



**Ajooni biotech Ltd.**  
*(Veterinary Health Care Solutions)*



# MOVING UP THE LADDER

**Ajooni Biotech Limited**

Annual Report 2021-2022

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**Disclaimer**  
 In this Annual Report, we have disclosed forward looking information to help our investors comprehend our prospectus and take informed investment decisions. This report is based on certain forward looking statements that we periodically make to anticipate results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should know or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated or estimated projected. We undertake no obligation to publicly update any forward looking statements, whether as a results of new information, future events or otherwise.



# MOVING UP THE LADDER

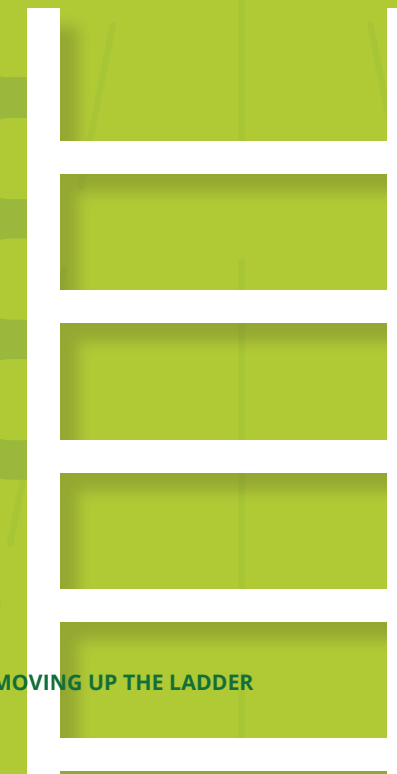
**With its own feed range, AJOONI is a rising key player in Animal Feed industry**

As the Economy corrects its course, we are also revamping our strategies to expand our horizon and increase our reach to every part in the country. To keep moving upward, we continue to pursue our goals in a more sustainable and responsible way. We are scaling up our feed and feed supplements portfolio by improving product offerings, collaborating and revamping market penetration strategies. We are also expanding our production capacities to enter into newer geographies and categories.

Our continued commitment and investments into building strong R&D capabilities have been a vital differentiating factor in an intensely competitive and largely unorganised Indian agriculture sector. Our focus is to grow business responsibly and transform digitally across value chain while our R&D centre continues to explore areas for enhancing nutrition benefits.



<https://www.ajoonibiotech.com/annualreport.php>





# Company Overview

## About Us

Established in 2010 Ajooni Biotech Limited (Ajooni, ABL) is a one of the leading animal health care solutions company dedicated to improving the productivity of Dairy farmers and sustainably increase livestock yields.

Ajooni is one of the among leading players in the Compounded Animal Feed and feed supplements in India and its portfolio offers a wide range of Quality Cattle feed, Cattle feed Chips, Camel Feed, Cotton Oil Cake, Mustard Oil Cake and wide range of Feed supplements to cover the entire life-cycle of an animal.

Ajooni is fully committed to build and sustain itself as an organization where innovation is a key driver. Company is constantly experimenting and working on developing cost effective research based different healthcare solutions with the help of leading universities and independent scientists.

The Company is among main suppliers to leading companies like IFFCO Kisan, Mother Dairy, Paras Dairy & Saahaj Dairy.

The Company is Registered with Department of Dairy Development, Govt of Punjab (India) and India's first GMP certified Cattle feed company with ISO 9001:2015. The company is registered with Bureau of Indian Standards ( BIS) and manufacturing ISI Mark Animal feed.

ZED process implemented and TQM process is under implementation. The Company is using modern technologies for all its operations such as ERP software, PLC system to control production process and most effective logistic system.

The Company came up with it's IPO on NSE Emerge platform in December 2017 & The Company migrated to the main board of NSE in May 2021



## Vision

To be a world-class animal compounded feed and feed supplements provider company in India



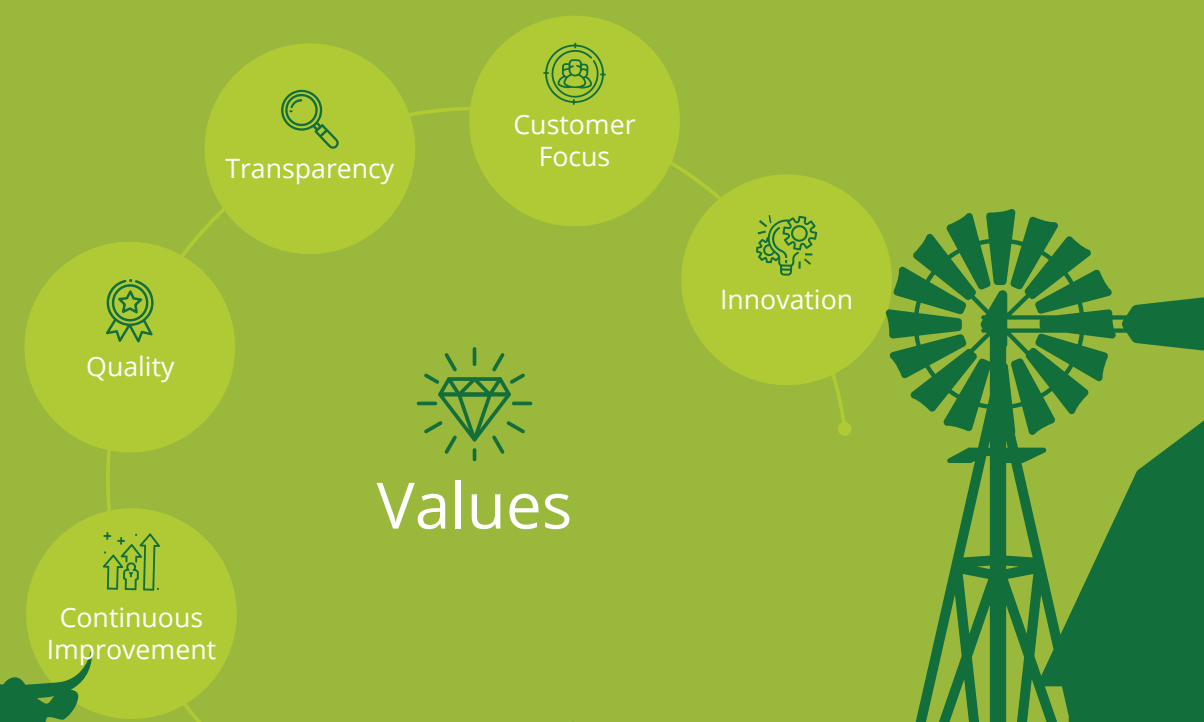
## Mission

To provide added-value to livestock farmers and consumers through the guiding principles of quality, innovation and sustainability

To develop cost-effective solutions to improve animal productivity and milk yield

To endeavor to attain a position of leadership in the field of animal feed

To provide products and services of high- and consistent-quality products and ensuring value for money to our customers



## Values





# Key Facts



12  
Years of Experience



Animal Feed Capacity  
60,000  
MTPA



Working with more than  
10,000  
Farmers



Supplement Capacity  
30 Lakhs  
LPY



3  
Manufacturing Units  
(Including 1 Upcoming unit)



Presence In  
8 States



### Key Financial FY22

Revenue:  
74.04 cr

EBITDA:  
3.11 cr

PAT:  
1.05 cr

# What Set Us Apart



Efficient Logistic system



Strong Distribution Network



Robust After Sales Services



Focus on Sustainability



Certified Production Facilities



Experienced Management Team



Efficient Supply Chain



Continuous R&D Work  
Animal Healthcare Products



High Quality Products





## Strategically Situated Manufacturing Facility



- Location:** Khanna, Punjab | Unit I
- Plant Inception Date:** September 2013
- Product Type:** Cattle feed
- Capacity:** 60,000 MTPA
- Capacity Utilised:** Approx 80% (As on FY2022)



- Location:** Khanna, Punjab | Unit II
- Upcoming Plant**
- Product Type:** Cattle Feed & Feed Supplements
- Capacity:** 1,00,000 MTPA



- Location:** Saharanpur, Utter Pradesh
- Plant Inception Date:** January 2022
- Product Type:** Feed Supplements
- Capacity:** 30 Lakhs LPA
- Capacity Utilised:** Approx 35% (As on FY2022)

## Key Customers



### Exclusive tie-up with IFFCO KISAN

As per agreement the Company converted its dealer network to IKSL dealer in the state of Punjab, Haryana and Rajasthan.

The Company started new state of the art plant August 2020 & further updates has been done as per IKSL recommendations.

The company is using IKSL network to enter in to new domestic markets and increasing presence in existing market.

Ajooni entered in to agreement with IFFCO KISAN in March 2020 to Produce IFFCO branded animal feed.

Ajooni achieved highest monthly sales of 3,200 MT in the month of November 2020 with IKSL.

The Company is increasingly working on higher margin supplements products with higher margins with IFFCO KISAN.

The supplements market is dominated by very few players & market is worth ₹ 3,500 Cr.

## Assurance of Quality



Directorate of Dairy Development, Punjab

Department of Industries & Commerce – MSME unit



ISO-9001

Trademark registration



Bureau of Indian Standards – ISI mark

Good Manufacturing Practice (GMP)



















ZED Certification

NSIC registration (in process)

# Products

## Feed supplement Manufacturing Capabilities

Ajooni has portfolio of a wide range of Quality Cattle feed, Cattle feed Chips, Camel Feed, Cotton Oil Cake, Mustard Oil Cake and wide range of Feed supplements to cover the entire life cycle of an animal.

Oral Calcium 	Bloating 	Calcium Gel 	Mastitis Powder 
Mineral Mixture 	Batisa Powder 	Liver Tonic 	Reproduction Powder 
Utrine Tonic 	Milk Gainer 	Multi Vitamin 	Growth Promoter 
FMD Powder 	Cough Syrup 	Egg Growth Promoter 	Heat Stock Powder 

 Bolus  Liquid  Powder

## Own Products Under Feed Supplement



## Own Products Under Cattel Feed



## Benefits of Cattle Feed and Supplements

### PROVIDES HOLISTIC NUTRITION:

Cattle feed contains protein, minerals and vitamins and other vital nutrients. A combination of these essential nutrients aid digestion, tissue repair, daily activity requirements and other functions in cattle. Cattle feed fulfils the optimum nutritional need for high-productivity cattle, which grazing cannot provide.

### PROMOTES GROWTH:

Cattle feed contains the essential nutrients in the right proportions that promote faster growth of animals. Having specific nutritional requirements, giving cattle and buffaloes specialised compound feed and supplements enhances their weight, muscle-to-fat ratio and growth rate.

### ADDRESSES NUTRITIONAL NEEDS OF PREGNANT COWS:

Cows require dietary adjustments during pregnancy. Giving special feed to pregnant cattle aids in better development of foetus, impacting the health of the calf after birth positively.

### IMPROVES MILK PRODUCTION:

Quantity and type of diet given to milch animals greatly impact milk production. Compound feed and nutritional supplements improve rumen microbial protein production and fibre digestion in dairy cattle, resulting in increased milk production and enhancing milk fat proportion.

### TAKES CARE OF NUTRITIONAL NEEDS OF CALVES AND HEIFERS:

Calves and heifers need appropriate nutrition for their growth and development. Special feed for calves helps in reducing weaning stress, aids rumen development and prevents diarrhoea.





# Research & Development:

In R&D The Company has professionals from reputed universities, institutions and research firms

On Continues basis The Company has developed new products

In R&D Ajooni is focused on developing cost effective holistic products as per the needs of Animals & Their Activities

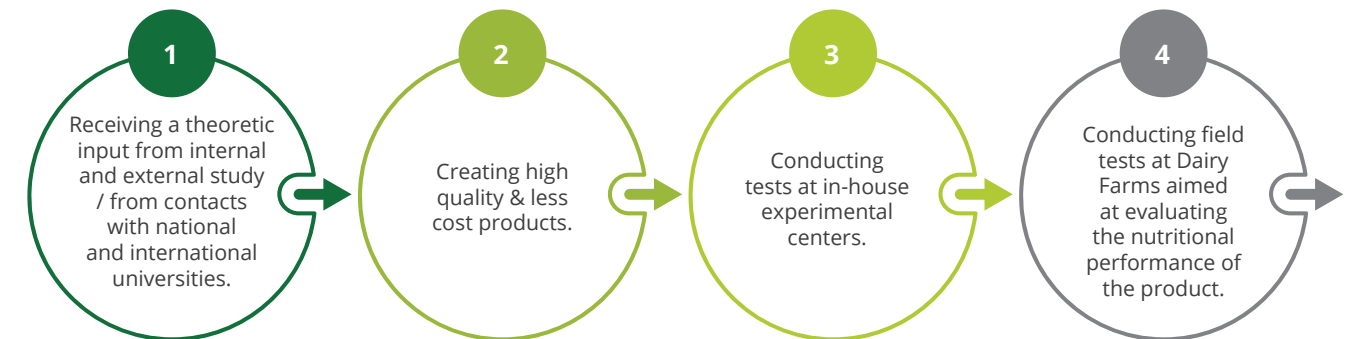
The Company is focusing on developing High value products like Feed Supplements, Camel Feed, Bull Feed along with improving current product line as per farmers requirements

At AJOONI, we seek to establish R&D and innovation as key drivers of our business and product offerings. We do this by constantly investing in knowledge, innovation and quality, and by translating world-class research and innovation into practical and sustainable nutritional solutions. The company intends to spend on R&D and innovation on an ongoing basis as it has set up a state-of-the-art in-house research centre & continuously investing on research with the objective of cost cutting and added value to our product for our customers.

We engage professionals from reputed universities, institutions and research firms as we realise that innovation and the product development cycle can be accelerated through collaborations and partnerships, especially with global industry leaders. Our R&D activities focus on all steps from evaluating nutritional needs of the animals.



## Process of R&D



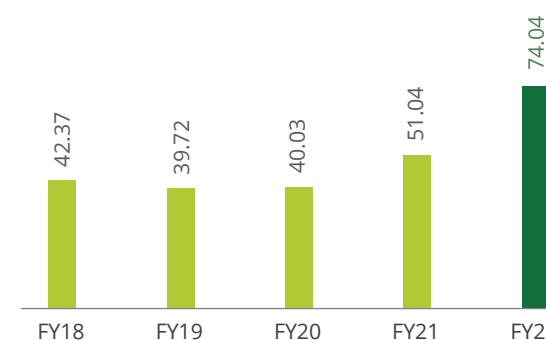
# Financial Summary

Particular	FY18	FY19	FY20	FY21	FY22
<b>Balance Sheet</b>					
Fixed Assets	1.04	1.02	2.07	5.16	6.20
Investments	6.02	3.76	3.08	1.15	0.70
Non Current Assets	0.56	1.12	0.00	0.00	0.00
Current Assets	11.10	11.83	17.51	21.43	21.93
Total Assets	18.71	17.73	22.66	27.74	28.83
Equity	5.86	6.16	8.41	10.01	10.01
Reserve & Surplus	4.53	5.59	7.20	5.50	6.38
Net Worth	10.38	11.74	15.61	15.51	16.39
Long Term Borrowings	0.27	0.16	0.15	1.82	2.58
Total Non current Liabilities	2.13	3.90	1.05	-0.07	-0.18
Short Term Borrowings	4.23	0.61	3.69	4.89	2.77
Total Current Liabilities	1.69	1.32	2.15	5.59	7.27
Total Liabilities	18.71	17.73	22.66	27.74	28.83
<b>Profit and Loss Statement</b>					
Revenues	42.37	39.72	40.03	51.04	74.04
Other Income	0.22	0.34	0.09	0.02	0.04
Expenditure	41.44	39.01	38.82	49.39	70.97
EBITDA	1.15	1.04	1.30	1.67	3.11
EBITDA Margin(%)	2.71	2.63	3.25	3.26	4.20
Interest	0.35	0.13	0.33	0.58	0.54
Depreciation	0.31	0.44	0.49	0.58	1.11
PBT	0.49	0.47	0.48	0.50	1.46
PBT Margin (%)	1.15	1.20	1.20	0.99	1.97
Tax	0.10	0.06	0.13	0.13	0.41
PAT	0.39	0.41	0.35	0.37	1.05
PAT Margin(%)	0.91	1.03	0.87	0.73	1.42
<b>Cash Flow statement</b>					
Cash from Operations	-2.67	-4.92	-4.38	1.16	3.68
Cash from Investments	-0.45	1.42	0.47	-3.41	-1.90
Cash from financial Activities	8.30	-1.06	3.30	2.37	-1.97
<b>Ratios</b>					
Debt to Equity(x)	0.43	0.07	0.25	0.43	0.33
Current Ratio	1.87	6.14	3.00	2.05	2.18
EPS (Rs) Basic	0.59	0.60	0.37	0.37	1.05
Book Value (Rs)	17.73	19.08	18.57	15.50	16.38

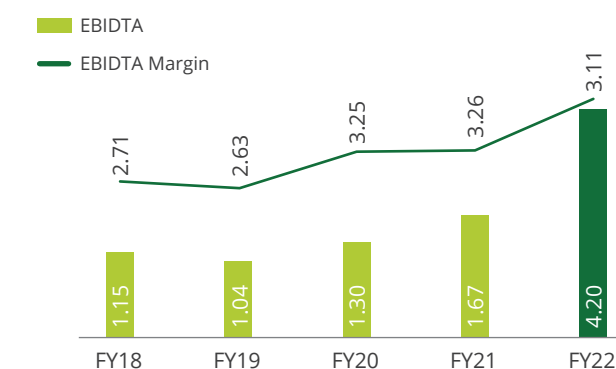
# Key Performance

(₹ In lakhs)

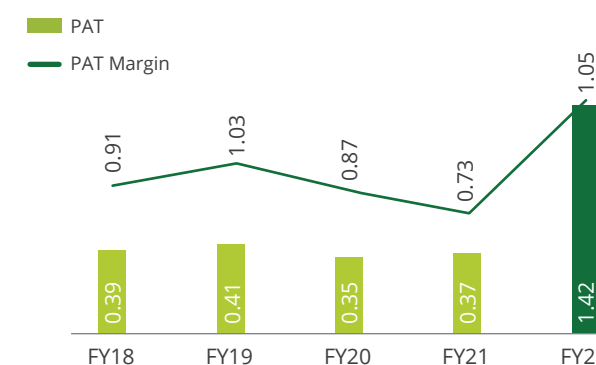
## Revenue



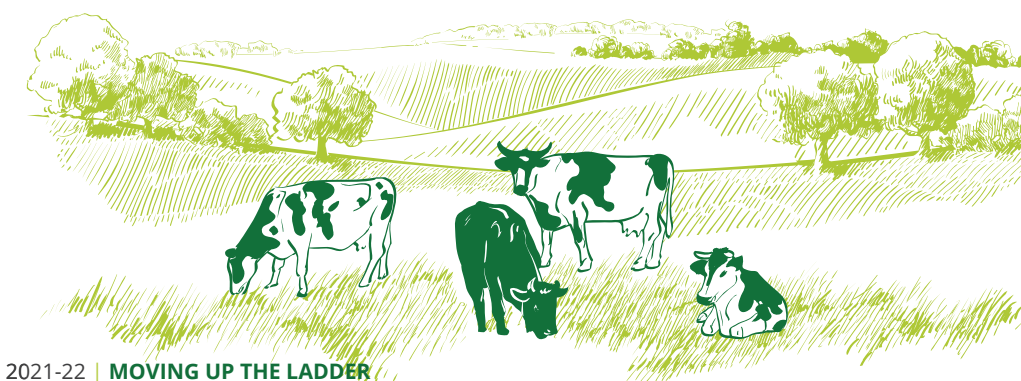
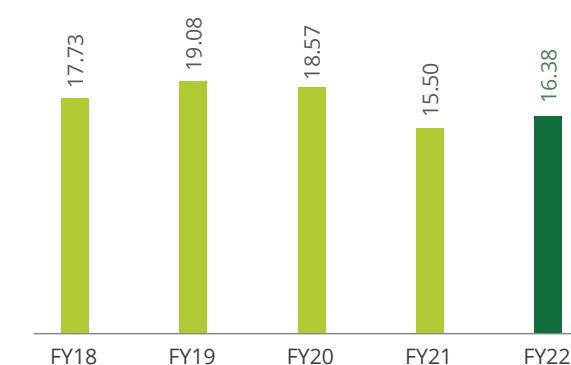
## EBITDA & EBITDA Margin(%)



## PAT & PAT Margin(%)



## Book Value (₹)





# Business Strategy and Plans



## Operational efficiency:

To improve operational efficiency by achieving economies of scale after penetrating new catchment areas.



## Brand building:

Working to increase brand's recognition through targeted brand building efforts and promotional initiatives.



## Geographical expansion:

Targeting new domestic markets and deepen our presence in the existing markets.



## Strategic Partnerships:

To identify Strategic partners whose resources, capabilities, technologies and strategies are complementary and would enable us to establish our presence in new geographical locations.



## Leveraging relationships:

Striving hard to grow by leveraging our existing relationships by enhancing customer satisfaction.



# Growth Drivers Animal Health Care Products

**1** Shift from unorganized livestock farming to the organized

**2** Growing Population & Income

**3** Growing Food Demand

**4** Growing demand for Livestock

**5** Highest Global livestock Population

**6** Largest Producers/ Exporter of Beef, Chicken and Fish.

**7** High demand for animal healthcare products.

**8** Highest Milk Producing Country.

**9** MNC's venturing Indian market for Meat/Milk production facilities.





Dear Shareholders,

The Financial Year (FY) 2021-22 turned out to be extremely eventful across business, economy and most importantly, healthcare. The events of the past 24 months have ushered in a period of uncertainty unlike anything we have experienced in recent years in terms of both the magnitude and frequency of shifts. The commodity prices soared to record levels due to the impending logistics and supply chain disruptions as against growing demand from large consumption driven economies.

The demand for poultry, cattle, aquaculture and other livestock for consumption has increased due to the growing population, which has created new

Expanding animal feed capacity by 1,00,000 MPTA at Khanna, Punjab which is Asia's largest food grain and cattle feed hub

opportunities for the market for feed and feed supplements. By offering scaled-down low-cost solutions, the Company aims to increase their reach, strengthen their position in the current industry and plough ahead into the vast market that is open for business.

India's top state in terms of infrastructure amenities provider is Punjab. The infrastructure amenities of Punjab are amongst the best in the world. The Company's manufacturing unit is in Khanna, Punjab, which is home to Asia's largest food grain market and India's Cattle feed hub. The primary benefit of the Khanna setup is the abundant availability of key raw materials at affordable prices and the cost savings associated with logistics. It is here that In addition to installing 60,000 MTPA of animal feed capacity, the company is also expanding its capacity by another 1,00,000 MTPA. There is a brand-new setup for a feed supplement manufacturing facility in Saharanpur, Uttar Pradesh, expanding our geographic footprint. In this new setup, the supplement capacity is 30 lakh LPY. Additionally, a new GMP feed supplement production facility is slated to open in FY23. Land has already been purchased by the Company for the construction of this new unit.

The FY 2021-22 strengthened our primary strategic framework and proved to be the best fiscal year in terms of top line growth and consistent profitability increase. The company's business grew strongly thanks to upbeat volume increase and higher revenue. As far as the performance the company reported total revenue of ₹ 74.08 crores for the financial year 2021-22, up from ₹ 51.04 crores the year before. In contrast to the ₹ 0.50 Crores recorded in the prior Financial Year, profit before tax for the current Financial Year was ₹ 1.46 Crores. Compared to the ₹ 0.37 crores recorded in the previous financial year, net profit was ₹ 1.05 crore for FY 2021-2022.

Your company is fully committed to build and sustain itself as an organization where Innovation is a key

driver. Company is constantly experimenting and working on research-based different health care solutions by a strong Research & Development team, working closely with leading research agencies, universities and independent scientists for process development. Its focus is to develop cost effective solutions to improve animal health, sustainable increase milk yield, productivity of dairy farms, and thereby, the profitability of farmers.

First Indian Company to launch organic animal feed and feed supplements

Our company is also in regular touch with a few State Animal Husbandry and Dairy department ministry and showcases products developed by our company that can help in increasing the quality and milk yields of animals. We have received favourable responses from a few states as well. Also it is with great pride that we want to inform our shareholders that we are the first company in India to launch organic animal feed and feed supplements.

Business association & strategic partnership with major brands in Indian markets for supply of Feed & Feed Supplements makes it a first choice of multinational companies as a trusted strategic partner for manufacturing contracts. The company has gained a preferred supplier status with a few significant dairy and agri conglomerates like IFFCO Kisan, Mother Dairy, Patanjali, Paras Dairy, Sahaj, Balinee Milk Products etc.

As a result of its reliable business practises, top-notch products and R&D capabilities the company has entered into exclusive tie-up with a prestigious multi-state cooperative organization of IFFCO Kisan for manufacturing Animal Feed and Feed Supplements.

The Company has successfully completed R&D on feed supplements including liquid calcium, minerals mixture, liver tonic, uterine tonic, and mastitis powder with the aid of a cutting-edge laboratory.

The Company continued to develop and launch new products like bull feed, camel feed to cater to growing market demands for these niche products. Volume

Constantly expanding product portfolio and revamping market penetration strategies

growth was largely driven by new product offerings and good governance which contributes to the company's valuation and positive impact on our bottom line. The Company will continue to pursue its objectives but will do so in a way that is more sustainable, transparent, fair, and responsible.

Additionally, the Company is fully cognizant of its corporate social obligations. For the benefit of employees and the neighbourhood, regular medical and awareness camps are held. Relationships between employees and management are excellent. Your Company is devoted to enhancing ecosystem sustainability and environmental footprints. Your Company has taken a number of steps for our employees to maintain excellent health and hygiene standards at work, beginning with immunising all of its personnel, families, contract workers, and logistic partners. Additionally, the significance of both physical and mental health was emphasised by organising expert workshops and by offering all-around support.

We are hopeful to surpass the expectations of our dear shareholders who have put faith in us over the years. Before I conclude, on behalf of the Board of Directors and the Management, I would like to thank our bankers, employees, business partners, customers, vendors, investors and other stakeholders for their continued trust, efforts and contribution to the Company.

Let's continue our journey together on a sustainable growth path.

Warm Regards,

Jasjot Singh  
Chairman and Managing Director





## Board of Directors



**Jasjot Singh**  
Managing Director / CFO



**Partek Singh**  
Director



**Gursimran Singh**  
Director



**Simmi Chhabra**  
Independent Director



**Ramandeep Singh**  
Independent Director



**Imteshwar Singh Bhatia**  
Independent Director

## Corporate Information

### Name of the Company

**AJOONI BIOTECH LIMITED**

### Corporate Identification Number (CIN)

L85190PB2010PLC040162

### Directors

Mr. Jasjot Singh - Managing Director  
Mr. Partek Singh - Director  
Mr. Gursimran Singh - Director  
Mr. Ramandeep Singh - Independent Director  
Mr. Imteshwar Singh - Independent Director  
Ms. Simmi Chhabra - Independent Woman Director

### Chief Financial Officer Chief Financial Officer Company Secretary

Mr. Gurmeet Singh (till 14/ 08/ 2021)  
Mr. Jasjot Singh (w.e.f.14/ 08/ 2021)  
Ms. Swati Vijan (ACS-39179)

### Auditors

M/s Harjeet Parvesh & Co.,Chartered Accountant, Mohali (FRN: 017437N)

### Secretarial Auditor

M/s. M.R. CHECHI & ASSOCIATES, Practicing Company Secretary Chandigarh

### Registered Office /Corporate office

D-118, Industrial Area,  
Phase - VII, Mohali-160055

### Factory

Gaib Di Pulli, Village Bullepur,  
Tehsil Khanna, Distt. Ludhiana, Punjab-141401  
Pilkhani Industiral Estate, Saharanpur, Uttar Pradesh - 247232

### Registrar and Share Transfer Agent

Cameo Corporate Services Ltd  
Subramanian Building No 1,  
Club House Road,  
Chennai - 600 002

### Banker

Canara Bank, SCO: 56, Chandi Path, Sector 30-C, Chandigarh-160030  
HDFC Bank Limited, G T Road, Khanna, Punjab-141401





## Management Discussion & Analysis (ANNEXURE 'C' TO DIRECTORS' REPORT)

### Economic Overview

In comparison to expectations, the global recovery from the COVID-19 epidemic has been slow. The rise of geopolitical tensions which has resulted in a broad-based increase in global commodity prices and is projected to have a big negative impact on global trade and economy, has increased the downside risks to even this moderate rebound. Globally, growth and inflation outcomes are in jeopardy. In the context of this unprecedented risk, the positive effects expected from the release of pent-up demand, particularly for contact-intensive services, the government's focus on infrastructure and capital spending, favourable financial circumstances and increased capacity utilisation appear transitory.

