

NOTICE CONVENING ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 9th ANNUAL GENERAL MEETING OF THE MEMBERS OF AJOONI BIOTECH LIMITED WILL BE HELD ON MONDAY, 30th SEPTEMBER, 2019, AT 9.00 A.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 Audited Financial Statements of the Company for the Financial Year ended March 31, 2019, together with the Reports of the Auditors and the Board of Directors thereon.
2. To appoint a Director in place of Mr. Partek Singh (DIN: 07864006) who retires by rotation and being eligible, offers himself for re-appointment.
3. **TO RE-APPOINT M/S. HARJEET PARVESH & COMPANY, CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY AND FIX THEIR REMUNERATION.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, including any amendment, modification or variation thereof, and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s. Harjeet Parvesh & Company (FRN NO. 017437N) (Peer Review Certificate No. 011668), Chartered Accountants, be and are hereby re-appointed as the Auditors of the Company for a period of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 14th Annual General Meeting of the Company to be held in the year 2024, to examine and audit the accounts of the Company, at such remuneration as may be mutually agreed between the Board of Directors and the Auditors.

RESOLVED FURTHER THAT the Board of Directors (which term includes a duly constituted Committee of the Board of Directors) be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient to give effect to this Resolution and / or otherwise considered by them to be in the best interest of the Company.”

SPECIAL BUSINESS:-

4. **TO REGULARISE THE APPOINTMENT OF MR. GURJANT SINGH (DIN: 08424976) AS DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT Mr. Gurjant Singh (DIN: 08424976), who was appointed as an Additional Director of the Company, by the Board of Directors in their Meeting held on 25th April, 2019, under Section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office upto this date of the Annual General Meeting, be and is hereby appointed as Director of the Company liable to retire by rotation.”

5. TO REGULARISE THE APPOINTMENT OF DR. RAJESH PARASHAR (DIN: 08443339) AS DIRECTOR OF THE COMPANY

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

“RESOLVED THAT Dr. Rajesh Parashar (DIN: 08443339), who was appointed as an Additional Director of the Company, by the Board of Directors in their Meeting held on 15th May, 2019, under Section 161(1) of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office upto this date of the Annual General Meeting, be and is hereby appointed as Director of the Company liable to retire by rotation.”

6. TO TAKE APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 TO SELL, LEASE OR OTHERWISE DISPOSE OFF, TO MORTGAGE/ CREATE CHARGES ON THE PROPERTIES OF THE COMPANY AND IN THIS REGARD

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the “Act”), and such other approvals/sanctions/permissions as may be necessary, the approval of the members of the Company be and is hereby accorded, to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons) to sell, lease or otherwise dispose of, to mortgage, charge, hypothecate, pledge or otherwise, encumber from time to time, movable and/or immovable, tangible and/or intangible properties/assets, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company in such form, manner and time as the Board may deem fit, for securing any loans and/or borrowings and/or advances and/or guarantees and/or any financial assistance whether all/any of such financial assistance taken or to be taken in foreign currency and/or rupee currency by the Company and/or affiliates/associates Companies from any lender including without limitation, any bank, financial or other institutions, non resident Indians, foreign institutional investors and/or public financial institutions as defined under Section 2(72) of the Act and/ or any other persons, bodies corporate and/or eligible foreign lenders and/or any entity/entities, machinery suppliers and/or

any other person(s) or institution(s) providing finance for purchase of assets/business of the Company or for working capital or for purchase of specific items of machinery and equipment under any deferred payment scheme or bills discounting/rediscounging scheme or in favour of trustees for debenture holders that may be appointed here after, as security for the debentures/bonds that may be issued by the Company, Group Companies, Associates Companies and other person or persons together with interest, cost, charges, expenses and all other monies payable by the Company, Group Companies, Associates Companies and other person or persons to the said lender(s) and/or for the purpose of securing the securities (comprising of fully/partly convertible and/or non convertible debenture and/or any other debts instruments with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments) together with interest, remuneration of the trustees, premium, if any, on redemption, costs, charges and expenses payable by the Company in terms of the trust deed/other documents to be finalized and executed between the Company and the trustees/lenders and containing such specific terms and conditions (which may include authorization to the lender to transfer /assignment of security in favour of third party) and covenants in that behalf and agreed to between the Board of Directors and the trustees /lenders, up to a value of and within the overall limits of Rs. 15 Crores (Rupees Fifteen Crore Only).”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

