

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 8<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF AJOONI BIOTECH LIMITED WILL BE HELD ON 28<sup>th</sup> SEPTEMBER, 2018, AT 04.00 P.M. AT MOHALI INDUSTRIES ASSOCIATION, BAY NO.143-144, INDUSTRIAL AREA PHASE VII, MOHALI-160055. TO TRANSACT THE FOLLOWING BUSINESS:**

**ORDINARY BUSINESS:**

1. To Receive, Consider and Adopt the Profit and Loss Account of the Company for the year ended 31<sup>st</sup> March, 2018 and Balance Sheet as at that date, Cash Flow statement for the year ended 31<sup>st</sup> March, 2018 and Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Partek Singh (DIN : 07864006) who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED** that, pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 and the rules made there under pursuant to recommendation of the Board of Directors and pursuant to the resolution passed by the members at Annual General Meeting, the appointment of M/s Harjeet Parvesh & Company (FRN NO. 017437N), Chartered Accountants, # 1122, Sector 71, Mohali as the Auditors of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending 31.03.2019, as may be determined by Board of Directors in consultation with the auditors.”

**SPECIAL BUSINESS:**

4. **ISSUE OF PARTLY PAID EQUITY SHARES ON A PREFERENTIAL ALLOTMENT/PRIVATE PLACEMENT BASIS TO THE PROMOTERS.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 62 (1) (c) and 42 of the Companies Act, 2013 (including any statutory modification thereto or reenactment thereof for the time being in force) respectively read with the Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, and in accordance with the provisions of Articles of Association of the Company and subject to the approval, consent, permission and/or sanction, as may be required from the Financial Institutions, and any other appropriate authority, Institution or Body and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, the consent of the members be and is hereby accorded to the Board of Directors of the Company (herein after referred to as the "Board" which term shall be deemed to include any Committee duly constituted by the Board of Directors or any Committee which the Board of Directors may hereafter constitute, to exercise one or more of its powers including the powers conferred by this resolution) to create, offer, issue and allot 3,00,000 (Three Lakh) Equity shares at a premium each including issuing such shares as partly paid up shares (25%

payable on application and balance 75% to be payable later within 18 months) initially to the following promoters of the Company in the following manner:

<b>S.No</b>	<b>Name of the Promoter</b>	<b>No. of Shares</b>
1	Mrs. Ishneet Kaur	150000
2	Ms. Upneet Kaur	150000
	<b>Total</b>	<b>300000</b>

**RESOLVED FURTHER THAT** the shares to be issued and allotted shall rank pari-passu with the existing shares of the Company in all respects including dividend, voting, winding up rights and all other rights and privileges as may be assigned from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, things (including making necessary entries in the relevant statutory registers) and to give directions as may be necessary or desired and to accept any modifications in the above proposal as may be required by the authorities involved and also settle any questions or difficulties that may arise in respect of offer, issue and allotment of securities.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to file necessary forms, documents and papers with the Registrar and all other authorities concerned and to do all such acts, deeds and things as may be required to execute all such writings and instruments in connection with the issue and allotment of securities as the Board may in its absolute discretion deem necessary or desirable for giving effect to this resolution.”

**Registered Office:**

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

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

**Anjali Aggarwal**  
**Company Secretary & Compliance Officer**

**Date: 01.09.2018**

**Place: Mohali**

**Jasjot Singh**  
**Director**

**Partek Singh**  
**Director**

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy/ Proxies to attend and vote instead of himself/herself. Such a Proxy/ Proxies need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total Share Capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person only as a proxy and such person shall not act as proxy for other shareholder.

2. 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.

3. 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.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from, Saturday, 22nd September, 2018 to Friday, 28th September, 2018 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31<sup>st</sup> March, 2018.
5. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
6. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.
7. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/authority, as applicable.
8. 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.
9. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The 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 and the Members holding shares in physical form can submit their PAN details to the Company.
11. Members may also note that the Notice of the Annual General Meeting and the Annual Report for financial year 2017-2018 will also be available on the Company's website <http://www.ajoonibiotech.com/> for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
12. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

### **13. Voting Options**

#### **(1) Voting through Electronic Means**

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 shareholders voting electronically are as under:**

- (i) The voting period begins on < Tuesday, 25<sup>th</sup> September, 2018 at 9.00 a.m.> and ends on < Thursday, 27<sup>th</sup> September, 2018 at 5.00 p.m.>. During this period shareholders' of the Company, holding shares either in physical

form or in dematerialized form, as on the cut-off date (21<sup>st</sup> September, 2018) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

**Voting at AGM:** The members can exercise their voting rights at the AGM. The Company will make arrangements of ballot papers in this regards at the AGM Venue.

#### OTHER INSTRUCTIONS

- I. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQ”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 21st September, 2018, are entitled to vote on the Resolutions set forth in this Notice.
- III. The remote e-voting period will commence at 9.00 a.m. on Tuesday, 25<sup>th</sup> September, 2018 and will end at 5.00 p.m. on Thursday, 27<sup>th</sup> September, 2018. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2018.

- V. 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.
- VI. 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 or voting at the meeting through ballot papers.
- VII. Mr. Prince Chadha, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, 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 3 days 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.
- IX. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of CDSL.