The geopolitical conflict, prolonged Covid-19 flare-ups, frequent and wider-ranging lockdowns in China, particularly in major manufacturing hubs weakened

fiscal assistance, and lingering supply constraints are all expected to slow global GDP from 6.1% to 3.6% in 2022 and 2023. These occurrences have resulted in global inflationary pressure and supply chain disruptions. In many nations, higher, broader, and more persistent pressures have led to monetary policy tightening. Overall economic risks have risen dramatically, and policy trade-offs have become increasingly difficult. Global growth is expected to slow to around 3.3% after 2023 in the medium term. Inflation forecasts for 2022 are 5.7% in advanced economies and 8.7% in emerging market and developing economies, up 1.8 and 2.8 percentage points from January. Multilateral efforts are critical in responding to the humanitarian crisis, preventing further economic fragmentation, maintaining global liquidity, managing debt distress, combating climate change and ending the pandemic.

	2021	2022P	2023P
<b>World Output</b>	<b>6.1</b>	<b>3.6</b>	<b>3.6</b>
<b>Advanced Economies</b>	<b>5.2</b>	<b>3.3</b>	<b>2.4</b>
United States	5.7	3.7	2.3
Euro Area	5.3	2.8	2.3
Japan	1.6	2.4	2.3
United Kingdom	7.4	3.7	1.2
Canada	4.6	3.9	2.8
Other Advanced Economies	5.0	3.1	3.0
<b>Emerging Market and Developing Economies</b>	<b>6.8</b>	<b>3.8</b>	<b>4.4</b>
<b>Emerging and Developing Asia</b>	<b>7.3</b>	<b>5.4</b>	<b>5.6</b>
China	8.1	4.4	5.1
India	8.9	8.2	6.9
<b>ASEAN-5 (Indonesia, Malaysia, Philippines, Thailand, Vietnam)</b>	<b>3.4</b>	<b>5.3</b>	<b>5.9</b>

(Source: World Economic outlook May 2022)



### Indian overview

India's economy is rebounding after subsequent rounds of COVID-19 infestations this year, which slowed activity and took a toll on the country's population. India's swift and comprehensive response to the pandemic, including fiscal support and economic reforms, is assisting in a GDP recovery that is now forecast to be the fastest among the world's major countries.

In its April World Economic Outlook report, the IMF reduced India's GDP growth prediction for 2022 to 8.2% from 9%. The projected growth rate for 2023 is 6.9%. The RBI maintained all policy rates at their current levels. Retail inflation was 7% in March 2022, and wholesale price index inflation was 15.1%. Consumer confidence has strengthened, manufacturing business conditions have improved, financial markets have stabilised, demand has risen, and market conditions have improved, all of which have contributed to India's sustained economic growth. The FY 2022-23 budget satisfactorily exceeded expectations of a faster economic path due to a consistent emphasis on infrastructure, investment, manufacturing improvement, improved logistical capabilities, help for MSMEs, green economy goals, expanding digitalization, and banking expansion.

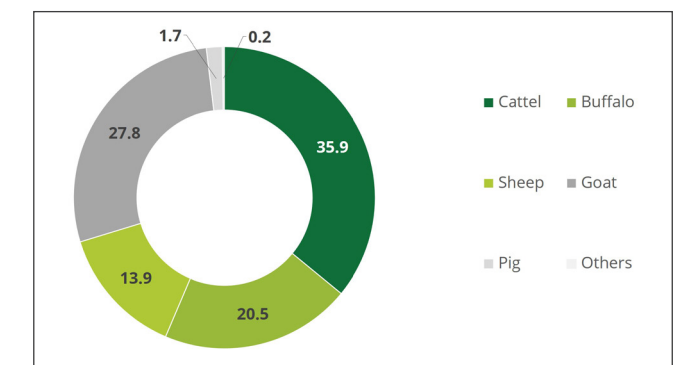
After China, India has the second-highest population in the world. We anticipate that India's population would surpass 1.5 billion by 2030. It is anticipated that this will

increase demand for food and increase consumption of goods derived from animals, such as milk, meat, eggs, shellfish, etc. In addition, shifting lifestyles, increased disposable incomes, and growing awareness of health and wellness have caused a shift in Indians' eating patterns away from cereals and toward foods high in proteins, vitamins, and minerals. The nation's intake of milk, beef, and eggs is being driven by this. Other major variables influencing the market include a growing emphasis on boosting yields, rising exports, a growing emphasis on preventing livestock diseases, a growing concern about the quality of animal products, etc.

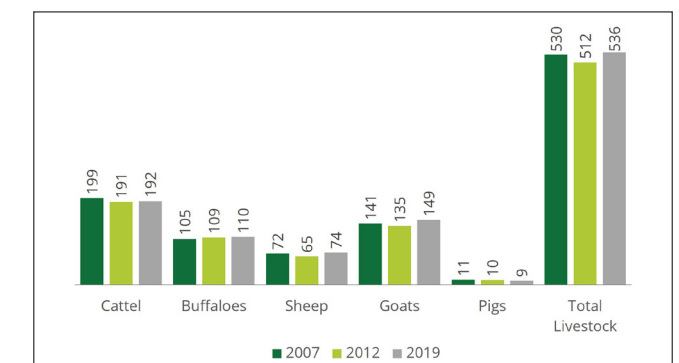
### Indian Livestock Population Overview

Source: 20th Livestock Census 2019, Ministry of Fisheries, Animal Husbandry & Dairying

### LIVESTOCK POPULATION 2020: SHARE OF MAJOR SPECIES



### INDIA'S LIVESTOCK POPULATION: 2007-2020 (In millions)

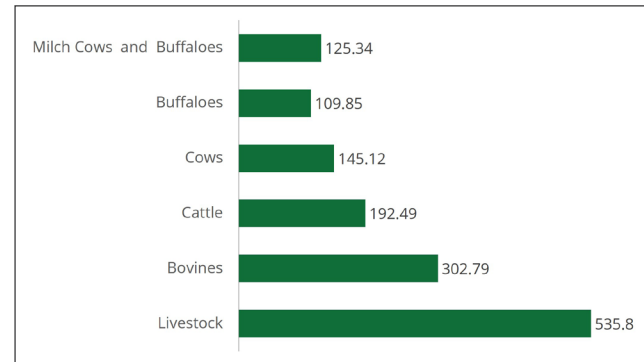


India has the world's largest number of livestock animals. The country also has the largest buffalo population of 110 million. With a cattle population of 192 million, India's total bovine population stood at 303 million in 2020. India has a large population of cattle and buffaloes including more than 125 million milch cows and buffaloes



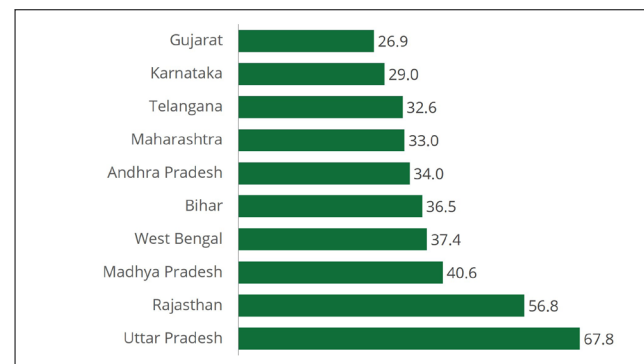


## INDIA'S Bo LIVESTOCK POPULATION (In millions)



The total Cattle Population in the country is 192.49 Million during 2019. Total cattle is increased by 0.8% over previous Livestock Census (2012). Female Cattle Population increased by 18.0% whereas Male cattles decreased by 30.2% over previous census. About 36% of the total livestock is contributed by cattle. Total Buffalo Population in the country is 109.85 Million during 2019. Total Buffalo has increased by 1.1% over previous Livestock Census (2012). Female Buffalo Population increased by 8.61% whereas Male Buffalo is declined by 42.35% over previous census. About 20.5% of the total livestock is contributed by buffaloes.

## MAJOR INDIAN STATES' LIVESTOCK POPULATION: 2020 (in millions)



## Global Animal Feed & Supplement Industry

Animal feeds play a leading role in the global food industry, enabling the economic production of animal proteins throughout the world. Feed is the largest and most important component to ensuring safe, abundant and affordable animal proteins.

products make a crucial contribution to the economic and nutritional wellbeing of millions of people around the world.

World compound feed production is estimated at over one billion tonnes annually. Global commercial feed manufacturing generates an estimated annual turnover of over US \$400 billion. Commercial production or sale of manufactured feed products takes place in more than 130 countries and directly employs more than a quarter of a million skilled workers, technicians, managers and professionals. Animal feeds play a leading role in the global food industry and feed is the largest and most important component to ensuring safe, abundant and affordable animal proteins.

The United Nations Food and Agriculture Organization (FAO) estimates that by 2050 the demand for food will grow by 60% and that between 2010 and 2050 production of animal proteins is expected to grow by around 1.7% per year, with meat production projected to rise by nearly 70%, aquaculture by 90% and dairy by 55%. This already marks a growth factor of almost two, however if we were to extrapolate the growth rates of the last forty years forward to 2050, this would in theory quadruple the needs.

The animal feed market in the Asia Pacific region is accounted to hold a significant share in the animal feed market owing to a large consumer base especially in the emerging economies of China and India.

(Source - International Feed Industry Federation)

The veterinary supplements market is expected to reach US\$ 13.76 Bn by 2031. Unique formulations of phosphorous, calcium, and organic minerals are being preferred in veterinary feed supplements. Refit Animal Care - a provider of veterinary products in India, is publicizing Lam Tone tonic in order to treat lameness in cattle. Such tonics induced with high quality vitamins and supplements are in demand.

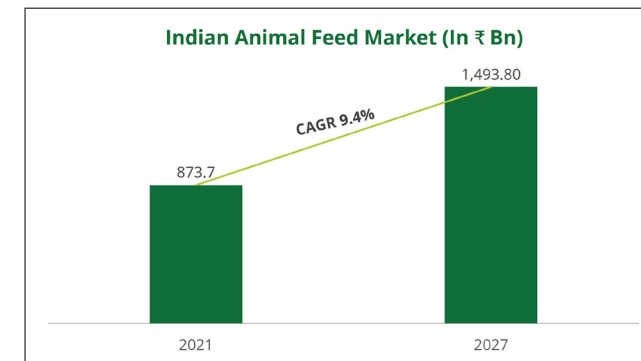
The global market was valued at \$ 19.6 billion in 2017, and is estimated to reach \$ 31.4 billion by 2025 registering a CAGR OF 6.0% from 2018 to 2025.

The livestock and pet market size was valued at \$598 million in 2019, and is estimated to reach \$825 million by 2027.

## Indian Animal Feed & Health Care Market Overview

The Indian animal feed market reached a value of ₹873.7

billion in 2021. Looking forward, the market is projected to reach ₹1493.8 billion by 2027, exhibiting at a CAGR of 9.6% during 2022-2027.



India currently represents one of the largest feed producers in the world. Animal feed includes various raw, processed and semi-processed products that are fed to livestock. Some of the most common feeds include pasture grasses, cereal grains, hay and silage crops, and other by-products of food crops, such as brewers' grains, pineapple bran and sugar beet pulp. These products are carefully formulated with the help of nutritional additives, like vitamins and minerals, to maintain the overall health of animals and improve the quality of various end-products, including eggs, meat and milk. (Source -www.researchandmarkets.com)

## Indian Animal Husbandry and Dairying Overview

India has vast livestock resources including poultry. Livestock is an important source of income for landless and marginal farmers and plays an important role in national economy. Livestock Sector has continuously been growing at Compound Annual Growth Rate (CAGR) of 7.93% (at constant price) from 2014-15 to 2020-21.

Agriculture diversification through animal husbandry is one of the primary drivers of growth in rural incomes and higher public investment in Livestock Sector is need of the hour for doubling farmers' income.

To further boost growth in livestock sector and thereby making animal husbandry more remunerative to 10 crore farmers engaged in Animal Husbandry Sector, recently, the Government has revised and realigned various components of Government of India's schemes for next 5 years starting from 2021-22 with the outlay of Rs.98 billion for leveraging total investment of Rs.546 billion for 5 years.

## Government Initiatives

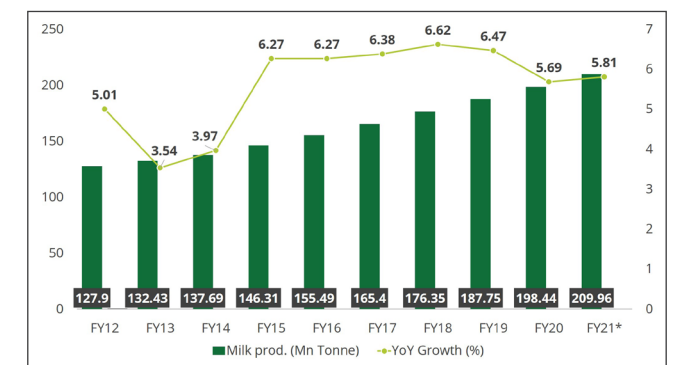
On 14.07.2021, the Government approved implementation of a Livestock Sector Package consisting of several activities by revising and realigning various components of following existing schemes in order to have focused development of animal husbandry and dairying across the country for next 5 years starting from 2021-22 with the outlay of Rs.9800 crore over a duration of 5 years for leveraging total investment of Rs. 54,618 crore for 5 years.

- I. RashtriyaGokul Mission
- II. National Programme for Dairy Development
- III. Support to Dairy Cooperatives and Farmers Production Organisation engaged in dairy activities
- IV. National Livestock Mission
- V. Livestock Census and Integrated Sample Survey
- VI. Livestock Health & Disease Control

## Milk Production

India continues to be the largest producer of milk in world. The Government has taken a number of steps to boost livestock output, and as a result, milk production has greatly increased. 198.44 million tonnes and 209.96 million tonnes of milk will be produced in 2019-20 and 2020-21, respectively, representing yearly growth of 5.81 percent. Around 427 grams of milk are available per person day in FY2020-21 (Provisional).

## Milk Production from FY12 to FY22



\*Provisional estimates

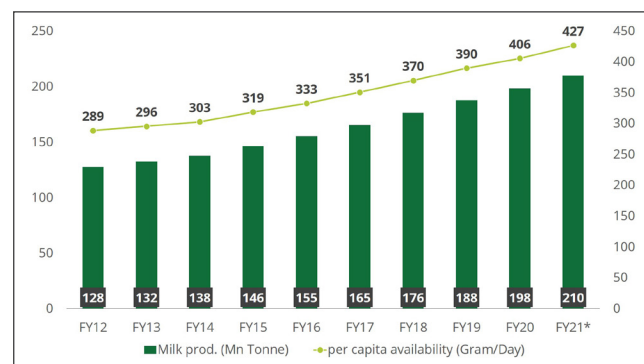
(Source - FY21-22 Annual Report Department of Animal Husbandry and Dairying)



Livestock raising and the consumption of animal



## Milk production and per capita availability in India from FY12 to FY22



\*Provisional estimates

(Source - FY21-22 Annual Report Department of Animal Husbandry and Dairying)

Note: Projected Population as on 1st March 2011-2020 based on census of India-2011 of RGI, India

## Top10 Milk Producers in the World in million tonnes

Country	2017-2019 Average	2020 Production Estimates	2021 Production Forecast
India	187.555	202.368	206.82
EU	172.308	160.893	161.859
USA	98.511	101.251	102.972
Malaysia	54.21	57.722	59.57
China	32.503	35.883	38.562
Brazil	35.319	36.934	37.298
Russian Federation	30.719	32.226	32.323
Turkey	21.927	23.763	24.566
New Zealand	21.731	21.871	22.271
Colombia	22.138	22.592	21.512
World Total	876.091	914.322	928.057

World milk production is forecast to reach 928 million tonnes in 2021, 1.5% higher than in 2020, with anticipated output expansions in all regions, led by Asia and North America. Rising dairy cattle numbers, farm productivity improvements and investments are driving the increase in Asia, especially in India, China and Pakistan.

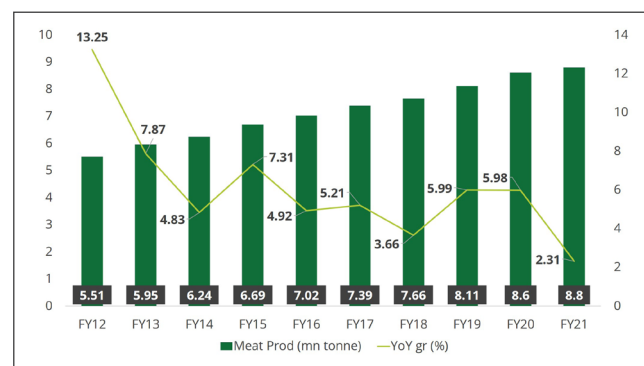
(Source - December 2021 Dairy Market Review Food & Agriculture Organization (FAO) of the United Nations)

India is world's largest Milk producer with approx. market share of 22%

## Meat production

Meat production during 2014-15 was 6.69 million tonnes which has been further increased to 8.80 million tonnes in 2020-21(Provisional). The Meat production has shown positive growth as 2.31% during 2020-21(Provisional).

## Meat Production from FY12 to FY22



\*Provisional estimates

(Source - FY21-22 Annual Report Department of Animal Husbandry and Dairying)

As per FAO India is largest producer of Buffalo Meat with 1.59956 mn tonne production & worldwide market share of 38%

## Key Business Segments

Ajooni has portfolio of a wide range of Quality Cattle feed, Cattle feed Chips, Camel Feed, Cotton Oil Cake, Mustard Oil Cake and wide range of Feed supplements to cover the entire life cycle of an animal.

- ❖ HIGH ENERGY BALANCED CATTLE FEED which includes calf starter, heifer, dairy calf grower, low yield cattle, basic milking cattle and high yield cattle.
- ❖ FEED SUPPLEMENTS which includes liquid calcium, liver tonic, mineral mixture, ultra tonic, Digestive powder and multi vitamins.

## Benefits of the product:

Enables holistic dietary provision: Protein, minerals, vitamins, and other essential nutrients are found in cattle feed. These necessary nutrients work together to support cattle's digestion, tissue regeneration, daily activity needs, and other processes. High-productivity cattle require the

optimal nutrition, which grazing cannot supply. Cattle feed meets this need.

Promotes growth: The vital nutrients in cattle feed are present in the proper ratios to encourage animals to grow more quickly. Giving cattle and buffaloes specialised complex feed and supplements improves their weight, muscle to fat ratio, and growth rate since they have distinct nutritional needs.

Addressing of the nutritional needs of pregnant cows: Cows need to change their diets while they are expecting. Giving pregnant cows specialised feed promotes the foetus's healthy growth, which benefits the health of the calf after birth.

Improves Milk Production: The amount and type of feed offered to milch animals has a significant impact on milk output. Compound feed and nutritional supplements help dairy cattle's rumen microbes produce more protein and digest more fibre, which increases milk production and improves milk fat composition.

Takes care of nutritional needs of calves and heifers: To grow and develop, calves and heifers require the proper nutrients. A special diet for calves reduces the stress of weaning, promotes rumen development and stops diarrhoea.

## GROWTH DRIVERS ANIMAL HEALTH CARE PRODUCTS

- ❖ Shift from unorganized livestock farming to the organized
- ❖ Growing Population & Income
- ❖ Growing Food Demand
- ❖ Growing demand for Livestock
- ❖ Highest Milk Producing Country
- ❖ Largest Producers/Exporter of Beef, Chicken and Fish
- ❖ High demand for animal healthcare products
- ❖ MNC's venturing Indian market for Meat/Milk production facilities

## Internal Control Systems and Their Adequacy

Your Company remains committed to improve the effectiveness of internal control systems for business processes with regard to its operations, financial reporting and compliance with applicable laws and regulations. The Company has a proper system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly.

## Material Developments in Human Resources

The workforce is a critical factor in maintaining quality and safety, which strengthens the competitive position and the human resource policies focus on training and retaining of the employees of the Company. The Company trains employees regularly to increase the level of operational excellence, improve productivity and maintain compliance standards on quality and safety. Employees are offered performance-linked incentives and benefits and the Company conducts employee engagement programs from time to time. The Company also hires contract labour from time to time. The management team comprises of professionals with a proven track record. The Company continues to remain focused and sensitive to the role of human resources in optimizing results in all its areas of working and its industrial relations also continue to be cordial.

## Risks and Concern

The impact of COVID 19 on the expansion of the world economy has been published. The Company in particular, as well as the Indian food processing industry in general, are not immune to the situation. It might stop the flow of commerce. It could result in problems with labour shortages, interstate trade movements, etc. that would be detrimental to the company's operations. On the other side, the Company made quick preparations for the challenge and asserted that it achieved successful outcomes.

A number of factors outside the company's control affect the cost and availability of raw materials, which are essentially agricultural residues. These include general economic conditions, production levels, market demand and competition, production and transportation costs, duties and taxes, and trade restrictions. The Company typically sources raw materials from third-party suppliers or the open market which exposes the Company to volatility in the prices of raw materials and dependence on third-party for delivery of raw material may adversely affect operations.

## Company's Financial and Operational Performance

For the Financial Year 2021-22, the Company reported total income of ₹74.08 Crores as compared to ₹51.04 Crores in the previous Financial Year. Profit before tax stood at ₹1.46 Crores as compared to ₹0.50 Crores reported in the previous Financial Year. Net Profit stood at ₹1.05 Crores as compared to ₹0.37 Crores reported in the previous Financial Year.





## Disclaimer

The Company's objectives, projections, outlook, expectations, estimates, and other information expressed in the Management Discussion and Analysis may be considered forward-looking statements under applicable securities laws and regulations. These statements are based on certain assumptions that the Company cannot guarantee.

Several circumstances, some of which the Company may not have direct control over, could have a substantial impact on the Company's operations. As a result, actual results may differ materially from such projections, whether expressed or implied, because it would be beyond the Company's ability to successfully implement its growth strategy. The Company assumes no obligation or responsibility to update forward-looking statements or to publicly amend, modify, or revise them to reflect events or circumstances that occur after the date of the statement on the basis of subsequent development, information, or events.

The Management of Ajooni Biotech Ltd. (Ajooni, or the Company) presents above an analysis of its performance during the year under review, i.e. Accounting year ended 31st March, 2022 (for the period April 1, 2021 up to March 31, 2022).



# NOTICE OF 12<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE 12<sup>TH</sup> ANNUAL GENERAL MEETING ('AGM') OF THE SHAREHOLDERS OF AJOONI BIOTECH LIMITED ('THE COMPANY') WILL BE HELD ON TUESDAY, 20<sup>TH</sup> DAY OF SEPTEMBER, 2022, AT 10.30 A.M. THROUGH VIDEO CONFERENCING ('VC')/ OTHER AUDIO VISUAL MEANS (OAVM) FACILITY TO TRANSACT THE FOLLOWING BUSINESS:**

## **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022, together with the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint a Director in place of Mr. Partek Singh (DIN: 07864006) Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

## **SPECIAL BUSINESS:**

3. **TO APPOINT MR. GURSIMRAN SINGH (DIN: 02209675) AS A WHOLE TIME DIRECTOR OF THE COMPANY AND FIX HIS REMUNERATION.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 2(78), 2(94), 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), Articles of Association of the company as amended from time to time, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee and Board of Directors, the consent and approval of the members of the company be and is hereby accorded to appoint Mr. Gursimran Singh (DIN: 02209675) as a Whole Time Director of the company, for a period of three years with effect from 25<sup>th</sup> August, 2022 upto 24<sup>th</sup> August, 2025, whose office is liable to retire by rotation, at a monthly remuneration of upto ₹ 1,00,000/- on the terms and conditions as set out in explanatory statement

annexed to the notice convening this meeting, with liberty to the Board of Directors and Nomination and Remuneration Committee to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Gursimran Singh (DIN: 02209675)."

**"RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **TO APPROVE INCREASE IN REMUNERATION OF MR. JASJOT SINGH, MANAGING DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to provision of Section 2(54), 2(78), 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), Articles of Association of the company as amended from time to time, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee and Board of Directors, the consent and approval of the members of the company be and is hereby accorded to revise the remuneration payable to Mr. Jasjot Singh, Managing Director from ₹ 1,50,000 per month to ₹ 2,50,000 per month with effect from 01<sup>st</sup> April, 2022, with other terms and conditions of appointment remaining same, with liberty to the Board of Directors and Nomination and Remuneration Committee to alter and vary the terms and conditions of appointment as it may deem fit and as may be accepted to Mr. Jasjot Singh."

**"RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."





**5. TO APPROVE REVISION IN REMUNERATION PAYABLE TO MR. PARTEK SINGH (DIN: 07864006), DIRECTOR OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to provision of Section 197, 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment(s) thereof for the time being in force), Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended by the Nomination and Remuneration Committee and Board of Directors, the consent and approval of the members of the company be and is hereby accorded to revise the remuneration payable to Mr. Partek Singh, Executive Director to ₹ 50,000 per month with effect from 01<sup>st</sup> April, 2022 on the terms and conditions as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors and Nomination and Remuneration Committee to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be accepted to Mr. Partek Singh.”

**“RESOLVED FURTHER THAT** the Board of Directors of the company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. APPROVAL FOR RELATED PARTY TRANSACTIONS**

To consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and all other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and subject to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the company’s policy on Related

Party transaction(s), approval of shareholders be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/ arrangement(s)/ transaction(s) with the related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials services or property or appointment of such parties to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature which should not exceed ₹ 5 crores (Rupees Five Crore Only) for the financial year 2022-23, provided that the said contract(s)/ arrangement(s)/transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**7. SUB-DIVISION OF EQUITY SHARES OF NOMINAL VALUE OF ₹10/- (RUPEES TEN) EACH FULLY PAID UP OF THE COMPANY INTO FIVE EQUITY SHARES OF NOMINAL VALUE OF ₹2/- (RUPEES TWO) EACH FULLY PAID UP.**

To consider and if thought fit, to pass, the following resolution as **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and all other applicable provisions of the Companies Act, 2013 (“the Act”), Companies (Share Capital and Debentures) Rules, 2014 (“the Rules”), Article 36 (c ) of the Articles of Association of the company and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to such other approvals, consents, permissions and sanctions of the statutory or regulatory authorities, as may be necessary, consent of the members of the company be and is hereby accorded for sub-division of each existing equity share of face value of ₹ 10/- (Rupees



Ten only) each into 5 (Five) equity shares of face value of ₹ 2/- (Rupee Two Only) each, which shall rank pari passu in all respects with the existing equity shares with effect from the record date.

**RESOLVED FURTHER THAT** pursuant to the sub-division of equity shares of the Company with effect from the record date, each equity shares of the Company of face value of ₹ 10 (Rupees Ten Only) each in the issued, subscribed and paid-up equity share capital shall stand sub-divided into 5 (Five) equity shares of face value of ₹ 2/- (Rupee Two Only) each.

**RESOLVED FURTHER THAT** upon sub-division of the equity shares as aforesaid and with effect from the record date, the existing share certificate(s) in relation to the issued equity shares of the face value of ₹ 10/- (Rupees Ten Only) each, shall be deemed to have been automatically cancelled and shall be of no effect and that the Board may, without requiring surrender of the existing Share Certificate(s) by the members, issue new Share Certificate(s) of the Company, in lieu of the existing share certificate(s) and in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares shall be credited proportionately into the respective beneficiary demat accounts of the members of the Company held with Depository Participants, in lieu of the existing credits present in respective beneficiary demat accounts.

**RESOLVED FURTHER THAT** the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to do all such acts, deeds, matters and things including to fix & announce record date, to make appropriate adjustments on account of sub-division of Equity Shares with effect from the record date, to delegate all or any of its powers herein conferred to the Company Secretary or any other Director(s) of the Company, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agent, depositories and/or any other regulatory or statutory authorities, to settle any

question, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution without any further approval of the shareholders."

#### **8. AMENDMENT OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], subject to such approvals as may be necessary and subject to approval of sub-division of equity shares by the members, consent of the members of the Company be and is hereby accorded to alter and substitute the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

- V. The Authorised Share Capital of the company is ₹ 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 12,50,00,000 (Twelve Crore Fifty Lakhs) Equity Shares of Rupees 2/- (Rupees Two Only) each."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for the purpose of giving effect to the aforesaid resolutions and in connection with any matter incidental thereto."