7. TO TAKE APPROVAL FOR ENHANCING THE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013

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 section 180(1)(c) and all 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) consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of moneys from time to time notwithstanding that the money or moneys to be borrowed, together with the money already borrowed by the Company apart from temporary loans obtained from Company’s Banker in the ordinary course of business, may exceed the aggregate of the paid up share capital and free reserves of the Company, provided however that the total amount so borrowed by the Board of Directors shall not exceed Rs. 15 Crores (Rupees Fifteen Crore Only).”

“**RESOLVED FURTHER THAT** the board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

8. TO CONSIDER AND TAKE APPROVAL FOR RELATED PARTY TRANSACTIONS

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and 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”), if applicable 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 Rs. 30 crore (Rupees Thirty Crore Only) which will be carried out 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.”

9. TO CONSIDER AND TAKE APPROVAL FOR INCREASING AUTHORISED SHARE CAPITAL

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61, read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re- enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 6,50,00,000 (Rupees Six Crore and Fifty Lacs) divided into 65,00,000 (Five Lacs) Equity Shares of Rs. 10/- each to Rs. 10,00,00,000 (Rupees Ten Crores) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- each by creation of additional 35,00,000 (Thirty Five Lakhs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

“FURTHER RESOLVED THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things, modifications in terms from including any amendments / time to time, as may be necessary in this regard.”

10. TO ISSUE EQUITY SHARES ON A PREFERENTIAL ISSUE BASIS

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 Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies (the “RoC”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and subject to requisite approvals, consents, permissions and/ or sanctions, from appropriate statutory, regulatory or other authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot not more than 22,50,000 equity shares of face value Rs. 10/- each at an issue price of Rs. 14/- per share, to the following proposed allottees:

S.NO.	NAME	REGISTERED OFFICE	PAN	NO. OF SHARES
1	Pritika Engineering Components Private Limited	Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S Nagar, Mohali-160055	AAJCP6858M	937500
2	Pritika Auto Industries Limited	Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S Nagar, Mohali-160055	AAACH4698C	937500
3	Mr. Jasjot Singh	House No. 1768, Phase-3B-2, Mohali-160059	BDEPS5766D	375000

“RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 for the determination of issue price of the equity shares is 30th August, 2019 i.e. 30 days prior to the date of Annual General Meeting (AGM).”

“RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions:

- a) The proposed allottee shall be required to bring in 100% of the consideration for the equity shares to be allotted to such proposed allottee, on or before the date of allotment thereof;
- b) The consideration for allotment of equity shares shall be paid to the Company from the bank accounts of the respective proposed allottee;
- c) The equity shares to be allotted to the proposed allottee shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations, 2018;
- d) The equity shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations, 2018 except to the extent and in the manner permitted there under;
- e) The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission or within a period of 15 (Fifteen) days from the expiry of the offer period if any competing offer is being made pursuant to sub-regulation (1) of Regulation 20 of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ; and
- f) Allotment shall only be made in dematerialized form. The monies to be received by the Company from the Proposed Allottee for application of the Equity Shares pursuant to this private placement shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with Section 42 of the Companies Act, 2013.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottee through offer letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e. National Stock Exchange of India Limited.”

“RESOLVED FURTHER THAT the equity shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 10/- (Rupees Ten only) each of the Company.”

“RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions.”

By Order of the Board of Directors
For Ajooni Biotech Limited

Date: 31.08.2019

Place: Mohali

Kanika Sapra

Company Secretary & Compliance Officer

Jasjot Singh

Director

DIN:01937631

H.No 1768 Phase 3B2,

Mohali, Punjab.