**Registered Office:**

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

**Date: 01.09.2018**

**Place: Mohali**

By Order of the Board of Directors

**For Ajooni Biotech Limited**

**Anjali Aggarwal**

**Company Secretary & Compliance Officer**

**Jasjot Singh**

**Director**

**Partek Singh**

**Director**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM No. 4**

1. The Board has proposed to issue and allot 3,00,000 Partly paid Equity shares payable over a period of Eighteen Months to the persons belonging to promoters and persons acting in concert on preferential basis of allotment.

As per Regulation 73(3) of SEBI Chapter VII of SEBI (ICDR) Regulations, when equity shares are issued on a preferential basis, the valuation of the assets in consideration for which the equity shares are issued shall be done by an Independent Qualified Valuer. A copy of the Valuation report issued by Independent Qualified Valuer shall be available for inspection at the registered office/ corporate office of the Company on all working days from 10.00 a.m. to 4.00 p.m. till the conclusion of this meeting and shall also be laid before the members at the meeting. A copy of the Certificate of the Statutory Auditors of the Company certifying adherence to the SEBI (ICDR) Regulations for preferential issue for the proposed issue will be available for inspection for the members of the Company at the registered office / corporate office of the Company on all working days from 10.00 a.m. to 4.00 p.m. till the conclusion of this meeting and shall also be laid before the members at the meeting

**2. The information as required under SEBI (ICDR) Regulations and the Companies Act, 2013 and the rules framed there under, are as under:**

**The nature of concern or interest, financial or otherwise, if any of (i) director, manager; (ii) other key managerial personnel; or (iii) relatives of the persons mentioned in (i) and (ii):**

None of the directors, managers, key managerial personnel are interested or concerned except to the extent of their shareholding and directorship.

**3. The disclosures pursuant to Rule 13(2)(d) the of Companies (Share Capital and Debentures) Rules, 2014 are as follows:**

**a) Objects of the issue**

As the Board proposes to undertake expansion program, it requires raising the additional funds which the management proposes to raise by further issue of securities of the Company.

**b) Total number of shares or other securities to be issued**

The Board is proposed to issue a total of 3,00,000 Equity shares of Rs.10/- each at a premium at a price not lower than the minimum price as stipulated in Chapter VII of SEBI (ICDR) Regulations.

**c) Pricing**

The ICDR Regulations provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- (i) The average of the weekly high and low of the volume weighted average price of the equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- (ii) The average of the weekly high and low of the equity shares quoted on the recognised stock exchange during the two weeks preceding the relevant date.

**d) Relevant date with reference to which the price has been arrived at.**

The relevant date, for determination of the price is August 29, 2018, being the date 30 (thirty) days prior to the date on which the meeting of Members is held to consider the proposed issuance of Equity Shares

**e) The class or classes of persons to whom the allotment is proposed to be made**

All are individuals

**f) Intention of promoters, directors to subscribe to the offer**

Contribution of capital for the business expansion activities and increase their shareholding in the Company.

**g) Proposed time within which the allotment shall be completed**

The allotment of the shares shall be completed within 1 month from the date of passing of the above resolutions in accordance with the provisions of applicable Rules and Guidelines.

**h) The names of the proposed allottee and the percentage of post preferential offer capital that may be held by the proposed allottees.**

S No.	Name of the Allottee	No of Shares post preferential offer	Percentage of post preferential offer
1.	Mrs. Ishneet Kaur	588777	9.56
2.	Ms. Upneet Kaur	697247	11.32

**i) Change in control**

There will not be any change in the control of the company on account of the proposed private placement.

**j) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.**

During the year 2017-2018, the Company has not made any preferential allotment

**k) The pre issue and post issue shareholding pattern of the company:**

S. No.	Category	Pre Issue		Post Issue	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
<b>A</b>	<b>Promoters' Holding:</b>				
1.	Indian:				
2.	Individual	1269828	21.67	1569828	25.49
3.	Body Corporate	2389896	40.81	2389896	38.82
4.	Foreign Promoters				
	<b>Sub Total</b>	<b>3659024</b>	<b>62.49</b>	<b>3959024</b>	<b>64.32</b>
<b>B</b>	<b>Non-Promoters' Holding:</b>				
1.	Institutional Investors				
2.	Non-Institution:				
3.	Private Corporate Bodies				
4.	Directors and Relatives				
5.	Indian Public	2196000	37.50	2196000	35.67
6.	Others (Including NRIs)				
	<b>Sub Total (B)</b>	<b>2196000</b>	<b>37.50</b>	<b>2196000</b>	<b>35.67</b>
	<b>GRAND TOTAL (A+B)</b>	<b>5855024</b>	<b>100</b>	<b>6155024</b>	<b>100</b>



**4. The disclosures pursuant to Rule 14 (2)(a) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 are as follows:**

The price of shares to be issued is determined based on the not less than following:

- (i) The average of the weekly high and low of the volume weighted average price of the equity shares quoted on the recognised stock exchange during the twenty six weeks preceding the relevant date; or
- (ii) The average of the weekly high and low of the equity shares quoted on the recognised stock exchange during the two weeks preceding the relevant date.

The Board of Directors of the company recommends the special resolution for approval of the members in the meeting.

The relevant books and documents are available for inspection during business hours of the Company till the date of the meeting.

**Registered Office:**

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

By Order of the Board of Directors  
For Ajooni Biotech Limited

**Anjali Aggarwal**  
**Company Secretary & Compliance Officer**

**Date: 01.09.2018**

**Place: Mohali**

**Jasjot Singh**  
**Director**

**Partek Singh**  
**Director**