#### **9. RE-APPOINTMENT OF MRS. SIMMI CHHABRA (DIN: 07870398) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

**"RESOLVED THAT,** pursuant to the provisions of sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the





Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Companies Act, 2013 and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for re-appointment of Mrs. Simmi Chhabra (DIN: 07870398), as an Independent Director of the Company be and is hereby re-appointed as Independent Director of the Company for a second term of 5 (five) consecutive years effective from 25<sup>th</sup> August 2022, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

**10. RE-APPOINTMENT OF MR. RAMANDEEP SINGH (DIN: 07896086) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT**, pursuant to the provisions of sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Companies Act, 2013 and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Ramandeep Singh (DIN: 07896086), as an Independent Director of the Company be and is hereby re-appointed as Independent Director of the

Company for a second term of 5 (five) consecutive years effective from 25<sup>th</sup> August 2022, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

**11. RE-APPOINTMENT OF MR. IMTESHWAR SINGH BHATIA (DIN: 07864007) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

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

“**RESOLVED THAT**, pursuant to the provisions of sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Companies Act, 2013 and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Imtishwar Singh Bhatia (DIN: 07864007), as an Independent Director of the Company be and is hereby re-appointed as Independent Director of the Company for a second term of 5 (five) consecutive years effective from 25<sup>th</sup> August 2022, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution.”

By Order of the Board of Directors  
**For Ajooni Biotech Limited**

**Swati Vijan**  
Company Secretary /Compliance Officer  
ACS: 39179

Date: 25/08/2022  
Place: Mohali



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**ITEM NO. 3**

**TO APPOINT MR. GURSIMRAN SINGH (DIN: 02209675) AS A WHOLE TIME DIRECTOR OF THE COMPANY AND FIX HIS REMUNERATION.**

The members are informed that Mr. Gursimran Singh is 34 years old and holds degree of Master in Business Administration (MBA). He has more than 10 years of experience in the field of animal husbandry, cultivation of crops and supplements required for livestock. He is an expert and leading entrepreneur in the field of agriculture and has wide expertise as marketing professional and expert knowledge of cultivation of crops/supplements.

The Members may note that the tenure of appointment of Mr. Gursimran Singh, is period of 3 (three) years), i.e., effective from 25<sup>th</sup> August 2022 to 24<sup>th</sup> August, 2025 for which approval of the shareholders is being sought. The Members may note that the Company has received a letter of consent from Mr. Gursimran Singh signifying his willingness to be appointed as Whole Time Director, a declaration under section 164 of the Companies Act, 2013 and other statutory disclosures/declarations as required under the law. The essential terms and condition of his appointment and remuneration are as under;

- a) Mr. Gursimran Singh shall be responsible for overseeing for the day to day operations and management of the Company and such other matters as identified by the Board from time to time. He shall devote his whole time and attention to the business of the Company. He shall exercise and perform all such powers and duties as the Board of Directors of the Company shall, from time to time, determine, and subject to the superintendence, control, direction, and restriction from time to time give and imposed by the Board and/or the Articles of Association of the Company and shall not exceed the powers so delegated by the Board.

- b) Period of Agreement: 25<sup>th</sup> August 2022 to 24<sup>th</sup> August, 2025.
- c) Minimum Remuneration: In the event of loss or inadequacy of profits in any year during the tenure of the Whole Time Director, Mr. Gursimran Singh shall be paid remuneration as above as minimum remuneration.
- d) Sitting fees: Mr. Gursimran Singh shall not be paid sitting fees for attending the Board meetings and meetings of the Committee in which he may be nominated as a member.

Mr. Gursimran Singh hold 22,222 equity shares in the Company. Having regard to his qualifications, experience and association with the Company, the Board of Directors considers that it will be in the interest of the Company to appoint Mr. Gursimran Singh as the Whole Time Director of the Company for a term of 3 years from 25<sup>th</sup> August 2022 to 24<sup>th</sup> August, 2025.

Further the members are informed that as per the provisions of Section 197 of the Companies Act, 2013 read with Rules made thereunder and Schedule V of the Act the company shall pay remuneration exceeding ten per cent of the net profit calculated under Section 198 of the Act in a financial year to its managing director and whole-time director and manager taken together in case it is approved by the members by way of Special Resolution.

Your Directors recommend the Resolution set out in Item No. 3 of this AGM Notice to the Members for their consideration and approval by Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel of the Company or their relative are in anyway concerned or interested, financially or otherwise, in the Resolution except Mr. Gursimran Singh.





The details of proposed remuneration and other terms and conditions are as follows:

<b>Salary</b>	An amount of ₹ 1,00,000/- (Rupees One Lakh only) per month inclusive of perquisites as detailed below
<b>Perquisites</b>	<ol style="list-style-type: none"><li>House maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc.</li><li>Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.</li><li>Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.</li><li>Leave and encashment of leave - as per the policy of the Company.</li><li>Gratuity and / or contribution to the Gratuity Fund of Company - as applicable to other officers of the Company and as per the policy of the Company</li><li>Other Allowances / benefits, perquisites - as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and or any other allowance, perquisites as the Board may from time to time decide.</li></ol>
<b>Other Terms and Conditions</b>	<ul style="list-style-type: none"><li>No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.</li></ul>

Information pursuant to Regulation 36(3) of SEBI(LODR) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided as **Annexure A** respectively to this Notice.

Additional information as mandated under Schedule V of the Companies Act, 2013 for payment of remuneration payable by the company in the event of inadequate profits/ absence of profits for Item No. 3 included in the Notice as **Annexure B** hereto:



## ANNEXURE A

Details of the Director seeking appointment/ re-appointment as required under Regulation 36(3) of SEBI(LODR) Regulations, 2015 and Secretarial Standards issued by Institute of Company Secretaries of India:-

S.NO.	PARTICULARS	INFORMATION
1.	Type of event	Appointment of Mr. Gursimran Singh as Whole Time Director of the Company
2.	Date of Birth	23/02/1988
3.	Date of Appointment on the Board	13 <sup>th</sup> August 2020
4.	Tenure of Appointment	3 years
5.	DIN	02209675
6.	Nationality	Indian
7.	Category	WHOLE TIME DIRECTOR
8.	Qualification	He is qualified as Bachelor of Commerce (B.Com) and Master in Business Administration (MBA)
9.	Brief Profile/ Expertise	Mr. Gursimran Singh is having more than 10 years of experience in the field of Animal Husbandry, cultivation of crops and supplements required for livestock. He is also working as CEO of Ajooni Biotech Limited since past 5 years of the company. He is an expert and leading entrepreneur in the field of agriculture and has wide expertise as marketing professional and expert knowledge of cultivation of crops/ supplements. He has worked with G.J. Agro Farms Private Limited as a Director and played an immense role in the growth of the business.
10.	List of other companies in which Directorship is held as on 31.03.2022	HEALTHY BIOSCIENCES PRIVATE LIMITED (CIN: U24296PB2008PTC032037)
11.	Chairman/ Member of The Committee of the Board Of the Other Companies in which she is a director as on 31.03.2022.	Nil
12.	Equity Shares held in the Company as on 31.03.2022	22,222
13.	Disclosure of relationships between existing directors and new director	Not related to any director





## ANNEXURE B

Statement of Information as required to be given pursuant to Part II of Schedule V of the Companies Act, 2013:

### I. GENERAL INFORMATION

#### 1. Nature of industry:

The Company is engaged the manufacturing of cattle feed and focuses on optimization of productivity, satisfaction of all nutritional needs of animals and achievement of the best balance in their diet. Ajooni Biotech Limited is a rising key player in Animal Feed.

#### 2. Date of commencement of commercial production:

The Company has a manufacturing unit of cattle feed located at Khanna, Punjab since last 10 years. It provides a wide range of products manufactured for sale to the livestock farmers & consumers through guiding principles.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

#### 4. Financial performance based on given indicators:

Standalone Financial Results for the last three years  
Amount (in Lakhs)

Particulars	2021-22	2020-21	2019-20
Profit (Loss) after Tax	104.88	37.30	34.68
Net Worth (including balance in Profit and Loss Account)	1638.23	1565.07	1589.10
Earnings Per Share	1.05	0.37	0.41
Turnover	7403.77	5103.88	4003.26

#### 5. Foreign investments or collaboration, if any:

There is no direct/ indirect foreign investment in the Company and is no foreign collaboration in the Company. As on 31<sup>st</sup> March, 2022, the Shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies, in the Company is Nil.

### II. INFORMATION AND BRIEF PROFILE OF THE APPOINTEE - MR. GURSIMRAN SINGH:

#### 1. Background Details:

Mr. Gursimran Singh holds Master degree in Business Administration. He has more than 10 years of experience in the field of Animal Husbandry, cultivation of crops and supplements required for livestock. He is an expert and leading entrepreneur in the field of agriculture and has wide expertise as marketing professional and expert knowledge of cultivation of crops/ supplements.

#### 2. Past remuneration:

Remuneration paid to Mr. Gursimran Singh as Director of the Company for the last two financial years 2020-21 and 2021-22 are as follows:

Amount (in lakhs)

Name of the Director	2020-21 (₹)	2021-22 (₹)
Mr. Gursimran Singh	5,40,000	15,00,000

#### 3. Recognition or Awards

Mr. Gursimran Singh has been awarded for his achievements for conducting various awareness programs for the quality and assurance of the products being manufactured by the company. This has benefited to the growth of the company.

#### 4. Job profile and Suitability of Mr. Gursimran Singh

He holds wide experience in the Animal Husbandry, cultivation of crops and supplements required for livestock. He is an expert and leading entrepreneur in the field of agriculture and has wide expertise as marketing professional and expert knowledge of cultivation of crops/ supplements. He works to the best of his skill and ability, endeavor to promote the interests and welfare of the Company and to conform to and comply with the directions & regulations of the Company and also such orders and directions as may from time to time be given to him by the Board of Directors of the Company.



## 5. Remuneration proposed

Details of remuneration proposed for appointment of Mr. Gursimran Singh as Whole Time Director is as below:

Salary	An amount of ₹1,00,000/- (Rupees One Lakh only) per month inclusive of perquisites as detailed below
Perquisites:	<ol style="list-style-type: none"> <li>House maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc.</li> <li>Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.</li> <li>Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.</li> <li>Leave and encashment of leave - as per the policy of the Company.</li> <li>Gratuity and / or contribution to the Gratuity Fund of Company - as applicable to other officers of the Company and as per the policy of the Company</li> <li>Other Allowances / benefits, perquisites - as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and or any other allowance, perquisites as the Board may from time to time decide.</li> </ol>
Other Terms and Conditions	<ul style="list-style-type: none"> <li>In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be specified by the Government from time to time in this regard, as minimum remuneration.</li> <li>No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.</li> </ul>

## 6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The current remuneration being paid by the Company (looking at the profile of the position and person) is commensurate with their standing, efforts, scale and size and scale of operations of the Company. Also, the payments being made are in line with the payments being made by other Companies of similar size as also in line with the payments being made by the other reputed Companies in the Industry.

## 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Gursimran Singh does not have any other pecuniary relationship with the Company or with any managerial personnel. He holds 22,222 Equity shares as on 31<sup>st</sup> March 2022 in the company and draws remuneration as mentioned above.

## III. OTHER INFORMATION

### 1. Reasons of loss or inadequate profits:

The Company does not envisage any loss or inadequate profits. Since the company is engaged in a manufacturing of animal feed supplements, labour intensive sector and is susceptible to raw material fluctuation and challenging business environment, this may affect the profitability of the Company in future. The Company proposes to obtain approval of Members as an abundant caution in case the profits are insufficient to pay the managerial remuneration as above.

### 2. Steps taken or proposed to be taken for improvement:

The Company has been earning profits in the past consistently and we expect to do well in future. The business of the Company is consistently making efforts. This is expected to be a one-off occurrence and the management is confident on continuing the



business growth in the years to come. We are focusing on ensuring the availability to provide products and services of high and consistent quality products and ensuring value of money to our customers.

### 3. Expected increase in productivity and profits in measurable terms:

Your Company's ability to increase sales will be strengthened by continued focus on introducing innovative products which help in gaining market share. Your Company is considering opportunities for inorganic growth, such as through collaborations, exploring export market among other things consolidates our market position to achieve operating leverage in key markets by unlocking potential efficiency and synergy benefits. Your Company can also look at opportunities which strengthen and expand product portfolio and increase sales and distribution network.

Going ahead, we believe that we need to live through with the Corona virus and find ways and means to overcome the challenges it presents. Historically, man has overcome every such pandemic and the adverse economic effects of these are at best temporary. Our Company is financially strong and well placed to overcome this temporary setback. We expect the business volumes to start picking up going ahead.

## IV. DISCLOSURES

The disclosures as required on all elements of remuneration package such as salary, perquisites etc. have been made above. Specific disclosures mandated under Schedule V are as under:

### (I) ALL ELEMENTS OF REMUNERATION PACKAGE SUCH AS SALARY, BENEFITS, BONUSES, STOCK OPTIONS, PENSION, ETC., OF ALL THE DIRECTORS;

#### Remuneration to Executive Directors

The appointment and remuneration of Executive Directors including WTD is governed by the recommendation of the Nomination and Remuneration Committee, resolutions passed by the Board of Directors and Shareholders of the Company. Payment of remuneration to Executive Directors is governed by the respective agreements entered into between them and the Company, as approved by the shareholders at the general meeting.

Any annual pay, variable pay or incentives, if any, payable to Executive Directors is approved by the Board based on recommendation from Nomination and Remuneration Committee.

#### Remuneration to Directors for the F.Y. 2021-22

(₹ in Lakhs)

S. No.	Name of the Director	Salaries, perquisites and allowances	Commission	Sitting fees	Total
1.	Mr. Jasjot Singh	18	-	-	18.00
2.	Mr. Partek Singh	5	-	-	05.00
3.	Mr. Gursimran Singh	15	-	-	15.00
4.	Mr. Imtешwar Singh	-	-	0.33	0.33
5.	Mr. Ramandeep Singh	-	-	0.33	0.33
6.	Mrs. Simmi Chhabra	-	-	0.33	0.33





**(II) DETAILS OF FIXED COMPONENT AND PERFORMANCE LINKED INCENTIVES ALONG WITH THE PERFORMANCE CRITERIA;**

Mr. Gursimran Singh is eligible for fixed remuneration only as per the terms and conditions mutually agreed between him and Board of Directors.

**(III) SERVICE CONTRACTS, NOTICE PERIOD, SEVERANCE FEES:**

As at March 31, 2022, the Board comprised of six directors including three executive directors and three non-executive and independent directors. The Company has entered into agreement with Mr. Gursimran Singh to stipulate a one month notice period to vacate their respective office held. There is no provision for payment of severance fees. The other Non- Executive Directors and Independent Directors are not subject to any specific requirement of notice period and severance fees.

**(IV) STOCK OPTION DETAILS, IF ANY, AND WHETHER THE SAME HAS BEEN ISSUED AT A DISCOUNT AS WELL AS THE PERIOD OVER WHICH ACCRUED AND OVER WHICH EXERCISABLE.**

During the year, no stock options were granted to any executive / non-executive director of the Company. Also, the Company did not advance any loan to any of its Directors during the year.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice. The Board commends the **Special Resolution** set out at Item No. 3 of the Notice for approval by the members.

**ITEM NO. 4**

**TO APPROVE INCREASE IN REMUNERATION OF MR. JASJOT SINGH, MANAGING DIRECTOR OF THE COMPANY**

The Members through general meeting re-appointed Mr. Jasjot Singh as Managing Director to hold office for a term of 5 years w.e.f. 10<sup>th</sup> September 2020. Pursuant to recommendation of Nomination and Remuneration Committee of the Company, the Board of Directors of the Company, at their meeting held on 25<sup>th</sup> August 2022, have unanimously approved the revision in remuneration payable to Mr. Jasjot Singh, Managing Director with effect from 01<sup>st</sup> April, 2022 from ₹ 1,50,000 per month to ₹ 2,50,000 per month subject to the approval of Shareholders at this Annual General Meeting.

Further the members are informed that as per the provisions of Section 197 of the Companies Act, 2013 read with Rules made thereunder and Schedule V of the Act the company shall pay remuneration exceeding ten per cent of the net profit calculated under Section 198 of the Act in a financial year to its managing director and whole-time director and manager taken together in case it is approved by the members by way of Special Resolution.

The members were also briefed that the same remuneration be paid in case of inadequate profit or absence of profit in compliance with schedule V of the Companies Act, 2013. Also, an approval of the shareholders as prescribed under Schedule V is sought for the balance period of his tenure as a precautionary measure. Similarly, necessary approval under Regulation 17(6) of the SEBI (LODR) Regulations is proposed to be taken in this regard.

Your Directors recommend the Resolution set out in Item No. 4 of this AGM Notice to the Members for their consideration and approval by Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel of the Company or their relative are in anyway concerned or interested, financially or otherwise, in the Resolution except Mr. Jasjot Singh.



The details of proposed remuneration and other terms and conditions are as follows:

Salary	An amount of ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month inclusive of perquisites as detailed below
Perquisites	<ol style="list-style-type: none"><li>House maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc.</li><li>Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.</li><li>Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.</li><li>Leave and encashment of leave - as per the policy of the Company.</li><li>Gratuity and / or contribution to the Gratuity Fund of Company - as applicable to other officers of the Company and as per the policy of the Company</li><li>Other Allowances / benefits, perquisites - as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and or any other allowance, perquisites as the Board may from time to time decide.</li></ol>
Other Terms and Conditions	<ul style="list-style-type: none"><li>No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.</li></ul>

Information pursuant Regulation 36(3) of SEBI(LODR) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided as **Annexure A** respectively to this Notice.

Additional information as mandated under Schedule V of the Companies Act, 2013 for payment of remuneration payable by the company in the event of inadequate profits/ absence of profits for item No. 4 included in the Notice as **Annexure B** hereto:



## ANNEXURE A

Details of the Director seeking appointment/ re-appointment as required under Regulation 36(3) of SEBI(LODR) Regulations, 2015 and Secretarial Standards issued by Institute of Company Secretaries of India:-

S. NO.	PARTICULARS	INFORMATION
1.	Type of event	Increase in Remuneration of Mr. Jasjot Singh, Managing Director of the Company
2.	Date of Birth	30/06/1985
3.	Date of Appointment on the Board	02 <sup>nd</sup> August 2017
4.	Tenure of Appointment	5 years
5.	DIN	01937631
6.	Nationality	Indian
7.	Category	Promoter/ Managing Director
8.	Qualification	He is qualified as Master in Business Administration (MBA) in Finance from Oxford University, U.K.
9.	Brief Profile/ Expertise	He is having is having more than 12 years of experience in the field of domestic, Finance, Taxation as well as in the global Business Scenario. He is a leading entrepreneur in domestic cattle feed supplements, Finance, Taxation. He has worked with Healthy Biosciences Pvt. Limited, venture with Patanjali Research Center. He has also set up a factory unit for manufacturing of cattle feed in Khanna, Punjab and served in the growth of the business.
10.	List of other companies in which Directorship is held as on 31.03.2022	PUNJAB BIOTECHNOLOGY PARK LIMITED
11.	Chairman/ Member of The Committee of the Board Of the Other Companies in which she is a director as on 31.03.2022.	Nil
12.	Equity Shares held in the Company as on 31.03.2022	17,84,720
13.	Disclosure of relationships between existing directors and new director	Not related to any director



## ANNEXURE B

Statement of Information as required to be given pursuant to Part II of Schedule V of the Companies Act, 2013:

### II. GENERAL INFORMATION

#### 1. Nature of industry:

The Company is engaged the manufacturing of cattle feed and focuses on optimization of productivity, satisfaction of all nutritional needs of animals and achievement of the best balance in their diet. Ajooni Biotech Limited is a rising key player in Animal Feed.

#### 2. Date of commencement of commercial production:

The Company has a manufacturing unit of cattle feed located at Khanna, Punjab since last 10 years. It provides a wide range of products manufactured for sale to the livestock farmers & consumers through guiding principles.

#### 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

#### 4. Financial performance based on given indicators:

Standalone Financial Results for the last three years  
Amount (in Lakhs)

Particulars	2021-22	2020-21	2019-20
Profit (Loss) after Tax	104.88	37.30	34.68
Net Worth (including balance in Profit and Loss Account)	1638.23	1565.07	1589.10
Earnings Per Share	1.05	0.37	0.41
Turnover	7403.77	5103.88	4003.26

#### 5. Foreign investments or collaboration, if any:

There is no direct/ indirect foreign investment in the Company and is no foreign collaboration in the Company. As on 31<sup>st</sup> March, 2022, the Shareholding of Foreign Institutional Investors, Foreign Nationals and Foreign Companies, in the Company is Nil.

### II. INFORMATION AND BRIEF PROFILE OF THE APPOINTEE - MR. RAMANDEEP SINGH:

#### 1. Background Details:

Mr. Jasjot Singh has done his Masters in Business Administration (MBA) in Finance from Oxford University, UK with distinction in 2008-09 and has a rich experience of more than 12 years in the field of domestic, Finance, Taxation as well as in the global Business Scenario. He is a leading entrepreneur in domestic cattle feed supplements, Finance, Taxation. He has worked with Healthy Biosciences Pvt. Limited, venture with Patanjali Research Center. He has also set up a factory unit for manufacturing of cattle feed in Khanna, Punjab and served in the growth of the business.

#### 2. Past remuneration:

Remuneration paid to Mr. Jasjot Singh of the Company for the last two financial years 2020-2021 and 2021-22 are as follows:

Name of the Director	Amount (in lakhs)	
	2020-21 (₹)	2021-22 (₹)
Mr. Jasjot Singh	18,00,000	18,00,000

#### 2. Recognition or Awards

Mr. Jasjot Singh has been awarded for his achievements in the recognition of Young entrepreneur.

- Excellence Award by Department of Industries, Govt. of Punjab.
- Ist Quality Award by Centre for International Trade & Industry.
- Udyog Shree Award by Economic Development Council.

#### 3. Job profile and Suitability of Mr. Jasjot Singh

He is a Promoter, Chairman and Managing Director of the Company. He is a visionary. He is highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards



growth in performance of the Company. He has over 12 years of experience in the industry. He is actively involved in business strategy and business development functions of the Company and supervises the Finance & Marketing operations of the company.

#### 4. Remuneration proposed

Details of remuneration proposed for appointment of Mr. Jasjot Singh is as below:

Salary	An amount of ₹250,000/- (Rupees Two Lakh Fifty thousand only) per month inclusive of perquisites as detailed below
Perquisites:	<ol style="list-style-type: none"> <li>House maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc.</li> <li>Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.</li> <li>Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.</li> <li>Leave and encashment of leave - as per the policy of the Company.</li> <li>Gratuity and / or contribution to the Gratuity Fund of Company - as applicable to other officers of the Company and as per the policy of the Company</li> <li>Other Allowances / benefits, perquisites - as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and or any other allowance, perquisites as the Board may from time to time decide.</li> </ol>
Other Terms and Conditions	<ul style="list-style-type: none"> <li>In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be specified by the Government from time to time in this regard, as minimum remuneration.</li> <li>No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.</li> </ul>

#### 6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The current remuneration being paid by the Company (looking at the profile of the position and person) is commensurate with their standing, efforts, scale and size and scale of operations of the Company. Also, the payments being made are in line with the payments being made by other Companies of similar size as also in line with the payments being made by the other reputed Companies in the Industry.

#### 7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:

Mr. Jasjot Singh, Managing Director cum Chief Financial Officer does not have any other pecuniary relationship with the Company or with any managerial personnel. He holds 17,84,720 Equity shares as on 31<sup>st</sup> March 2022 in the company and draws remuneration as mentioned above.

### III. OTHER INFORMATION

#### 1. Reasons of loss or inadequate profits:

The Company does not envisage any loss or inadequate profits. Since the company is engaged in a manufacturing of animal feed supplements, labour intensive sector and is susceptible to raw material fluctuation and challenging business environment, this may affect the profitability of the Company in future. The Company proposes to obtain approval of



Members as an abundant caution in case the profits are insufficient to pay the managerial remuneration as above.

**2. Steps taken or proposed to be taken for improvement:**

The Company has been earning profits in the past consistently and we expect to do well in future. The business of the Company is consistently making efforts. This is expected to be a one-off occurrence and the management is confident on continuing the business growth in the years to come. We are focusing on ensuring the availability to provide products and services of high and consistent quality products and ensuring value of money to our customers.

**3. Expected increase in productivity and profits in measurable terms:**

Your Company's ability to increase sales will be strengthened by continued focus on introducing innovative products which help in gaining market share. Your Company is considering opportunities for inorganic growth, such as through collaborations, exploring export market among other things consolidates our market position to achieve operating leverage in key markets by unlocking potential efficiency and synergy benefits. Your Company can also look at opportunities which strengthen and expand product portfolio and increase sales and distribution network.

Going ahead, we believe that we need to live through with the Corona virus and find ways and means to

overcome the challenges it presents. Historically, man has overcome every such pandemic and the adverse economic effects of these are at best temporary. Our Company is financially strong and well placed to overcome this temporary setback. We expect the business volumes to start picking up going ahead.

**IV. DISCLOSURES**

The disclosures as required on all elements of remuneration package such as salary, perquisites etc. have been made above. Specific disclosures mandated under Schedule V are as under:

**(I) ALL ELEMENTS OF REMUNERATION PACKAGE SUCH AS SALARY, BENEFITS, BONUSES, STOCK OPTIONS, PENSION, ETC., OF ALL THE DIRECTORS;**

**Remuneration to Executive Directors**

The appointment and remuneration of Executive Directors including MD is governed by the recommendation of the Nomination and Remuneration Committee, resolutions passed by the Board of Directors and Shareholders of the Company. Payment of remuneration to Executive Directors is governed by the respective agreements entered into between them and the Company, as approved by the shareholders at the general meeting.

Any annual pay, variable pay or incentives, if any, payable to Executive Directors is approved by the Board based on recommendation from Nomination and Remuneration Committee.

**Remuneration to Directors for the F.Y. 2021-22**

(₹ in Lakhs)

S. No.	Name of the Director	Salaries, perquisites and allowances	Commission	Sitting fees	Total
1.	Mr. Jasjot Singh	18	-	-	18.00
2.	Mr. Partek Singh	5	-	-	05.00
3.	Mr. Gursimran Singh	15	-	-	15.00
4.	Mr. Imtешwar Singh	-	-	0.33	0.33
5.	Mr. Ramandeep Singh	-	-	0.33	0.33
6.	Mrs. Simmi Chhabra	-	-	0.33	0.33





**(II) DETAILS OF FIXED COMPONENT AND PERFORMANCE LINKED INCENTIVES ALONG WITH THE PERFORMANCE CRITERIA;**

Mr. Jasjot Singh, Managing Director is eligible for fixed remuneration only as per the terms and conditions mutually agreed between him and Board of Directors.

**(III) SERVICE CONTRACTS, NOTICE PERIOD, SEVERANCE FEES:**

As at March 31, 2022, the Board comprised of six directors including three executive directors and three non-executive and independent directors. The Company has entered into agreement with Mr. Jasjot Singh to stipulate a one month notice period to vacate their respective office held. There is no provision for payment of severance fees. The other Non- Executive Directors and Independent Directors are not subject to any specific requirement of notice period and severance fees.

**(IV) STOCK OPTION DETAILS, IF ANY, AND WHETHER THE SAME HAS BEEN ISSUED AT A DISCOUNT AS WELL AS THE PERIOD OVER WHICH ACCRUED AND OVER WHICH EXERCISABLE.**

During the year, no stock options were granted to any executive / non-executive director of the Company. Also, the Company did not advance any loan to any of its Directors during the year.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

**ITEM NO. 5**

**TO VARY AND FIX THE TERMS AND CONDITIONS OF APPOINTMENT OF MR. PARTEK SINGH (DIN: 07864006), DIRECTOR OF THE COMPANY.**

The Members are informed that Mr. Partek Singh was appointed as an Executive Director w.e.f. 30<sup>th</sup> June, 2017. Pursuant to recommendation of Nomination and Remuneration Committee of the Company, the Board of Directors of the Company, at their meeting held on 25<sup>th</sup> August 2022, have unanimously approved the revision in remuneration payable to Mr. Partek Singh Singh, Executive Director with effect from 01<sup>st</sup> April, 2022 is ₹ 50,000 per month subject to the approval of Shareholders at this Annual General Meeting.

Further the members are informed that as per the provisions of Section 197 of the Companies Act, 2013 read with Rules made thereunder and Schedule V of the Act the company shall pay remuneration exceeding One per cent of the net profit calculated under Section 198 of the Act in a financial year to its Directors other than managing director and whole-time director and manager taken together in case it is approved by the members by way of Special Resolution.