Partek Singh

Director

DIN: 07864006

01, Ved Beant Niwas,

New Moti Bhag

Colony, Patiala.

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. 4, 5, 6, 7, 8, 9 and 10 of the accompanying Notice are annexed hereto.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE NINETH ANNUAL GENERAL MEETING ('AGM') IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS / HER BEHALF ONLY ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE AGM.

In terms of Section 105 of the Companies Act, 2013 and Rules framed thereunder, a person can act as a proxy on behalf of the Members not exceeding fifty and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Members. A Proxy Form is annexed in page no. 81 of this Annual Report.

3. 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.

4. As required under SS-2 issued by the ICSI, a route map, including a prominent landmark, showing directions to reach the AGM venue is annexed to this Notice.

5. Pursuant to Section 113 of the Companies Act, 2013 and Rules framed thereunder, the corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified copy of the Board Resolution and Power of Attorney, if any, authorizing their representative(s) to attend and vote on their behalf at the AGM.

6. Any Member desirous of receiving any information on the Financial Statements or operations of the Company is requested to forward his / her queries to the Company at the Registered Office at least seven working days prior to the AGM, so that the required information can be made available at the AGM.

7. 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 Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive).

8. 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.

9. 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.

10. In all correspondence with the Company, Members holding shares in physical mode are requested to quote their Folio numbers and in case their shares are held in the dematerialized mode, Members are requested to quote their DP Id and Client Id.

11. 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 thereunder.

In case you have not registered your e-mail Id, please communicate the same to the Company or its RTA at their communication address given in the Annual Report in respect of the shares held in physical mode or communicate to your DPs concerned in respect of shares held in demat / electronic mode. Although you are

entitled to receive physical copy of the Notices, Annual Reports, etc. from the Company, we sincerely seek your support to enable us to forward these documents to you only by e-mail, which will help us to participate in the Green Initiative of the MCA and to protect our environment. Also, Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent.

12. Members are requested to bring and produce their Attendance Slip duly signed as per the specimen signature recorded with the Company / DPs for admission to the AGM venue.

13. 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.

14. 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.

15. Members may also note that the Notice of the Annual General Meeting and the Annual Report for financial year 2018-2019 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.

16. 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.

17. 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.

A. In case a Member receives mail from NSDL:-

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:

<https://www.evoting.nsdl.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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.

c) How to retrieve your 'initial password'?

(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'.

(ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN,your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

General Guidelines for shareholders

1. 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 mrchechi@yahoo.com with a copy marked to evoting@nsdl.co.in.

2. 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 to reset the password.
3. 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 or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository] Participants(s)] or requesting physical copy:

Initial password is provided at the bottom of the Attendance Slip for the AGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.

Please follow the steps mentioned above, to cast vote.

Voting at AGM: The members who have not cast their vote by remote e-voting 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.evoting.nsdl.com or write an email to evoting@nsdl.co.in .
- II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, 23rd September, 2019, 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 Friday, 27th September, 2019 and will end at 5.00 p.m. on Sunday, 29th September, 2019. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL 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 23rd September, 2019.
- 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. M/s. M.R. Chechi and Associates, Practicing Company Secretaries have 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 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.
- IX. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL.

By Order of the Board of Directors
For Ajooni Biotech Limited

Date: 31.08.2019
Place: Mohali

Kanika Sapra
Company Secretary & Compliance Officer

Jasjot Singh	Partek Singh
Director	Director
DIN:01937631	DIN: 07864006
H.No 1768 Phase 3B2,	# 01, Ved Beant Niwas,
Mohali, Punjab.	New Moti Bhag
	Colony, Patiala.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**ITEM No. 4 TO REGULARISE THE APPOINTMENT OF MR. GURJANT SINGH (DIN: 08424976) AS DIRECTOR OF THE COMPANY**

The Board of directors of the Company through its meeting held on 25th April, 2019 had appointed Mr. Gurjant Singh as Additional Director of the Company and he holds office of the Director till the conclusion of next Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Gurjant Singh as Director of the Company.

