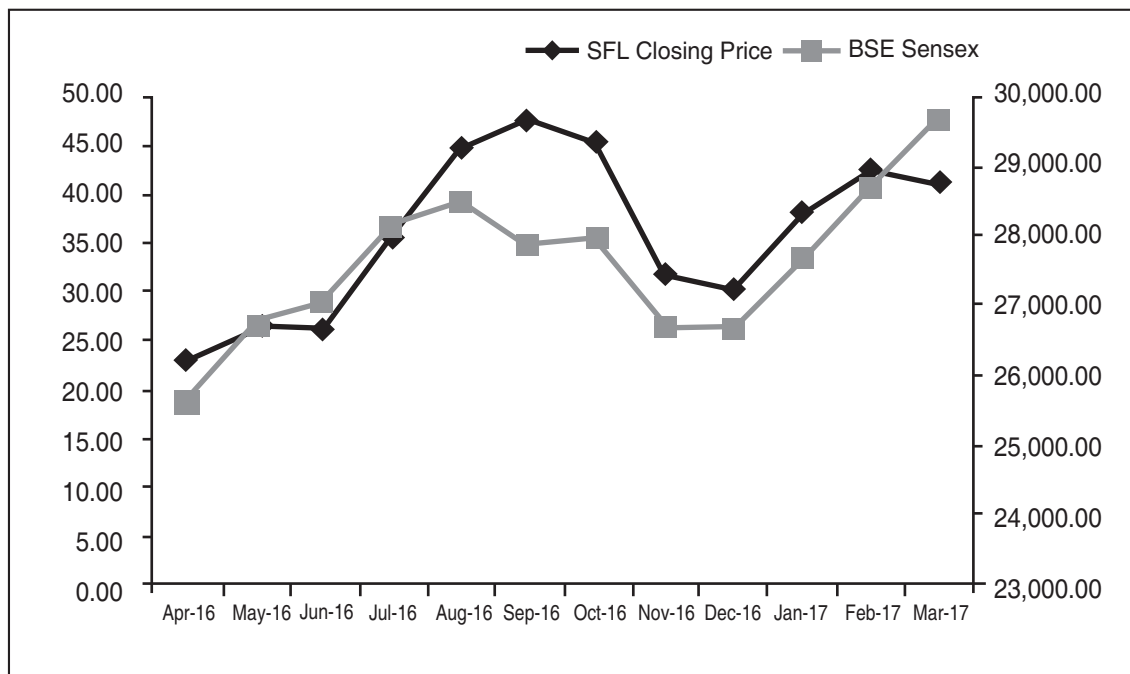
The monthly high and low quotations and volume of shares traded on the Stock Exchange, Mumbai (BSE) is as follows:

(Price in ₹)

Month	High	Low	Volume of Shares Traded
April 2016	24.50	16.50	37375
May 2016	26.20	19.95	52233
June 2016	26.20	26.20	29233
July 2016	35.60	27.50	22283
August 2016	47.40	37.35	284271
September 2016	47.40	42.55	97137
October 2016	53.65	40.60	130933
November 2016	46.70	31.65	102430
December 2016	34.40	26.05	25862
January 2017	38.00	28.00	85352
February 2017	45.45	37.05	90776
March 2017	44.15	34.00	78413

TABLE-2**Distribution of Shareholding as on March 31, 2017**

Category (Shares)	Number of Shareholders	%age of Total Shareholders	Shares	%age of Total Shares
Upto 100	3983	63.83	372242	9.81
101-200	1113	17.84	219030	5.77
201-300	352	5.64	102961	2.72
301-400	117	1.88	46010	1.21
401-500	158	2.53	77994	2.06
501-1000	227	3.64	189022	4.99
1001-2000	115	1.84	176172	4.65
2001-3000	53	0.85	135553	3.57
3001-4000	29	0.46	104288	2.75
4001-5000	20	0.32	93710	2.47
5001-10000	30	0.48	219730	5.80
10000-Above	43	0.69	2054988	54.20
Total	6240	100.00	3791700	100.00

TABLE-3**Stock Performance Index in relation to BSE sensex:****TABLE-4****Category of shareholders as on March 31, 2017**

Category	No. of Share held	Percentage of Shareholding
Promoter and Promoter Group		
1) Indian		
A Individual/Hindu Undivided Family	1387650	36.59
B Central Govt./State Govt.	-	-
C Financial Institutions/Banks	-	-
D Any Other (Specify) Body Corporate	32900	0.87
Sub Total (1)	1420550	37.46
2) Foreign		
A Individuals (Non Resident Individuals / Foreign Individuals)	-	-
B Government	-	-
C Institutions	-	-
D Foreign Portfolio Investor	-	-
E Any Other (Specify)	-	-
Sub-Total (2)	-	-
Total (1) + (2)	1420550	37.46



Category	No. of Share held	Percentage of Shareholding
Public Shareholding		
1) Institutions		
A Mutual Funds	-	-
B Venture Capital Funds	-	-
C Alternate Investment Funds	-	-
D Foreign Venture Capital Investors	-	-
E Foreign Portfolio Investors	-	-
F Financial Institutions / Banks	2100	0.06
G Insurance Companies	-	-
H Provident Funds / Pension Funds	-	-
I Any Other (Specify)	-	-
Sub-total (1)	2100	0.06
2) Central Govt/State Govt(s)/President of India	-	-
Sub-total (2)	0	0.00
3) Non- Institutions		
A Individuals - I. Individual Shareholders holding nominal share capital up to ₹ 2 lakhs	1703807	44.94
B Individuals - II. Individual Shareholders holding nominal share capital in excess of ₹ 2 lakhs	412991	10.89
C NBFCs Registered with RBI	-	-
D Employee Trusts	-	-
E Overseas Depositories (holding DRs) (Balancing figure)		
F Any Other (Specify)		
G Body Corporate	140947	3.71
H NRI & OCB	104847	2.77
I Clearing Member	6458	0.17
Sub-total (3)	2369050	62.48
Total (1)+(2)+(3)	2371150	62.54
Grand Total	3791700	100.00

CEO & CFO CERTIFICATION UNDER REGULATION 17(8) READ WITH PART B OF SCHEDULE II OF SEBI (LODR) REGULATIONS, 2015

To,
The Board of Directors,
Simran Farms Limited

We hereby certify that:

- A. We have reviewed the financial statements and the cash flow statement of the Company for the year ended on March 31, 2017 and that to the best of our knowledge and belief, we state that:
- 1) these statements do not contain any material untrue statement or omit any material fact or contain statements that might be misleading;



- 2) 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 our 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. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee:
- 1) significant changes, if any, in internal control over financial reporting during the year;
 - 2) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - 3) instances of significant fraud of which we 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.

For, SIMRAN FARMS LIMITED

Place: Indore
Date : 29.05.2017

HARENDER SINGH BHATIA
(Managing Director)
DIN: 00509426

MAHESH PATIDAR
(Chief Financial Officer)

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of **SIMRAN FARMS LIMITED**

We have examined the compliance of conditions of Corporate Governance by **SIMRAN FARMS LIMITED** ('the Company'), for the year ended 31st March 2017, as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations, as applicable.

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.

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

For Khandelwal Kakani & Company,
Chartered Accountants
FRN: 001311C

Date : 16.08.2017
Place: Indore

CA Santosh Deshmukh
(Partner)
M. No. 071011



INDEPENDENT AUDITOR'S REPORT

TO,
THE MEMBERS OF
SIMRAN FARMS LIMITED,
INDORE (M.P.)

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **Simran Farms Limited** ('the Company'), which comprise the balance sheet as at 31 March 2017, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, 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 financial control relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, 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 on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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, of the state of affairs of the Company as at 31 March 2017 and its profit and its 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, 2016 ("the Order") issued by the Central Government of India in terms of sub-Section (11) of Section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;



- (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
- (d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) on the basis of the written representations received from the directors as on 31 March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Amendment Rules, 2017, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company does not have any pending litigation which would impact its financial position.
 - ii. The company did not have any long term contracts including derivative contracts for which there were any foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, incorporated in India.
 - iv. The company has provided requisite disclosures in its financial statements, as required by notification no. G.S.R 308(E) dated 30th March 2017 issued by Ministry of Corporate Affairs, regarding the Specified Bank Notes (SBNs) held and transacted during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the books of accounts maintained by the company and as produced to us by the management.

Place: Indore

Date : 29th May 2017

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

CA SANTOSH DESHMUKH
PARTNER
M.No. 071011

Annexure "A" to the Auditor's Report

The Annexure referred to in our Independent Auditors' Report to the members of Simran Farms Limited on the standalone financial statements for the year ended 31 March 2017, we report that:

1. In respect of Fixed Assets:

- a. The Company has maintained 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 information and explanations given to us, no discrepancies were noticed on such verification.
 - c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
2. In our opinion, physical verification of Inventories have been conducted at reasonable intervals by the management of company during the year and on the basis of information and explanations given to us, no discrepancies were noticed on such verification.
 3. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
 4. In our opinion and according to information and explanations given to us, the company is not advanced any loans, made investments, gave guarantees, and provided security prescribed in provisions of Section 185 and 186 of the Companies Act, 2013. Thus, paragraph (4) of the Order is not applicable to the Company.

5. The company has not accepted any deposits from public and hence paragraph (5) of the order is not applicable to the company.
6. The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act, for any of the services rendered by the Company or goods produced or sold by the company.
7. According to the information and explanations given to us, in respect of statutory dues:
 - a. According to the information and explanation given to us and on the basis of our examination of records of the company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Income Tax, Sales Tax, Value Added Tax, Cess and other statutory dues have been regularly deposited during the year by the company with the appropriate authorities.
 - b. According to information and explanations given to us and on the basis of examination of records of the company there is no dispute in respect of income tax or sales tax or service tax or value added tax.
8. The company has not defaulted in repayment of loans or borrowing to a bank. Also company has not taken any loans or borrowings from Government or debenture holders. Accordingly, paragraph 3(viii) of the Order is not applicable.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). The Company raise the term loans during the year for purchasing the vehicles the same are applied for the purposes for which those are raised.
10. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

Place: Indore

Date : 29th May 2017

For KHANDELWAL KAKANI & Co.