The members were also briefed that the same remuneration be paid in case of inadequate profit or absence of profit in compliance with schedule V of the Companies Act, 2013. Similarly, necessary approval under Regulation 17(6) of the SEBI (LODR) Regulations is proposed to be taken in this regard.

Your Directors recommend the Resolution set out in Item No. 5 of this AGM Notice to the Members for their consideration and approval by Special Resolution.

None of the Promoters, Directors, Key Managerial Personnel of the Company or their relative are in anyway concerned or interested, financially or otherwise, in the Resolution except Mr. Partek Singh.



The details of proposed remuneration and other terms and conditions are as follows:

Salary	An amount of ₹ 50,000/- (Rupees Fifty Thousand) per month inclusive of perquisites as detailed below
Perquisites	<ul style="list-style-type: none"> <li>a. House maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc.</li> <li>b. Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.</li> <li>c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.</li> <li>d. Leave and encashment of leave - as per the policy of the Company.</li> <li>e. Gratuity and / or contribution to the Gratuity Fund of Company - as applicable to other officers of the Company and as per the policy of the Company</li> <li>f. Other Allowances / benefits, perquisites - as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and or any other allowance, perquisites as the Board may from time to time decide.</li> </ul>
Other Terms and Conditions	<ul style="list-style-type: none"> <li>• No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.</li> </ul>

Information pursuant to Regulation 36(3) of SEBI(LODR) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided as **Annexure A** respectively to this Notice.

Additional information as mandated under Schedule V of the Companies Act, 2013 for payment of remuneration payable by the company in the event of inadequate profits/ absence of profits for item No. 5 included in the Notice as **Annexure B** hereto:



## ANNEXURE A

Details of the Director seeking appointment/ re-appointment as required under Regulation 36(3) of SEBI(LODR) Regulations, 2015 and Secretarial Standards issued by Institute of Company Secretaries of India:-

S. NO.	PARTICULARS	INFORMATION
1.	Type of event	Increase in Remuneration of Mr. Partek Singh, Executive Director of the Company
2.	Date of Birth	02/03/1990
3.	Date of Appointment on the Board	30 <sup>th</sup> June, 2017
4.	Tenure of Appointment	CONTINUING
5.	DIN	07864006
6.	Nationality	Indian
7.	Category	Executive Director
8.	Qualification	He is qualified as Bachelors of Commerce.
9.	Brief Profile/ Expertise	Mr. Partek Singh has done his Bachelors of Commerce from Punjabi University. Mr. Partek Singh aged about 32 years, has over 7 years of experience in agriculture industry. He succeeded in giving the Indian consumer a good quality of products, which is within the reach of a common man.
10.	List of other companies in which Directorship is held as on 31.03.2022	Nil
11.	Chairman/ Member of The Committee of the Board Of the Other Companies in which she is a director as on 31.03.2022.	Nil
12.	Equity Shares held in the Company as on 31.03.2022	Nil
13.	Disclosure of relationships between existing directors and new director	Not related to any director.





## ANNEXURE B

Statement of Information as required to be given pursuant to Part II of Schedule V of the Companies Act, 2013:

### III. GENERAL INFORMATION

#### 1. Nature of industry:

The Company is engaged the manufacturing of cattle feed and focuses on optimization of productivity, satisfaction of all nutritional needs of animals and achievement of the best balance in their diet. Ajooni Biotech Limited is a rising key player in Animal Feed.

#### 2. Date of commencement of commercial production:

The Company has a manufacturing unit of cattle feed located at Khanna, Punjab since last 10 years. It provides a wide range of products manufactured for sale to the livestock farmers & consumers through guiding principles.

#### 3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

#### 4. Financial performance based on given indicators:

Standalone Financial Results for the last three years  
Amount (in Lakhs)

Particulars	2021-22	2020-21	2019-20
Profit (Loss) after Tax	104.88	37.30	34.68
Net Worth (including balance in Profit and Loss Account)	1638.23	1565.07	1589.10
Earnings Per Share	1.05	0.37	0.41
Turnover	7403.77	5103.88	4003.26

#### 5. Foreign investments or collaboration, if any:

There is no direct/ indirect foreign investment in the Company and is no foreign collaboration in the Company. As on 31<sup>st</sup> March, 2022, the Shareholding of Foreign Institutional Investors, Foreign Nationals and

Foreign Companies, in the Company is Nil.

### II. INFORMATION AND BRIEF PROFILE OF THE APPOINTEE - MR.PARTEK SINGH:

#### 1. Background Details:

Mr. Partek Singh has done his Bachelors of Commerce from Punjabi University. Mr. Partek Singh aged about 32 years, has over 7 years of experience in agriculture industry. He succeeded in giving the Indian consumer a good quality of products, which is within the reach of a common man.

#### 2. Past remuneration:

Remuneration paid to Mr. Partek Singh of the Company for the last two financial years 2020-2021 and 2021-22 are as follows:

Amount (in lakhs)

Name of the Director	2020-21 (₹)	2021-22 (₹)
Mr. Partek Singh	3,00,000	5,00,000

#### 6. Recognition or Awards

NIL

#### 7. Job profile and Suitability of Mr. Partek Singh

He is an Executive Director of the Company. He is a visionary. He is highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth in performance of the Company. He has over 7 years of experience in the industry. He is actively involved in business strategy and business development functions of the Company and supervises the Finance & Marketing operations of the company.

#### 8. Remuneration proposed

Details of remuneration proposed for appointment of Mr. Partek Singh is as below:



Salary	An amount of ₹ 50,000/- (Rupees Fifty thousand only) per month inclusive of perquisites as detailed below
Perquisites:	<ol style="list-style-type: none"> <li>House maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc.</li> <li>Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.</li> <li>Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.</li> <li>Leave and encashment of leave - as per the policy of the Company.</li> <li>Gratuity and / or contribution to the Gratuity Fund of Company - as applicable to other officers of the Company and as per the policy of the Company</li> <li>Other Allowances / benefits, perquisites - as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and or any other allowance, perquisites as the Board may from time to time decide.</li> </ol>
Other Terms and Conditions	<ul style="list-style-type: none"> <li>In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be specified by the Government from time to time in this regard, as minimum remuneration.</li> <li>No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.</li> </ul>

**6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:**

The current remuneration being paid by the Company (looking at the profile of the position and person) is commensurate with their standing, efforts, scale and size and scale of operations of the Company. Also, the payments being made are in line with the payments being made by other Companies of similar size as also in line with the payments being made by the other reputed Companies in the Industry.

**7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Mr. Partek Singh, Executive Director does not have any other pecuniary relationship with the Company or with any managerial personnel. He holds Nil Equity shares as on 31<sup>st</sup> March 2022 in the company and draws remuneration as mentioned above.

**III. OTHER INFORMATION**

**1. Reasons of loss or inadequate profits:**

The Company does not envisage any loss or inadequate profits. Since the company is engaged in a manufacturing of animal feed supplements, labour intensive sector and is susceptible to raw material fluctuation and challenging business environment, this may affect the profitability of the Company in future. The Company proposes to obtain approval of Members as an abundant caution in case the profits are insufficient to pay the managerial remuneration as above.

**2. Steps taken or proposed to be taken for improvement:**

The Company has been earning profits in the past consistently and we expect to do well in future. The business of the Company is consistently making efforts. This is expected to be a one-off occurrence and the management is confident on continuing the business growth in the years to come. We are focusing on ensuring the availability to provide products and services of high and consistent quality products and ensuring value of money to our customers.



### 3. Expected increase in productivity and profits in measurable terms:

Your Company's ability to increase sales will be strengthened by continued focus on introducing innovative products which help in gaining market share. Your Company is considering opportunities for inorganic growth, such as through collaborations, exploring export market among other things consolidates our market position to achieve operating leverage in key markets by unlocking potential efficiency and synergy benefits. Your Company can also look at opportunities which strengthen and expand product portfolio and increase sales and distribution network.

Going ahead, we believe that we need to live through with the Corona virus and find ways and means to overcome the challenges it presents. Historically, man has overcome every such pandemic and the adverse economic effects of these are at best temporary. Our Company is financially strong and well placed to overcome this temporary setback. We expect the business volumes to start picking up going ahead.

### IV. DISCLOSURES

The disclosures as required on all elements of remuneration package such as salary, perquisites etc. have been made above. Specific disclosures mandated under Schedule V are as under:

#### (I) ALL ELEMENTS OF REMUNERATION PACKAGE SUCH AS SALARY, BENEFITS, BONUSES, STOCK OPTIONS, PENSION, ETC., OF ALL THE DIRECTORS;

##### Remuneration to Executive Directors

The appointment and remuneration of Executive Directors including WTD AND MD is governed by the recommendation of the Nomination and Remuneration Committee, resolutions passed by the Board of Directors and Shareholders of the Company. Payment of remuneration to Executive Directors is governed by the respective agreements entered into between them and the Company, as approved by the shareholders at the general meeting.

Any annual pay, variable pay or incentives, if any, payable to Executive Directors is approved by the Board based on recommendation from Nomination and Remuneration Committee.

#### Remuneration to Directors for the F.Y. 2021-22

(₹ in Lakhs)

S. No.	Name of the Director	Salaries, perquisites and allowances	Commission	Sitting fees	Total
1.	Mr. Jasjot Singh	18	-	-	18.00
2.	Mr. Partek Singh	5	-	-	05.00
3.	Mr. Gursimran Singh	15	-	-	15.00
4.	Mr. Imtешwar Singh	-	-	0.33	0.33
5.	Mr. Ramandeep Singh	-	-	0.33	0.33
6.	Mrs. Simmi Chhabra	-	-	0.33	0.33

#### (II) DETAILS OF FIXED COMPONENT AND PERFORMANCE LINKED INCENTIVES ALONG WITH THE PERFORMANCE CRITERIA;

Mr. Partek Singh, Executive Director is eligible for fixed remuneration only as per the terms and conditions mutually agreed between him and Board of Directors.

#### (III) SERVICE CONTRACTS, NOTICE PERIOD, SEVERANCE FEES:

As at March 31, 2022, the Board comprised of six directors including three executive directors and three non-executive and independent directors. The Company has entered into agreement with Mr. Partek Singh to stipulate a one month notice period to vacate their respective office held. There is no provision for



payment of severance fees. The other Non- Executive Directors and Independent Directors are not subject to any specific requirement of notice period and severance fees.

**(IV) STOCK OPTION DETAILS, IF ANY, AND WHETHER THE SAME HAS BEEN ISSUED AT A DISCOUNT AS WELL AS THE PERIOD OVER WHICH ACCRUED AND OVER WHICH EXERCISABLE.**

During the year, no stock options were granted to any executive / non-executive director of the Company. Also, the Company did not advance any loan to any of its Directors during the year.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

**ITEM NO. 6**

**APPROVAL FOR RELATED PARTY TRANSACTIONS**

To ensure stability of supplies in terms of quality and logistics, your Company proposes to enter into

transaction(s) with the parties mentioned below. The quantity to be purchased from them will be based on actual price. The total value of the proposed transaction(s) could reach ₹ 5 crores during financial year 2022-23 in aggregate which will be carried out at Arm's Length price and in the ordinary course of business transaction.

Whereas, Section 188 of the Companies Act, 2013 and the applicable Rules framed there under provides that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company. During the Financial Year 2021-22, your Company has entered into certain business transactions with the Companies, which are "Related Party" as defined under Section 2 (76) of the Companies Act, 2013. The Company is also proposed to enter into certain business transactions with the same related parties during Financial Year 2022-23. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company in the financial year 2022-23. Related Party disclosures are required under the Accounting standard (AS-18) on "Related Party Disclosures" issued by the Institute of Chartered Accountants of India are given below: -

S. No.	Name of the Related Party	Nature of Relation	Nature of Transactions
01	Healthy Biosciences Private Limited	Company is a Promoter of Ajooni Biotech Limited.	Contract for purchase & sale of goods shall be on a continuous basis. Further, leasing of properties on yearly basis.
02	Punjab Biotechnology Park Limited	Mr. Jasjot Singh, being common Director in Ajooni Biotech Limited and Punjab Biotechnology Park Limited	Contract for purchase & sale of goods shall be on a continuous basis.
03	M/s. Khanna Solvex	Mr. Jasjot Singh, Partner in the firm.	Contract for purchase & sale of goods shall be on a continuous basis.
04	Mr. Jasjot Singh	Managing Director of Ajooni Biotech Limited	Expenses incurred/ Rent paid on our behalf or any repayment made
05	Mr. Gursimran Singh	Director of Ajooni Biotech Limited	Expenses incurred/ Rent paid on our behalf or any repayment made
06	Mr. Partek Singh	Director of Ajooni Biotech Limited	Expenses incurred/ Rent paid on our behalf or any repayment made





Thus, the approval of members is required to enter into such transactions. The Board of Directors recommends passing of the resolution as set out at item number 6 of the notice as an Ordinary Resolution.

#### **ITEM NO. 7 and 8**

#### **SUB-DIVISION OF EQUITY SHARES OF NOMINAL VALUE OF ₹10/- (RUPEES TEN) EACH FULLY PAID UP OF THE COMPANY INTO EQUITY SHARES OF NOMINAL VALUE OF ₹2/- (RUPEES TWO) EACH FULLY PAID UP AND AMENDMENT OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

As the shareholders are aware that the Equity Shares of the Company are listed and traded on the National Stock Exchange of India Limited and in order to provide enhanced liquidity to the Company's equity shares in the Stock Market and to make it more affordable for small investors, Board has proposed to sub-divide each equity share of face value of ₹ 10/- each into 5 equity shares of the face value of ₹ 2/- each pursuant to the provisions of Section 61(1)(d) of the Companies Act, 2013 ("the Act"), the rules made thereunder and other applicable provisions. The record date for the aforesaid sub-division of equity shares shall be fixed by the Board after the approval of the members is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore the Board at its meeting held on 25<sup>th</sup> August, 2022, approved the aforesaid sub division subject to requisite approval of the members. There will not be any change in the amount of authorized, subscribed and paid-up share capital of the company consequent upon sub-division of equity shares.

The sub-division of equity shares proposed under business item No. 7 of this Notice shall also require amendment to the existing Clause V of the Memorandum of Association of the Company as set out under business item no. 8 of this Notice. Pursuant to Sections 13, 61 and other applicable provisions of the Act and the rules made thereunder, approval of the Members by way of Ordinary Resolutions is required for sub-division and carrying out any amendments to the Memorandum of Association of the Company.

The Board, therefore, recommends resolutions set out under business item nos. 7 and 8 for approval of the

shareholders by way of Ordinary Resolutions. None of the Directors, Key Managerial Personnel of the Company and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out under business item nos. 7 & 8.

#### **ITEM NO. 9**

#### **RE-APPOINTMENT OF MRS. SIMMI CHHABRA (DIN: 07870398) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

The Board of Directors at its meeting held on 02<sup>nd</sup> August, 2017 had appointed Mrs. Simmi Chhabra as an Additional Director of the Company to hold office till the next Annual General Meeting. Further, the Members through general meeting appointed Mrs. Simmi Chhabra as an Independent Director to hold office for a term of 5 years w.e.f. 25<sup>th</sup> August, 2017. In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Company has received the consent from Mrs. Simmi Chhabra to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act.

After taking into account the performance evaluation, during her first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mrs. Simmi Chhabra during her tenure as an Independent Director since her appointment, the Nomination and Remuneration Committee at its meeting held on 25<sup>th</sup> August 2022 has considered, approved and recommended the re-appointment of Mrs. Simmi Chhabra as an Independent Directors for a second term of five years with effect from 25<sup>th</sup> August 2022, to the Board of Directors for their approval. The Board of Directors at its meeting held on 25<sup>th</sup> August 2022 has approved the



proposal for reappointment of Mrs. Simmi Chhabra as an Independent Director for a second term of five consecutive years with effect from 25<sup>th</sup> August 2022.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 9 of the notice.

Except Mrs. Simmi Chhabra, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

A brief profile and other information as required under Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by ICSI is provided as Annexure below:

S. NO.	PARTICULARS	INFORMATION
1.	Type of event	Re-Appointment of Mrs. Simmi Chhabra as an Independent Director.
2.	Date of Birth	07/12/1987
3.	Date of Appointment on the Board	02 <sup>nd</sup> August 2017
4.	Nationality	Indian
5.	Category	Independent Non- Executive Director
6.	Qualification	Bachelors in Technology in Information Technology.
7.	Brief Profile/ Expertise	She has more than 10 years of experience in the field of administration and guides as an expert in field of organisation across strategy, marketing and administration.
8.	List of other listed companies in which Directorship is held as on 31.03.2022	Prism Medico and Pharmacy Limited
9.	Chairman/ Member of The Committee of the Board Of the Other Companies in which she is a director as on 31.03.2022.	Prism Medico and Pharmacy Limited
10.	Equity Shares held in the Company as on 31.03.2022	14373
11.	Disclosure of relationships between existing directors and new director	Not related to any director

#### ITEM NO. 10

#### RE-APPOINTMENT OF MR. RAMANDEEP SINGH (DIN: 07896086) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors at its meeting held on 02<sup>nd</sup> August, 2017 had appointed Mr. Ramandeep Singh as an Additional Director of the Company to hold office till the next Annual General Meeting. Further, the Members through general meeting appointed . Ramandeep Singh as an Independent Director to hold office for a term of 5 years w.e.f. 25<sup>th</sup> August, 2017. In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.



The Company has received the consent from Mr. Ramandeep Singh to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act.

After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Ramandeep Singh during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on 25<sup>th</sup> August 2022 has considered, approved and recommended the re-appointment of Mr. Ramandeep Singh as an Independent Directors for a second term of five years with effect from 25<sup>th</sup> August 2022, to the Board of Directors for their approval. The Board of Directors at its meeting held on 25<sup>th</sup> August 2022 has approved the proposal for reappointment of Mr. Ramandeep Singh as an Independent Director for a second term of five consecutive years with effect from 25<sup>th</sup> August 2022.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 10 of the notice.

Except Mr. Ramandeep Singh, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

A brief profile and other information as required under Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by ICSI is provided as Annexure below:

S. NO.	PARTICULARS	INFORMATION
1.	Type of event	Re-Appointment of Mr. Ramandeep Singh as an Independent Director.
2.	Date of Birth	24/06/1987
3.	Date of Appointment on the Board	02 <sup>nd</sup> August 2017
4.	Nationality	Indian
5.	Category	Independent Non- Executive Director
6.	Qualification	Bachelor's of Arts.
7.	Brief Profile/ Expertise	He has more than 9 year experience in the field of organisation across strategy, finance, corporate development, sales, consumer research and marketing, culminating in general management and leadership roles.
8.	List of other listed companies in which Directorship is held as on 31.03.2022	Prism Medico and Pharmacy Limited
9.	Chairman/ Member of The Committee of the Board Of the Other Companies in which he is a director as on 31.03.2022.	Nil
10.	Equity Shares held in the Company as on 31.03.2022	Nil
11.	Disclosure of relationships between existing directors and new director	Not related to any director



## ITEM NO. 11

### RE-APPOINTMENT OF MR. IMTESHWAR SINGH BHATIA (DIN: 07864007) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

The Board of Directors at its meeting held on 02<sup>nd</sup> August, 2017 had appointed Mr. Imtешwar Singh Bhatia as an Additional Director of the Company to hold office till the next Annual General Meeting. Further, the Members through general meeting appointed Mr. Imtешwar Singh Bhatia as an Independent Director to hold office for a term of 5 years w.e.f. 25<sup>th</sup> August, 2017. In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/ reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company and disclosure of such appointment in the Board's report.

The Company has received the consent from Mr. Imtешwar Singh Bhatia to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act.

After taking into account the performance evaluation, during his first term of five years and considering the knowledge, acumen, expertise and experience in respective fields and the substantial contribution made by Mr. Imtешwar Singh Bhatia during his tenure as an Independent Director since his appointment, the Nomination and Remuneration Committee at its meeting held on 25<sup>th</sup> August 2022 has considered, approved and recommended the re-appointment of Mr. Imtешwar Singh Bhatia as an Independent Directors for a second term of five years with effect from 25<sup>th</sup> August 2022, to the Board of Directors for their approval. The Board of Directors at its meeting held on 25<sup>th</sup> August 2022 has approved the proposal for reappointment of Mr. Imtешwar Singh Bhatia as an Independent Director for a second term of five consecutive years with effect from 25<sup>th</sup> August 2022.

The Board recommends the Resolution for approval of the Members as a Special Resolution as set out in the item no. 11 of the notice.

Except Mr. Imtешwar Singh Bhatia, being the appointee, no other Director or Key Managerial Personnel of the Company or their respective relatives is/ are concerned or interested, financially or otherwise, in the said Resolution.

A brief profile and other information as required under Regulation 36(3) and 26(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by ICSI is provided as Annexure below:

S. NO.	PARTICULARS	INFORMATION
1.	Type of event	Re-Appointment of Mr. Imtешwar Singh Bhatia as an Independent Director.
2.	Date of Birth	28/02/1988
3.	Date of Appointment on the Board	02 <sup>nd</sup> August 2017
4.	Nationality	Indian
5.	Category	Independent Non- Executive Director
6.	Qualification	Bachelor's of Commerce.
7.	Brief Profile/ Expertise	He has more than 8 year experience in the field of organisation across strategy, finance, corporate development, marketing, culminating in general management etc.





S. NO.	PARTICULARS	INFORMATION
8.	List of other listed companies in which Directorship is held as on 31.03.2022	Nil
9.	Chairman/ Member of The Committee of the Board Of the Other Companies in which he is a director as on 31.03.2022.	Nil
10.	Equity Shares held in the Company as on 31.03.2022	Nil
11.	Disclosure of relationships between existing directors and new director	Not related to any director

By Order of the Board of Directors  
**For Ajooni Biotech Limited**

Date: 25/08/2022  
Place: Mohali

**Swati Vijan**  
Company Secretary /Compliance Officer  
ACS 39179



# NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, in respect of the Special Business under Item Nos. 3,4,5,6,7,8,9,10& 11 of the accompanying Notice are annexed hereto.
2. In view of the current extraordinary circumstances due to COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/ 2020 (dated April 8, 2020), Circular No.17/2020 (dated April 13, January 13, 2021, ), Circular No. 2/2022 (dated May 5, 2022) (Collectively referred to as MCA Circulars), issued by the Ministry of Corporate Affairs (MCA) physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and AGM be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC and Members of the Company joining through VC shall be reckoned for the purpose of quorum under Section 103 of the Act. Further, all resolutions in the meeting shall be passed through the facility of e-Voting/ electronic system
3. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the MCA the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-Voting.
4. In compliance with MCA Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/ CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/ P/2021/11 dated January 15, 2021, and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report FY22) and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) as on 19<sup>th</sup> August 2022 and to all other persons so entitled. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1,000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 12<sup>th</sup> AGM through VC/ OAVM Facility and e-Voting during the 12<sup>th</sup> AGM.
7. Attendance of the Members participating in the 12<sup>th</sup> AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 12<sup>th</sup> AGM and facility for those Members participating in the 12<sup>th</sup> AGM to cast vote through e-Voting system during the 12<sup>th</sup> AGM.
9. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Share Transfer Books and Register of Members of the Company will remain closed from Wednesday, 14<sup>th</sup> September, 2022 to Tuesday, 20<sup>th</sup> September, 2022 (both days inclusive).



10. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
11. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting.
12. Mr. Shubham Kumar, prop. Of M/s. SDK & Associates, Practicing Company Secretaries, Punjab has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
13. The Scrutinizer shall, immediately after the conclusion of e-voting at Annual General Meeting, download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 48 hours of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing.
14. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and also be immediately forwarded to Stock Exchange.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
16. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
17. The Ministry of Corporate Affairs (MCA), Government of India has introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed there under.
18. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
19. The deemed venue for 12<sup>th</sup>-AGM shall be the Registered Office of the Company.
20. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
21. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided under a separate heading, which forms part of this Notice.
22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.
23. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

**The remote e-Voting period begins on Saturday, September 17, 2022 at 09:00 A.M. and ends on Monday, September 19, 2022 at 5:00 P.M. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the record date (cut-off date) i.e. September 13, 2022**



**may cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 13, 2022.**

How do I vote electronically using NSDL e-Voting system? The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual Shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>“IDeAS”</b> section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against Company name or <b>e-Voting service provider-NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS”</b> Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>





Individual Shareholders holding securities in demat mode with CDSL	<p>Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi. After successful login of Easi/ Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>If the user is not registered for Easi/ Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against Company name or e-Voting service provider-NSDL and you will be redirected to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for e-Voting and joining virtual meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.



Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

**5. Password details for Shareholders other than Individual Shareholders are given below:**

- |  |  |
|--|--|
| <p>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</p> <p>b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.</p> <p>c) How to retrieve your 'initial password'?</p> <p>(i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.</p> <p>(ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email IDs are not registered.</p> | <p>6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:</p> <p>a) Click on <b>"Forgot User Details/ Password?"</b> (If you are holding shares in your demat account with NSDL or CDSL) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>b) <b>"Physical User Reset Password?"</b> (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</p> <p>c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/ folio number, your PAN, your name and your registered address etc.</p> <p>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</p> <p>7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.</p> <p>8. Now, you will have to click on "Login" button.</p> <p>9. After you click on the "Login" button, Home page of e-Voting will open.</p> |
|--|--|



## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system. How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Shareholders**

- I) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to [csshubhamkumar@yahoo.com](mailto:csshubhamkumar@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- II) It is strongly recommended not to share your password with any other person and take utmost

care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

- III) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **IV) Process for those Shareholders whose email ID are not registered with the depositories for procuring user id and password and registration of email IDs for e-Voting for the resolutions set out in this notice and for obtaining Notice and Annual Report:**

- a) In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [cs@ajoonibiotech.com](mailto:cs@ajoonibiotech.com).
- b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@ajoonibiotech.com](mailto:cs@ajoonibiotech.com). If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.**
- c) Alternatively Shareholders/ Members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing above mentioned documents.
- d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat



account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **FOR HELP IN CONNECTION WITH VOTING BY ELECTRONIC MEANS OR FOR PARTICIPATING IN THE AGM THROUGH VC:**

Members can directly contact NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013. email ID: evoting@nsdl.co.in, Toll free no.: 1800 1020 990 and 1800 22 44 30. Members may also write to the Company Secretary at the email ID: cs@ajoonibiotech.com.

#### **PROCEDURE TO RAISE QUESTIONS/ SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT**

- a) As the AGM is being conducted through VC, Members are encouraged to express their views/ send their queries in advance mentioning their name, DP ID and Client ID/ Folio No., e-mail ID, mobile number at cs@ajoonibiotech.com to enable smooth conduct of proceedings at the AGM. Questions/ Queries received by the Company on or before **Friday, September 16, 2022** on the aforementioned e-mail id shall only be considered and responded to during the AGM.
- b) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at cs@ajoonibiotech.com on or before Friday, September 16, 2022. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ ask questions during the AGM.
- c) The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- 1) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Members are encouraged to join the Meeting through Laptops for better experience.
- 3) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5) Share holders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at cs@ajoonibiotech.com . The same will be replied by the company suitably.
- 6) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.





**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

- 1) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 2) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- 3) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 4) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

By Order of the Board of Directors  
**For Ajooni Biotech Limited**

Date: 25/08/2022  
Place: Mohali

**Swati Vijan**  
Company Secretary & Compliance Officer  
ACS 39179



# DIRECTORS' REPORT

To

The Members  
Ajooni Biotech Limited

Your Directors present the 12<sup>th</sup> Annual Report on the business and operations of the Company along with the Audited Financial Statements for the Financial Year ("FY") ended 31<sup>st</sup> March, 2022.

## 1. FINANCIAL RESULTS

The highlights of the financial statement of your Company for the year under review along with previous year's figures are given as under:

(In ₹)

Particulars	31/03/2022	31/03/2021
Revenue from Operations	74,03,77,673	51,03,88,901
Other Income	3,81,292	1,72,109
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	3,11,18,901	1,66,58,223
Less: Depreciation/Amortization/Impairment	1,11,07,074	57,75,160
Profit /loss before Finance Costs, Exceptional items and Tax Expense	2,00,11,827	1,08,83,067
Less: Finance Costs	54,00,692	58,40,690
Profit /loss before Exceptional items and Tax Expense	1,46,11,135	50,42,373
Add/(less): Exceptional items	-	-
Profit /loss before Tax Expense	1,46,11,135	50,42,373
Less: Tax Expense		
Current Tax	44,76,260	15,03,280
Deferred Tax	3,53,354	(1,91,424)
MAT Credit Entitlement	-	-
Profit /loss for the year	1,04,88,229	37,30,517

## 2. REVIEW OF OPERATION

In the financial year 2021-2022 revenue from operations of your Company was ₹ 74,03,77,673/- as compared to the last year of ₹ 51,03,88,901/-. During the financial year 2021-22 the Company earned a profit of ₹ 1,04,88,229/- against the profit of ₹ 37,30,517/- during the previous year 2020-21. Your Directors expect to achieve better performance in the future taking maximum efforts to control the costs and optimize the results in the coming years.