Brief profile of Mr. Gurjant Singh is given below for reference of the member:

S.NO.	PARTICULARS	INFORMATION
1.	Type of event	Appointment of Mr. Gurjant Singh as Director of the Company subject to approval of the members at the ensuing General Meeting
2.	Date of Appointment by Board of Directors	25.04.2019
3.	Brief Profile	Mr. Gurjant Singh, resident of Sirsa, Haryana, has an experience of over 30 years in the field of Cattle Feed and related areas. He also has a vide experience in Marketing.
4.	Qualification	Mr. Gurjant Singh has done Bachelor of Science in Agriculture & is MBA in the field of Marketing.
5.	Expertise	Mr. Gurjant Singh, retired as District Manager from Haryana State Cooperative Marketing Federation Ltd. (HAFED). He has also worked as Zonal Manager (North) with Patanjali Gramodhya Nyas (NGN) for four years. He has also worked as National Marketing Head in Patanjali Bio Research Institute.
6.	List of other companies in which Directorship is held as on 31.03.2019	NIL
7.	Chairman/ Member Of The Committee Of The Board Of the Other Companies in which he is a director as on 31.03.2019	NIL

8.	Equity Shares held in the Company as on 31.03.2019	NIL
9.	Disclosure of relationships between existing directors and new director	Mr. Gurjant Singh is not related to any of the existing directors on the Board of the Company

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Gurjant Singh is concerned or interested, financial or otherwise, in the resolution. The Board recommends the resolution set forth in Item no. 4 for the approval of the members.

ITEM No. 5 TO REGULARISE THE APPOINTMENT OF DR. RAJESH PARASHAR (DIN: 08443339) AS DIRECTOR OF THE COMPANY

The Board of directors of the Company through its meeting held on 15th May, 2019 had appointed Dr. Rajesh Parashar as Additional Director of the Company and he holds office of the Director till the conclusion of next Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Dr. Rajesh Parashar as Director of the Company.

Brief profile of Dr. Rajesh Parashar is given below for reference of the member:

S.NO.	PARTICULARS	INFORMATION
1.	Type of event	Appointment of Dr. Rajesh Parashar as Director of the Company subject to approval of the members at the ensuing General Meeting
2.	Date of Appointment by Board of Directors	15.05.2019
3.	Brief Profile	Dr. Rajesh Parashar is a retired government employee. He holds a doctorate degree in the field of Animal Nutrition. He has an experience of over 32 years in Cooperative Sector (Government Services).
4.	Qualification	Dr. Rajesh Parashar Holds Following Degrees:- Doctorate In Goat Nutrition <ul style="list-style-type: none"> • Post Graduate In Animal Science, Livestock Production & Management • Diploma In From Indian Council of Agriculture

		<p>Research(ICAR) & NDRI, Karnal in Dairy Animal Husbandry</p> <ul style="list-style-type: none"> • Certificate Course in Animal Production • Diploma in Cooperative Management & Development
5.	Expertise	He has worked as Fodder Development Officer in Govt. of India Programme. He has also worked as Senior Milk Inspector with Govt of Uttar Pradesh from year 1979 till 1983. He has worked as Senior Technical Assistant in Agriculture department of UP Govt for two years. He has also acted as visiting faculty in various programmes organised in Public Sector.
6.	List of other companies in which Directorship is held as on 31.03.2019	NIL
7.	Chairman/ Member Of The Committee Of The Board Of the Other Companies in which he is a director as on 31.03.2019	NIL
8.	Equity Shares held in the Company as on 31.03.2019	NIL
9.	Disclosure of relationships between existing directors and new director	Dr. Rajesh Parashar is not related to any of the existing directors on the Board of the Company

None of the Directors and Key Managerial Personnel of the Company and their relatives except Dr. Rajesh Parashar is concerned or interested, financial or otherwise, in the resolution.

The Board recommends the resolution set forth in Item no. 5 for the approval of the members.