Chartered Accountants

FRN: 001311C

CA SANTOSH DESHMUKH

PARTNER

M.No. 071011

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Simran Farms Limited ("the Company") as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of

internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Indore

Date: 29th May, 2017

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

CA SANTOSH DESHMUKH
PARTNER
M.No. 071011

BALANCE SHEET AS AT 31st MARCH, 2017

(₹ in Lakhs)

Particulars	Note	31st March, 2017	31st March, 2016
A EQUITY AND LIABILITIES			
1. Shareholders' funds			
(a) Share capital	1	379.17	379.17
(b) Reserves and surplus	2	1335.19	1240.55
		<u>1714.36</u>	<u>1619.72</u>
2. Non-current Liabilities			
(a) Long term borrowings	3	391.45	486.52
(b) Deferred tax liabilities (net)	4	105.68	79.28
(c) Long-term provisions	5	78.07	89.43
		<u>575.20</u>	<u>655.23</u>
3. Current Liabilities			
(a) Short term borrowing	6	3367.77	4289.89
(b) Trade payables	7	5748.34	7449.76
(c) Other current liabilities	8	304.82	308.11
(d) Short-term provisions	9	177.99	233.80
		<u>9598.92</u>	<u>12281.56</u>
		<u>11888.48</u>	<u>14556.51</u>
B ASSETS			
1. Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	1773.67	1827.89
(b) Non current investments	11	131.54	131.54
(c) Long term loans and advances	12	21.03	18.85
		<u>1926.24</u>	<u>1978.28</u>
2. Current assets			
(a) Inventories	13	8159.62	9541.42
(b) Trade receivables	14	1005.37	2055.62
(c) Cash and bank balances	15	206.13	330.28
(d) Short-term loans and advances	16	591.12	650.91
		<u>9962.24</u>	<u>12578.23</u>
		<u>11888.48</u>	<u>14556.51</u>

See accompanying notes forming part of the Accounts

In terms of our report attached.

FOR KHANDELWAL KAKANI & CO.**Chartered Accountants****FRN: 001311C****H.S. Bhatia**

Managing Director

DIN 00509426

K.S. Bhatia

Whole-time Director

DIN 00401827

CA SANTOSH DESHMUKH**PARTNER****(M.No. 071011)****Place : Indore****Date : 29th May, 2017****Mahesh Patidar**

Chief Financial Officer

Tanu Parmar

Company Secretary

(M.No. 34769)

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2017**

(₹ in Lakhs except EPS)

Particulars	Note	31st March, 2017	31st March, 2016
Revenue from operation Sales (Net)		41002.94	44717.02
Other income	17	21.54	3.45
Total revenue		41024.48	44720.47
Expenses			
(a) Cost of materials consumed	18	32844.24	36251.59
(b) Farm expenses	19	3648.88	3888.06
(c) Hatcheri expenses	20	387.38	401.04
(d) Administrative expenses	21	554.68	579.45
(e) Selling & distribution expenses	22	1447.21	1733.48
(f) Employee benefits expense	23	1188.15	1154.37
(g) Finance costs	24	608.72	477.51
(h) Depreciation	10	200.03	206.31
Total expenses		40879.29	44691.80
Profit / (Loss) before exceptional and extraordinary items		145.19	28.67
Profit / (Loss) before extraordinary items		145.19	28.67
Extraordinary items		0.00	0.00
Profit / (Loss) before tax		145.19	28.67
Tax expense:			
Less:- (a) Current tax		29.60	5.46
Add:- (b) Tax provision written back			12.21
Add/Less (c) Deferred tax assets/Liabilities	4	26.40	13.02
Add:- (d) MAT Credit		5.46	10.06
Profit / (Loss) for the year		94.65	58.51
Earnings per share (of ₹ 10/- each)			
Basic and diluted	25	2.50	1.54
Earnings per share (excluding extraordinary items) (of ₹ 10/- each)			
Basic and diluted		2.50	1.54

See accompanying notes forming part of the accounts

In terms of our report attached.

FOR KHANDELWAL KAKANI & CO.**Chartered Accountants****FRN: 001311C**

H.S. Bhatia
Managing Director
DIN 00509426

K.S. Bhatia
Whole-time Director
DIN 00401827

CA SANTOSH DESHMUKH
PARTNER

(M.No. 071011)**Place : Indore****Date : 29th May, 2017**

Mahesh Patidar
Chief Financial Officer

Tanu Parmar
Company Secretary
(M.No. 34769)

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2017**

(₹ in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016
A. CASH FLOW FROM OPERATING ACTIVITIES :		
NET PROFIT BEFORE TAX & EXTRA ORDINARY ITEM	145.19	28.67
Adjustment to reconcile profit before tax to cash generated by operating activities		
Add : Depreciation	200.03	206.31
Provision for employee benefits	(11.36)	0.96
Interest Paid	257.40	181.89
loss on sale of assets	0.00	1.29
Operating Profit before working capital change	591.26	419.12
Add :		
Inventories	1,381.80	0.00
Trade receivable	1,050.25	37.62
Short Term Provisions	0.00	40.36
Trade Payable	0.00	0.00
Other Current Liabilities	0.00	1.20
Short Term Loans & Advance	85.85	0.00
Less : Inventories	0.00	1,404.19
Short Term Loans & Advance	0.00	286.14
Trade Payable	1,701.42	477.76
Other Current Liabilities	3.29	0.00
Trade receivable	0.00	0.00
Short Term Provisions	79.95	0.00
Operating profit after working capital change	1,324.50	(1,669.79)
Less : Income tax paid	26.06	9.59
Operating profit before charging Extra Ordinary Items	1,298.44	(1,679.38)
Add/Less: Extra Ordinary Item	0.00	0.00
Net Cash flow from operating activities (A)	1,298.44	(1,679.38)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Add : Sale of Fixed Assets	0.00	5.40
Inflow form Long term Loans & Advances	0.00	44.39
Capital Work in Progress	0.00	105.12
Less : Purchase of Assets	145.81	427.14
Capital Work in Progress	0.00	0.00
Outflow from Long term Loans & Advances	2.18	0.00
Net Cash flow from Investing Activities (B)	(147.99)	(272.23)
C. CASH FLOW FROM FINANCIAL ACTIVITIES		
Add : Vehicle Loan	0.00	23.49
Unsecured loans from directors	0.67	0.00
CC Loan	0.00	2,297.55
Short term loan	0.00	0.00
Less : Interest Paid	257.40	181.89
Unsecured loans from directors	0.00	198.45
Repayment of short term loan	922.12	50.00
Vehicle Loan	95.75	0.00
Net Cash flow from financing activities (C)	(1,274.60)	1,890.70
NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)	(124.15)	(60.91)
CASH & CASH EQUIVALENTS AT THE BEGINNING OF PERIOD	330.28	391.19
CASH & CASH EQUIVALENTS AT THE END OF PERIOD	206.13	330.28



NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

(₹ in Lakhs)

Particulars	As at			
	31st March, 2017	31st March, 2016		
1. Share Capital				
(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, 2017		31st March, 2016	
	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%
2. Reserve and Surplus				
a. General Reserves				
As per Last Balance Sheet		217.18		217.18
b. Securities Premium Account				
As per Last Balance Sheet		169.59		169.59
c. Utilised Investment Allo. Reserve				
As per Last Balance Sheet		0.54		0.54
d. Surplus				
As per Last Balance Sheet		853.24		794.73
(+) Net Profit/(Net Loss) For the current year		94.65		58.51
Closing Balance		947.89		853.24
Total		1335.20		1240.55
2. Long term borrowings				
Secured				
From banks				
Vehicle Loans (First Charge on Trucks and Cars)		46.15		141.90
Unsecured Loans from Director		345.30		344.63
		391.45		486.52
4 Deferred tax liabilities				
(a) Deferred tax liabilities on account of:				
Opening Deferred tax liabilities		79.28		92.30
(i) Depreciation		4.38		4.75
(b) Deferred tax Asset on account of:				
(i) Others {Disallowance u/s 43B & 40(a)}		18.27		(17.07)
(ii) Depreciation		-		-
(iii) Leave Encashment		0.41		(0.06)
(iv) Gratuity		3.34		(0.24)
(v) Loss on sale of asset				(0.40)
		105.68		79.28

Note: During the year there is a reversal of deferred tax assets amounting to ₹ 26.40 Lacs which has been recorded in the Profit & Loss A/c.



NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

(₹ in Lakhs)

Particulars	As at	
	31st March, 2017	31st March, 2016
5. Long term provisions		
(a) Provision for employee benefits		
Gratuity (funded)	50.15	60.28
Leave Encashment (unfunded)	27.93	29.15
	78.07	89.43
6. Short term borrowing		
Punjab National Bank (cash credit) Raipur	2738.08	2739.67
Punjab National Bank (cash credit) Indore	629.69	1550.22
	3367.77	4289.89
Note: The cash credit facility has been secured by hypothecation of book debts, stock and first charge over fixed assets of the company & personal guarantee of directors and collateral security of M/s. Sumeet Construction where directors are partners.		
7. Trade Payables		
All Balances of Sundry Creditors are subject to confirmation.	5748.34	7449.76
	5748.34	7449.76
8. Other current liabilities		
Vehicle Loans (First Charge on Trucks and Cars)		
Advances from Customers	103.80	146.71
Unclaimed Dividends	49.78	25.00
Unclaimed Dividends	11.18	11.19
Rearing Charges Receivable	140.05	125.21
	304.82	308.11
9. Short term provisions		
(a) Provision for employee benefits		
Salary payable	51.45	50.52
Bonus payable	33.20	34.08
Contribution to PF (Employees)	4.99	5.33
(b) Provisions Others		
Service Tax payable	0.18	0.21
Professional Tax (Staff)	0.56	0.00
Income Tax Payable	29.60	5.46
TDS Payable	19.40	16.46
(c) Others Payable	38.61	121.74
	177.99	233.80

Note-10

Fixed Assets	Gross Block				Accumulated Depreciation					Net Block	
	Balance as at April 1, 2016	Additions During the Period	Sales/ Deduction	Balance as at 31st March 2017	Balance at as at 1st April 2016	Depreciation for the Period	Adjusted Depreciation due to difference	Deduction during the period	Balance as at 31st March 2017	Balance as at 1st April 2016	Balance as at 31st March 2017
Tangible Assets											
Land	43.51	0.00	0	43.51	0.00	0.00		0	0.00	43.51	43.51
Buildings (Factory)	602.11	0.00	0	602.11	266.29	18.14		0	284.43	335.82	317.68
Buildings (Office & Staff)	62.66	22.81	0	85.47	13.67	1.51		0	15.18	48.99	70.28
Building Hatcheries	151.44	0.00	0	151.44	3.09	4.80		0	7.88	148.35	143.56
Poultry Equipment	835.97	50.16	0	886.13	463.54	49.67		0	513.21	372.44	372.92
Hatcheri Equipment	72.38	10.76	0	83.14	6.22	4.83		0	11.05	66.17	72.09
Feed Mill Equipment	46.94	11.64	0	58.58	6.39	2.97		0	9.37	40.55	49.22
Cycle	0.10	0.00	0	0.10	0.08	0.01		0	0.09	0.02	0.01
Computer Equipment	74.86	3.81	0	78.67	72.77	9.07	12.31	0	69.53	2.09	9.14
Office equipment	81.06	5.30	0	86.35	57.11	10.36	5.49	0	61.98	23.95	24.37
Furniture and Fixtures	87.21	5.45	0	92.66	50.21	6.33		0	56.54	37.00	36.12
Motor Car	338.68	8.22	0	346.90	97.78	43.85		0	141.63	240.90	205.27
Eicher Trucks	554.62	9.44	0	564.05	144.93	63.43		0	208.35	409.69	355.70
Electrical Installation	102.03	11.33	0	113.36	59.55	6.86	5.75	0	60.66	42.48	52.70
Tubewell & Land Development	43.28	6.72	0	50.00	36.14	2.25		0	38.39	7.14	11.61
Vehicles	17.81	0.18	0	18.00	9.02	1.32	1.82	0	8.52	8.79	9.48
Total	3114.67	145.81	0.00	3260.48	1286.78	225.41	25.38	0.00	1486.81	1827.89	1773.67
Previous Year	2701.53	427.14	14.00	3114.67	1087.79	206.31	0.00	7.32	1286.78	1613.74	1827.89

Note : The company had estimated useful lives as specified in schedule-III pursuant to enactment of Companies Act, 2013. In absence of full details of assets acquired prior to 31.03.1994 the estimated life and residual value could not be ascertained in that year. On notice the credit balances appearing in some of the fixed assets the company has adjusted such excess balance ₹ 25.38 Lakhs in the depreciation head making a corresponding adjustment to the current year depreciation and the value of fixed assets.



NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

(₹ in Lakhs)

Particulars	As at	
	31st March, 2017	31st March, 2016
11. Non Current investment (Unquoted)		
Simran Hatcheries Private Limited	11.89	11.89
Puregene Biotech Limited (subsidiary)	119.65	119.65
	131.54	131.54
12. Long term loans and advances (Unsecured Considered goods)		
MPEB Deposit	16.89	14.38
Others Deposits	4.14	4.48
	21.03	18.85
13. Inventories		
(a) Raw materials		
a) Parent Birds	937.49	973.85
b) Feed & Medicines	4687.60	5180.68
c) Commercial Chicks	2302.04	3083.54
d) Hatching Eggs	232.50	303.35
	8159.62	9541.42
14. Trade receivables (Unsecured considered goods)		
Over six months	287.23	654.95
Others	718.14	1400.67
	1005.37	2055.62
All Balances of Sundry Debtors are subject to confirmation.		
15. Cash and bank balances		
(a) Cash on hand	72.75	219.07
(b) Balances with banks		
(i) In current accounts		
ICICI Bank Indore -765	0.00	3.37
ICICI Bank Indore -255	119.51	94.18
ICICI Bank Indore Dhulia	2.14	0.74
ICICI Bank Indore Anand	0.06	
Punjab National Bank Raipur	0.40	0.40
Punjab & Sindh Bank	0.00	1.22
Punjab National Bank Indore	0.09	0.10
(ii) Unclaimed dividends		
ICICI Bank	5.56	5.57
Axis Bank	5.62	5.62
	206.13	330.28



NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

(₹ in Lakhs)

Particulars	As at	
	31st March, 2017	31st March, 2016
16. Short term loan and advances (Unsecured Considered goods)		
Advances to employees	11.73	10.53
Advance income tax	25.00	5.00
Prepaid expenses	14.14	16.80
MAT Entitlement Credit	31.66	26.20
Advances recoverable in cash or in kind or for value to be received	508.59	592.38
	591.12	650.91
17. Other Income		
Rearing charges (Income)	20.17	2.31
Interest received MPEB/FD	1.37	1.14
	21.54	3.45
18. Cost of material consumed		
Opening Stock	9541.42	8137.23
Add:- Purchases		
Feed & Medicines	28152.66	33666.61
Store Spares & Consumable	113.45	114.98
Parent Birds	317.27	274.69
Packing Material	385.35	442.39
Carriage Inward	373.97	598.72
Godown rent	53.14	56.16
Chicks	1653.81	2026.33
Hatching Eggs	412.78	475.90
	41003.86	45793.01
Less:- Closing Stock	8159.62	9541.42
Cost of material consumed	32844.24	36251.59
19. Farm expenses		
Expenses at Farm	112.49	101.55
Power & Energy	128.74	144.29
Fuel Consumption	41.34	42.08
Light & Water Charges	49.93	39.16
Farm Rent	6.41	18.73
Lease Rent	83.38	67.20
Rearing Charges Expenses	3226.60	3475.05
	3648.88	3888.06



NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

(₹ in Lakhs)

Particulars	As at	
	31st March, 2017	31st March, 2016
20. Hatcheri expenses		
Hatcheri Expenses	46.04	124.21
Hatching expenses	98.89	36.52
Hatcheries Rent	153.15	167.22
Power & Energy (Hatcheries)	89.30	73.09
	387.38	401.04
21. Administrative expenses		
General Office Expenses	229.37	239.52
Traveling & Conveyance	288.89	300.48
Certification & consultancy fees to auditors	1.03	1.03
Audit Fees	3.45	3.44
Legal & Professional Expenses	19.11	19.55
Tax after assessment	1.76	1.85
Service Tax Exp.	1.88	2.21
Software Development Charges	9.19	11.37
	554.68	579.45
22. Selling and distribution Exp.		
Forwarding Expenses	1373.71	1639.08
Advertisement & Publicity	1.58	1.56
Vehicle Repair & Maintenance	36.50	43.36
Sales Promotion Expenses	35.09	47.69
Technical Seminar & Conference	0.33	0.51
Loss on sale of assets		1.29
	1447.21	1733.48
23. Employee benefits expense		
Salary wages & Bonus	1003.34	959.16
Remuneration to directors	56.50	54.00
Remuneration to vice president	41.50	39.00
Contribution to Provident Fund	68.71	72.33
Staff welfare	4.46	5.52
Gratuity	11.23	22.37
Leave Encashment	0.00	0.19
House rent allowance	2.40	1.80
	1188.15	1154.37
24. Finance cost		
Bank Charges & Commission	23.88	23.46
Interest to others	257.40	181.89
Interest on statutory dues	0.19	1.51
Interest on CC Loan	327.26	270.64
	608.72	477.51
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 ₹ 94.65 lacs by 3791700 equity shares (Face Value of ₹ 10/- each).



NOTES ON FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

26. Related parties disclosures :

1. Relationship

(a) Subsidiary Companies

Puregene Biotech Ltd.

(b) Key Managerial Personnel:

Mr. Harendar Singh Bhatia
(Managing Director)
Mr. Gurdeep Bhatia
(Director)
Mr. Kawaljeet Singh Bhatia
(Whole Time Director)
Mr. Mahesh Patidar
(Chief Financial Officer)
Ms. Tanu Parmar
(Company Secretary)

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

Mr. Gurmeet Singh Bhatia (Vice President)
Mr. Avneet Singh Bhatia (Vice President)
Mr. Amarjeet Singh Bhatia (HUF)
Mr. Kawaljeet Singh Bhatia (HUF)
Mrs. Amarjeet Kaur Bhatia
Mrs. Simrat Kaur Bhatia
Mrs. Kawaljeet Kaur Bhatia
Mrs. Jagdeep Kaur Bhatia
M/s Singh Hatcheries
M/s Singh Poultry
M/s Simran Hatcheries (P) Ltd.
M/s Simran Feed (P) Ltd.
M/s Simran Poultry
M/s Early Bird Hatcheries
M/s Simran Hatcheries
M/s Simfa Labs Pvt. Ltd.
M/s Simran Foods Pvt. Ltd.
M/s Simran Infra
M/s Sumeet Construction

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:

(₹ in Lakhs)

Nature of Transaction	Referred in 1 (a) above	Referred in 1 (b) above	Referred in 1 (c) above
Purchase			305.75
Sales			313.26
Remuneration :-			
Director's Remuneration		56.50	
Vice President's Remuneration			41.50
Chief Financial Officer 's Remuneration		6.26	
Company Secretary 's Remuneration		2.23	
Marketing Executive's Remuneration			4.80
Rearing Charges	45.00		
Rent:-			
Land & Building	9.00		54.30
Hatchery Rent			138.90
Office Rent			25.80
Tractor Rent			0.96
Auto Hire Expenses			0.72
Feed Processing Charges (Payable)			229.23
Feed Processing Charges (Receivable)			11.76
Hatching Charges (Payable)			98.89
Transportation & Loading Unloading Charges (Payable)			44.69
Purchase of Assets			7.47
Interest on Loan		21.43	
Payable	70.05	345.73	748.27
Receivable	0.00	0.08	105.57