## 3. TRANSFER TO RESERVES

The company has transferred ₹ 1,04,88,229/- being the profit for the current financial year to Reserves & Surplus Account.

## 4. CHANGE IN NATURE OF BUSINESS

There is no change in the nature of the business of the company.

## 5. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

During the year under review, no material change took place which may effect the financial position of the company.

## 6. DIVIDEND

The Company has earned a profit of ₹ 1,04,88,229/- during the period under review, but with a view of augmenting financial resources for generating stable growth in future, the Board of Directors of the company have decided to carry forward entire



profit and hence do not propose to recommend any dividend for the financial year on equity shares.

## 7. DEPOSITS

During the year under review, the Company has not accepted any Deposits from its Members in accordance with the provisions of Sections 73, 76 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Acceptance of Deposits) Rules, 2014.

## 8. CHANGES IN SHARE CAPITAL, IF ANY

### a) Authorised Capital

During the year under review, Company's authorised share capital was increased from ₹ 16 crores (Rupees Sixteen Crores only) divided into 1,60,00,000 (One Crore Sixty Lakhs only) equity shares of ₹ 10/- (Rupees Ten only) to ₹ 25 crores (Rupees Twenty Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakhs only) equity shares of ₹ 10/- (Rupees Ten only).

### b) Issued, Subscribed & Paid up Capital

During the year under review, there was no change in the share capital of the company. As on 31<sup>st</sup> March, 2022, paid-up share capital of the Company stood at ₹ 10,00,55,820/- consisting of 1,00,05,582 Equity Shares of ₹ 10/- each.

## 9. FINANCIAL STATEMENTS

The Financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standards 21 issued by Institute of Chartered Accountants of India (ICAI) and as per the provisions of Companies Act, 2013.

## 10. EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) and 92(3) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, as amended, the Annual Return of the Company will be available on the website of the Company and can be accessed through the following link <https://www.ajoonibiotech.com/annualreport.php>.

## 11. NUMBER OF BOARD MEETINGS

The Board has met 11 (Eleven) times during the financial year, the details of which are as under: 27.05.2021, 23.06.2021, 02.08.2021, 14.08.2021, 27.08.2021, 01.09.2021, 08.10.2021, 13.11.2021, 18.12.2021, 20.01.2022 and 11.02.2022. The maximum interval between any two meetings didn't exceed 120 days, as prescribed in the Companies Act, 2013.

The details of meetings of the Board and attendance of the directors are provided in the Report on Corporate Governance which forms the part of this report.

## 12. COMPOSITION OF COMMITTEES

As per the applicable provisions of the Companies Act, 2013 & Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, three Committees have been constituted in the company which are as follows: -

- a) Audit Committee
- b) Nomination & Remuneration Committee
- c) Stakeholder Relationship Committee

The details of meetings of the committees and attendance of the members are provided in the Report on Corporate Governance which forms the part of this report.

## 13. CHANGE IN DIRECTORS /KEY MANAGERIAL PERSONNEL DURING THE YEAR

The details about the changes in Directors or Key Managerial Personnel by way of Appointment, re-designation, Resignation, Death, Dis-qualification, variation made or withdrawn etc. are as follows:



S. NO.	NAME	DESIGNATION	NATURE OF CHANGE	WITH EFFECT FROM
1	Gurmeet Singh	Chief Financial Officer	Resignation	14/08/2021
2	Jasjot Singh	Chief Financial Officer	Appointment	14/08/2021

Mr. Partek Singh (DIN: 07864006), Director, of the Company, will be retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board recommends his re-appointment to the Company at the ensuing Annual General Meeting.

#### 14. RE-APPOINTMENT OF INDEPENDENT DIRECTOR

Necessary resolutions for approval of the appointment / re-appointment of the aforesaid Directors have been included in the Notice of the forthcoming 12<sup>th</sup> Annual General Meeting of the Company. The Directors recommend the same for approval by the Members.

#### 15. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF COMPANIES ACT, 2013

All Independent Directors have given declarations under section 149(7) that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and Rules made thereunder to be read with Regulation 25 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

The meeting of the Independent Directors was held on 25<sup>th</sup> February, 2022, as per schedule IV of the Companies Act, 2013. All the directors attended the meeting.

None of the Directors of your Company is disqualified under Section 162 (2) of the Companies Act, 2013. As required by law, this position is also reflected in the Auditors' Report.

#### 16. REMUNERATION

The details of the remuneration given to the Board of Directors and Key Managerial Personnel have been given in the extract of Annual Return -MGT-9 and copy of the Annual Return is placed on the website of your Company at <https://www.ajoonibiotech.com/annualreport.php>.

#### 17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

In accordance with the requirements of the Companies Act and Listing Regulations, your Company has also

adopted the Policy on Related Party Transactions and same is available on website of the Company at <https://www.ajoonibiotech.com/pdf/RELATED%20PARTY%20TRANSACTION%20POLICY.pdf>.

All RPT entered into during the financial year 2021-22 were in the ordinary course of business and were on at arm's length basis and were placed before the Audit Committee for its approval. In the financial year 2021-22, Details of Related Party as defined under Section 188 of the Act and Regulations 23 the Listing Regulations and their contracts or arrangements with Company are given in Notes to Account of Financial Statements. Form AOC-2 is attached as an "Annexure-A".

#### 18. PARTICULARS OF EMPLOYEES

Information as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subsequent amendments thereto, is annexed to this Board's Report and marked as Annexure "B".

#### 19. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Companies Act relating to Corporate Social Responsibility are not applicable as the Company is having Net worth less than rupees Five Hundred Crore, Turnover less than rupees One Thousand Crore and Net Profit less than rupees Five Crore.

#### 20. MANNER OF BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and regulation 17(10) of SEBI (LODR) Regulation 2015, a structured procedure was adopted after taking into consideration of the various aspects of the Board's functioning composition of the Board and its committees, execution and performance of specific duties, obligations and governance.





The performance evaluation of the independent Directors was completed in time. The performance evaluation of the Chairman and the Non-independent Directors was carried out by the Independent Directors. The Board of Directors expresses their satisfaction with the evaluation process.

The performance of each committee has been evaluated by its members and found to be highly satisfactory. On the basis of this exercise, the Board has decided that all Independent Directors should continue to be on the Board.

## 21. CORPORATE GOVERNANCE REPORT

As per Reg. 34 of SEBI Regulation, 2015 to be read with Part A of Schedule V of the said regulations, a separate section on corporate governance practices followed by the company, together with the certificate from the Statutory Auditor of the company, confirming compliance forms an integral part of this Report.

## 22. MANAGEMENT DISCUSSION ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section of this Annual Report as "Annexure-C".

## 23. SUBSIDIARIES/ ASSOCIATES/JOINT VENTURES

The Company has no subsidiary/joint ventures/ Associate Companies as per the provisions of Companies Act, 2013 during the financial year ended on 31<sup>st</sup> March, 2022.

## 24. ADOPTION OF INDIAN ACCOUNTING STANDARD (INDAS)

The company was listed on SME Platform (NSE emerge) and got admitted its shares on the Main Board of NSE on 07<sup>th</sup> May 2021. Further, in accordance with the Indian Accounting Standards notified under Section 133 of Companies Act, 2013 read with Companies (Indian Accounting Standards (Ind AS) Rules, 2015, company has to adopt and follow the provisions of Indian Accounting Standards in preparation of its financial statements for the year ended 31<sup>st</sup> March 2022. The Ministry of Corporate Affairs vide notification dated 16 February 2015 made it mandatory in a phased manner for adoption and

applicability of Indian Accounting Standards (Ind AS) for companies other than Banking, Insurance and Non-Banking Finance Companies read with Rule 4 of the Companies (Indian Accounting Standards) Rules 2015.

Keeping in view of the above applicability, the Company has followed the Indian Accounting Standards notified under Section 133 of Companies Act, 2013 read with Companies (Indian Accounting Standards (Ind AS) Rules, 2015 for preparation of its financial statements for the year ended 31<sup>st</sup> March 2022.

## 25. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors Responsibilities Statement, it is hereby confirmed:

- a) That in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2022 the applicable Accounting standards had been followed along with proper explanation relating to material departures;
- b) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year review;
- c) That the Directors had 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 Directors had prepared the accounts for the financial year ended 31<sup>st</sup> March, 2022 on a going concern basis; and
- e) 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;



- f) 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.

## 26. DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption do not apply to your company for the period under review. Further, there were no foreign exchange earnings or outgo during the year under review. However, the management has taken all the necessary steps to conserve the resources to the extent possible. **"Annexure - D"**.

## 27. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

As required under section 204 (1) of the Companies Act, 2013 and Rules made there under the Company has appointed M/s. MR CHECHI & Associates, Company Secretaries, Chandigarh as Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial Year 2021-22. The Secretarial Audit Report which is given in Form No. MR-3 for the financial year ended 31<sup>st</sup> March 2022 is attached as **"Annexure E"** to this Report.

Remarks	Reply
1. During the financial year under review the company did not file the continual disclosure as required under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 within two trading days of receipt of disclosure from acquirers or becoming aware of such information. However, as informed by the management said disclosure has been filed within two trading days from the date when the shares were credited in the account of acquirers.	It is clarified that the disclosure was filed within two trading days of acquisition of shares (i.e. the effective date of shares to be traded) instead of within two trading days of receipt of disclosure from acquirers or becoming aware of such information.  However, the company has noted the Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
2. During the financial year under review, the company has paid remuneration exceeding 1% of the net profit calculated under Section 198 of the Companies Act, 2013 to other directors without obtaining requisite approval by way of Special Resolution under Section 197 of the Companies Act, 2013 read with Schedule V of the Act.	It is clarified that the company has placed a Special Resolution in the notice of Annual General Meeting to be held for the Financial Year ended 31 <sup>st</sup> March, 2022.
3. During the financial year under review, the company has not made provision for gratuity as required under Payment of Gratuity Act, 1972.	It is clarified that the company has taken action to create provision of gratuity. Further, the company has made the provision of gratuity in the Financial Year 2022-2023.
4. During the Financial Year under review the company has not deposited ₹ 13,030/- in Labour Welfare Fund which was due to be deposited.	It is clarified that although the company has made provision of labour welfare fund but due to delay in obtaining approval of license under Factories Act, 1948, the company could not deposit the outstanding amount in the labour welfare fund. In any case, the same has been deposited in the Financial Year 2022-2023 immediately after obtaining the registration.



## 28. ANNUAL SECRETARIAL COMPLIANCE REPORT

The provisions of Regulation 24A of the SEBI (LODR) Regulations, 2015 are applicable on the company for the financial Year 2021-22. The company has obtained the compliance report from M/s. MR CHECHI & Associates, Company Secretaries, Chandigarh. The Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March 2022 is attached as “Annexure F” to this Report. Following is the observation to the report.

Observations	Remarks/ Reply
1. During the financial year under review the company did not file the continual disclosure as required under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 within two trading days of receipt of disclosure from acquirers or becoming aware of such information. However, as informed by the management said disclosure has been filed within two trading days from the date when the shares were credited in the account of acquirers.	It is clarified that the disclosure was filed within two trading days of acquisition of shares (i.e. the effective date of shares to be traded) instead of within two trading days of receipt of disclosure from acquirers or becoming aware of such information.  However, the company has noted the Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

## 29. STATUTORY AUDITORS & AUDITORS REPORT

M/s Harjeet Parvesh & Company (FRN NO. 017437N), Chartered Accountants (Peer Review Certificate No. 011668) were re-appointed as Statutory Auditors of the Company at the Annual General Meeting held on 30<sup>th</sup> September 2019, for the second term of five consecutive years i.e. for a period of five years commencing from the conclusion of 09<sup>th</sup> Annual General Meeting till the conclusion of the 14<sup>th</sup> Annual General Meeting of the Company to be held in the year 2024 and shall continue to be statutory auditors of the company for the Financial Year 2022-2023. The Auditors have confirmed that they are not disqualified from being re-appointed as Auditors of the Company. The Report given by the Auditors on the financial statement of the Company is part of this Report as **Annexure “G”**.

However, following are the observations to the Auditors’ Report:

Observations	Remarks/ Reply
1. During the financial year under review, the company has not made provision for gratuity as required under Payment of Gratuity Act, 1972.	It is clarified that the company has taken action to create provision of gratuity. Further, the company has made the provision of gratuity in the Financial Year 2022-2023.
2. During the Financial Year under review the company has not deposited ₹ 13,030/- in Labour Welfare Fund which was due to be deposited.	It is clarified that although the company has made provision of labour welfare fund but due to delay in obtaining approval of license under Factories Act, 1948, the company could not deposit the outstanding amount in the labour welfare fund. In any case, the same has been deposited in the Financial Year 2022-2023 immediately after obtaining the registration.

During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Companies Act, 2013.

## 30. REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed by the Company, by its officer or employees to the Audit Committee under Section 143(12) of the Act, including rules made there under (if any) details of which needs to be mentioned in this Report.



### 31. CASH FLOW ANALYSIS

In conformity with the provisions of Clause 34(2) of SEBI (LODR) Regulations, 2015, the Cash Flow Statement for the year ended on 31<sup>st</sup> March, 2022 forms an integral part of the Financial Statements.

### 32. RISK MANAGEMENT POLICY

The Provisions of Section 134(3) (n) of the Companies Act, 2013 read with provisions of Regulation 21 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 regarding implementation of a risk management policy and constitution of Risk Management committee do not apply to your company for the period under review. However, Your Company follows a comprehensive system of Risk Management. It ensures that all the risks are timely defined and mitigated including identification of elements of risk which might threaten the existence of the Company.

### 33. NOMINATION & REMUNERATION COMMITTEE POLICY

Your Board has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management Personnel of the Company. This policy also lays down criteria for selection and appointment of Board Members. The detail of this policy is explained in the Report on Corporate Governance. The Nomination and remuneration Policy is available on the website of the company at [www.ajoonibiotech.com](http://www.ajoonibiotech.com) and direct web link to the policy is at <https://www.ajoonibiotech.com/pdf/nomination-and-remuneration-policy.pdf>.

### 34. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of loans, guarantees and investments under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on 31<sup>st</sup> March, 2022, are set out in Notes to the financial statements of the Company.

### 35. BORROWINGS

Total borrowings of the company both long term and short term as on 31<sup>st</sup> March, 2022 are amounting ₹ 535 lacs as compared to previous year ended 31<sup>st</sup> March, 2021 of amounting ₹ 678 lacs (For details Refer Note No. 11 and 12 of the Audited Financial Statements).

### 36. WHISTLE BLOWER POLICY AND VIGIL MECHANISM

Section 177(9) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called the 'Whistle Blower Policy' for Directors and employees to report concerns of unethical behavior, actual or suspected, fraud or violation or the Company's code of conduct or ethics policy. In line with this requirement, the Company has framed a "Whistle Blower Policy", which is placed on the Company's website. The Whistle Blower Policy as approved by the Board is uploaded on the Company's website at <https://www.ajoonibiotech.com/> and direct web link to the policy is at [https://www.ajoonibiotech.com/pdf/whistle\\_blower\\_policy.pdf](https://www.ajoonibiotech.com/pdf/whistle_blower_policy.pdf).

### 37. FAMILIARIZATION POLICY

Pursuant to the provisions of Regulation 25(7) of Listing Regulations, 2015, the Board has framed a policy to familiarize Independent Directors about the Company. The direct web link to the policy is at [https://www.ajoonibiotech.com/pdf/familiarisation\\_programme.pdf](https://www.ajoonibiotech.com/pdf/familiarisation_programme.pdf).

### 38. DISCLOSURES UNDER SEXUAL HARRASMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has in place a 'Prevention of Sexual Harassment Policy' pursuant to the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has also been set up to redress complaints received regarding sexual harassment. All employees (Permanent, contractual, temporary, trainees) are covered under this policy. No complaint has been received during the year under review.

### 39. STOCK EXCHANGES

During the year under reievw, the shares of the company were shifted from SME Platform (NSE energe) to the Main Board of National Stock Exchange of India Limited (NSE). Your company successfully completed 2 years on SME Platform of NSE and met the eligibility criteria for shifting to the main board of NSE. The Company had obtained In-Principle approval from NSE on April 26, 2021 and Final Listing and Trading Approval was granted by NSE on May





05, 2021. Further, 10005582 equity shares of the company were listed and admitted for dealing on exchange w.e.f. May 07, 2021

#### **40. LISTING FEES**

The equity shares of the Company are listed on the National Stock Exchange. The listing fee for the year 2022-23 has already been paid.

#### **41. TRADE RELATIONS**

The Board wishes to place on record its appreciation for the support and co-operation that the Company received from its suppliers, distributors, retailers and other associates. The Company has always looked upon them as partners in its progress and has happily shared with them rewards of growth. It will be Company's endeavor to build and nurture strong links based on mutuality, respect and co-operation with each other and consistent with customer interest.

#### **42. INTERNAL AUDITORS & AUDITORS REPORT**

As required under section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 made there under, the Company has appointed Internal Auditors to assess the risk management and to ensure that risk management processes are efficient, effective, secure and compliant. It is the basic check of internal control of the organization. An internal audit is an organizational move to check, ensure, monitor and analyze its own business operations in order to determine how well it conforms to a set of specific criteria.

#### **43. ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

Your Company's internal financial control ensures that all assets of the Company are properly safeguarded and protected, proper prevention and detection of frauds and errors and all transactions are authorized, recorded and reported appropriately.

Your Company has an adequate system of internal financial controls commensurate with its size and scale of operations, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

#### **44. MAINTENANCE OF COST RECORDS**

The maintenance of cost records for the services rendered by the company is not required pursuant to Section 148(1) of the Companies Act, 2013 read with rule 3 of Companies (Cost Records and Audit) Rules, 2014.

#### **45. DEMATERILISATION OF SHARES**

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN No. INE820Y01013 has been allotted for the Company. Further the Company does not have any Equity shares lying in the Suspense Account.

#### **46. HUMAN RESOURCE**

The relationship with employees continues to be harmonious. The company always considers its human resource as its most valuable asset. Imparting adequate and specialized training to its employees is ongoing exercise in the company.

#### **47. TRANSFER TO INVESTOR PROTECTION AND EDUCATION FUND (IEPF)**

Since there was no unpaid/unclaimed Dividend declared or paid by the Company, the provisions of Section 125 of the Companies Act, 2013 do not apply.

#### **48. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS**

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).

#### **49. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS**

There were no significant and material orders passed by the Regulators, Courts or Tribunals, during the year under review, which would impact the going concern status of the Company and its operations in future.

#### **50. DISCLOSURE IN RESPECT OF VOTING RIGHTS NOT EXERCISED DIRECTLY BY THE EMPLOYEES IN RESPECT OF SHARES TO WHICH SCHEME FOR PROVISION OF MONEY FOR PURCHASE OF OR SUBSCRIPTION FOR SHARES BY EMPLOYEES OR BY TRUSTEES FOR THE BENEFIT OF EMPLOYEES**

The disclosure under the provisions of Section 67(3) read with Rule 16(4) of the Companies (Share Capital



and Debentures) Rules, 2014 in respect of voting rights not exercised directly by the employees in respect of shares to which scheme for provision of money for purchase of or subscription for shares by employees or by trustees for the benefit of employees is not applicable to the company.

**51. PREVENTION OF INSIDER TRADING:**

The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code requires 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 Board is responsible for implementation of the Code.

**52. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.**

There are no proceedings initiated/ pending against your company under the Insolvency and Bankruptcy Code, 2016.

**53. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.**

During the period under review, there was no one-time settlement with any Bank or Financial Institution. Hence, no valuation was required to be undertaken.

**54. ACKNOWLEDGEMENTS AND APPRECIATION**

Your Directors would like to express their appreciation for assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company and the shareholders for their support and confidence reposed on the Company.

By Order of the Board of Directors  
**For Ajooni Biotech Limited**

Date: 25/08/2022  
Place: Mohali

**Jasjot Singh**  
Managing Director  
DIN: 01937631

**Gursimran Singh**  
Director  
DIN: 02209675



# CORPORATE GOVERNANCE REPORT

## (1) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance. Transparency, integrity, professionalism and accountability based values form the basis of the Company's philosophy for Corporate Governance and the continued application of these principles to the business practices has led to the growth of the Company over the years. The Company believes that corporate governance is beyond financial results and is a pre-requisite to the attainment of excellent performance in terms of stakeholders' long term value creation. The Company believes Corporate Governance is an ethically driven business process that is committed to values, aimed at enhancing an organization's brand and reputation. Hence, it is imperative to establish, adopt and follow best corporate governance practices, there by facilitating effective management and carrying out our business by setting principles, benchmarks and systems to be followed by the Board of Directors (the "Board"), Management and all Employees in their dealings with Customers, Stakeholders and Society at large.

The objective of the Company is not only to achieve excellence in Corporate Governance by conforming to prevalent mandatory guidelines on Corporate Governance but also to improve on these aspects on an ongoing basis with a continuous attempt to innovate in adoption of best business practices for value creation. The Company believes that good Corporate Governance is a continuous improvement seeking process and strives to further improve the Corporate Governance practices to meet the expectations of all the stakeholders.

We detail hereunder the Company's compliance with Regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations"):

## (2) THE BOARD OF DIRECTORS

The Board is at the core of our corporate governance practice and oversees how the Management serves and protects the long-term interests of our

stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance.

### a) Size and Composition of Board

The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (LODR) Regulations 2015, which stipulates that the Board should have optimum combination of executive and non-executive directors with at least one Independent woman director and at least 50% of the Board should consist of independent directors, as the Chairman of our Board is an executive director.

As on 31<sup>st</sup> March, 2022 the Board is comprised of 6 (Six) Directors. Out of these:

- Three are Executive Directors including one Managing Director who is also the promoter of the company and remaining two are Executive Directors.
- Three are Non- Executive Directors and all three are Independent Directors out of which one is Women Director.

All the Independent Directors satisfy the criteria of independence as required under Section 149 of the Companies Act, 2013 read with schedule IV of the Companies Act, 2013.

None of the Directors of the Company are related to each other.

### b) Number of Board Meetings

Minimum four prescheduled Board meetings are held every year. Additional meetings are held by giving appropriate notice to address specific needs of the company.

During the Financial Year 2021-22, the Board of Directors met 11 (eleven) times during the year on 27.05.2021, 23.06.2021, 02.08.2021, 14.08.2021, 27.08.2021, 01.09.2021, 08.10.2021, 13.11.2021, 18.12.2021, 20.01.2022 and 11.02.2022. The maximum time gap between two consecutive meetings did not exceed one hundred and twenty days.



### c) Attendance of Directors at the Board Meetings, Committee Meetings and Last AGM

In terms of SEBI Listing Regulations, none of the Directors are members of more than 10 Board level committees, nor are they Chairman of more than five committees in which they are members. Further, none of the Directors of the Company serve as an Independent Director in any other company except Mrs. Simmi Chhabra, who is appointed as an Independent Director in another listed company also.

Following is the attendance of Directors at the Board Meetings held during the year and at the last Annual General Meeting and also the number of Directorships and Board-level committee positions held by them:

Name of Director	Category of Directorship	DIN	Attendance Particulars			No. of other Companies Directorships and Committee memberships/ chairmanships of the company*		
			No. of Board Meetings attended		Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
			Held	Attended				
Mr. Jasjot Singh	ED –MD	01937631	11	11	Yes	1	--	--
Mr. Gursimran Singh	ED	02209675	11	11	Yes	1	--	--
Mr. Partek Singh	ED	07864006	11	11	Yes	--	--	--
Mr. Ramandeep Singh	NED –ID	07896086	11	11	Yes	--	3	--
Mr. Imtेशwar Singh	NED –ID	07864007	11	11	Yes	--	3	--
Mrs. Simmi Chhabra	NED –ID	07870398	11	11	Yes	2	3	3

\*ED stands for Executive Director; MD stands for Managing Director; WTD stands for Whole-Time Director, NED stands for Non- Executive Director and ID stands for Independent Director.

Note: None of the Directors of the Company are on the Board of any other listed entity except Mrs. Simmi Chhabra who is appointed as an Independent Director in Prism Medico & Pharmacy Limited, company which is listed on BSE and MSEI.

### d) Disclosure of relationships between directors inter-se

None of the other Directors are related to each other in any manner.

### e) Shareholding of Non-Executive Directors:

As on 31<sup>st</sup> March 2022, shareholding of the non-executive directors is as below:

Name of Director	Category	No. of shares held (Rs 10/- paid up)
Simmi Chhabra	NED-ID	14373
Imtेशwar Singh Bhatia NED ID	-	
Ramadeep Singh NED-ID	-	

### f) Details of familiarization programmes imparted to independent directors

Pursuant to the Code of Conduct for Independent Directors specified under the Companies Act, 2013 and requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has framed a familiarization programme for all its Independent Directors to familiarize them on their roles, rights and responsibilities in the Company.

The Familiarization programme for Independent Directors is posted on the website at <https://ajoonibiotech.com/> and the direct link to the programme is at [https://www.ajoonibiotech.com/pdf/familiarisation\\_programme.pdf](https://www.ajoonibiotech.com/pdf/familiarisation_programme.pdf).

### g) Confirmation on Independent Directors

The Board based on the disclosures received from all Independent Directors, confirms that all Independent

Directors fulfil the conditions of Independence as specified in SEBI Listing Regulations and are independent of the management of the Company for the year ended March 31, 2022.

#### **h) Resignation of Independent Directors**

During the year, none of the Directors resigned from the Board of Directors.

#### **i) Role of Board Members:**

The Board of Directors of the Company directs the Company by formulating and reviewing Company's policies, strategies and business plans. The Board of the Company provides leadership and strategic guidance to the Company and exercises control over the Company, while remaining at all times accountable to the shareholders.

The Board of Directors of the Company is constituted in compliance with the Corporate Governance principles. As on the date of adoption of Corporate Governance Report, the Board is having Six members with Mr. Jasjot Singh Chairing the Board.

The Company has not entered into any other materially significant transaction with its Directors/ Management or relatives etc. affecting the interest of the Company at large except in normal course of business.

#### **j) Procedure of the Board Meetings:**

The meetings of the Board are convened by giving appropriate advance notice to the members of the Board and to Stock Exchange.

The Compliance officer of the Company circulates internal notice to all the Board members and division heads asking for the suggestions/ details of any matter which requires discussion or approval of the Board so that the same could be incorporated in the agenda of the Board meeting. The date of the Board meeting is fixed taking into account convenience and availability of the Board members.

The Board of the Company is presented with all the relevant information on various vital matters affecting the working of the Company as well as those matters,

which require deliberation at the highest level. Board Members are given appropriate documents / detailed notes and information in advance of each Board and Committee Meeting. The minutes of the Committee of Board of Directors are taken as read at the meeting of Board for information of the members. The follow up actions of important agenda items of previous Board meeting are placed at the Board meeting for review of the Board.

The Compliance officer of the Company conducts the Board meetings and prepares all documents including minutes of the meeting in compliance with the provisions of the Companies Act and other statutory enactments.

### **(3) REMUNERATION TO DIRECTORS**

#### **Directors with pecuniary relationship or business transactions with the Company**

The Managing Director of the Company receive Salary, Perquisites, Allowances, commission on net profits and other benefits as stated in the agreements entered into between the Company and MD as the case may be, while all the Non-Executive Directors receive Sitting Fees. It is to be noted that the transactions with other entities where Directors are interested are being carried out at an arm's length and in compliance with the laws applicable thereto. There are no pecuniary transactions/relationships of the Company with Non-Executive Directors except sitting fees and reimbursement of expenses for attending meetings.

#### **Criteria of making payments to non-executive directors**

The Non-Executive/Independent Directors of the Company bring with them significant professional expertise and rich experience across the wide spectrum of functional areas such as marketing, legal, finance and other corporate and management functions.

The Non-Executive and Independent directors are paid sitting fees for attending Board and Committee meetings and expenditure incurred for such attendance is reimbursed. No other fee, remuneration, etc. is being paid to them.