ITEM No.6 TO TAKE APPROVAL UNDER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013 TO SELL, LEASE OR OTHERWISE DISPOSE OFF, TO MORTGAGE/ CREATE CHARGES ON THE PROPERTIES OF THE COMPANY AND IN THIS REGARD.

Keeping in view the company's existing and future financial requirements to support its business operations, the Company may need additional funds. For this purpose, the Company may, from time to time, raise finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate

and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limits to Rs. 15 Crores for the Company.

Your Board of Directors recommends the Special Resolution as set out at Item No. 6 of the accompanying Notice, for members' approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company.

ITEM No.7 TO TAKE APPROVAL FOR ENHANCING THE BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.

As per the provisions of Section 180(1)(c) of the Companies Act, 2013 the Board of Directors of a Company could borrow money together with the moneys already borrowed by the Company in the ordinary course of business, to the extent of aggregate of paid up share capital and free reserves. If the borrowing exceeds the above limits, the approval of the members of the Company in General Meeting by way of Special Resolution has to be obtained.

As you know that for business and operational purposes Company borrows funds and may borrow funds from time to time and so, therefore, it is required to obtain approval of members by way of special resolution in general meeting to authorize to the Board to borrow funds in excess of the paid up share capital and free reserves.

Your Board decided to increase the limit of borrow fund upto Rs. 15 crore (Rupees Fifteen Crore Only) and recommend passing of this resolution by way of Special Resolution.

None of the directors or their relative be deemed interested in the resolution.

ITEM No.8 RELATED PARTY TRANSACTION

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 Rs.30 Crores during financial year 2019-20 in aggregate.

Section 188 of the Act and the applicable Rules framed there under provide 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 2018-19, 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 during Financial Year 2019-20.

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 2019-20.

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:-

a) Relationship-

- (i) Holding Company – None
- (ii) Key Management Personnel (Managing / Whole Time Director) –
Mr. Jasjot Singh
Mr. Partek Singh

Entities over which key management personnel / their Relatives are able to exercise significant influence

- a) Punjab Biotechnology Park Limited
Mr. Jasjot Singh
- b) Prism Medico & Pharmacy Limited
Mr. Jasjot Singh

S. No.	Name of the Related Party	Nature of Relation	Nature of Transactions
01	Healthy Biosciences Private Limited	This Company is a Promoter of Ajooni Biotech Limited and has a common director Mr. Jasjot Singh.	Contract for purchase & sale of goods shall be on a continuous basis.
02	Prism Medico & Pharmacy Ltd	This Company is a Promoter of Ajooni Biotech Limited	Contract for purchase & sale of goods shall be on a continuous basis.
03	With Directors	-	Expenses incurred by him/her on our behalf or any repayment made

And this year, the transactions with the above mentioned related parties are likely to increase. 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 no. 8 of this Notice as an Ordinary Resolution.

ITEM NO.9

The company is in the process of allotting equity shares on preferential basis for meeting the financial requirements and for the same purpose we need to increase the Authorised share capital.

Pursuant to Section 61 & 64 of the Companies Act, 2013, the consent of the shareholders of the Company is required to the proposed increase in the authorised share capital. The Board of directors of the Company, vide its resolution passed at the meeting held on August 31, 2019 has proposed to increase the authorised share

capital of the Company to Rs. 10,00,00,000 (Rupees Ten Crore only) and seeks the approval of members for the same.

In order to reflect the increase in the authorised share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, Clause V of the Memorandum of Association of the Company must be amended.

A draft of the amended Memorandum of Association of the Company with the following new clause will be tabled:-

V. The Authorised Share Capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 1,00,00,000 (One Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten) each.”

As per the Section 13 of the Companies Act, 2013, the alteration of the memorandum of association of the Company requires approval of the shareholders and accordingly the Board now seeks the approval of the shareholders for the same.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

ITEM NO. 10

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

a) Objects of the issue

Government of India has set an ambitious target of doubling the farmers income by 2022. However, farming is no more lucrative because of increase input cost and faulty marketing mechanism. With the division of joint families, maximum farmers have holding of less than 5 acres of land and modern farming is not viable at this scale at all.

