



# AJOONI BIOTECH LIMITED



# ANNUAL REPORT

## ANNUAL REPORT

### 2019-20

<b>Name of the Company</b>	<b>AJOONI BIOTECH LIMITED</b>												
<b>Corporate Identification Number (CIN)</b>	L85190PB2010PLC040162												
<b>Directors</b>	<table> <tr> <td>Mr. Jasjot Singh</td> <td>- Managing Director</td> </tr> <tr> <td>Mr. Partek Singh</td> <td>- Director</td> </tr> <tr> <td>Mr. Ramandeep Singh</td> <td>- Independent Director</td> </tr> <tr> <td>Mr. Imtешwar Singh</td> <td>- Independent Director</td> </tr> <tr> <td>Ms. Simmi Chabbra</td> <td>- Independent Woman Director</td> </tr> <tr> <td>Dr. Rajesh Parashar</td> <td>- Director</td> </tr> </table>	Mr. Jasjot Singh	- Managing Director	Mr. Partek Singh	- Director	Mr. Ramandeep Singh	- Independent Director	Mr. Imtешwar Singh	- Independent Director	Ms. Simmi Chabbra	- Independent Woman Director	Dr. Rajesh Parashar	- Director
Mr. Jasjot Singh	- Managing Director												
Mr. Partek Singh	- Director												
Mr. Ramandeep Singh	- Independent Director												
Mr. Imtешwar Singh	- Independent Director												
Ms. Simmi Chabbra	- Independent Woman Director												
Dr. Rajesh Parashar	- Director												
<b>Chief Financial Officer</b>	Mr. Gurmeet Singh												
<b>Company Secretary</b>	Ms. Swati Vijan (w.e.f. 12/02/2020)												
<b>Auditors</b>	M/s Harjeet Parvesh & Co., Chartered Accountant, Mohali												
<b>Secretarial Auditor</b>	M/s. M.R. CHECHI & ASSOCIATES, Practicing Company Secretary Chandigarh												
<b>Registered Office /Corporate office</b>	D-118, Industrial Area, Phase – VII, Mohali-160055												
<b>Factory</b>	Gaib Di Pulli, Village Bullepur, Tehsil Khanna, Distt. Ludhiana												
<b>Registrar and Share Transfer Agent</b>	Cameo Corporate Services Ltd Subramanian Building No 1, Club House Road, Chennai - 600 002												
<b>Banker</b>	Canara Bank SCO: 56, Chandi Path Sector 30-C, Chandigarh-160030												

## 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.

**AJOONI BIOTECH LIMITED**  
**10th Annual Report- 2019-2020**



**FROM THE DESK OF THE CHAIRMAN**  
**Mr. Jasjot Singh, Chairman cum Managing Director**

Dear Shareholders,

I hope you and your families are doing well and are staying safe. We are currently dealing with highly challenging times and the situation is changing very rapidly. The outbreak of COVID-19 has disrupted operations and economic activities globally and in India as well. We are adapting to these changes very well and are working towards serving our customers in the most efficient way.

The COVID-19 impact on economy and business will be much longer but the agriculture sector is expected to recover faster, once economic activity picks up compared to other sectors, as it forms part of essential goods and services. In addition, multiple measures announced in the Government stimulus package will encourage private sector participation in the sector and will help double the income of farmers by 2022 as per the target of Government of India.

Financial Year 2019-20 was a difficult year as India's gross domestic product is expected to have lowest growth rate seen in recent years. This was mainly due to the low growth in the fourth quarter of the current year. The agriculture sector is expected to grow by 3.0% which is broadly in line with the overall growth rate ,however high commodity prices & disturbed market conditions in addition to low output prices were matter of concern for feed industry.