## Remuneration to Directors

The appointment and remuneration of Executive Directors including Managing Director, is governed by the recommendation of the Nomination and Remuneration Committee, resolutions passed by the Board of Directors and Shareholders of the Company. Any annual pay, variable pay or incentives, if any, payable to Executive Directors is approved by the Board based on recommendation from Nomination and Remuneration Committee. The Non-Executive and Independent directors are paid sitting fees for attending Board and Committee meetings and expenditure incurred for such attendance is reimbursed. No other fee, remuneration, etc. is being paid to them.

(Amount in ₹ Lakhs)

Name of the Director	Salaries, perquisites and allowances	Commission	Sitting fees	Total
Mr. Jasjot Singh	18.00	-	-	18.00
Mr. Gursimran Singh	15.00	-	-	15.00
Mr. Partek Singh	05.00	-	-	05.00
Mr. Ramandeep Singh	-	-	0.33	0.33
Mr. Imtешwar Singh	-	-	0.33	0.33
Mrs. Simmi Chhabra	-	-	0.33	0.33
<b>Total</b>	<b>38.00</b>	<b>-</b>	<b>0.99</b>	<b>38.99</b>

### Service Contracts, Notice Period and Severance fees:

As at March 31, 2022, the Board comprised of six directors including three executive directors and three non-executive directors and independent directors. The Company has entered into agreements with Mr. Jasjot Singh, Managing Director which inter alia stipulate a three months' notice period to vacate their respective office held. There is no provision for payment of severance fees. The other Non-Executive Directors and Independent Directors are not subject to any specific requirement of notice period and severance fees.

### Stock Option details

During the year, no stock options were granted to any executive / non-executive director of the Company.

### COMMITTEES OF THE BOARD

Currently, the Board has three committees: Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee

### (4) AUDIT COMMITTEE

The scope of activities of the Audit Committee is set out as per SEBI (LODR) Regulations 2015 read with Section 177 of the Companies Act, 2013.

The terms of reference and powers of the Audit Committee are in conformity with the requirements of Regulation 18 of SEBI Listing Regulations and Section 177(1) of the Companies Act, 2013. Powers of the Committee and its terms of reference are as under:

1. Oversight of the company's financial reporting process.
2. the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
3. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;



5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reasons for the same
  - Major accounting entries involving estimates based on the exercise of judgment by management
  - Significant adjustments made in the financial statements arising out of audit findings
  - Compliance with listing and other legal requirements relating to financial statements
  - Disclosure of any related party transactions
  - Qualifications in the draft audit report
6. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
7. Reviewing, with the management, the statement of uses / application of funds raised through and issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
8. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
9. Approval or any subsequent modification of transactions of the company with related parties;
10. Scrutiny of inter-corporate loans and investments;
11. Valuation of undertakings or assets of the company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
14. 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;
15. Discussion with internal auditors of any significant findings and follow up there on;
16. 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;
17. 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;
18. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. To review the functioning of the Whistle Blower mechanism;
20. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.



As on 31<sup>st</sup> March 2022, the Audit committee comprised of three Directors and all the members are independent directors.

During the Financial Year 2021-22, The Audit Committee met 6 times during the year on 27.05.2021, 23.06.2021, 02.08.2021, 14.08.2021, 13.11.2021 and 11.02.2022.

The details of the composition of the Committee and attendance at the meetings are given below:

S. No.	Name of Director	Category	Designation	No. of Board Meetings attended	
				Held	Attended
1	Mrs. Simmi Chhabra	NED- ID	Chairperson	6	6
2	Mr. Ramandeep Singh	NED- ID	Member	6	6
3	Mr. Imteshwar Singh	NED- ID	Member	6	6

\*NED stands for Non- Executive Director and ID stands for Independent Director.

#### (5) NOMINATION AND REMUNERATION COMMITTEE

In accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations, the role of the Nomination and Remuneration Committee of the Company is as under:

1. To formulate criteria for determining qualifications, positive attributes and independence of Directors.
2. Formulate criteria for evaluation of Independent Directors and the Board.
3. Identify persons who are qualified to become Directors and individuals who may be appointed in Senior Management positions in accordance with the criteria laid down by the Committee.
4. Management positions in accordance with the criteria laid down by the Committee.
5. To carry out evaluation of every Director's performance.
6. To recommend to the Board, the appointment and removal of Directors and Senior Management.
7. To recommend to the Board, policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
8. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
9. To devise a policy on Board diversity.
10. To carry out any other function as is mandated by the Board from time to time and/or as required under any statutory notification, amendment or modification, as may be applicable.
11. To determine the extension or continuation of term of Independent Directors on the basis of the report of their performance evaluation.
12. To perform such other functions as may be necessary or appropriate for the performance of such duties.

As on 31<sup>st</sup> March 2022, the Nomination & Remuneration committee comprised of three Directors and all the members them are independent directors.

During the Financial Year 2021-22, The Nomination & Remuneration committee met 3 times during the year on 23.06.2021, 14.08.2021 and 27.08.2021.

The details of the composition of the Committee, and attendance at the meetings are given below:

S. No.	Name of Director	Category	Designation	No. of Board Meetings attended	
				Held	Attended
1	Mrs. Simmi Chhabra	NED- ID	Chairperson	3	3
2	Mr. Ramandeep Singh	NED- ID	Member	3	3
3	Mr. Imtешwar Singh	NED- ID	Member	3	3

\*NED stands for Non- Executive Director and ID stands for Independent Director.

#### INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on February 25, 2022, inter alia, to discuss:

- Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The details of the attendance of the Independent Directors at the meeting are given below. No sitting fee was paid for the said meeting.

S. No.	Name of Director	Category	Designation	No. of Board Meetings attended	
				Held	Attended
1	Mrs. Simmi Chhabra	NED- ID	Chairperson	1	1
2	Mr. Ramandeep Singh	NED- ID	Member	1	1
3	Mr. Imtешwar Singh	NED- ID	Member	1	1

#### (6) STAKEHOLDERS RELATIONSHIP COMMITTEE

The terms of reference of the Committee are as follows:

1. To supervise and ensure efficient share transfers, share transmission, transposition, etc.;
2. To approve allotment, transfer, transmission, transposition, consolidation, split, name deletion and issue of duplicate share certificates for equity shares of the Company;
3. To redress shareholders' complaints like non-receipt of balance sheet, non-receipt of declared dividends, etc.;



4. To review service standards and investor service initiatives undertaken by the Company;
5. To place before the Board meeting, a quarterly report giving details such as number of complaints received, resolved, pending during the quarter;
6. To report immediately to the Board, specific grievance raised by the shareholders/investors which could not be resolved by the committee and which need immediate attention;
7. To address all matters pertaining to Registrar and Transfer Agent including appointment of new Registrar and Transfer Agent in place of existing one;
8. To address all matters pertaining to Depositories for dematerialization of shares of the Company and other matters connected therewith; and
9. To attend to any other responsibility as may be entrusted by the Board or investigate any activity within terms of its reference.

As on 31<sup>st</sup> March 2022, the Stakeholders relationship committee comprised of three Directors and all the members them are independent directors.

During the Financial Year 2021-22, The Stakeholders relationship committee met 2 times during the year on 07.09.2021 and 07.02.2022.

The details of the composition of the Committee, and attendance at the meetings are given below:

S. No.	Name of Director	Category	Designation	No. of Board Meetings attended	
				Held	Attended
1	Mrs. Simmi Chhabra	NED- ID	Chairperson	2	2
2	Mr. Ramandeep Singh	NED- ID	Member	2	2
3	Mr. Imtishwar Singh	NED- ID	Member	2	2

\*NED stands for Non- Executive Director and ID stands for Independent Director.

#### Details of Shareholders' complaints

Details of complaints received, resolved and pending as on March 31, 2022 are as under:

Pending as on April 1, 2021	Complaints Received during the year	Complaints Resolved during the year	Pending as on March 31, 2022
Nil	Nil	Nil	Nil





## (7) SHAREHOLDERS INFORMATION

### General Body Meetings

#### Particulars of General Meetings held in last three years:

AGM/EGM	Financial Year	Venue	Day & Date	Time	No. of Special Resolution passed
11 <sup>th</sup> AGM	2020-21	Plot No. D-118, Industrial Area, Phase 7, Mohali, Punjab-160055 through VIDEO CONFERENCING ('VC')/ OTHER AUDIO VISUAL MEANS (OAVM)	Monday, the 27 <sup>th</sup> Day of September, 2021	10.30 AM	8
10 <sup>th</sup> AGM	2019-20	Plot No. D-118, Industrial Area, Phase 7, Mohali, Punjab-160055 through VIDEO CONFERENCING ('VC')/ OTHER AUDIO VISUAL MEANS (OAVM)	Thursday, the 10 <sup>th</sup> Day of September, 2020	10.00 AM	6
9 <sup>th</sup> AGM	2018-19	MOHALI INDUSTRIES ASSOCIATION, BAY NO.143-144, INDUSTRIAL AREA PHASE VII, MOHALI-160055	Monday, the 30 <sup>th</sup> Day of September, 2019	09.00 AM	10

#### Postal Ballot

During the F.Y. 2018-19, 2019-20 and 2021-22, no resolution was passed through postal ballot process except in the F.Y. 2020-21 three resolutions were passed through postal ballot vide notice dated 23<sup>rd</sup> January 2021.

## (8) MEANS OF COMMUNICATION

In accordance with Regulation 46 of SEBI Listing Regulations, the Company has maintained a functional website at [www.ajoonibiotech.com](http://www.ajoonibiotech.com) containing basic information about the Company viz., details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc. The contents of the said website are updated as and when required. The results along with presentations made by the Company to Analysts are also filed with the Exchanges and hosted on the website of the Company.

Further, the Company disseminates to the Stock Exchange, wherein its equity shares are listed, all mandatory information and price sensitive/such other information, which in its opinion, are material and/or have a bearing on its performance/operations and issues press releases, wherever necessary, for the information of the public at large.

## (9) GENERAL SHAREHOLDERS' INFORMATION

- **Annual General Meeting proposed to be Held**

- Day, Date & Time : Tuesday, 20<sup>th</sup> Day of September 2022 at 10.30 A.M.
- Venue : Plot No. D-118, Industrial Area Phase 7, Mohali, Punjab-160055.

- **Financial year** : 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022

- **Dividend Payment date**

No final dividend for FY 2021-22 is proposed by the Board.



- **Financial Calendar 2021-22 (Tentative)**

Results for the quarter ended 30<sup>th</sup> June, 2022  
 Results for the quarter ended 30<sup>th</sup> Sep, 2022  
 Results for the quarter ended 31<sup>th</sup> Dec, 2022  
 Results for the quarter ended 31<sup>st</sup> March, 2023

By 14<sup>th</sup> August, 2022  
 By 14<sup>th</sup> November, 2022  
 By 14<sup>th</sup> February, 2023  
 By 30<sup>th</sup> May, 2023

- **Listing**

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE), Exchange Plaza, Bandra – Kurla Complex, Bandra (East), Mumbai- 400 051.

The Company has paid the annual listing fees for the year 2022-23 to NSE.

- **Stock Code**

ISIN : INE820Y01013  
 SYMBOL : AJOONI

- **Book Closure Dates:** Wednesday, 14<sup>th</sup> September 2022 to Tuesday, 20<sup>th</sup> September 2022 (Both days inclusive)

- **STOCK DATA**

Table below gives the monthly high and low prices and volumes of trading of Equity Shares of the Company at National Stock Exchange of India Limited (NSE) for the year 2021-22.

(Face Value ₹ 10/- per share)

**NATIONAL STOCK EXCHANGE OF INDIA LIMITED**

Month & Year	High	Low	Traded Volume (In Lakhs)
April, 2021	-	-	-
May, 2021	75.7	41.9	3.35
June, 2021	66.3	46.2	26.20
July, 2021	64.35	51.00	17.86
August, 2021	64.45	48.00	13.41
September, 2021	56.4	49.35	10.11
October, 2021	67.00	49.3	38.20
November, 2021	65.75	55.88	6.80
December, 2021	72.05	56.00	18.63
January, 2022	77.9	65.00	31.89
February, 2022	85.85	52.6	48.64
March, 2022	71.15	54.65	16.35

- **Distribution of shareholding as at 31.03.2022:**

Distribution of shareholding of the equity shares of the company by size and ownership class as on 31.03.2022 is as under:



(a) Shareholding pattern by size:

Shares holding Nominal Value of (₹)	No. of Shareholders	% to Total Numbers	Total Shares	Share holding Amount (₹)	% to Total Amount
1	2	3	4	5	6
10 To 5,000	4119	81.87	462399	4623990	4.62
5001 To 10,000	347	6.89	295262	2952620	2.95
10001 To 20,000	200	3.97	316261	3162610	3.16
20001 To 30,000	89	1.76	233252	2332520	2.33
30001 To 40,000	41	0.81	150706	1507060	1.50
40001 To 50,000	90	1.78	414609	4146090	4.14
50001 To 1,00,000	75	1.49	590254	5902540	5.89
1,00,000 and Above	70	1.39	7542839	75428390	75.38
<b>Total</b>	<b>5031</b>	<b>100</b>	<b>10005582</b>	<b>100055820</b>	<b>100</b>

(b) Shareholding Pattern by ownership:

Category	No. of Shares held	Voting Strength (%)
Promoters Holding	52,64,688	52.62
Non-Promoter Holding	47,40,894	47.38

• **Registrar and Share Transfer Agents**

**Cameo Corporate Services Limited,**  
Subramaniam Building No. 1, Club House Road,  
Chennai-600002.  
E-mail: sofia@cameoindia.com, cameosys@  
cameoindia.com

• **Share Transfer System**

The Registrars and Share Transfer Agents have put in place an appropriate Share Transfer system to ensure timely share transfers. Share Transfers are registered and returned in the normal course within an average period of 15 days from the date of receipt, if the documents are clear in all respects. Requests for dematerialization of shares are processed and confirmation is given to the respective depositories i.e. NSDL and CDSL within 21 days.

• **Disclosure with respect to Demat suspense account/unclaimed suspense account**

There are no shares in demat suspense account or unclaimed suspense account as on March 31, 2022.

• **Dematerialization of shares and liquidity**

The Equity Shares of the Company have been admitted by both depositories namely, NSDL and CDSL.

As on 31<sup>st</sup> March, 2022, 10005582 equity shares representing 100% of the company's total paid up capital have been dematerialized.

Category	Number of shareholders	Total shares	Percentage
Physical	0	0	0
NSDL	1503	7624948	76.20
CDSL	3528	2380634	23.80
<b>Total</b>	<b>5031</b>	<b>10005582</b>	<b>100</b>

• **Outstanding Instruments**

There are no outstanding Global Depository Receipts / American Depository Receipts / warrants / any convertible instruments.



- **Commodity price risk or foreign exchange risk and hedging activities:**

The Company had no such transactions during the year hence the Company has not opted for hedging. Details of foreign currency exposure, where applicable are disclosed in notes to the financial statements. As such no disclosure is warranted in terms of SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

- **Compliance Officer**

Ms. Swati Vijan, Company Secretary of the company is designated as a Compliance Officer of the company, who can be reached at: AJOONI BIOTECH LIMITED at Registered Address: D-118, Industrial Area, Phase VII, Mohali, Punjab-160055 or at Email id- ajooni118@gmail.com/ cs@ajoonibiotech.com.

- **Registered office and Plant Locations**

- I) PLOT NO. D-118, INDUSTRIAL AREA, PHASE 7, MOHALI, PUNJAB-160055
- II) GT ROAD, KHANNA, DIST. LUDHIANA, PUNJAB

- **Address for Correspondences**

PLOT NO. D-118, INDUSTRIAL AREA, PHASE 7, MOHALI, PUNJAB-160055

## (10) AFFIRMATIONS AND DISCLOSURES

- **Compliances with Governance Framework**

The Company is in compliance with all mandatory requirements under the SEBI Listing Regulations.

- **Related Party Transactions**

Details of related party transactions are presented as part of the Notes to the Financial Statements. All details on the financial and commercial transactions,

where Directors may have a potential interest, are provided to the Board. The interested Directors neither participate in the discussion, nor vote on such matters.

During the financial year, no materially significant related party transactions, that may have potential conflict with the interests of the Company at large, have been entered into by the Company. All transactions entered into with the Related Parties as defined under Companies Act, 2013 during the year were in the ordinary course of business and on an arm's length basis, and did not attract provisions of Section 188 of Companies Act, 2013, relating to approval of shareholders. Omnibus approval from the Audit Committee was obtained for all transactions which are repetitive and normal in nature. All transactions with Related Parties were entered into with prior approval of Audit Committee as well as the Board and ratified by the Audit Committee once the transactions took place. Further, disclosures are made to the Committee and the Board on a quarterly basis.

Company has adopted a Related Party Transactions Policy which is available on the website of the Company i.e. <https://www.ajoonibiotech.com/pdf/RELATED%20PARTY%20TRANSACTION%20POLICY.pdf>

- **Non-compliance, penalties, strictures imposed on the Company**

The Company is in compliance with the requirements of the Stock Exchanges or SEBI or any other statutory authority on all matters related to capital markets, since listing on the Stock Exchange. Further, there has been no disciplinary action by other stock exchanges and regulatory authorities in past three years except SOP fine levied by National Stock Exchange to the Company under SEBI ICDR/LODR Regulations. The same has already paid as per the requirements. i.e.

NSE Reference Letter No.	Non-Compliance Provision	Fine Amount (₹)	Amount Paid (₹)
NSE/LIST-SOP/REG-29/ FINES/100856 dated September 10, 2020	Regulation 29 (2)/(3) of SEBI (LODR) Regulations, 2015	₹ 11,800 (including GST)	Amount paid- ₹ 11050 TDS deducted - ₹ 750

UTR No.- P20091445695139 dated 14/09/2020



NSE Reference Letter No.	Non-Compliance Provision	Fine Amount (₹)	Amount Paid (₹)
NSE/LIST/102902 DATED March 02, 2020	Non compliance of provisions of SEBI (ICDR) Regulations 2018	₹ 47,200 (including GST)	Amount paid- ₹ 47,200 UTR No.- P20030488263548 dated 04/03/2020

- **Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the audit committee**

The Company has implemented the vigil mechanism policy to report genuine concerns. The policy provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

During the year, none of such personnel have been denied access to the audit committee. The whistle blower policy of the Company can be accessed through the following link. [https://www.ajoonibiotech.com/pdf/whistle\\_blower\\_policy.pdf](https://www.ajoonibiotech.com/pdf/whistle_blower_policy.pdf).

- **Details of compliances with mandatory requirements of corporate governance and adoption of non-mandatory requirements**

All mandatory requirements of corporate governance have been complied with. Details of compliance with non-mandatory requirements or discretionary requirements as required under Part E of Schedule II are provided as above.

- **Compliance with Secretarial Standards**

The Institute of Company Secretaries of India issued Secretarial Standards for Board and General Meetings in exercise of powers under Section 118 of the Companies Act, 2013. The Company complies with all requirements of said Secretarial Standards.

- **Accounting treatment in preparation of financial statements**

The Company has followed the Indian Accounting Standards notified under Section 133 of Companies Act, 2013 read with Companies (Indian Accounting

Standards (Ind AS)) Rules, 2015 in preparation of its financial statements.

- **Code of Conduct**

The company has adopted a code of conduct for the members of the Board and for every employee of the Company in compliance with the provisions of Listing Regulations. Commitment to ethical professional conduct is a must for every employee, including Board members and senior management. The code is intended to serve as a basis of ethical decision making in conduct of professional work. The code of conduct enjoins that each individual in the must know and respect existing laws, accept and provide appropriate professional views, and be upright in his conduct and observe corporate discipline All Board members and senior Management personnel affirm compliance with the code of conduct annually. The Code of conduct has been posted on the website of the company at <https://ajoonibiotech.com/> and direct link to the code of conduct is at [https://ajoonibiotech.com/Uploads/Policy/Code%20of%20Conduct\\_.pdf](https://ajoonibiotech.com/Uploads/Policy/Code%20of%20Conduct_.pdf).

**A DECLARATION SIGNED BY THE MANAGING DIRECTOR (MD) TO THIS EFFECT IS GIVEN BELOW:**

"I hereby confirm that, the Company has obtained affirmation from all the members of the Board and Senior Management, that they have complied with the Code of Conduct for Directors and Senior Management in respect of the financial year ended 31st March 2022."

Place: Mohali  
Date :09/05/2022

**Jasjot Singh**  
Managing Director

- **Pledge of Equity Shares**

No pledge has been created over the equity shares held by either Promoters and/or Promoter Group Shareholders as on March 31, 2022.





- **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)**

During the year under review, company has not raised funds through an issue (public issue, rights issue, preferential issue, etc.).

- **Details of Directors appointed/Reappointed**

Details of Directors being appointed / re-appointed, have been disclosed in the Notice and Explanatory statement attached thereto for the AGM, i.e. a brief resume, nature of expertise in specific functional areas, names of directorships and committee memberships and their shareholding in the Company.

- **Management**

The management discussion and analysis report giving an overview of the Industry, Company's Business and its financials is provided separately as a part of this Annual Report.

- **Insider trading**

Pursuant to Securities and Exchange Board of India [Prohibition of Insider Trading] Regulations the company has prescribed a Code of Conduct for Prevention of Insider Trading and a Code of Corporate Disclosure Practices.

The code lays down guidelines and procedures to be followed and disclosures to be made while dealing with securities of the company. Under this code, Directors including Insiders (i.e. Designated Employees) are prevented from dealing in the Company's shares. To deal in Securities beyond specified limits, permission of Compliance Officer is required. All Designated Employees are also required to disclose related information as defined in the Code. The purpose of the code is also to guide company's transaction and dissemination of price sensitive information to outside agencies and to ensure timely and adequate disclosures thereof to regulatory authorities on a continuous basis.

- **Subsidiary companies**

The Company does not have any subsidiary company.

- A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

The Company has obtained a Certificate pursuant to the Regulation 34(3) read with Schedule V of the Listing Regulations, from a Practicing Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies either by Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other Statutory Authorities. The said certificate forms part of this report.

- **Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year:**

Not Applicable

- **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.**

Details of remuneration paid to Auditors of the Company are provided below:

Sr. No.	Particulars	Amount (In ₹)
1	Audit Fees	70,800
	<b>Total</b>	<b>70,800</b>

- **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The details relating to the same are provided in the Directors' Report.



**Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount**

The company has not given any loans and advances in the nature of loans to firms/companies in which directors are interested.

**(11) THE CORPORATE GOVERNANCE REPORT SHALL ALSO DISCLOSE THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II HAVE BEEN ADOPTED**

The Company fulfills the following discretionary requirements pursuant to Regulation 27(1) of the SEBI Listing Regulations read with Part E of Schedule II.

**(12) CEO/CFO CERTIFICATION**

As required under Regulation 17(8) of the SEBI Listing Regulations, the Chairman and MANAGING DIRECTOR CUM CFO of the Company have certified to the Board, the Financial Statements for the year ended March 31, 2022 and the certificate is annexed to this report.

By Order of the Board of Directors  
**For Ajooni Biotech Limited**

**Jasjot Singh**  
Managing Director  
DIN: 01937631

**Gursimran Singh**  
Director  
DIN: 02209675



# FORM NO. AOC -2

## ANNEXURE 'A' TO DIRECTORS' REPORT

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014].

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

### 1. Details of contracts or arrangements or transactions not at Arm's length basis.

S. No.	Particulars	Details
1	Name (s) of the related party & nature of relationship	NIL
2	Nature of contracts/arrangements/transaction	NIL
3	Duration of the contracts/arrangements/transaction	NIL
4	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5	Justification for entering into such contracts or arrangements or transactions'	NIL
6	Date of approval by the Board	NIL
7	Amount paid as advances, if any	NIL
8	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NIL

### 2. Details of contracts or arrangements or transactions at Arm's length basis.

S. No.	Name of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of Approval by the board	Amount paid as Advances, if any.
1.	Healthy Biosciences Private Limited	1. Purchases 2. Sales 3. Rent Paid	Transactions in normal course of business.	Purchases: ₹ 6,30,090.50/- Sales: ₹ 42,00,000.00/- Rent paid: ₹ 2,12,400.00/-	27.05.2021	-



## ANNEXURE 'B' TO DIRECTORS' REPORT

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

### PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(q) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company for the financial year 2021-22 along with the percentage increase in Remuneration of each Executive Director and Key Managerial Personnel (KMP) during the financial year 2021-22:

Sr. No.	Name of Director and KMP	Designation	Ratio of remuneration of each Director / KMP to the Median Remuneration of Employees	Percentage increase in Remuneration during the financial year
1.	Mr.Jasjot Singh	Managing Director	17.80 : 1	-
2.	Mr.Partek Singh	Director	4.95: 1	66%
3.	Mr.Gursimran Singh	Director	14.83 : 1	38.88%
4.	Mr.Gurmeet Singh	Chief Financial Officer	4.40 : 1	-
5.	Ms. Swati Vijan	Company Secretary/ Compliance Officer	6.43 : 1	10%

(\*Mr. Gurmeet Singh resigned as a Chief Financial Officer from the company w.e.f. 14<sup>th</sup> August 2021)

(\*\*Mr. Jasjot Singh, Managing Director was appointed as a Chief Financial Officer from the company w.e.f. 14<sup>th</sup> August 2021)

#### Notes:

- a) The Independent Directors of the Company are entitled to sitting fee and commission on Net Profits as per statutory provisions of the Companies Act, 2013 and as per terms approved by the Members of the Company.
- b) Percentage increase in remuneration indicates annual total compensation increase, as recommended by the Nomination and Remuneration Committee and duly approved by the Board of Directors of the Company.
- c) Employees for the purpose above include all employees excluding employees governed under collective bargaining process.
- (ii) There were 77 permanent employees on the rolls of the Company as on March 31, 2022.
- (iii) It is hereby affirmed that the remuneration paid to all the Directors, KMP, Senior Managerial Personnel and all other employees of the Company during the financial year ended March 31, 2022, were as per the Nomination and Remuneration Policy of the Company.

By Order of the Board of Directors  
**For Ajooni Biotech Limited**

Date: 25.08.2022  
Place: Mohali

**Jasjot Singh**  
Managing Director  
DIN: 01937631

**Gursimran Singh**  
Director  
DIN: 02209675



# CONSERVATION OF ENERGY

## ANNEXURE 'D' TO DIRECTORS' REPORT

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO THE PROVISIONS OF SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014:

<b>A CONSERVATION OF ENERGY</b>		
1	Steps taken for conservation	The Company continues to give high priority to conservation of energy on an on-going basis by preventive maintenance of electric equipments and ensured optimum utilization of electric energy.
2	Steps taken for utilizing alternate sources of energy	The Company has obtained better machinery to reduce its usage of energy and increase its production capacity.
3	Capital investment on energy conservation equipments	It can be planned through replacement of and modification of inefficient equipments and by providing automatic controls to reduce idle running of equipments
<b>B TECHNOLOGY ABSORPTION</b>		
1	Efforts made for technology absorption	Keeping constant touch with the new technologies.
2	Benefits derived	to achieve the best level of quality achievement
3	Expenditure on R&D	NA
4	Technology imported	The Company has not imported any technology.
5	Year of Import	NA
6	Has technology been fully absorbed	NA
7	Areas where this has not taken place	NA
<b>C FOREIGN EXCHANGE EARNINGS AND OUTGO (FY 2021-22)</b>		
1	Foreign Exchange earnings	Nil
2	Foreign Exchange outgo	Nil

### DISCLOSURES TO ANNUAL REPORT

(Pursuant to regulation 34(3) & 53(f) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

#### A) RELATED PARTY DISCLOSURE

S. NO.	IN THE ACCOUNTS OF HOLDING/ SUBSIDIARY COMPANY
	DISCLOSURES OF AMOUNTS AT THE YEAR END AND THE MAXIMUM AMOUNT OF LOANS/ ADVANCES/ INVESTMENTS OUTSTANDING DURING THE YEAR.

The Company Does Not Have Any Holding or Subsidiary Company, hence no amount of loans, advances or investments is outstanding during the year.

#### B) DECLARATION

I, Gursimran Singh, CEO of the Company hereby state that the members of the board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management on an annual basis.

On behalf of the Board  
For Ajooni Biotech Limited  
Sd/-  
Gursimran Singh (CEO)





**C) COMPLIANCE CERTIFICATE [As per Regulation 17(8) of SEBI (LODR) Regulation, 2015]**

To,  
The Board of Directors,  
Ajooni Biotech Limited

I, Jasjot Singh, Chairman & Managing Director cum Chief Financial Officer of the Company hereby certify that in respect of the financial year ended on March 31, 2022:

We have reviewed financial statements and the cash flow statement for the year March 31, 2022 and that to the best of their knowledge and belief:

1. These statements do not contain any materially 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 listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. 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 violative of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of 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.