2b. Related Party Transactions

(₹ in Lakhs)

S.No.	Transactions	2016-2017	2015-2016
a)	Purchase of Raw Material/Finished goods		
1	Simfa Labs Pvt.Ltd.	304.36	541.43
2	Simran Feeds Pvt Ltd	0.00	25.01
3	M/s Simran Infra	1.39	0.00
	Total	305.75	566.44
b)	Sales of Material/ Finished Goods		
1	Simran Food (P) Ltd.	237.31	175.77
2	Simran Feeds Pvt Ltd	75.94	94.82
	Total	313.26	270.59
c)	Rearing Charges		
1	Puregen Biotech Ltd.	45.00	45.00
	Total	45.00	45.00
d)	Rent Paid:-		
i)	Office Rent:-		
1	Mrs. Amarjeet Kaur Bhatia	4.80	4.80
2	Mrs. Simrat Kaur Bhatia	4.80	4.80
3	Mrs. Kawaljeet Kaur Bhatia	4.80	4.80
4	Mrs. Jagdeep Kaur Bhatia	5.70	5.70
5	Mr. Kawaljeet Singh Bhatia	5.70	5.70
	Total	25.80	25.80
ii)	Tractor Rent:-		
1	Amarjeet Singh Bhatia (HUF)	0.96	0.96
	Total	0.96	0.96
iii)	Land & Building Rent		
1	Simran Poultry	5.40	5.40
2	Singh Poultry	36.00	36.00
3	Early Bird Hatcheries	12.90	49.80
4	Puregene Biotech Ltd.	9.00	9.00
	Total	63.30	100.20
iv)	Hatchery Rent		
1	Early Bird Hatcheries	36.90	0.00
2	Simran Hatcheries	46.80	46.80
3	Singh Hatcheries	55.20	55.20
	Total	138.90	102.00
e)	Auto Hire Expenses		
1	Kawaljeet Singh Bhatia (HUF)	0.72	0.72
	Total	0.72	0.72
f)	Feed Processing Charges		
1	Simran Feed (P) Ltd.		
	Payable	229.23	285.14
	Receivable	11.76	5.31
	Total	240.99	290.45

S.No.	Transactions	2016-2017	2015-2016
g)	Setting Charges		
1	Simran Feed (P) Ltd. Receivable	0.00	1.84
	Total	0.00	1.84
h)	Transportation & Loading Unloading Charges		
1	Simran Hatcheries Pvt. Ltd. Payable	44.69	58.64
	Total	44.69	58.64
i)	Hatching Charges		
1	Simran Hatcheries Pvt. Ltd. Payable	98.89	124.21
	Total	98.89	124.21
j)	Interest on Fund raised		
1	Gurdeep Bhatia	18.43	36.02
2	Kawaljeet Singh Bhatia	3.00	3.50
3	Simran Feeds (P) Ltd.	0.00	1.44
	Total	21.43	40.96
k)	Assets Purchase		
1	Singh Hatcheries	0.00	0.77
2	Simran Hatcheries (P) Ltd.	7.47	0.00
	Total	7.47	0.77
l)	Salary		
1	Mrs. Simrat Kaur Bhatia	4.80	4.80
2	Mr. Gurmeet Singh Bhatia	26.50	24.00
3	Mr. Avneet Singh Bhatia	15.00	15.00
	Total	46.30	43.80

3a DETAILS REGARDING PAYMENTS MADE TO KEY MANAGERIAL PERSONNEL

S.No.	Transactions	2016-2017	2015-2016
1	Remuneration		
	Salary	64.99	61.21

3b BREAKUP OF PAYMENTS MADE TO KEY MANAGERIAL PERSONNEL

S.No.	Transactions	2016-2017	2015-2016
1	Remuneration		
	Mr Harender singh Bhatia	30.00	30.00
	Mr. Kawaljeet Singh Bhatia	26.50	24.00
	Mr. Mahesh Patidar	6.26	5.35
	Ms. Tanu Parmar	2.23	1.86
	Total	64.99	61.21

3c Collaterals and guarantees

M/s. Sumeet Construction has provided Collateral security to secure the Cash credit facility with Punjab National Bank.

27. Payment to Auditors	2016-17	2015-16
1) As Auditor	3.45	3.44
2) As per Certification	1.04	1.03
Total	4.49	4.47

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 recognized in Income Statement

(₹ in Lakhs)

Particulars	2016-17	2015-16
Current Service Cost.	17.07	15.48
Interest on Obligation	8.14	6.23
Actuarial Losses / (Gains)	(9.05)	3.85
Expected return on plan assets	(4.94)	(3.20)
Past service cost	0.00	0.00
Losses (gains) on curtailments and settlement	0.00	0.00
Expense recognised in P & L	11.23	22.36

2. Amount to be recognized in Balance Sheet

Particulars	2016-17	2015-16
Present value of funded obligation	111.49	101.78
Fair value of plan assets	81.20	61.37
Present value of unfunded obligations	30.29	40.41
Unrecognised past service cost	0.00	0.00
Net Liability	30.29	40.41
Amount in the Balance Sheet Liability	30.29	40.41
Amount in the Balance Sheet Assets	0.00	0.00
Net Liability	30.29	40.41

3. Table showing change in benefit obligation

Particulars	2016-17	2015-16
Opening Defined Benefit obligation on 1.04.2016	101.78	77.92
Service cost for the year	17.07	15.49
Interest cost for the year	8.14	6.23
Actuarial Losses / (Gains)	(9.05)	3.85
Benefits paid	(6.46)	(1.71)
Closing defined benefit obligation	111.48	101.78

4. Table showing fair value of plan assets

(₹ in Lakhs)

Particulars	2016-17	2015-16
Fair value of plan assets at beginning of year	61.37	38.31
actual return on plan assets	4.94	3.20
Contributions	21.35	21.57
Benefits Paid	(6.46)	(1.71)
Fair value of plan assets at the end of year	81.20	61.37

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 31/03/2017 is ₹ 50.15 Lacs as against ₹ 30.29 Lakhs worked out above.

The difference of ₹ 19.86 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 unutilised leave at each balance sheet date.

29 Details of Specified Bank Notes (SBN) Held and Transacted during the period 08/11/2016 to 30/12/2016 is as under :

(Amount in ₹)

Particulars	SBNs	Other denomination notes	Total
Closing Cash in hand as on 08.11.2016	30345000	9759936	40104936
(+) Cash Withdrawal	0	60000	60000
(+) Permitted receipts	0	278092785	278092785
(-) Permitted payments	11500	42459996	42471496
(-) Amount deposited in Banks	30333500	224996081	255329581
Closing Cash in hand as on 30.12.2016	0	20456644	20456644

30. Additional information pursuant to the provisions of Schedule III of the Companies Act, 2013

(i) a. RAW - MATERIAL :

Consumed	Quantity (in M.T.)		Value (in Lakhs)	
	2016-17	2015-16	2016-17	2015-16
MIXED FEEDS	111503	124736	27358.22	31960.22
INDIGENOUS & IMPORTED				
(INDIGENOUS)	100%	100%	100%	100%
(IMPORTED)	-	-	-	-

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

	Value (in Lakhs)				Value (in Lakhs)			
	2016-2017				2015-2016			
	RAW MAT.		ST. & SP.		RAW MAT.		ST. & SP.	
	VAL.	%	VAL.	%	VAL.	%	VAL.	%
INDIGENOUS	27358.22	100%	113.45	100	31960.22	100%	114.98	100%
IMPORTED	-	-	-	-	-	-	-	-

(₹ in Lakhs)

ii)	<u>2016-2017</u>	<u>2015-2016</u>
a) Value of imports CIF basis accounted during the year.	-	-
b) Expenditure in Foreign currency	-	0.66
c) Earning in Foreign Exchange.	-	-
d) Particulars relating to non-residential Share-holders.	-	-

31. Sales Offices

Company having following sales offices during the period in India:

Bhopal, Anand, Chickli, Billimora Vadodara, Ahmedabad, Palanpur, Raipur, Bhilai, Bilaspur, Seoni, Korba, Malegaon, Dhulia, Nashik, Sangamner, Narayangaon, Loharu, Jaipur, Ajmer, Nawalgarh, Palsana, Sonipat, Mohali, Pathankot, Hoshiyarpur, Kathua.

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

In view of no information from supplier regarding their status as SSI/MSME company amount overdue to such undertaking could not be ascertained. The company is in the process of compiling the additional information required to be disclosed under the Micro Small Enterprises Development Act 2006. The management does not envisage any material impact on the financial statement in this regard which has been relied upon by the Auditors.

33. In the opinion of the Board Of Directors, Fixed Assets, Current Assets, Loans & Advances are approximately of the value as stated, if realised 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.

34. As per information given by the management, Excise Duty is Not applicable to the company.

35. All Balances of sundry debtors and creditors are subject to confirmation.



1. SIGNIFICANT ACCOUNTING POLICIES :

A) Basis of preparation of Financial Statements:

a) Method of accounting

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India, including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

GAAP comprises mandatory Accounting standard as Prescribed under Section 133 of the Companies Act, 2013 read with rule 7 of companies (Accounts) rules, 2014.

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) Use of estimate:

The preparation of financial statement in conformity with generally accepted accounting principles require estimate and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statement and the reported amounts of revenues and expenses during the reporting period, actual results could differ from these estimates and difference between actual results and estimate are recognized in the periods in which the results are known/materialize.

C) Cash flow statement:

The cash flow statement is prepared using the "Indirect method set out in Accounting Standard 3 "Cash Flow statement" "which presents cash flow from operating, investing and financing activities of the company.