Cattle feed was declared as an essential commodity by Central and State Government and we could start our manufacturing immediately after getting necessary approvals/permission while following all the health and safety protocols to ensure safety of our workers . Marketing staff have been working relentlessly to ensure smooth & continue supply of cattle feed to dealers and farmers. Your company could manage to achieve higher sales realizations during the year in spite of all these factors by improving raw material consumption ratios and procurement policy of the company.

During the year, your company set up a state of the art in-house testing laboratory and on-spot testing facilities which enabled your company to get registered with BIS and now producing ISI Mark cattle feed. Your company is now one of the few companies across India having BIS Registration. Many Corporate clients, Dairy farmers and dealers shown their confidence in our products and got associate with the company by virtue of our Quality , Timely Delivery and Advisory services rendered by our experts and doctors in the field, Your Company has penetrated many new areas and expanded its network of dealers and distributors in the Northern states .

Your company continued to participate in Kissan Melas, Kissan Ghostis and arranged many consultation camps at Village or block levels to make farmers and Dairy owners aware about our products and of animal diseases and its remedies.

The world's population is projected to be 9.6 billion people by 2050. More than half of this growth is expected in China and India. In addition to population growth, per capita meat and milk consumption is also rapidly growing especially in India. This growth will lead to higher requirement of processed dairy, and poultry products; in turn leading to a trigger for higher feed requirement.

India is also largest milk producer in the world, producing 191 million tonnes in 2019-20. Assuming per litre milk production of 0.5 kilograms of compound feed is required; the total demand for the cattle feed industry is 95 million tonnes in India. At present Compounded feed availability is just 20-30% of the demand. The feed industry is growing at a CAGR of 8%, with cattle feed sectors emerging as major growth drivers. According to estimates by leading industry sources, the demand of animal protein and dairy products in India will increase the compound feed consumption many folds.

I hope, keeping in view of current scenario, many more opportunities will emerge for your company to expand its production capacities & marketing network in addition to add value added products in its portfolio to improve the bottom line.

I would like to thank our bankers, business partners, vendors, employees and other stakeholders for their overall support. We are fully committed to support our nation, customers, business partners and employees.

*Yours sincerely,  
Jasjot Singh  
Chairman cum Managing Director*

# CONTENTS

---

<b>PARTICULARS</b>	<b>PAGE No.</b>
▪ <b>Notice along with Explanatory Statement</b>	<b>01</b>
▪ <b>Director's Report</b>	<b>23</b>
▪ <b>Form MGT-9- Extract of Annual Return</b>	<b>33</b>
▪ <b>Form ACO-2 – Disclosure for contracts/ arrangements with related parties</b>	<b>40</b>
▪ <b>Management Discussion &amp; Analysis Report</b>	<b>42</b>
▪ <b>Form MR-3- Secretarial Audit Report</b>	<b>45</b>
▪ <b>Independent Auditor's Report</b>	<b>51</b>
▪ <b>Balance Sheet</b>	<b>59</b>
▪ <b>Statement of Profit &amp; Loss</b>	<b>60</b>
▪ <b>Cash Flow Statement</b>	<b>61</b>
▪ <b>Notes to the Financial Statements</b>	<b>63</b>
▪ <b>Significant Accounting Policies</b>	<b>69</b>

**NOTICE CONVENING 10<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 10<sup>TH</sup> ANNUAL GENERAL MEETING ('AGM') OF THE SHAREHOLDERS OF AJOONI BIOTECH LIMITED ('THE COMPANY') WILL BE HELD ON THURSDAY, 10<sup>TH</sup> DAY OF SEPTEMBER, 2020, AT 10.00 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, 2020, including Balance Sheet as at 31st March 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Jasjot Singh (DIN: 01937631) Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

***SPECIAL BUSINESS:***

**3. TO REGULARISE THE APPOINTMENT OF MR. GURSIMRAN SINGH (DIN: 02209675) AS THE DIRECTOR**

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act"), Mr. Gursimran Singh (DIN: **02209675**), who was appointed as an Additional Director on 13<sup>th</sup> August 2020, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED THAT** the Board 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 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 an 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. 50 crore (Rupees Fifty 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."