We have indicated to the auditors and the Audit committee:

1. significant changes in internal control over financial reporting during the year;
2. significant changes 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.

Sd/-

Jasjot Singh

Managing Director cum CFO

Place: Mohali  
Date: 09/05/2022

**D) CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE**

**CERTIFICATE OF  
NON-DISQUALIFICATION OF DIRECTORS**  
*[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
The Members  
Ajooni Biotech Limited  
Plot Number D-118, Industrial Area,  
Phase VII, Mohali, Punjab-160059.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **M/s. Ajooni Biotech Limited** having CIN L85190PB2010PLC040162 and having registered office at Plot Number D-118, Industrial Area, Phase VII, Mohali, Punjab-160059 (hereinafter referred to as 'the Company'), produced before us by the company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.



**Details of Directors:**

S. No.	Name of Director	DIN	Date of appointment in company
1.	Jasjot Singh	01937631	Managing Director cum CFO
2.	Partek Singh	07864006	Director
3.	Imteshwar Singh Bhatia	07864007	Director
4.	Simmi Chhabra	07870398	Director
5.	Ramandeep Singh	07896086	Director
6.	Gursimran Singh	02209675	Director

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**M.R. CHECHI & ASSOCIATES  
COMPANY SECRETARIES**

**Place: Chandigarh  
Date: 14/07/2022  
UDIN: F003823D000619878.**

**MAST RAM CHECHI, FCS  
COMPANY SECRETARY IN PRACTICE  
M. NO.: 3823/C.P. NO.: 2906**

**D) CERTIFICATE FROM STATUTORY AUDITOR**

**AUDITOR'S CERTIFICATE  
(In terms of Regulation 34(3) and Schedule V (E) of SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To  
The Members  
Ajooni Biotech Limited,

We have examined the compliance of conditions of Corporate Governance by Ajooni Biotech Limited for the year ended on 31st March 2022 as stipulated in Regulation 34(3) of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 of the said company with the Stock Exchange (National Stock Exchange).

**Management's Responsibility**

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statement of the company.



## **Opinion**

On the basis of our review of the relevant records and documents maintained by the company and furnished to us for internal review and the information and explanation given to us by the company we certify that the company has fully complied with all the mandatory conditions of Corporate Governance as stipulated in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

## **Restriction on use**

This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

**For Harjeet Parvesh & Co.  
Chartered Accountants  
Firm Reg. No. 017439N**

**Place: Mohali  
Date: 09/05/2022**

**Konica Madan  
Partner  
M.No. 547759  
UDIN: 22547759AIPSJJ4155**



# SECRETARIAL AUDIT REPORT

ANNEXURE 'E' TO DIRECTORS' REPORT

**Form MR-3**  
**Secretarial Audit Report**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

TO,

THE MEMBERS  
AJOONI BIOTECH LIMITED  
CIN: L85190PB2010PLC040162.  
D-118, INDUSTRIAL AREA, PHASE-7,  
MOHALI, PUNJAB-160059.

Dear Sir(s)

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

Based on our verification of the **M/s. AJOONI BIOTECH LIMITED** 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, we hereby report that in our opinion, the company has, during the audit period ended on **31/03/2022**, 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.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. AJOONI BIOTECH LIMITED ("the Company")** for the financial year ended on **31/03/2022** 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 Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable as company has not accepted/made any FDI, ODI or ECBs during the Financial Year under review.**

V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company:

a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable as the Company did not issue any ESOP or ESPS during the Financial Year under review.**

f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable as the Company did not issue any debt securities during the Financial Year under review.**

g. 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; **Not Applicable as the Company is not registered as Registrar to an Issue and Share transfer Agent during the year under review.**



- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable as the Company has not delisted its Equity shares from any Stock Exchange during the financial year under review and**
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as the Company has not bought back any of its securities during the Financial Year under review.**
- VI) Based on the representation made by the company and its officers, the company has proper system and process in place for compliance under the other applicable Laws, Acts, Laws, Rules, Regulations, Guidelines and Standards as applicable to the company which are given below:
- i. The Environment (Protection) Act 1986
  - ii. Air (Prevention and Control of Pollution) Act, 1981
  - iii. The Water (Prevention and Control of Pollution) Act, 1974
  - iv. GST (Goods & Service Tax) Laws, Excise Laws, Sales Tax Laws
  - v. Income Tax Act, 1961.
  - vi. Food Safety and Standards Act, 2006
  - vii. Labour Laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, Employee State Insurance etc.
  - viii. MSMED Act, 2006
  - ix. Trademark Act, 1999
  - x. Legal Metrology Act, 2009
  - xi. The Electricity Act, 2003 and the Electricity Rules 2005
  - xii. The Factories Act, 1948
  - xiii. The Payment of Bonus Act, 1965
  - xiv. The Employees Provident Fund and Miscellaneous Provisions Act, 1952

**We have also examined compliance with the applicable clauses of the following:**

- i) The Institute of Company Secretaries of India has prescribed Secretarial Standards which are mandatory for the year 2021-2022.
- ii) The provisions of the Listing Agreements entered into by the Company with the Stock Exchanges.

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc mentioned above subject to the following observations/note:

1. **During the financial year under review the company did not file the continual disclosure as required under Regulation 7(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015 within two trading days of receipt of disclosure from acquirers or becoming aware of such information. However, as informed by the management said disclosure has been filed within two trading days from the date when the shares were credited in the account of acquirers.**
2. **During the financial year under review, the company has paid remuneration exceeding 1% of the net profit calculated under Section 198 of the Companies Act, 2013 to other directors without obtaining requisite approval by way of Special Resolution under Section 197 of the Companies Act, 2013 read with Schedule V of the Act.**
3. **During the financial year under review, the company has not made provision for gratuity as required under Payment of Gratuity Act, 1972.**
4. **During the Financial Year under review the company has not deposited ₹ 13,030/- in Labour Welfare Fund which was due to be deposited.**

**We further report that:**

- The Board of Directors of the company is constituted with proper mix of Executive Directors, Non-Executive Directors and Independent Directors. Further, changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice was given to all 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 decisions were carried through while the dissenting members views were captured and recorded as part of the minutes.

**We 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.

**We further report that** during the audit period, in pursuance of the above referred laws, rules, regulations, guidelines etc. having a major bearing on the material affairs, the company has:

- (i) Increased its authorised capital to ₹ 25,00,00,000/- divided into 2,50,00,000 equity shares of ₹ 10/- each.
- (ii) Altered the main object clause of Memorandum of Association of the company.

**FOR M.R. CHECHI & ASSOCIATES  
COMPANY SECRETARIES**

**Place: Chandigarh  
Dated: 08<sup>th</sup> August, 2022.**

**MAST RAM CHECHI  
M. NO.: 3823; CP NO.: 2906  
UDIN: F003823D000763362**



**Annexure A**

TO,  
THE MEMBERS,  
AJOONI BIOTECH LIMITED.  
CIN: L85190PB2010PLC040162.  
D-118, INDUSTRIAL AREA, PHASE-7,  
MOHALI, PUNJAB-160059.

Our 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. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We 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. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness and the compliance by the company abiding and adherence to applicable financial and taxation laws like direct taxation and indirect taxation laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by Statutory Financial Auditor and other designated professionals
4. Wherever required, we have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the 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 M.R. CHECHI & ASSOCIATES  
COMPANY SECRETARIES**

**Place: Chandigarh  
Dated: 08<sup>th</sup> August, 2022.**

**MAST RAM CHECHI  
M. NO.: 3823; CP NO.: 2906  
UDIN: F003823D000763362**



# SECRETARIAL COMPLIANCE REPORT

## ANNEXURE 'F' TO DIRECTORS' REPORT

### SECRETARIAL COMPLIANCE REPORT OF M/S. AJOONI BIOTECH LIMITED FOR THE YEAR ENDED 31ST MARCH, 2022.

I, Mast Ram Chechi, Practicing Company Secretary have examined:

- All the documents and records made available to us and explanation provided by M/s. Ajooni Biotech Limited (CIN: L85190PB2010PLC040162) ("the listed entity"), having its registered office at D-118, Industrial Area, Phase-7, Mohali, Punjab-160059.
- The filings/submissions made by the listed entity to the stock exchange (NSE),
- Website of the listed entity,
- Any other document/filing, as may be relevant, which has relied upon to make this certification.

### For the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of:

- The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, Circulars, Guidelines issued there under; and
- The Securities Contracts (Regulation) Act, 1956 ("SCRA"), Rules made there under and the Regulations, Circulars, Guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

### The Specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:

- Securities and Exchange Board of the India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of the India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of the India (Substantial Acquisition of shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of the India (Prohibition of Insider Trading) Regulations, 2015;

**(Note: The aforesaid list of SEBI Regulations is only the list of regulations which were applicable to the listed entity for the review period).**

### Based on the above examination, I hereby report that, during the review period:

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. No	Compliance Requirement (Regulations/ Circulars/ Guidelines Including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
1.	Regulation 7(2)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	The intimation regarding continual disclosures was filed with the Stock Exchange after two trading days.	The company although complied with provisions of Regulation 7(2)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015 but filed the continual disclosure within two trading days from the date when the shares were credited in the account of acquirers.

- The listed entity has maintained proper records under the provisions of the above Regulations and circulars guidelines issued there under insofar as it appears from my examination of those records.



- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by the Stock Exchange (including under the Standard Operating Procedures issued by the SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

S. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
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NIL

- d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
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NOT APPLICABLE

**FOR M.R. CHECHI & ASSOCIATES  
COMPANY SECRETARIES**

**Place: Chandigarh  
Dated: 27<sup>th</sup> May, 2022.**

**MAST RAM CHECHI  
M. NO.: 3823; CP NO.: 2906  
UDIN: F003823D000763362**



# INDEPENDENT AUDITOR'S REPORT

## ANNEXURE 'G' TO DIRECTORS' REPORT

To  
The Members of M/s Ajooni Biotech Limited

### Opinion

We have audited the accompanying standalone financial statements of M/s Ajooni Biotech Limited which comprise the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (statement of changes in equity), Cash Flow Statement for the year then ended, notes to the financial statements and a summary of significant accounting policies and other explanatory information. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

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 March 31, 2022, and its Profit,(changes in equity) for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key Audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### 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 of these standalone financial statements that give a true and fair view of the financial position, financial performance ,(changes in equity)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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. That Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibility for the audit of the Standalone Financial Statements

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.

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from





material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure-A, a statement on the matters specified in paragraphs 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 purpose 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 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 written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) 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) Rules, 2014, 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 litigations which would impact its financial position.
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

UDIN: 22547759AIPSJJ4155  
Place: MOHALI  
Date: 09/05/2022

For Harjeet Parvesh & Co.  
Chartered Accountants  
FRN: 017437N  
CA Konica Madan  
Partner  
M.No. 547759



## ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2022:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- (d) The company has not revalued its Property, Plant and Equipment during the year.
- (e) No proceedings have been initiated against the company for holding any Benami Property under the Benami Transactions (Prohibition) Act 1988 and rules made there under.
- 2) (a) The Management has conducted Physical verification of inventory at reasonable intervals and according to our opinion is reasonable having regard to the size of the company and nature of its business. There were No Discrepancies noticed on physical verification of the inventory.
- (b) The quarterly returns or statements filed by company with banks or financial institutions are in agreement with the books of accounts.
- 3) a) The Company has not granted any loans or provided any advances in nature of Loans , secured or unsecured to Companies , firms , Limited Liability Partnerships or any other party.

The company has only provided advance for purchase of land which is not considered as

nature of Loan as per nature of agreement and management representations.

However the company had opening balances of advances provided to following parties:

M/s Diamond Global Links : Rs 36,00,000.00  
M/s Diamond Copy House : Rs 21,00,000.00

- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs, Duty of Excise, Goods and Service Tax, Cess and any other statutory dues with the appropriate authorities except for Labor Welfare fund amounting to Rs 13030/- due to deposited. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2022 for a period of more than six months from the date on when they become payable.

The provisions of gratuity are applicable to the company but no such provision has been provided for, hence amount is unascertainable.



- b) According to the information and explanation given to us, there are no dues of income tax, GST, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) According to the information and explanation given to us, there are no transactions which have been surrendered or disclosed as income during the year in tax assessment under Income tax Act, 1961.
- 9) a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.
- b) In our opinion and according to the information and explanations given to us, the company is not declared as wilful defaulter by any bank or financial institution or other lender.
- c) In our opinion and according to the information and explanations given to us Long term Loans were applied for the purpose they were obtained.
- d) In our opinion and according to the information and explanations given to us funds raised on Short term basis were applied for the purpose they were obtained.
- e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) The company has raised the following Loan on pledge of security from M/s Khanna Solvex, partnership firm in which Mr. Jasjot Singh Managing Director/CFO of the company, being a Partner LOAN OBTAINED: HDFC Bank CC OF ₹ 6.70 Cr Additional EMT OF industrial Property in Khanna, MV 500 LACS held in name of M/s Khanna Solvex.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised any moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of clause (x) of the Order are not applicable to the Company and hence not commented upon.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) In our opinion, the company has an internal audit system to commensurate with the size and nature of its business,
- b) The reports of Internal Auditor dated 05.05.2022 were considered while forming an opinion on financial statements.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause (xvi) of the Order are not applicable to the Company and hence not commented upon.
- 17) In our opinion, the company has not incurred any cash losses in the financial year and in any preceding financial year.
- 18) There is no resignation of the statutory auditor during the year, accordingly, the provisions of clause (Xviii) of the Order are not applicable to the Company and hence not commented upon.



- 19) In our opinion, on the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of Board of directors and management's plans no material uncertainty exists as on date of audit report that company is not capable of meeting its liabilities at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.
- 20) In our opinion, the Provisions of Section 135(5) Of the Companies Act are not applicable to the company; the provisions of clause (xx) of the Order are not applicable to the Company and hence not commented upon.
- 21) In our opinion the financial statements are stand alone statement and consolidation is not required, the provisions of clause (xxi) of the Order are not applicable to the Company and hence not commented upon.

**UDIN: 22547759AIPSJJ4155**  
**Place: MOHALI**  
**Date: 09/05/2022**

**For Harjeet Parvesh & Co.**  
**Chartered Accountants**  
**FRN: 017437N**  
**CA Konica Madan**  
**Partner**  
**M.No. 547759**



# ANNEXURE B" TO THE INDEPENDENT AUDITOR'S REPORT

## of even date on the Financial Statements of M/s Ajooni Biotech Limited

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 M/s Ajooni Biotech Limited ("the Company") as of March 31, 2022 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. 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 judgement, 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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.

**UDIN: 22547759AIPSJJ4155**  
**Place: MOHALI**  
**Date: 09/05/2022**

### **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 March 31, 2022.

**For Harjeet Parvesh & Co.**  
**Chartered Accountants**  
**FRN: 017437N**  
**CA Konica Madan**  
**Partner**  
**M.No. 547759**



# BALANCE SHEET

as on 31<sup>st</sup> March, 2022

PARTICULARS	NOTES	31.03.2022	31.03.2021	01.04.2020
<b>I) ASSETS</b>				
<b>(1) Non-current assets</b>				
a) Property , Plant & Equipment	1	6,20,52,358.00	5,16,17,081.00	2,07,15,278.00
b) Financial Assets				
1. Non-Current Investment	2	70,38,909.00	1,14,82,856.00	3,07,86,506.00
2. Advances				
c) Deferred Tax Assets		18,18,383.00	14,65,029.00	12,73,605.00
a) Other Non Current Assets	3	-	14,07,030.00	28,14,060.00
<b>(2) Current assets</b>				
a) Inventories	4	5,88,17,040.00	5,37,62,090.00	3,28,56,814.00
b) Financial Assets				
1) Cash & Cash Equivalent	5	5,73,855.00	24,40,976.00	12,38,879.00
2) Short Term Loans and advances	6	2,14,71,815.00	1,98,82,931.00	1,24,66,892.00
3) Trade Receivables	7	13,84,02,877.00	13,71,17,389.00	12,64,18,512.00
(c) Other Current Asset	8	-	10,87,547.00	21,04,378.00
<b>TOTAL</b>		<b>29,01,75,237.00</b>	<b>28,02,62,930.00</b>	<b>23,06,74,924.00</b>
<b>II) EQUITY AND LIABILITIES</b>				
<b>(1) Equity</b>				
a) Equity Share Capital	9	10,00,55,820.00	10,00,55,820.00	8,40,50,240.00
b) Other Equity	10	6,37,67,836.00	5,64,51,410.00	7,48,59,992.00
<b>(2) Non - Current Liabilities</b>				
a) Financial Liabilities				
(1) Borrowing	11	2,57,63,844.00	1,89,79,313.00	1,33,07,393.00
<b>(3) Current Liabilities</b>				
a) Financial Liabilities				
1) Borrowings	12	2,77,40,793.00	4,88,57,260.00	3,69,45,933.00
2) Trade Payables	13	6,79,91,141.00	5,40,03,957.00	1,93,28,252.00
b) Other Current Liabilities	14	3,79,543.00	4,11,890.00	4,99,582.00
c) Current Tax Liabilities (Net)	15	44,76,260.00	15,03,280.00	16,83,532.00
<b>TOTAL</b>		<b>29,01,75,237.00</b>	<b>28,02,62,930.00</b>	<b>23,06,74,924.00</b>

## Notes on Accounts

Notes '1' to '15' and Note '25'  
Form Integral part of the Balance Sheet  
For and on behalf of the Board

Jasjot Singh  
(Managing Director/ CFO)  
Swati Vijan  
(CS)

Gursimran Singh  
(Director)

As per our report of even date  
For Harjeet Parvesh & Co.  
Chartered Accountants

CA Konica Madan  
M.No 547759

Date: 09/05/2022  
Place: Mohali



# STATEMENT OF PROFIT & LOSS ACCOUNT

For the year ended on 31<sup>st</sup> March, 2022

PARTICULARS	NOTES	31.03.2022	31.03.2021
<b>INCOMES</b>			
Revenue from operation	16	74,03,77,673.00	51,03,88,901.00
Other Income	17	3,81,292.00	1,72,109.00
<b>Total Revenue</b>		<b>74,07,58,965.00</b>	<b>51,05,61,010.00</b>
<b>EXPENSES</b>			
Cost of Material Consumed	18	63,91,49,425.00	43,35,59,989.00
Change in Inventories of FG/ WIP/Stock in Trade	19	9,84,549.00	-34,32,815.00
Employee benefit Expenses	20	1,48,14,961.00	1,14,78,437.00
Financial Cost	21	54,00,692.00	58,40,690.00
Depreciation Expenses	22	1,11,07,074.00	57,75,160.00
Other Expenses			
Operating Expenses	23	1,47,39,506.00	1,27,00,527.00
Administrative Expenses	24	3,99,51,623.00	3,95,96,648.00
<b>Total Expenses</b>		<b>72,61,47,830.00</b>	<b>50,55,18,636.00</b>
<b>Net Profit before Income Tax &amp; Exceptional Items</b>		<b>1,46,11,135.00</b>	<b>50,42,373.00</b>
<b>TAX EXPENSES :</b>			
1. Current Tax		44,76,260.00	15,03,280.00
2. Deferred Tax	25	3,53,354.00	1,91,424.00
<b>Profit for the Period</b>		<b>1,04,88,229.00</b>	<b>37,30,517.00</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
<i>Items that will not be classified to Profit &amp; Loss</i>			
Changes in Fair Value of FVOCI Equity Instruments	2	-37,36,093.00	-1,61,29,155.00
Profit/Loss on Sale of shares		5,64,290.00	-20,04,365.00
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>-31,71,803.00</b>	<b>-1,81,33,520.00</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>73,16,426.00</b>	<b>-1,44,03,003.00</b>
Earning per Equity Share :	25		
(1) Basic		1.05	0.37
(2) Diluted		1.05	0.37

## Notes on Accounts

Notes '16' to '24' and Note '25'

Form Integral part of the Balance Sheet

For and on behalf of the Board

Jasjot Singh  
(Managing Director/ CFO)  
Swati Vijan  
(CS)

Gursimran Singh  
(Director)

As per our report of even date  
For Harjeet Parvesh & Co.  
Chartered Accountants

CA Konica Madan  
M.No 547759

Date: 09/05/2022

Place: Mohali



# CASH FLOW STATEMENT

For the year ended on 31<sup>st</sup> March, 2022

	CURRENT YEAR 2022		PREVIOUS YEAR 2021	
<b>"A" CASH FLOW FROM (1) OPERATING ACTIVITIES</b>				
<b>Profit/(Loss) Before Tax</b>		1,46,11,134.87		50,42,373.67
Adjustments for:				
Depreciation & Amortization	1,11,07,073.82		43,68,129.61	
(Profit)/loss on sale of Assets/ shares	1,14,264.00		-	
Interest & Finance Charges	54,00,692.00		58,40,689.95	
Interest Income	-5,548.00	1,66,16,481.85	-2,137.00	1,02,06,682.56
<b>Operating Profit before Working Capital Changes</b>		<b>3,12,27,616.72</b>		<b>1,52,49,056.23</b>
<b>Adjustments for:</b>				
Decrease/(Increase) in Receivables	-12,85,487.72		-1,06,98,877.47	
Decrease/(Increase) in Inventories	-50,54,949.47		-2,09,05,276.74	
Decrease/(Increase) in Loans and Other Advances	-15,88,883.49		-74,16,039.07	
Decrease/(Increase) in Other Current Assets	1087547.00		10,16,831.00	
Increase/(Decrease) in Trade Payables	1,39,87,183.88		3,46,75,705.66	
Increase/(Decrease) in Other Current Liabilities (including Provisions)	32,347.81	71,77,758.01	-2,68,779.20	-3596435.82
<b>Cash generated from operations</b>		<b>3,84,05,374.73</b>		<b>11652,620.41</b>
Tax paid/refund	15,67,980.00		95,414.65	
<b>Net Cash flow from Operating activities</b>		<b>3,68,37,394.73</b>		<b>115,57,205.76</b>
<b>(2) CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Tangible Assets/ Intangible Assets/ Capital Work-In-Progress	-2,12,40,238.00		-3,52,69,932.00	
Sale of Fixed Assets	9,90,653		-	
(Increase)/Decrease by sale/ purchase in Non-Current Investments	12,72,149.05		11,70,130.00	
Interest Income	5,548.00		2,137.00	
Dividend Income	-		-	
<b>Net Cash used in Investing activities</b>		<b>-1,89,71,887.95</b>		<b>-3,40,97,665.00</b>



	CURRENT YEAR 2022		PREVIOUS YEAR 2021
<b>(3) CASH FLOW FROM FINANCING ACTIVITIES</b>			
Share premium	-		60,00,000.00
Proceeds from Issue of Share Capital	-		60,00,000.00
Proceeds from/ (Repayment) of Long term Borrowings	67,84,531.39		56,71,920.00
Increase/(Decrease) in Short Term Borrowings	-2,11,16,466.87		1,19,11,326.68
Interest and Other Finance Costs paid	-54,00,692.03		-58,40,689.95
<b>Net Cash used in Financing activities</b>	<b>-1,97,32,627.51</b>		<b>2,37,42,556.73</b>
<b>"B" Net increase in cash &amp; Cash Equivalents</b>	<b>-18,67,120.73</b>		<b>12,02,097.49</b>
Add: Cash and Cash equivalents at the Beginning of the Year	24,40,976.31		12,38,879.18
<b>"C" Cash and Cash equivalents at the End of the Year</b>	<b>5,73,855.22</b>		<b>24,40,976.31</b>

Cash & Cash Equivalents at the end of the year	CURRENT YEAR 2022		PREVIOUS YEAR 2021
Cash in Hand	4,54,145.41		23,08,213.97
Cash at Bank	1,19,709.81		1,32,762.34
<b>Cash &amp; Cash equivalents as stated</b>	<b>5,73,855.22</b>		<b>24,40,976.31</b>

**FOR AND ON BEHALF OF THE BOARD**

**Jasjot Singh**  
(Managing Director/ CFO)

**Gursimran Singh**  
(Director)

**Swati Vijan**  
(CS)

**Date: 09/05/2022**  
**Place: Mohali**

**AUDITOR'S REPORT**  
As per our report of even date  
For HARJEET PARVESH & Co  
CHARTERED ACCOUNTANTS

**CA Konica madan**  
**M.No. 547759**







# NOTES FORMING PART of Balance Sheet and Statement of Profit And Loss

## TANGIBLE ASSETS

### NOTE 01: FIXED ASSETS

BLOCK	Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK				
		Balance as at 01-04-2021	Additions during the Year	Sales /Adjustment During the year	Balance as at 31-03-2022	Salvage Value	Up to 01-04-2021	During the Year	Transferred to Retained Earnings	Total as at 31-03-2022	as at 31-03-2022	As at 31-03-2021
BLOCK I	Land	1,11,72,255.00	0.00	0.00	1,11,72,255.00		0.00	0.00	0.00	0.00	1,11,72,255.00	1,11,72,255.00
BLOCK II	Building	0.00	1,85,10,835.00	0.00	1,85,10,835.00		0.00	16,21,611.72	0.00	16,21,611.72	1,68,89,223.28	0.00
BLOCK III	FURNITURE & FIXTURE Furniture & Fittings	73,134.00	1,76,154.00	0.00	2,49,288.00	12,464.00	41,026.48	45,296.39	0.00	86,322.87	1,62,965.13	32,107.52
BLOCK IV	MOTOR VEHICLES											
	- Car	1,17,26,195.99	47,39,153.0	0.00	1,64,65,348.99	8,23,267	85,75,844.72	16,44,675.33	0.00	1,02,20,520.05	62,44,828.94	31,50,351.27
	- Truck	24,99,120.00	0.00	10,09,717.0	14,89,403.00	74,470.00	2,78,742.15	2,67,434.98	0.00	5,46,177.13	9,43,225.87	22,20,377.85
BLOCK V	PLANT & MACHINERY											
	Plant & Machinery	2,72,13,745.00	1,26,03,163.00	95,200.00	3,97,21,708.00	19,86,085.00	78,99,423.42	58,13,327.46	0.00	1,37,12,750.88	2,60,08,957.12	1,93,14,321.58
BLOCK VI	OFFICE EQUIP-MENTS											
	- Office Equipment	1,40,815.00	5,43,649.00	0.00	6,84,464.00	34,223.00	1,20,411.03	1,57,220.98	0.00	2,77,632.02	4,06,831.98	20,403.97
BLOCK VII	COMPUTER											
	- Computer & Printers	84,999.00	3,29,325.00	0.00	4,14,324.00	20,716.00	39,776.08	1,50,476.95	0.00	1,90,253.03	2,24,070.97	45,222.92
BLOCK VIII	BUILDING UNDER-CONSTRUCTION WIP	1,56,62,041.00	0	1,56,62,041.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	1,56,62,041.00
	<b>TOTAL (A)</b>	<b>6,85,72,304.99</b>	<b>3,69,02,279.00</b>	<b>1,67,66,958.00</b>	<b>8,87,07,625.99</b>	<b>29,51,226.80</b>	<b>1,69,55,223.88</b>	<b>97,00,043.82</b>	<b>0.00</b>	<b>2,66,55,267.70</b>	<b>6,20,52,358.29</b>	<b>5,16,17,081.11</b>
	<b>PREVIOUS YEAR</b>	<b>3,33,02,372.99</b>	<b>3,52,69,932.00</b>	<b>0.00</b>	<b>6,85,72,304.99</b>	<b>28,70,002.50</b>	<b>1,25,87,094.28</b>	<b>43,68,129.61</b>	<b>0.00</b>	<b>1,69,55,223.88</b>	<b>5,16,17,081.11</b>	<b>2,07,15,278.71</b>

# NOTES FORMING PART

of Balance Sheet and Statement of Profit And Loss

## Note No. 2 Non Current Investments

PARTICULARS	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
Quoted Shares (valued at Fair Value in Current Year)	70,38,909	1,14,82,856
<b>Total ₹</b>	<b>70,38,909</b>	<b>1,14,82,856</b>

PARTICULARS	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
	Amount (₹)	Amount (₹)
<b>EQUITY investments at FVOCI</b>		
Quoted Shares of:		
- M/s Prism Medico And Pharmacy Ltd (M.v as on 31.03.2022 of 923292 Eq.Shares @ ₹7.62/- 'i.e. ₹ 7035485.04/-)	<b>70,35,485.04</b>	<b>1,08,04,175.05</b>
- M/s New Light Apparels Limited	-	1,35,000.00
- M/s Rama Steel Tubes Limited	-	4,06,759.25
- M/s Kuber Udyog Ltd (M.v as on 31.03.2022 of 3200 Eq.Shares@ ₹1.07/- i.e. ₹3424)	3,424.00	2,272.00
- M/s Rajoo Engineers	-	1,34,649.50
<b>Total ₹</b>	<b>70,38,909.04</b>	<b>1,14,82,855.80</b>

## Note No. 3 Other Non Current Assets

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
IPO Expenses unamortized	-	14,07,030
<b>Total ₹</b>	<b>-</b>	<b>14,07,030</b>

## Note No. 4 Inventories

(As per inventories taken, valued and certified by the management)

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
Raw material(incl. Packing material)	5,46,49,353	4,86,09,854
Finished goods/ Traded Goods	41,67,687	51,52,236
<b>Total ₹</b>	<b>5,88,17,040</b>	<b>5,37,62,090</b>

## Note No. 5 Cash & Cash Equivalents

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
Cash In Hand	4,54,145	23,08,214
Cash at Bank	1,19,710	1,32,762
<b>Total ₹</b>	<b>5,73,855</b>	<b>24,40,976</b>

## Note No. 6 Short Term Loans & Advances

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
Advance Tax	25,00,000	10,00,000
TCS/TDS RECEIVALBE	5,63,392	93,639
Input Tax Credit-GST	1,16,324	12,560
Prepaid Insurance	2,73,072	1,48,759
Advances to Suppliers	77,77,142	78,83,689
Staff Advances	3,43,531	4,32,766
Other Advances	87,00,000	87,09,970
Securities	11,79,776	16,01,548
Balance with NSDL	18,578	-
<b>Total ₹</b>	<b>2,14,71,815</b>	<b>1,98,82,931</b>

## Note No. 7 Trade Receivables

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
Sundry Debtors	13,84,02,877	13,71,17,389
<b>Total ₹</b>	<b>13,84,02,877</b>	<b>13,71,17,389</b>

## NOTES FORMING PART of Balance Sheet and Statement of Profit And Loss

Particulars	Outstanding for following periods from due date of payment/ Transactions (Rs)					Total
	Less than 6 months	6 months-1 year	1-2 years	2-3 year	More than 3 years	
i. Undisputed Trade receivables – considered good	6,57,31,516.15	1,33,064.00	5,83,49,493.49	67,16,637.00	1,69,113	13,10,99,824
ii. Undisputed Trade Receivables- which have significant increase in credit risk						
iii. Undisputed Trade Receivables- Credit Impaired						
iv. Disputed Trade Receivables- considered good			44,24,885.00	1,49,870.00	27,28,299.00	73,03,054.00
v. Disputed Trade Receivables- which have significant increase in credit risk						
vi. Disputed Trade Receivables- Credit Impaired						

### Note No. 8 Other Current Assets

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
Recoverables from Govt. Authorities		
'- Value Added Taxes	-	10,87,547
<b>Total ₹</b>	<b>-</b>	<b>10,87,547</b>

### Note No. 9 Equity Share Capital

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
<b>Authorised</b>		
<b>25000000 Equity Shares of Rs 10/- Each</b>		
Increase in Authorised Share Capital consists of 900,000 Equity Shares of Rs 10/- each	25,00,00,000	16,00,00,000
<b>ISSUED, SUBSCRIBED AND PAID UP</b>		
8405024 Equity shares of ₹ 10/- each (fully paid up)	-	8,40,50,240
10005582 Equity Shares of ₹ 10/- each (Fully Paid-up)	10,00,55,820	-
Add: Bonus Issue of Shares	-	1,00,05,580
Add: Shares allotted during the year	-	60,00,000
<b>Total ₹</b>	<b>10,00,55,820</b>	<b>10,00,55,820</b>

#### Note:

- 6,00,000 Equity shares Rs 10/- each allotted to Mr. Jasjot Singh on 10.11.20 at premium of Rs 10 each
- 10,00,558 Equity shares issued as bonus shares in proportion of 1 share for every 9 shares held by existing members.