D) 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 realisable value whichever is less.
- iii) Parent Stock of Birds and commercial birds are valued at purchase price plus the estimated cost of growing and overheads.
- iv) Manure and Gunny Bags accounted for on actual sale basis.

E) 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.

F) Depreciation:

Depreciation is provided basis of straight-line method over the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

G) Revenue recognition:

- i) Revenues from sale of goods are recognised 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 recognised on prorata basis i.e., as and when service are rendered.

H) 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.

I) 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.

J) Borrowing cost:

Borrowing cost that are directly attributable to the acquisition, Construction or production of the qualifying assets are capitalised as part of the cost of such assets. A qualifying assets 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.

**K) 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 recognised in the statement of profit and loss for the year as per the terms and conditions of the respective lease agreement.

L) 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.

M) Taxes on income:

- 1) Tax expenses for a year comprises 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 recognised 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 recognised 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 recognised as an asset in accordance with recommendation contained in the guidance Note issued by the 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.

N) Research and Development:

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

O) Provisions, Contingent Liabilities and contingent assets :**1) PROVISIONS**

Provision is recognized in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

2) CONTINGENT LIABILITIES

A contingent liability is a possible obligation that arise from past event whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare case where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize contingent liabilities but discloses its existence in the financial statements.

3) CONTINGENT ASSETS

Contingent Assets are neither recognized nor disclosed in the financial statements.

P) Cash & cash equivalents:

Cash & cash equivalents for the purpose of Cash Flow Statement comprises of Cash at Bank & Cash on Hand and Fixed Deposits in bank with original maturity less than three months.

Q) 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 recognised 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.



INDEPENDENT AUDITOR'S REPORT

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

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **Simran Farms Limited** ("the Holding Company") and its subsidiaries (collectively referred to as "the Group"), comprising of the consolidated balance sheet as at 31 March 2017, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The Board of Directors of the Company are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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 the 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 financial control relevant to the Holding Company's preparation 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 whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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, of the consolidated state of affairs of the Company as at 31st March 2017 and their consolidated profit and their consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that, to the extent applicable, that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.



- b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Amendment Rules, 2017, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The company does not have any pending litigation which would impact its financial position.
 - ii) The Group companies did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, incorporated in India.
 - iv) The holding company has provided requisite disclosures in its financial statements, as required by notification no. G.S.R 308(E) dated 30th March 2017 issued by Ministry of Corporate Affairs, regarding the Specified Bank Notes (SBNs) held and transacted during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures performed and the representations provided to us by the management, we report that the disclosures are in accordance with the books of accounts maintained by the company and as produced to us by the management.

Place : Indore
Date : 29th May, 2017

For: Khandelwal Kakani & Co.
Chartered Accountants
FRN No. : 001311C

CA Santosh Deshmukh
Partner
M.No. : 071011

Annexure – A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-Section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the Consolidated financial statements of the Company as of and for the year ended 31st March 2017, We have audited the internal financial controls over financial reporting of **Simran Farms Limited** ("the Holding Company") and its subsidiary company which is company incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary company, which is company incorporated in India have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place : Indore
Date : 29th May, 2017

For: Khandelwal Kakani & Co.
Chartered Accountants
FRN No. : 001311C

CA Santosh Deshmukh
Partner
M.No. : 071011

**CONSOLIDATED BALANCE SHEET AS AT 31st March, 2017**

(₹ in Lakhs)

Particulars	Note	31st March, 2017	31st March, 2016
A EQUITY AND LIABILITIES			
1. Shareholders' funds			
(a) Share capital	1	379.17	379.17
(b) Reserves and surplus	2	1376.30	1273.42
		1755.47	1652.59
Minority interest		33.62	31.90
2. Non-current Liabilities			
(a) Long term borrowings	3	391.45	486.52
(b) Deferred tax liabilities (net)	4	102.91	76.51
(c) Long-term provisions	5	78.08	89.43
		572.44	652.46
3. Current Liabilities			
(a) Short term borrowing	6	3367.77	4289.89
(b) Trade payables	7	5678.29	7428.32
(c) Other current liabilities	8	304.81	308.11
(d) Short-term provisions	9	184.87	215.57
		9535.75	12241.90
		11897.28	14578.84
B ASSETS			
1. Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	1891.24	1954.33
(b) Non current investments	11	11.89	11.89
(c) Long term loans and advances	12	22.10	19.92
		1925.23	1986.14
2. Current assets			
(a) Inventories	13	8159.62	9541.42
(b) Trade receivables	14	1005.37	2055.62
(c) Cash and bank balances	15	206.96	332.56
(d) Short-term loans and advances	16	600.10	663.11
		9972.05	12592.71
		11897.28	14578.84

See accompanying notes forming part of the Accounts

In terms of our report attached.
FOR KHANDELWAL KAKANI & CO.
Chartered Accountants
FRN: 001311C

CA SANTOSH DESHMUKH
PARTNER
(M.No. 071011)

Place : Indore

Date : 29th May, 2017

H.S. Bhatia
Managing Director
DIN 00509426

Mahesh Patidar
Chief Financial Officer

K.S. Bhatia
Whole-time Director
DIN 00401827

Tanu Parmar
Company Secretary
(M.No. 34769)

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st March, 2017**

(₹ in Lakhs except EPS)

Particulars		31st March, 2017	31st March, 2016
Revenue from operation Sales (Net)		41002.94	44717.02
Other income	17	21.54	3.45
Total revenue		41024.48	44720.47
Expenses			
(a) Cost of materials consumed	18	32844.24	36251.59
(b) Farm expenses	19	3604.43	3843.55
(c) Hatcheri expenses	20	387.38	401.04
(d) Administrative expenses	21	555.36	579.97
(e) Selling & distribution expenses	22	1447.28	1733.65
(f) Employee benefits expense	23	1206.69	1172.85
(g) Finance costs	24	608.91	477.64
(h) Depreciation	10	208.91	215.32
Total expenses		40863.20	44675.61
Profit / (Loss) before exceptional and extraordinary items		161.28	44.86
Profit / (Loss) before extraordinary items		161.28	44.86
Extraordinary items		0.00	0.00
Profit / (Loss) before tax		161.28	44.86
Tax expense:			
Less: (a) Current tax		35.73	11.42
Add:- (a) Tax provision written back			12.21
Add/Less (b) Deferred tax assets	4	26.40	13.02
Add:- (c) MAT Credit		5.46	10.06
Profit / (Loss) for the year		104.61	68.73
Less : Minority Interest		1.72	1.77
TOTAL		102.89	66.96
Earnings per share (of ₹ 10/- each)			
Basic and diluted	25	2.71	1.77
Earnings per share (excluding extraordinary items)			
(of ₹ 10/- each)			
Basic and diluted		2.71	1.77
See accompanying notes forming part of the accounts			

In terms of our report attached.

FOR KHANDELWAL KAKANI & CO.

Chartered Accountants

FRN: 001311C

H.S. Bhatia
Managing Director
DIN 00509426

K.S. Bhatia
Whole-time Director
DIN 00401827

CA SANTOSH DESHMUKH
PARTNER

(M.No. 071011)

Place : Indore

Date : 29th May, 2017

Mahesh Patidar
Chief Financial Officer

Tanu Parmar
Company Secretary
(M.No. 34769)



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2017

(₹ in Lakhs)

Particulars	As at 31.03.2017	As at 31.03.2016
A. CASH FLOW FROM OPERATING SYSTEM :		
NET PROFIT BEFORE TAX & EXTRA ORDINARY ITEM	161.28	44.86
Adjustment to reconcile profit before tax to cash generated by operating activities		
Add : Depreciation	208.91	215.32
Provision for employee benefits	(11.35)	0.96
Interest Paid	257.40	182.02
loss on sale of assets	0.00	1.29
Operating Profit before working capital change	616.24	444.45
Add : Inventory	1,381.80	
Trade receivable	1,050.25	37.62
Other Current Liabilities	0.00	1.20
Short Term Loans & Advance	86.42	0.00
Short Term Provisions	0.00	14.72
Less : Inventories	0.00	1,404.19
Trade Payable	1,750.04	455.69
Other Current Liabilities	3.3	0.00
Short Term Loans and Advances	0.00	286.62
Trade receivable	0.00	0.00
Short Term Provisions	55.01	0.00
Operating profit after working capital changes	1,326.36	(1,648.51)
Less : Income tax paid	29.37	12.19
Operating profit before charging Extra Ordinary Items	1,296.99	(1,660.70)
Add/Less: Extra Ordinary Item	0.00	0.00
Net Cash flow from operating activities (A)	1,296.99	(1,660.70)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Add: Sale of Fixed Assets		5.40
Inflow form Long term Loans & Advances	0.00	24.29
Capital Work in Progress	0.00	105.12
Deposit	0.00	0.00
Less: Purchase of Assets	145.81	427.14
Capital Work in Progress	0.00	0.00
Outflow form Long term Loans & Advances	2.18	0.00
Net Cash flow from Investing Activities (B)	(147.99)	(292.33)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Add: Vehicle Loan	0.00	23.49
Unsecured loans from directors	0.67	0.00
CC loan	0.00	2,297.55
short term borrowings	0.00	0.00
Less: Interest Paid	257.40	181.91
Unsecured loans from directors	0.00	198.45
Short term borrowing	922.12	50.00
Vehicle Loan	95.75	0.00
Net Cash flow from financing activities (C)	(1,274.60)	1,890.68
NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)	(125.60)	(62.35)
CASH & CASH EQUIVALENTS AT THE BEGINNING OF PERIOD	332.56	394.91
CASH & CASH EQUIVALENTS AT THE END OF PERIOD	206.96	332.56



NOTES ON CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

(₹ in Lakhs)

Particulars	As at			
	31st March, 2017		31st March, 2016	
1. Share Capital				
(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, 2017		31st March, 2016	
	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%
2. Reserve and Surplus				
a. General Reserves				
As per Last Balance Sheet		217.18		217.18
b. Securities Premium Account				
As per Last Balance Sheet		169.59		169.59
c. Utilized Investment Allo. Reserve				
As per Last Balance Sheet		0.54		0.54
d. Surplus				
As per Last Balance Sheet		885.92		818.96
(+) Net Profit/(Net Loss) For the current year		102.89		66.96
Closing Balance		988.81		885.92
Total		1376.30		1273.42
3. Long term borrowings				
Secured				
From banks				
Vehicle Loans (First Charge on Trucks and Cars)		46.15		141.90
Unsecured Loans from Director		345.30		344.63
		391.45		486.52
4. Deferred tax liabilities				
(a) Deferred tax liabilities on account of:				
Opening Deferred tax liabilities		76.51		89.53
(i) Depreciation		4.38		4.75
(b) Deferred tax Asset on account of:				
(i) Others {Disallowance u/s 43B & 40(a)}		18.27		(17.07)
(ii) Depreciation		-		0.00
(iii) Leave Encashment		0.41		(0.06)
(iv) Gratuity		3.34		(0.24)
(v) Loss on sale of asset		-		(0.40)
		102.91		76.51

Note: During the year there is a reversal of Deferred Tax Liability amounting to ₹ 26.40 lacs which has been recorded in the Profit & Loss A/c.