#### 5. 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 6,00,000 equity shares of face value Rs. 10/- each at an issue price of Rs. 20/- per share, to the following proposed allottee:

S.NO.	NAME	REGISTERED OFFICE	PAN	NO. OF SHARES
1.	Mr. Jasjot Singh	House No. 1768, Phase-3B-2, Mohali-160059	BDEPS5766D	6,00,000

**"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 10th August, 2020 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.”

#### 6. TO CONSIDER RE-APPOINTMENT OF MR. JASJOT SINGH AS MANAGING DIRECTOR

**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 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel Rules 2014 (amended from time to time) and other applicable provisions, if any, of the Companies Act 2013, Regulations 17 (6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof and subject to such other approvals, permissions, sanctions as may be necessary and pursuant to the recommendation of Nomination and Remuneration Committee, consent of the members of the Company be and is hereby accorded for payment of monthly remuneration of Rs. 1,50,000/- to Mr. Jasjot Singh (DIN 01937631), Managing Director w.e.f 01<sup>st</sup> April, 2020 on the same terms and conditions as per the earlier agreement entered into with the Company with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time within the scope and in compliance with Schedule V of the Companies Act, 2013, or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of Directors and Mr. Jasjot Singh, Managing Director.

“**RESOLVED FURTHER THAT** the aforesaid remuneration shall be construed as minimum remuneration in the absence of profits/ inadequate profits, in compliance with schedule V of the Act and that the commission will not be paid.”

“**RESOLVED FURTHER THAT** any of the Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

By Order of the Board of Directors  
For Ajooni Biotech Limited

Sd/-

Swati Vijan

Company Secretary /Compliance Officer

ACS:39179

Date: 13/08/2020

Place: Mohali

**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 and 6 of the accompanying Notice are annexed hereto.
2. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its circular dated 5 May 2020 read with circulars dated 8 April 2020 and 13 April 2020 (collectively referred to as 'MCA Circulars') and SEBI circular dated 12 May 2020 permitted holding of the annual general meeting ('AGM') through VC/OAVM facility, without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM' which does not require physical presence of members.
3. The deemed venue for 10th e-AGM shall be the Registered Office of the Company.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
6. In line with the MCA Circulars and SEBI Circular, the Notice of the 10th AGM including Audited Financial Statements as on 31st March 2020 will be available on the website of the Company at [www.ajoonibiotech.com/](https://www.ajoonibiotech.com/), on the website of NSE Emerge Platform at <https://www.nseindia.com/> and also on the website of NSDL at <https://www.evoting.nsdl.com/>.
7. 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.
8. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 10th AGM through VC/OAVM Facility and e-Voting during the 10th AGM.
9. Attendance of the Members participating in the 10<sup>th</sup> AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
10. 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 10<sup>th</sup> AGM and facility for those Members participating in the 10<sup>th</sup> AGM to cast vote through e-Voting system during the 10<sup>th</sup> AGM.

**11. 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.

- A) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 3<sup>rd</sup> September 2020, are entitled to vote on the Resolutions set forth in this Notice.
- B) The remote e-voting period will commence at 9.00 a.m. (I.S.T) on Monday, 07<sup>th</sup> September, 2020 and will end at 5.00 p.m. on Wednesday, 09<sup>th</sup> September, 2020. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 3<sup>rd</sup> September 2020, 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.