## NOTES FORMING PART of Balance Sheet and Statement of Profit And Loss

### (c) Statement of Changes in Equity

PARTICULARS	As at 31 <sup>st</sup> March, 2022		As at 31 March, 2021	
	No of Shares	Amount	No of Shares	Amount
Equity Shares at the beginning of the year	1,00,05,582	10,00,55,820	84,05,024	8,40,50,240
Add: Equity Shares allotted during the year	-	-	16,00,558	1,60,05,580
Equity Shares at the end of the year	1,00,05,582	10,00,55,820	1,00,05,582	10,00,55,820

Shareholders holding more than 5 % shares	No. of Equity shares	% of Holding
Mr. Jasjot Singh	1784720	17.83
Healthy Biosciences Private Limited	1382296	13.82
Ms. Upneet Kaur	774718	7.74
Mrs. Ishneet Kaur	676418	6.76

Shareholders holding by Promoters	No. of Equity shares	% of Holding	% change during year
Mr. Jasjot Singh	1784720	17.83	0.98%
Healthy Biosciences Private Limited	1382296	13.82	-
Ms. Upneet Kaur	774718	7.74	-
Mrs. Ishneet Kaur	676418	6.76	-
Ms. Ashmeet Kaur	323268	3.23	3.23%
Mrs. Paramjeet Kaur	323268	3.23	3.23%
Prism Medico and Pharmacy Limited	-	-	-6.46%

Note: Prism Medico and Pharmacy Limited transferred its shares to Ms. Ashmeet Kaur and Mrs. Paramjeet Kaur on 13<sup>th</sup> May 2021. Further, Mr. Jasjot Singh bought back shares issued to public on 1<sup>st</sup> September, 2021.

### Note No. 10 Other Equity

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
<b>Total ₹</b>	<b>6,37,67,837</b>	<b>5,64,51,410</b>

PARTICULARS	general reserve & retained earnings (in ₹)	securities premium reserve (in ₹)	Items of OCI (In ₹)	Total Other Equity
Balance on 1.04.2020	5,07,87,210.13	2,40,72,782.00		7,48,59,992.13
Profit for the year	37,30,518.00			37,30,518.00
Bonus Issue of shares	(1,00,05,580.00)			(1,00,05,580.00)
Share Premium		60,00,000.00		60,00,000.00
Items of Other Comprehensive Income			(1,81,33,519.95)	(1,81,33,519.95)



## NOTES FORMING PART of Balance Sheet and Statement of Profit And Loss

PARTICULARS	general reserve & retained earnings (in ₹)	securities premium reserve (in ₹)	Items of OCI (In ₹)	Total Other Equity
<b>Balance on 31.03.2021</b>	<b>4,45,12,148.12</b>	<b>3,00,72,782.00</b>	<b>-1,81,33,519.95</b>	<b>5,64,51,410.17</b>
Balance on 1.04.2021	4,45,12,148.12	3,00,72,782.00	-1,81,33,519.95	5,64,51,410.17
Profit for the year	1,04,88,228.52	-	-	1,04,88,228.52
shares premium	-	-	-	-
Bonus issue of shares	-	-	-	-
Items of Other Comprehensive Income	-	-	(31,71,803.00)	(31,71,803.00)
<b>Balance on 31.03.22</b>	<b>5,50,00,376.64</b>	<b>3,00,72,782.00</b>	<b>(2,13,05,322.95)</b>	<b>6,37,67,836.69</b>

### Note No. 11 Long Term Borrowings

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
Secured Borrowings (Annexure A)	2,48,99,044.39	1,81,79,313
Unsecured Borrowings	8,64,800.00	8,00,000
<b>Total ₹</b>	<b>2,57,63,844.00</b>	<b>1,89,79,313</b>

### Note No. 12 Short Term Borrowings

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
Current Maturities of Long Term Debt (annexure A)	95,37,492.00	92,35,038
Canara Bank CC Limit	-	3,96,22,222
HDFC Bank CC Limit	1,82,03,300.81	-
<b>Total ₹</b>	<b>2,77,40,793.00</b>	<b>4,88,57,260</b>

### CC SANCTIONED FOR ₹ 6.70 CRORES AGAINST

#### Primary Security:

Stock, Book Debts, Industrial Property, Machinery and Fixed Deposits

#### Collateral Security:

EMT of Land & Building at D-118, Industrial Area Phase-7 Mohali, Market Value 500 lacs

Additional EMT OF Industrial Property in Khanna, MV 500 LACS

Personal Guarantee of Directors

### Note No. 13 Trade Payables

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
Sundry Creditors		
-Raw materials	6,38,87,586	4,83,83,601
-Others	23,32,957	44,59,820
Expenses Payable	17,70,599	11,60,537
<b>Total ₹</b>	<b>6,79,91,141</b>	<b>5,40,03,957</b>



# NOTES FORMING PART

of Balance Sheet and Statement of Profit And Loss

S. No.	Particulars	Outstanding for following periods from due date of payment/ Transaction				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
1	MSME	2,38,45,752.42	-	-	-	2,38,45,752.42
2	Others	4,22,58,226.33	1,16,563.60	-	-	4,23,74,789.93
3	Disputed	-	-	-	-	-
	Disputed MSME					
	Disputed Others					

## Note No. 14 Other Current Liabilities

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
Other payables		
Statutory Remittance	2,68,193	3,15,165
Advances from Customers/Others	46,550	30,425
Audit Fees Payable	64,800	66,300
<b>Total ₹</b>	<b>3,79,543</b>	<b>4,11,890</b>

## Note No. 15 Current Tax Liability

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
Tax payable for the year	44,76,260	15,03,280
<b>Total ₹</b>	<b>44,76,260</b>	<b>15,03,280</b>

## Note No. 16 Revenue from Operations

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
(i) Sale of Products:		
'- Domestic Sales	74,03,77,673	51,03,88,901
<b>Total ₹</b>	<b>74,03,77,673</b>	<b>51,03,88,901</b>

## Note No. 17 Other Income

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
(i) Rebate & Discount	3,09,211	1,65,964
(ii) Interest	5,548	2,137
(iii) Round off	5,683	3,108
(iv) Misc Income	60,850	900
<b>Total ₹</b>	<b>3,81,292</b>	<b>1,72,109</b>

## Note No. 18 Cost of Material Consumed

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
Opening Stock of Raw material & Packing Material	4,86,09,854	3,11,37,393
Add: Purchases of Raw material & Packing Material	64,31,62,325	44,73,31,774
Add: Direct expenses	20,26,599	37,00,676
Less: Closing Stock of Raw material & Packing Material	5,46,49,353	4,86,09,854
<b>Total ₹</b>	<b>63,91,49,425</b>	<b>43,35,59,989</b>

## Note No. 19 Change in Inventories

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
<b>- Finished Goods / Traded Goods</b>		
Closing Stock of Finished/ Traded goods	41,67,687	51,52,236
Less Opening Stock of Finished Goods	51,52,236	17,19,422
<b>Total ₹</b>	<b>9,84,549</b>	<b>-34,32,815</b>





# NOTES FORMING PART

of Balance Sheet and Statement of Profit And Loss

## Note No. 20 Employee Benefit Expenses

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
(i) Salary, Wages & Allowances	1,27,94,288	98,67,503
(ii) Staff Welfare Expenses	11,50,979	10,17,473
(iii) Medical Expenses	87,182	4,887
(iv) Bonus	3,03,300	1,61,584
(v) PF Expenses	2,95,756	2,72,467
(vi) ESI Expenses	1,66,631	1,54,523
(vii) Labour Welfare	16,825	-
<b>Total ₹</b>	<b>1,48,14,961</b>	<b>1,14,78,437</b>

## Note No. 21 Finance Cost

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
Bank Charges & Interest	53,89,400	49,40,079
Processing Fees	11,292	9,00,611
<b>Total ₹</b>	<b>54,00,692</b>	<b>58,40,690</b>

## Note No. 22 Depreciation Expense

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
Depreciation on Fixed Assets	97,00,044	43,68,130
Preliminary Expenses W/o	14,07,030	14,07,030
<b>Total ₹</b>	<b>1,11,07,074</b>	<b>57,75,160</b>

## Note No. 23 Other Operating Expenses

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
Rent	12,60,800	7,64,800
Electricity, Power & Water	71,80,512	48,22,725
Loading/Unloading Charges	27,20,765	7,28,469
Fuel Charges	20,42,399	57,20,283
Wood Fire Expenses	15,35,030	6,64,250
<b>Total ₹</b>	<b>1,47,39,506</b>	<b>1,27,00,527</b>

## Note No. 24 Administrative Expenses

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
Directors' Remuneration	38,00,000	28,40,000
Sitting Fee	99,000	81,000
Telephone, Fax & Internet	58,040	70,285
Packaging & Forwarding	7,25,146	2,88,396
Printing & Stationery	2,04,592	1,40,314
Postage & Telegram	20,623	51,174
Audit Fee	70,800	70,800
Legal & Professional Charges	13,18,478	8,99,331
Insurance Charges	3,19,679	2,41,838
AMC Charges	24,072	31,940
Testing Charges	-	17,700
Membership & Subscription	48,380	23,600
Rate, Fees & Taxes	5,25,157	4,55,139
Listing Fee	9,70,000	7,27,300
Tender Fee	-	6,400
Travelling & Conveyance	3,63,893	38,669
Repair & Maintenance		
- Plant & machinery	17,24,921	9,41,438
- General	18,32,215	9,44,848
Weightment Charges	33,300	22,990
Delivery Charges	2,35,57,239	2,51,49,182
Running & Maintenance	4,92,226	8,52,857
Advertisement & Publicity	3,54,041	1,32,479
Brokerage	4,80,403	4,93,933
Sale Incentive	-	5,80,240
Marketing Expenses	6,15,589	10,19,672



## NOTES FORMING PART

### of Balance Sheet and Statement of Profit And Loss

	31 <sup>ST</sup> MARCH 2022	31 <sup>ST</sup> MARCH 2021
Research & Development Expenses	4,97,527	6,99,022
Rebate & Discount	-	21,68,815
Charges on sale/ purchase of shares	5,624	3,212
Stores & Spares	3,24,889	2,66,879
Diwali Expenses	1,33,220	1,08,790
Toll Charges	63,762	1,55,345
Car Rental	-	21,000
Bad debts/Balances Written off	10,92,032	944
Covid Expenses	-	11,000
Loss on sale of Fixed Asset	1,14,264	-
Miscellaneous Expenses	82,512	40,117
<b>Total ₹</b>	<b>3,99,51,623</b>	<b>3,95,96,648</b>

#### NOTE: 25- NOTES ON ACCOUNTS & ACCOUNTING POLICIES

##### Forming part of Balance Sheet and Statement of Profit and Loss for the Year ended 31<sup>st</sup> March, 2022

#### A. SIGNIFICANT ACCOUNTING POLICIES :-

The following disclosure of accounting policies is made in pursuance of the recommendation of the Accounting standards Boards of the Institute of Chartered Accountants of India on 'Disclosure of Accounting Policies'.

#### a) System of Accounting :

The company has adopted Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs with effect from 01<sup>st</sup> April 2020, with a transition date of 01<sup>st</sup> April 2019. The adoption of IndAs has been carried out in accordance with Ind AS 101, First Time Adoption of Indian Accounting Standards. Ind AS 101 requires that all Ind AS Standards and interpretations that are issued and

effective for the First Ind AS Financial Statements for the year ended 31<sup>st</sup> March 2022 be applied retrospectively and consistently for all financial years presented.

#### b) Fixed Assets and Depreciation.:

Depreciation is provided on Written Down Value method assuming residual value as 5% over the useful lives of assets estimated by the Management at the rates specified in Part C of Schedule II of the Companies Act 2013 on Pro rata basis and the Assets having the Value up to Rs 5000.00 have been depreciated at the rate of 100%.

#### c) Inflation :

Assets & Liabilities are recorded at historical cost to the company. These costs are not adjusted to reflect the changing value in the purchasing power of money.

#### d) Basis of Accounting :

The Accounts of the Company are prepared under the historical cost convention and in accordance with the requirements of the Companies Act, 2013 and accepted accounting standards. The accounts are prepared on accrual basis.

#### e) Valuation of Inventory

FIFO method of Stock valuation has been adopted by the company. Stock of raw material, stores & spares are valued at cost whereas stock of finished goods is valued at cost or net realizable value whichever is lower.

#### f) Events Occurring After the Valuation Date

Events occurring after the date of Balance Sheet are considered up to date of finalization of accounts, wherever material.

#### g) Use of Estimates

The preparation of the financial statements in conformity with INDAS requires management to make estimates and assumption that affect the reported balances of assets and liabilities and discloser relating to contingent liabilities as at the date

## NOTES FORMING PART of Balance Sheet and Statement of Profit And Loss

of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage of completion which requires the company to estimate the efforts or cost expended to date as a proportion to date as a proportion of the total efforts or costs to be expended, provisions for doubtful debts, future obligation under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed tangible assets and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

### h) Recognition of Income & Expenditure

- (i) Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company, the significant risks and rewards of ownership have been transferred to the buyer and the revenue can be reliably measured in compliance with IND AS-18.
- (ii) Sales are recognized as & when the goods are supplied and net of GST. However rebate & discount is being separately shown as other income.
- (iii) Expenses are accounted for on accrual basis and provision is made for all known losses and expenses.

### i) Employee's Benefits

The retirement benefits of the employees include Gratuity, Provident Fund & Contribution to the PF is provided on Accrual basis. No Provision has been made for Leave Encashment

### j) Cash Flow Statement

As per IND AS-7, an entity shall report cash flows from operating activities using either the direct method (whereby major classes of gross cash receipts and gross cash payments are disclosed) or the indirect method (whereby profit or loss is adjusted for the

effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments, and items of income or expense associated with investing or financing cash flows), the Company chose to prepare the cash flow statements using the indirect method.

### k) Income Tax

Income tax is recognized in the Statement of income except to the extent that it relates to items recognized directly within equity or in other comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially-enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

Deferred tax assets are recognized for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

### l) Investments

During the current financial year company has sold investments. As per IND AS the Residual should be recognized at fair value and any change in the value should be recognized through FVTPL/FVOCI method. Hence the investments are recognized at fair value and effect of same has been dealt accordingly.

## B. NOTES ON ACCOUNTS :-

1. Previous year figure have been re-grouped / re-arranged / re-caste wherever considered necessary, to suit the current year's layout as per the Performa of Revised Schedule III of IND AS.
2. In the opinion of the Board, the current assets, loans & advances have a value on realization in the ordinary course of business at least equal to the amount at



## NOTES FORMING PART

### of Balance Sheet and Statement of Profit And Loss

which they are stated in the balance sheet and that the provision for known liabilities are adequate and not in excess of amount reasonably necessary.

#### 3. EPS CALCULATION

Particulars	2022-22	2020-21
<b>Profit available for Equity Shareholders</b>		
For Basic Earning:	1,04,88,228.52	3,730,516.60
No. of Weighted Average Equity Shares	1,00,05,582	1,00,05,582
<b>For Diluted Earnings:</b>		
No. of Weighted Average of Diluted Equity Shares	1,00,05,582.00	10,005,582.00
Nominal Value of Equity Shares		
Earnings Per Share (₹):		
Basic	1.05	0.37
Diluted	1.05	0.37

4. With reference to Employee Benefits, no provision has been made regarding Gratuity, Leave encashment & other retirement benefits & in absence of actuarial valuation there impact on financial statements are unascertainable.

a) Related Party disclosures are required under the Accounting standard (IAS-24) on "Related Party Disclosures" issued are given below:-

#### b) Relationship-

(i) Holding Company – None

(ii) Key Management Personnel (Managing / Whole Time Director) –

Mr. Jasjot Singh

(iii) Entities over which key management personnel / their Relatives are able to exercise significant influence

a) Punjab Biotechnology Park Limited  
Mr. Jasjot Singh- Common Director

c) M/s. Khanna Solvex  
Mr. Jasjot Singh- Partner in the partnership Firm

(iv) Related Party Transaction

Description	2021-22	2020-21
Transaction during the year		
<b>With Healthy Bioscience Private Limited</b>		
Purchases within the year	6,30,090.50	34,00,610.00
Sale made during the year	42,00,000.00	0.00
Repayment made against purchases netted off sales	0.00	34,00,610.00
Amount Received against sales netted off Purchase	35,69,909.50	-
Expenses Incurred for party	32,300.00	-
Any Other Amount received	2,40,08,800.50	-
Any other amount paid	2,40,08,801.00	-
<b>With Prism Medico &amp; Pharmacy Pvt Ltd</b>		
Purchases within the year	-	9,13,050.00
Sale made during the year	-	0.00
Repayment made against purchases	-	10,63,050.00
Collections Received	-	1,50,000.00
Any Other Amount received	9,13,000.00	-
Any other amount paid	9,13,000.00	-



## NOTES FORMING PART

### of Balance Sheet and Statement of Profit And Loss

Description	2021-22	2020-21
<b>With Relatives-</b>		
600,000 Equity shares Rs 10/- each allotted to Mr Jasjot Singh on 10.11.20 at premium of Rs 10 each	-	1,20,00,000.00
<b>Rent paid to Healthy Biosciences Private Limited</b>	<b>2,12,400.00</b>	<b>2,12,400.00</b>
<b>Total (₹)</b>	<b>5,84,88,301.50</b>	<b>2,11,39,720.00</b>

6) The Balance in the parties account whether debit or credit are subject to confirmation, reconciliation and adjustment.

7) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances).

#### 8) Contingent Liabilities not provided for :

	31 <sup>st</sup> March, 2022	31 <sup>st</sup> March, 2021
a. Bank Guarantees	Nil	Nil
b. Contingent Liabilities in respect of Unassessed cases of Income Tax and Sales Tax.	Unascertained	Unascertained
c. Uncalled Liabilities as Shares partly paid	Nil	Nil
d. Claims not acknowledged as debts	Nil	Nil
e. Letter of Credit(s)	Nil	Nil
9) CIF value of imports	Nil	Nil
10) Remittance in foreign Currency	Nil	Nil
11) Expenditure in Foreign Currency	Nil	Nil
12) Earning in Foreign Currency	Nil	Nil

13) In the opinion of Board of Directors, the Current Assets, Loan & advances shown in the Balance sheet have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.

#### 14) Auditors' Remuneration

	31.03.2022	31.03.2021
As Statutory Audit Fee	70,800.00	70,800.00
<b>Total ₹</b>	<b>70,800.00</b>	<b>70,800.00</b>

#### 15) Deferred Taxation

'In conformity with IND AS 12: Deferred tax Liability/ Asset is as follows:-

Particulars	Current Year	Previous Year
Difference on Account of Depreciation	13,59,052.50	7,36,245.87
Total Timing Difference	13,59,052.50	7,36,245.87
Tax Rate	26.00%	26.00%
Deferred Tax Asset/ Liability created on Timing Difference	3,53,353.65	1,91,423.93
Opening DTA/ DTL	14,65,029.19	12,73,605.26
<b>Total Deferred Tax Asset</b>	<b>18,18,382.84</b>	<b>14,65,029.19</b>

#### Deferred Tax Due to Depreciation :

Timing Difference on Depreciation	Current Year	Previous Year
Depreciation as per Books of Accounts	97,00,043.82	43,68,129.61
Depreciation as per Income Tax Act	83,40,991.32	36,31,883.74
<b>Timing Difference (Less Allowance By Income Tax)</b>	<b>13,59,052.50</b>	<b>7,36,245.87</b>



# NOTES FORMING PART

of Balance Sheet and Statement of Profit And Loss

## 16) Key Ratios as on 31.03.2022

S. NO.	PARTICULARS	RATIO
1	Current Ratio	2.18
2	Debt-Equity Ratio	0.74
3	Debt Service Coverage Ratio	1.60
4	Return on Equity Ratio	0.04
5	Inventory Turnover Ratio	8.64
6	Trade Receivables Turnover Ratio	3.58
7	Trade Payables Turnover Ratio	7.79
8	Net Capital Turnover Ratio	7.60
9	Net Profit Ratio	0.01
10	Return On Capital Employed Ratio	0.09
11	Return On Investment	0.09

For AJOONI BIOTECH LIMITED

Jasjot Singh  
(Managing Director/ CFO)

Gursimran Singh  
(Director)

Swati Vijan  
CS

Date: 09/05/2022  
Place: Mohali

## 17) Details of Shareholders

Details of Shareholders have been attached as per Annexure "B".

## 18) Others

- 1) The company is engaged in business of selling Nil rated product i.e cattle feed, whose sales is done on FOR basis according to which the rate charged included the transportation cost per unit ascertained by company. The GST on such cost has not been ascertained by management due to nature of product being sold.

## 19) Rounding of has been done to nearest 10.

As per our report of even date  
For Harjeet Parvesh & Co.  
Chartered Accountants

CA Konica Madan  
M.No 547759





# LIST OF SECURED BORROWINGS

as at 31<sup>st</sup> March, 2022

## Annexure A

(Amount in ₹)

YEAR	2022			2021		
	Current	Non-Current	TOTAL (₹)	Current	Non-Current	TOTAL (₹)
PARTICULARS	Period	Period		Period	Period	
<b>Canara Bank - Car Loan</b> (Against hypothecation of Toyota Car (Fortuner) car, Rate =8.80%)	0.00	0.00	0.00	614,160.00	109,437.00	723,597.00
<b>HDFC Bank - Car Loan Innova</b> (Against hypothecation of Innova Car, rate =7.50%)	6,02,760.00	16,93,353.59	22,96,113.59	0.00	0.00	0.00
<b>HDFC Bank - Car Loan KIA</b> (Against hypothecation of Kia Car, rate =7.25%)	2,52,900.00	7,60,784.43	10,13,684.43	0.00	0.00	0.00
<b>Canara Bank - Car Loan (a/c 291)</b> (Against hypothecation of Bolero car, Rate =9.15% / Duration: 5 Years)	165,588.00	233,759.00	399,347.00	167,820.00	360,587.00	528,407.00
<b>Canara Bank - Car Loan (a/c 292)</b> (Against hypothecation of Bolero car, Rate =9.15% / Duration: 5 Years)	165,600.00	233,753.02	399,353.02	167,832.00	360,588.00	528,420.00
<b>Canara Bank Term Loan-Machinery</b> (Against hypothecation of Plant & Machinery, Rate =10.15%p.a ,Duration 66 months)	0.00	0.00	0.00	3,570,003.00	10,689,951.00	14,259,954.00
<b>Canara Bank Term Loan-a/c 2</b> (working capital demand Loan , Tenure -24 months/ against hypothecation of stock & book debts)	0.00	0.00	0.00	2,633,328.00	438,896.00	3,072,224.00
<b>Canara Bank Term Loan A/C 24</b> Against personal gurantee of MrJasjot Singh &Mr. Parteek Singh) Tenure 48 Months, Roi = 7.50%	0.00	0.00	0.00	1,859,751.00	5,579,249.00	7,439,000.00
<b>Hdfc Truck Loan</b> Against hypothecation of Vehicle ,tenure 60 months)	222,144.00	487,107.64	709,251.64	222,144.00	640,605.00	862,749.00
<b>HDFC Bank GECL Loan</b> (Tenure 33 Months, ROI=8.25%)	39,27,444.00	38,40,479.73	77,67,923.73	0.00	0.00	0.00
<b>HDFC Bank Term Loan</b> (Tenure 48 Months, ROI=7.20%)	32,91,084.00	1,36,05,818.31	1,68,96,902.31	0.00	0.00	0.00
<b>HDFC Bank Term Loan 327</b> (Tenure 48 Months, ROI=7.20%)	9,09,972.00	40,43,988.67	49,53,960.67	0.00	0.00	0.00
<b>TOTAL ₹</b>	<b>95,37,492.00</b>	<b>2,48,99,044.39</b>	<b>3,44,36,536.39</b>	<b>9,235,038.00</b>	<b>18,179,313.00</b>	<b>27,414,351.00</b>

Above HDFC Bank GECL Loan and Term Loan are secured by

### Primary Security:

Stock , Book debts, Industrial Property , Machinery and Fixed Deposits

### Collateral Security:

EMT of Land & Building at D-118, Industrial Area Phase-7 Mohali, Market Value 500 Lacs

Additional EMT of industrial Property in Khanna , MV 500 LACS

Personal Guarantee of Directors







## Ajooni Biotech Limited

Registered Office: Plot No. D-118, Industrial Area, Phase VII, Mohali-160055  
Works: Gaib Ki Pulli, Tehsil Khanna, Dist. Ludhiana, Punjab