The main focus of Government of India is to encourage the allied farming businesses like dairy farming and fish farming. India is on top in the world in the dairy sector with 6.3% annual growth and over 175 million tonnes of production is largest producer of milk but still far behind the global average yield of milk per animal and per capita milk consumption. A study conducted by ICAR found that bridging the yield gap by way of scientific feeding of TMR (Total Mixed Ration) alone can increase milk productivity by 41.2% which will have great impact on increasing milk production and translate in much more money in the hands of farmer.

Animal feed accounts 70% cost of milk. Till date balanced cattle feed usage is limited to 11% of the total daily feed requirement. The availability of quality feed and adoption of balanced ratio feeding therefore, present a lucrative option for the industry and boosting farmer income as well.

Ajooni had witnessed solid growth animal feed segment. In order, to fully exploit the business opportunities available in the field of Cattle Feed, company has recently launched its own brand of Cattle Feed and Feed Supplements in the name of “**Shawet Dugdh Dhara**”. In the initial stage, few areas of three states of Rajasthan, Haryana and Western Uttar Pradesh are being covered.

To meet the International Standard of the Feed, farmers expectations and expanding Its Dealer and Distributors network, company will need additional funds for setting up Quality Control Labs, Modern Machinery and Equipments, update of existing Infrastructure, Brand building, initiatives which includes mass advertisement, brand promotional activities and direct mass connect with farmers and dairy owners and extend long credit period to new customers in addition to reduce the debt burden of the company.

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

The Board is proposed to issue a total of 22, 50,000 Equity shares of Rs.10/- each at a price not lower than the minimum price as stipulated in Chapter V of SEBI (ICDR) Regulations,2018.

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 30, 2019, 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

One of the persons among the allottees is an individual, rest all are Body Corporates.

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

None of the Directors, Key Managerial Personnel or Promoters of the Company except Mr. Jasjot Singh, one of the promoters of the Company intends to subscribe to the Allotment Shares as per Item No. 10 of the Notice.

g) Proposed time within which the allotment shall be completed

As required under the ICDR Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the Members granting consent for preferential issue or in the event allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s) or permission, as the case may be.

h) Re-computation of Price

The issuer shall re-compute the price of the shares in terms of the ICDR Regulations, 2018 whenever it is required to do so.

Further, if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the shares shall continue to be locked- in till the time such amount is paid by the allottees.

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	REGISTERED OFFICE	PAN	NO. OF SHARES	Percentage Of Post Preferential Offer
1	Pritika Engineering Components Private Limited	Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S Nagar, Mohali-160055	AAJCP6858M	937500	11.15

2	Pritika Auto Industries Limited	Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S. Nagar, Mohali-160055	AAACH4698C	937500	11.15
3	Mr. Jasjot Singh	House No. 1768, Phase-3B-2, Mohali-160059	BDEPS5766D	375000	8.35

i) Change in control

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

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 this current financial year, 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
A	Promoters' Holding:				
1.	Indian:				
2.	Individual	1613128	26.21	1988128	23.65
3.	Body Corporate	1897896	30.83	1897896	22.58
4.	Foreign Promoters				
	Sub Total	3511024	57.04	3886024	46.23
B	Non-Promoters' Holding:				
1.	Institutional Investors	-	-	-	-
2.	Non-Institution:				
3.	Private Corporate Bodies	-	-	1875000	22.31
4.	Directors and Relatives	-	-	-	-
5.	Indian Public	2644000	42.96	2644000	31.46
6.	Others (Including NRIs)	-	-	-	-
	Sub Total (B)	2644000	42.96	4519000	53.77
	GRAND TOTAL (A+B)	6155024	100	8405024	100

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

Kanika Sapra
Company Secretary & Compliance Officer

Date: 31.08.2019
Place: Mohali

Jasjot Singh	Partek Singh
Director	Director
DIN:01937631	DIN: 07864006
H.No 1768 Phase 3B2,	# 01, Ved Beant Niwas,
Mohali, Punjab.	New Moti Bhag
	Colony, Patiala.