**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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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

	<p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>	
<p>5. Your password details are given below:</p> <ol style="list-style-type: none"> <li>a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.</li> <li>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.</li> <li>c) How to retrieve your 'initial password'?             <ol style="list-style-type: none"> <li>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'.</li> </ol> </li> </ol> <p>6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:</p> <ol style="list-style-type: none"> <li>a) Click on "Forgot User Details/Password?"(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>.</li> <li>b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a>.</li> <li>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.</li> <li>d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.</li> </ol> <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>		

**Details on Step 2 is given below:**

<p><b>How to cast your vote electronically on NSDL e-Voting system?</b></p> <ol style="list-style-type: none"> <li>1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.</li> <li>2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.</li> <li>3. Select "EVEN" of the Company.</li> <li>4. Now you are ready for e-Voting as the Voting page opens.</li> <li>5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the</li> </ol>
--

number of shares for which you wish to cast your vote and click on “Submit” and “Confirm” when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

***Please follow the steps mentioned above, to cast vote.***

### **General Guidelines for shareholders**

#### **12. 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.

13. 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.

14. 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.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

15. For members who have not registered their email address with the company and wish to attend the AGM or cast vote through remote e-voting, may obtain the login ID and Password by sending scanned copy of i) request letter mentioning your name, folio number and complete address, ii) self attested copy of PAN Card and Address Proof to the e-mail address of the company [cs@ajoonibiotech.com](mailto:cs@ajoonibiotech.com) or its RTA at their communication address/ email id [prashant@cameoindia.com](mailto:prashant@cameoindia.com).

16. 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 [csnitinchandigarh@gmail.com](mailto:csnitinchandigarh@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

17. 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’s e-mail id at [ajooni118@gmail.com](mailto:ajooni118@gmail.com) at least seven working days prior to the AGM, so that the required information can be made available at the AGM.

#### **• 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](http://www.evoting.nsdl.com) or write an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

- II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, 03<sup>rd</sup> September 2020, 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. (I.S.T) on Monday, 07<sup>th</sup> September, 2020 and will end at 5.00 p.m. on Wednesday, 09<sup>th</sup> September, 2020. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, 03<sup>rd</sup> September 2020, 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 Thursday, 03<sup>rd</sup> September 2020.
- 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.
- VII. M/s. Nitin Kumar & Associates, Practicing Company Secretaries, Chandigarh 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 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.
- IX. 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 NSE, Mumbai.
- X. 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 Friday, 4<sup>th</sup> September, 2020 to Thursday, 10<sup>th</sup> September, 2020 (both days inclusive).
- XI. 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.
- XII. 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.
- XIII. 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.
- XIV. 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.
- XV. 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
- XVI. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes.

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

1. Shareholders will be able to attend the AGM through VC / OAVM through web link - <https://purvashare.instavc.com/broadcast/bf1a2b90-e12e-11ea-8744-95edbab515aa> by entering their remote e-voting login credentials and selecting the EVEN for Company's AGM.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders 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. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [ajooni118@gmail.com](mailto:ajooni118@gmail.com).
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

- **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THEAGM/EGM 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 shareholders, who are 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 Chat system available during the AGM.
3. If any votes are casted by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders 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.

By Order of the Board of Directors  
For Ajooni Biotech Limited

Date: 13.08.2020

Place: Mohali

Sd/-  
Swati Vijan  
Company Secretary & Compliance Officer  
ACS:39179

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

**ITEM No. 3: REGULARISATION OF APPOINTMENT OF MR. GURSIMRAN SINGH AS DIRECTOR OF THE COMPANY**

The members are informed that the Board of Directors of the Company had appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Gursimran Singh as an Additional Director of the Company with effect from 13th August 2020. As per the provisions of Section 161(1) of the Act, Mr. Gursimran Singh holds office of Director up to the date of ensuing Annual General Meeting of the Company and being eligible, has offered himself for appointment as Director.

Therefore, on the recommendation of the Nomination and Remuneration Committee, the Board has decided to place the matter of regularization of appointment of Mr. Gursimran Singh as a Director, before the shareholders' for their approval, on the terms and Conditions as recommended by the Nomination and Remuneration Committee and approved by the Board. The Board considers that his association would be of immense benefit to the Company as he can manage and control the affairs of the company efficiently.