NOTES ON CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

(₹ in Lakhs)

Particulars	As at	
	31st March, 2017	31st March, 2016
5. Long term provisions		
(a) Provision for employee benefits		
Gratuity (funded)	50.15	60.28
Leave Encashment (unfunded)	27.93	29.15
	78.08	89.43
6. Short term borrowing		
Punjab National Bank (cash credit) Raipur	2738.08	2739.67
Punjab National Bank (cash credit) Indore	629.69	1550.22
	3367.77	4289.89
Note: The cash credit facility has been secured by hypothecation of book debts stock and first charge over fixed assets of the company, personal guarantee of directors and collateral security of M/s. Sumeet Construction where directors are partners.		
7. Trade Payables		
All Balances of Sundry Creditors are subject to confirmation.	5678.29	7428.32
	5678.29	7428.32
8. Other current liabilities		
Vehicle Loans (First Charge on Trucks and Cars)		
ICICI Bank Ltd.	103.80	146.71
Advances from Customers	0.00	0.00
Unclaimed Dividends	49.78	25.00
Rearing Charges Receivable	11.18	11.19
	140.05	125.21
	304.81	308.11
9. Short term provisions		
(a) Provision for employee benefits		
Salary payable	51.45	51.43
Bonus payable	33.20	34.08
Contribution to PF (Employees)	5.09	5.45
Contribution to PF (Company)	0.11	0.13
(b) Provisions Others		
Service Tax payable	0.00	0.00
Audit Fees	0.18	0.21
Professional Tax (Staff)	0.12	0.24
Income Tax Payable	0.56	0.00
TDS Payable	35.73	11.42
(c) Others Payable		
TDS Payable	19.40	16.46
	39.03	96.15
	184.87	215.57

Note-10

(₹ in Lakhs)

Fixed Assets		Gross Block				Accumulated Depreciation					Net Block	
		Balance as at April 1, 2016	Additions During the Period	Sales/ Deduction	Balance as at 31st March 2017	Balance at as at 1st April 2016	Depreciation for the Period	Deduction during the period	Adjusted Depreciation due to differences	Balance as at 31st March 2017	Balance as at 1st April 2016	Balance as at 31st March 2017
Tangible Assets												
	Land	65.46	0.00	0.00	65.46	0.00	0.00	0.00	0.00	0.00	65.46	65.47
	Buildings (Factory)	772.79	0.00	0.00	772.79	353.37	23.23	0.00	0.00	376.60	419.42	396.19
	Buildings (Office & Staff)	62.66	22.81	0.00	85.47	13.67	1.51	0.00	0.00	15.18	48.99	70.28
	Building Hatcheries	151.44	0.00	0.00	151.44	3.09	4.80	0.00	0.00	7.88	148.35	143.56
	Poultry Equipment	889.81	50.16	0.00	939.97	497.06	53.46	0.00	0.00	550.51	392.75	389.45
	Hatcheri Equipment	72.38	10.76	0.00	83.14	6.22	4.83	0.00	0.00	11.05	66.17	72.09
	Feed Mill Equipment	46.94	11.64	0.00	58.58	6.39	2.97	0.00	0.00	9.37	40.55	49.22
	Cycle	0.10	0.00	0.00	0.10	0.08	0.01	0.00	0.00	0.09	0.02	0.01
	Computer Equipment	74.86	3.81	0.00	78.67	72.77	9.07	0.00	12.31	69.52	2.09	9.14
	Office equipment	81.06	5.30	0.00	86.35	57.11	10.36	0.00	5.49	61.98	23.95	24.37
	Furniture and Fixtures	87.63	5.45	0.00	93.08	50.59	6.34	0.00	0.00	56.94	37.04	36.15
	Motor Car	338.68	8.22	0.00	346.90	97.78	43.85	0.00	0.00	141.63	240.90	205.27
	Eicher Trucks	554.62	9.44	0.00	564.05	144.93	63.43	0.00	0.00	208.35	409.69	355.70
	Electrical Installation	102.29	11.33	0.00	113.62	59.80	6.86	0.00	5.75	60.91	42.49	52.71
	Tubewell & Land Development	53.94	6.72	0.00	60.66	46.27	2.25	0.00	0.00	48.52	7.67	12.15
	Vehicles	17.81	0.18	0.00	18.00	9.02	1.32	0.00	1.82	8.52	8.79	9.48
	Total	3372.47	145.81	0.00	3518.28	1418.13	234.29	0.00	25.37	1627.05	1954.33	1891.24
	Previous Year	2959.33	427.14	14.00	3372.47	1210.13	215.32	7.32	0.00	1418.13	1749.20	1954.33

Note : The company had estimated useful lives as specified in schedule-III pursuant to enactment of Companies Act, 2013. In absence of full details of assets acquired prior to 31.03.1994 the estimated life and residual value could not be ascertained in that year. On notice the credit balances appearing in some of the fixed assets the company has adjusted such excess balance ₹ 25.38 Lakhs in the depreciation head making a corresponding adjustment to the current year depreciation and the value of fixed assets.



NOTES ON CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

(₹ in Lakhs)

Particulars	As at	
	31st March, 2017	31st March, 2016
11. Non Current investment (Unquoted)		
Simran Hatcheries Private Limited	11.89	11.89
	11.89	11.89
12. Long term loans and advances		
(Unsecured Considered goods)		
MPEB Deposit	17.95	15.44
Others Deposits	4.14	4.48
	22.10	19.92
13. Inventories		
Raw materials		
a) Parent Birds	937.49	973.85
b) Feed & Medicines	4687.60	5180.68
c) Commercial Chicks	2302.04	3083.54
d) Hatching Eggs	232.50	303.35
	8159.62	9541.42
14. Trade receivables		
(Unsecured considered goods)		
Over six months	287.23	654.95
Others	718.14	1400.67
	1005.37	2055.62
All Balances of Sundry Debtors are subject to confirmation.		
15. Cash and bank balances		
(a) Cash on hand	73.15	221.34
(b) Balances with banks		
(i) In current accounts		
ICICI Bank, Indore -765	0.00	3.37
ICICI Bank, Indore -255	119.93	94.18
ICICI Bank, Indore Dhulia	2.14	0.74
ICICI Bank, Indore Anand	0.06	0.00
Punjab National Bank	0.40	0.40
Punjab & Sindh Bank	0.00	1.22
Punjab National Bank Indore	0.09	0.10
(ii) Unclaimed dividends		
ICICI bank	5.56	5.57
Axis bank	5.62	5.62
	206.96	332.56

NOTES ON CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

(₹ in Lakhs)

Particulars	As at	
	31st March, 2017	31st March, 2016
16. Short term loan and advances (Unsecured Considered goods)		
Advances to employees	11.73	10.53
Advance income tax	25.90	5.75
Prepaid expenses	14.14	16.80
MAT Entitlement Credit	37.95	35.28
Advances recoverable in cash or in kind or for value to be received	510.38	594.75
	600.10	663.11
17. Other Income		
Rearing charges (Income)	20.17	2.31
Interest received MPEB/FD	1.37	1.14
	21.54	3.45
18. Cost of material consumed		
Opening Stock	9541.42	8137.23
Add:- Purchases		
Feed & Medicines	28152.66	33666.61
Store, Spares & Consumable	113.45	114.98
Parent Birds	317.27	274.69
Packing Material	385.35	442.39
Carriage Inward	373.97	598.72
Godown rent	53.14	56.16
Chicks	1653.81	2026.33
Hatching Eggs	412.78	475.90
	41003.86	45793.01
Less:- Closing Stock	8159.62	9541.42
Cost of material consumed	32844.24	36251.59
19. Farm expenses		
Expenses at Farm	116.69	104.80
Power & Energy	134.09	150.52
Fuel Consumption	41.34	42.08
Light & Water Charges	49.93	39.16
Farm Rent	6.41	18.73
Lease Rent	74.38	58.20
Rearing Charges Expenses	3181.60	3430.05
	3604.43	3843.55



NOTES ON CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017

(₹ in Lakhs)

Particulars	As at	
	31st March, 2017	31st March, 2016
20. Hatcheri expenses		
Hatcheri Expenses	46.04	124.21
Hatching expenses	98.89	36.52
Hatcheries Rent	153.15	167.22
Power & Energy (Hatcheries)	89.30	73.09
	387.38	401.04
21. Administrative expenses		
General Office Expenses	229.71	239.71
Travelling & Conveyance	288.89	300.48
Certification & consultancy fees to auditors	1.03	1.03
Audit Fees	3.57	3.55
Legal & Professional Expenses	19.33	19.76
Tax after assessment	1.76	1.85
Service Tax Exp.	1.88	2.21
Software Development Charges	9.19	11.37
	555.36	579.97
22. Selling and distribution Exp.		
Forwarding Expenses	1373.71	1639.08
Advertisement & Publicity	1.58	1.56
Vehicle Repair & Maintenance	36.57	43.53
Sales Promotion Expenses	35.09	47.69
Technical Seminar & Conference	0.33	0.51
Loss on sale of assets	0.00	1.29
	1447.28	1733.65
23. Employee benefits expense		
Salary wages & Bonus	1020.34	973.18
Remuneration to directors	56.50	54.00
Remuneration to vice president	41.50	41.80
Contribution to Provident Fund	70.26	73.99
Staff welfare	4.46	5.52
Gratuity	11.23	22.37
Leave Encashment	0.00	0.19
House rent allowance	2.40	1.80
	1206.69	1172.85
24. Finance cost		
Bank Charges & Commission	23.88	23.49
Interest to others	257.40	181.89
Interest on Statuary dues	0.37	1.62
Interest on CC Loan	327.26	270.64
	608.91	477.64
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 ₹ 102.89 lacs by 3791700 equity shares (Face Value of ₹ 10/- each).