A brief profile of Mr. Gursimran Singh and other requisite details, pursuant to the provisions of the Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India are mentioned below:

<b>S.NO.</b>	<b>PARTICULARS</b>	<b>INFORMATION</b>
1.	Type of event	Appointment of Mr. Gursimran Singh as Director of the Company subject to approval of the members at the ensuing General Meeting
2.	Date of Appointment	10/09/2020
3.	Category	Promoter/ Executive Director
4.	Brief Profile	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.
5.	Qualification	He is qualified as Bachelor of Commerce (B.Com) and Master in Business Administration (MBA)
6.	Expertise	He is an expert and leading entrepreneur in the field of agriculture and has vide expertise as marketing professional and expert knowledge of cultivation of crops/ supplements. He has worked with G.J. Agro Farms as a Director and played an immense role in the growth of the business.
7.	List of other companies in which Directorship is held as on 31.03.2020	HEALTHY BIOSCIENCES PRIVATE LIMITED (CIN: U24296PB2008PTC032037)



8.	Chairman/ Member Of The Committee Of The Board Of the Other Companies in which he is a director as on 31.03.2020	N.A.
9.	Equity Shares held in the Company as on 31.03.2020	Nil
10.	Disclosure of relationships between existing directors and new director	Not related to any director

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 Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members

#### **ITEM No. 4 TO CONSIDER AND TAKE 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 Rs. 50 Crores during financial year 2020-21 in aggregate which will be carried out at Arm's Length price and in the ordinary course of business transaction.

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 2019-20, 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 2020-21.

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 2020-21.

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

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	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.

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. 4 of this Notice as an Ordinary Resolution.

#### ITEM NO. 5 ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL ISSUE BASIS

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

##### a) Objects of the issue

In view of the future outlook of the Company, its expansion, growth targets and prospects, the Company requires additional funding to inter alia augment its long term resources including for servicing and/ or repayment of indebtedness, capital expenditure and investment of the Company for various purposes, including but not limited to fund their business growth, capital adequacy, business purposes and for general corporate purposes and business related plans from time to time.

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

The Board is proposed to issue a total of 6,00,000 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 10, 2020, 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**

The allotment is proposed to be made the Promoter of the Company.

**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. 5 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 name of the proposed allottee and the percentage of post preferential offer capital that may be held by the proposed allottees.**

S.NO.	NAME	ADDRESS	PAN	ALLOTMENT OF NO. OF SHARES	Percentage Of Post Preferential Offer
1	Mr. Jasjot Singh	House No. 1768, Phase-3B-2, Mohali-160059	BDEPS5766D	6,00,000	15.21

**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 2020-21, the Company has not made any preferential allotment. However, company has made preferential allotment during the financial year 2019-20, details are as below:

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 equity shares at Rs. 15 ( including Rs. 5 premium)
2	Pritika Auto Industries Limited	Plot No. C-94, Phase-VII Industrial Focal Point, S.A.S. Nagar, Mohali-160055	AAACH4698C	937500 equity shares at Rs. 15 ( including Rs. 5 premium)

3	Mr. Jasjot Singh	House No. 1768, Phase-3B-2, Mohali-160059	BDEPS5766D	375000 equity shares at Rs. 15 ( including Rs. 5 premium)
---	------------------	---	------------	---

**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:				
	Individual	2056128	24.46	2656128	29.50
	Body Corporate	1897896	22.58	1897896	21.08
2.	Foreign Promoters				
	Sub Total	3954024	47.04	4554024	50.58
<b>B</b>	<b>Non-Promoters' Holding:</b>				
1.	Institutional Investors	-	-	-	-
2.	Non-Institution:				
3.	Private Corporate Bodies	2075000	24.69	2075000	23.04
4.	Directors and Relatives	-	-	-	-
5.	Indian Public	2084000	24.79	2084000	23.14
6.	Others (including NRIs)	292000	3.47	292000	3.24
	Sub Total (B)	4451000	52.96	4451000	49.42
	<b>GRAND TOTAL (A+B)</b>	8405024	100	9005024	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 relevant books and documents are available for inspection during business hours of the Company till the date of the meeting.

The Board of Directors recommends passing of the Special resolution as set out at item no. 5 of this Notice as an Special Resolution.

**ITEM NO. 6 RE-APPOINTMENT OF MR. JASJOT SINGH (DIN: 01937631) AS A MANAGING DIRECTOR OF THE COMPANY**

Mr. Jasjot Singh was appointed as Managing Director by way of shareholders' resolution dated 04<sup>th</sup> September 2017. Pursuant to recommendation of Nomination and Remuneration Committee of the Company, the Board of Directors of the Company, at their meeting held on 13<sup>th</sup> August 2020 have unanimously approved the reappointment of Mr. Jasjot Singh as a Managing Director of the Company w. e. f. 1st April 2020 for a further period of 5 (five) years, subject to the approval of Shareholders at this Annual General Meeting.

Considering the fact that Mr. Jasjot Singh has rich and varied experience in the Industry and has been involved in the operations of the Company and also considering his immense contribution to the progress of the Company, it would be in the interest of the Company to continue the employment of Mr. Jasjot Singh as a Managing Director of the Company as per the terms stated herein below. 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, 2020. 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.

Also, in light of the COVID-19 impact on the financial performance of the company, the management anticipates a one-time profit erosion / reduction for the current fiscal. As such, any remuneration payable to him for the current year would necessitate an approval of the shareholders to remain in compliance with the managerial remuneration provisions as contained in the Companies Act, 2013, as also SEBI (LODR) Regulations 2015 to protect minimum remuneration. Pursuant to the provisions of the sections 196, 197 & 198, read with Schedule V to the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, remuneration paid/payable to Mr. Jasjot Singh for the financial year 2020-21 is expected to be in excess of the limits prescribed under schedule V of the Companies Act 2013 in view of inadequate profits/ absence of profits for the financial year 2020-21. Also, the remuneration being fixed for the complete period of his tenure needs to be approved by the shareholders under Schedule V of the Companies Act, 2013.

Except Mr. Jasjot Singh and Mr. Gurmeet Singh, none of the other Directors and Key Managerial Personnel of the Company are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution set forth in agenda No. 6 for the approval of the Members.

Information pursuant Listing Regulations 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 in excess of the limits prescribed therein in the event of inadequate profits/ absence of profits for item no. 6 included in the Notice as **Annexure B** hereto:

**Annexure A**

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

S.NO.	PARTICULARS	INFORMATION
1.	DIN	01937631
2	Date of Birth	30/06/1985
2.	Date of Appointment	10/09/2020
	Tenure of appointment	5 years
3.	Category	Promoter/ Managing Director
4.	Brief Profile	He is an 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.
5.	Qualification	He is qualified as Master in Business Administration (MBA) in Finance from Oxford University, U.K.
6.	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
7.	List of other companies in which Directorship is held as on 31.03.2020	PUNJAB BIOTECHNOLOGY PARK LIMITED (CIN: U01100PB2004PLC027542)
8.	Chairman/ Member Of The Committee Of The Board Of the Other Companies in which he is a director as on 31.03.2020	N.A.
9.	Equity Shares held in the Company as on 31.03.2020	702050 equity shares
10.	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 9 years. It provides a wide range of products manufactured for sale to the livestock farmers & consumers through guiding principles.

**3. Financial performance based on given indicators:**

Standalone Financial Results for the last three years

Amount (in Lakhs)

Particulars	2019-20	2018-19	2017-18
Profit (Loss) after Tax	34.68	41.09	38.60
Net Worth (including balance in Profit and Loss Account)	1589.10	1216.46	1094.36
Earnings Per Share	0.41	0.67	0.66
Turnover	4009.24	4005.67	4259.41

**4. 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 31st March, 2020, 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. JASJOT 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 10 years in the field of agro farming, Animal Health Care and Faucets Unit industry. He also has set up a cattle feed plant at Khanna for manufacturing of Cattle feed having 100% buy back arrangement. Earlier he had an arrangement contract with Patanjali Bioresearch Institute (Haridwar) a venture of Yoga Guru Baba Ramdev Agro farming on commercial basis.