NOTES ON CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31st MARCH 2017**26. Related parties disclosures :****(a) Key Managerial Personnel:**

Mr. Harendar Singh Bhatia
(Managing Director)
Mr. Gurdeep Bhatia
(Director)
Mr. Kawaljeet Singh Bhatia
(Whole Time Director)
Mr. Mahesh Patidar
(Chief Financial Officer)
Ms. Tanu Parmar
(Company Secretary)

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

Mr. Gurmeet Singh Bhatia (Vice President)
Mr. Avneet Singh Bhatia (Vice President)
Mr. Amarjeet Bhatia (HUF)
Mr. Kawaljeet Singh Bhatia (HUF)
Mrs. Amarjeet Kaur Bhatia
Mrs. Simrat Kaur Bhatia
Mrs. Kawaljeet Kaur Bhatia
Mrs. Jagdeep Kaur Bhatia
M/s Singh Hatcheries
M/s Singh Poultry
M/s Simran Hatcheries (P) Ltd.
M/s Simran Feed (P) Ltd.
M/s Simran Poultry
M/s Early Bird Hatcheries
M/s Simran Hatcheries
M/s Simfa Labs Pvt. Ltd.
M/s Simran Foods Pvt. Ltd.
M/s Simran Infra
M/s Sumeet Construction

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:

(₹ in Lakhs)

Nature of Transaction	Referred in 1 (a) above	Referred in 1 (b) above
Purchase		305.75
Sales		313.26
Remuneration:-		
Directors's Remuneration	56.50	
Vice Presidents's Remuneration		41.50
Marketing Executive's Remuneration		4.80
Chief Financial Officer's Remuneration	6.26	
Company Secretary's Remuneration	2.23	
Rent:-		
Land & Building		54.30
Office Rent		25.80
Hatchery Rent		138.90
Tractor Rent		0.96
Auto Hire Expenses		0.72
Feed Processing Charges (Payable)		229.23
Feed Processing Charges (Receivable)		11.76
Hatching Charges (Payable)		98.89
Transportation & Loading Unloading Charges (Payable)		44.69
Purchase of Assets		7.47
Interest on Fund raised	21.43	
Payable	345.73	748.27
Receivable	0.08	105.57

2b. Related Party Transactions

(₹ in Lakhs)

S.No.	Transactions	2016-2017	2015-2016
a)	Purchase of Raw Material/Finished goods		
1	Simfa Labs Pvt. Ltd.	304.36	541.43
2	Simran Feeds Pvt. Ltd.	0.00	25.01
3	M/s. Simran Infra	1.39	0.00
	Total	305.75	566.44
b)	Sales of Material/ Finished Goods		
1	Simran Food (P) Ltd.	237.31	175.77
2	Simran Feeds Pvt Ltd	75.94	94.82
	Total	313.26	270.59
c)	Rent Paid:-		
i)	Office Rent:-		
1	Mrs. Amarjeet Kaur Bhatia	4.80	4.80
2	Mrs. Simrat Kaur Bhatia	4.80	4.80
3	Mrs. Kawaljeet Kaur Bhatia	4.80	4.80
4	Mrs. Jagdeep Kaur Bhatia	5.70	5.70
5	Mr. Kawaljeet Singh Bhatia	5.70	5.70
	Total	25.80	25.80
ii)	Tractor Rent:-		
1	Amarjeet Singh Bhatia (HUF)	0.96	0.96
	Total	0.96	0.96
iii)	Land & Building		
1	Simran Poultry	5.40	5.40
2	Singh Poultry	36.00	36.00
3	Early Bird Hatcheries	12.90	49.80
	Total	54.30	91.20
iv)	Hatchery Rent		
1	Early Bird Hatcheries	36.90	0.00
2	Simran Hatcheries	46.80	46.80
3	Singh Hatcheries	55.20	55.20
	Total	138.90	102.00
d)	Auto Hire Expenses		
	Kawaljeet Singh Bhatia (HUF)	0.72	0.72
	Total	0.72	0.72
e)	Feed Processing Charges		
	Simran Feed (P) Ltd.		
	Payable	229.23	285.14
	Receivable	11.76	5.31
	Total	240.99	290.45

S.No.	Transactions	2016-2017	2015-2016
f)	Transportation & Loading Unloading Charges		
	Simran Hatcheries Pvt. Ltd.		
	Payable	44.69	58.64
	Total	44.69	58.64
g)	Setting Charges		
	Simran Feed (P) Ltd.		
	Receivable	0.00	1.84
	Total	0.00	1.84
h)	Hatching Charges		
1	Simran Hatcheries Pvt. Ltd.		
	Payable	98.89	124.21
	Total	98.89	124.21
i)	Interest on Fund raised		
1	Gurdeep Bhatia	18.43	36.02
2	Kawaljeet Singh Bhatia	3.00	3.50
3	Simran Feeds Pvt Ltd	0.00	1.44
	Total	21.43	40.96
j)	Purchase of Assets		
1	Singh Hatcheries	0.00	0.77
2	Simran Hatcheries (P) Ltd.	7.47	0.00
	Total	7.47	0.77
k)	Salary		
1	Mr. Gurmeet Singh Bhatia	26.50	24.00
2	Mr. Avneet Singh Bhatia	15.00	15.00
3	Mrs. Simrat Kaur Bhatia	4.80	4.80
	Total	46.30	43.80

3a DETAILS REGARDING PAYMENTS MADE TO KEY MANAGERIAL PERSONNEL

(₹ in Lakhs)

S.No.	Transactions	2016-2017	2015-2016
1	Remuneration:-		
	Salary	64.99	61.21
	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

(₹ in Lakhs)

S.No.	Transactions	2016-2017	2015-2016
1	Remuneration		
	Mr Harender Singh Bhatia	30.00	30.00
	Mr. Kawaljeet Singh Bhatia	26.50	24.00
	Mr. Mahesh Patidar	6.26	5.35
	Ms. Tanu Parmar	2.23	1.86
	Total	64.99	61.21

3c Collaterals and guarantees

M/s. Sumet construction has provided Collateral security to secure the Cash credit facility with Punjab National Bank.

27. Payment to Auditors	<u>2016-2017</u>	<u>2015-2016</u>
1) As Auditor	3.57	3.55
2) As per Certification	1.03	1.03

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 recognized in Income Statement

(₹ in Lakhs)

Particulars	2016-2017	2015-2016
Current Service Cost	17.07	15.48
Interest on Obligation	8.14	6.23
Actuarial Losses / (Gains)	(9.05)	3.85
Expected return on plan assets	(4.94)	(3.20)
Past service cost	0.00	0.00
Losses (gains) on curtailments and settlement	0.00	0.00
Expense recognised in P & L	11.22	22.36

2. Amount to be recognized in Balance Sheet

Particulars	2016-2017	2015-2016
Present value of funded obligation	111.49	101.78
Fair value of plan assets	81.20	61.37
Present value of unfunded obligations	30.29	40.41
Unrecognised past service cost	0.00	0.00
Net Liability	30.29	40.41
Amount in the Balance Sheet Liability	30.29	40.41
Amount in the Balance Sheet Assets	0.00	0.00
Net Liability	30.29	40.41

3. Table showing change in benefit obligation

(₹ in Lakhs)

Particulars	2016-17	2015-16
Opening Defined Benefit obligation on 01.04.2014	101.78	77.92
Service cost for the year	17.07	15.49
Interest cost for the year	8.14	6.23
Actuarial Losses / (Gains)	(9.05)	3.85
Benefits paid	(6.46)	(1.71)
Closing defined benefit obligation	111.48	101.78

4. Table showing fair value of plan assets

Particulars	2016-17	2015-16
Fair value of plan assets at beginning of year	61.37	38.31
actual return on plan assets	4.94	3.20
Contributions	21.35	21.57
Benefits Paid	(6.46)	(1.71)
Fair value of plan assets at the end of year	81.20	61.37

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 31/03/2017 is ₹ 50.15 Lacs as against ₹ 30.29 Lakhs worked out above the difference of ₹ 19.86 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 unutilised leave at each balance sheet date.

29 Details of Specified Bank Notes (SBN) Held and Transacted during the period 08/11/2016 to 30/12/2016 is as under :

(Amount in ₹)

Particulars	SBNs	Other denomination notes	Total
Closing Cash in hand as on 08.11.2016	30345000	9759936	40104936
(+) Cash Withdrawal	0	60000	60000
(+) Permitted receipts	0	278092785	278092785
(-) Permitted payments	11500	42459996	42471496
(-) Amount deposited in Banks	30333500	224996081	255329581
Closing Cash in hand as on 30.12.2016	0	20456644	20456644

30. Additional information pursuant to the provisions of of Schedule III of the Companies Act, 2013

(i) a. RAW - MATERIAL :

Consumed	Quantity (in M.T.)		Value (in Lakhs)	
	2016-17	2015-16	2016-17	2015-16
MIXED FEEDS	111503	124736	27358.22	31960.22
INDIGENOUS & IMPORTED				
(INDIGENOUS)	100%	100%	100%	100%
(IMPORTED)	-	-	-	-

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

	Value (in Lakhs)				Value (in Lakhs)			
	2016-2017				2015-2016			
	RAW MAT.		ST. & SP.		RAW MAT.		ST. & SP.	
	VAL.	%	VAL.	%	VAL.	%	VAL.	%
INDIGENOUS	27,358.22	100%	113.45	100	31960.22	100%	114.98	100%
IMPORTED	-	-	-	-	-	-	-	-

(₹ in Lakhs)

ii)

2016-2017**2015-2016**

a) Value of imports CIF basis accounted during the year.	-	-
b) Expenditure in Foreign currency	NIL	0.66
c) Earning in Foreign Exchange.	-	-
d) Particulars relating to non-residential Share-holders.	-	-

31. Sales Offices

Company having following sales offices during the period in India:

Bhopal, Anand, Chickli, Billimora Vadodara, Ahmedabad, Palanpur, Raipur, Bhilai, Bilaspur, Seoni, Korba, Malegaon, Dhulia, Nashik, Sangamner, Narayangaon ,Loharu, Jaipur, Ajmer, Nawalgarh, Palsana, Sonipat, Mohali, Pathankot, Hoshiyarpur, Kathua.

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

In view of no information from supplier regarding their status as SSI/MSME company amount overdue to such undertaking could not be ascertained. The company is in the process of compiling the additional information required to be disclosed under the Micro Small Enterprises Development Act, 2006. The management does not envisage any material impact on the financial statement in this regard which has been relied upon by the Auditors..

33. In the opinion of the Board Of Directors, Fixed Assets, Current Assets, Loans & Advances are approximately of the value as stated, if realised 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.

34. As per information given by the management, Excise Duty is Not applicable to the company.

35. All Balances of sundry debtors and creditors are subject to confirmation.



1. SIGNIFICANT ACCOUNTING POLICIES :

A) Basis of preparation of Financial Statements

a) Method of Accounting

These financial statements have been prepared to comply with the Generally Accepted Accounting Principles in India, including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

GAAP comprises mandatory Accounting standard as Prescribed under Section 133 of the Companies Act, 2013 read with rule 7 of companies (Accounts) rules, 2014.

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) Use of Estimate

The preparation of financial statement in conformity with generally accepted accounting principles require estimate and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the date of financial statement and the reported amounts of revenues and expenses during the reporting period, actual results could differ from these estimates and difference between actual results and estimate are recognized in the periods in which the results are known/materialize.

C) Cash Flow Statement

The cash flow statement is prepared using the "Indirect method set out in Accounting Standard-3 "Cash Flow Statement" which presents cash flow from operating, investing and financing activities of the company.

D) 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 realisable value whichever is less.
- iii) Parent Stock of Birds and commercial birds are valued at purchase price plus the estimated cost of growing and overheads.
- iv) Manure and Gunny Bags accounted for on actual sale basis.

E) 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..

F) Depreciation

Depreciation is provided on the basis of straight-line method over the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

G) Revenue Recognition

- i) Revenues from sale of goods are recognised 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 recognised on prorata basis i.e. as and when service are rendered.

H) 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.

I) 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.

J) Borrowing Cost

Borrowing cost that are directly attributable to the acquisition, Construction or production of the qualifying assets are capitalised as part of the cost of such assets. A qualifying assets 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.

**K) 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 recognised in the statement of profit and loss for the year as per the terms and conditions of the respective lease agreement;

L) 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.

M) Taxes on income

- 1) Tax expenses for a year comprises 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 recognised 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 recognised 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 recognised as an asset in accordance with recommendation contained in the guidance Note issued by the 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.

N) Research and Development

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

O) Provisions, Contingent Liabilities and contingent assets:**1) Provisions**

Provision is recognized in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

2) Contingent Liabilities

A contingent liability is a possible obligation that arise from past event whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare case where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize contingent liabilities but discloses its existence in the financial statements.

3) Contingent Assets

Contingent Assets are neither recognized nor disclosed in the financial statements.

P) Cash & Cash Equivalents

Cash & cash equivalents for the purpose of Cash Flow Statement comprises of Cash at Bank & Cash on Hand and Fixed Deposits in bank with original maturity less than three months.

Q) 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 recognised 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.



**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 the company:	SIMRAN FARMS LIMITED
Registered office:	1-B, VIKAS REKHA COMPLEX, KHATIWALA TANK, INDORE (M.P) 452001

Name of the member(s) :
Registered address :
Email 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 30th Annual General Meeting of the company, to be held on Thursday, 28th day of September 2017 at 10.00 a.m. at Pishori Premises, 910, Khatiwala Tank, Tower Square, Indore - 452001 (M.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars	For	Against
1.	To receive, consider, approve and adopt: • the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017 together with the Reports of the Board of Directors and Auditors thereon; and • the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017, together with the report of the Auditors thereon.		
2.	To re-appoint Mr. Kawaljeet Singh Bhatia (DIN: 00401827), Whole Time Director who retires by rotation and being eligible, offer himself for re-appointment.		
3.	To appoint M/s. J.C. Baheti & Associates, as Statutory Auditors of the company for a period of five years and fix their remuneration.		
4.	To approve the expenses for service of documents to members		

Signed this..... day of..... 2017

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note: 1) 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.

2) A proxy need not to be member of the company.





ATTENDANCE SLIP
30TH ANNUAL GENERAL MEETING ON THURSDAY 28th SEPTEMBER 2017

Ledger Folio No./Client ID No

Mr./Mrs./Miss: _____

(Shareholders' Name in block capitals)

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 30th Annual General Meeting of the Company on Thursday, 28th September, 2017 at Pishori Premises, 910, Khatiwala Tank, Indore - 452001 (M.P.) at 10.00 A.M.

(If signed by proxy, his name should be _____

Written in block letters)

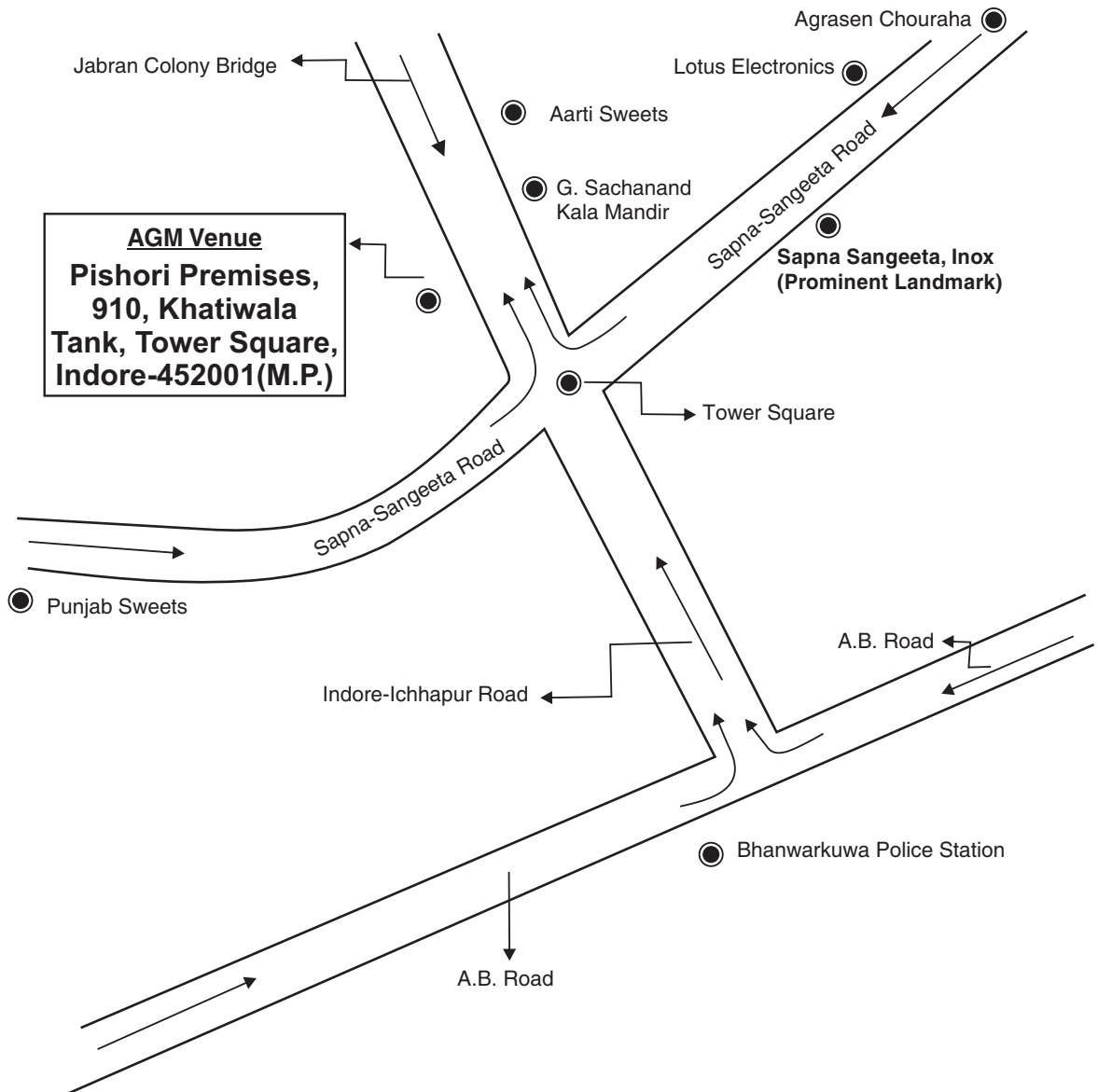
(Member's /Proxy's Signature) _____

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.



**ROUTE MAP FOR THE VENUE OF 30TH ANNUAL GENERAL MEETING
INCLUDING PROMINENT LANDMARKS**



Distance from Railway Station to AGM Venue : 3 Kms.



To,

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