**2. Past remuneration:**

The remuneration paid to Managing Director of the Company for the last two financial years 2019-2020 and 2018-19 are as follows:

Amount (in lakhs)

Name of the Director	2019-2020 (Rs.)	2018-19 (Rs.)
Mr. Jasjot Singh	15.00	12.00

**3. Recognition or Awards**

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

- (i) Excellence Award by Department of Industries, Govt. of Punjab.
- (ii) 1st Quality Award by Centre for International Trade & Industry.
- (iii) Udyog Shree Award by Economic Development Council.

**4. 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 ten 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.

**5. Remuneration proposed**

Details of remuneration as approved by the shareholders in earlier general meeting for appointment of Mr. Jasjot Singh is:

<b>Salary</b>	An amount not exceeding Rs.1,50,000/- (Rupees One Lakhs Fifty only) per month inclusive of perquisites as detailed below
<b>Perquisites:</b>	<p>a. House maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc.</p> <p>b. Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.</p> <p>c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.</p> <p>d. Leave and encashment of leave - as per the policy of the Company.</p> <p>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</p> <p>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.</p>
<b>Other Terms and Conditions</b>	<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 Mr. Jasjot Singh, 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</li> </ul>



(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.

- No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.

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

The current remuneration being paid to the Chairman & Managing Director of 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, Chairman and Managing Director and Mr. Gurmeet Singh, Chief Financial Officer of the company are related to each other. Except that he does not have any other pecuniary relationship with the Company or with any managerial personnel. He also holds 770050 Equity shares as on 13/08/2020 in the company and draws remuneration as mentioned above.

### **III. OTHER INFORMATION**

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

The Company had adequate profits upto the financial year ended 31st March, 2020 and the remuneration paid to the Managing was well within the applicable limits prescribed under the Companies Act, 2013 as also under SEBI (LODR) Regulations, 2015 as applicable.

Covid-19 pandemic has spread across the Globe and in India and has created massive negative disruptions in the business operations of one and all. The Company's business operations too have been severely affected and has rendered this fiscal a difficult one on the business performance front. consequent to global slowdown due to COVID-19 pandemic, there is a global hit in the market for the FY 2020-21 and the Company expects that the financial results for FY 2020-21 would be adversely impacted. At this juncture, on a conservative note we are unable to quantify the expected quantum of losses. The Company operates its business unit with nearly 45 individual employees and this has put severe pressure on the performance of the Company.

#### **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 for growth of the business since inception and this disturbance in performance is owing to the unforeseen COVID-19 pandemic. 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.. We have approached our lenders for increase of these

limits and have got these sanctioned. We are ensuring that our vehicles get deployed on routes that have sufficient load.

### 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 (Rs. in Lakhs)**

S. No.	Name of the Director	Salaries, perquisites and allowances	Commission	Sitting fees	Total
1.	Mr. Jasjot Singh	15.00	-	-	15.00
2.	Mr. Partek Singh	03.00	-	-	03.00
3.	Mr. Rajesh Parashar	04.80	-	-	04.80

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

Mr. Jasjot Singh, Managing Director of the Company 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; AND**

As at March 31, 2020, 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 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.

**(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.

The Board recommends the Resolutions as set out at Item no. 6 of the Notice as Special Resolution, for approval of the Members.

By Order of the Board of Directors

**For Ajooni Biotech Limited**

**Sd/-**

**Swati Vijan**

**Company Secretary / Compliance Officer**

**ACS:39179**

**Date: 13/08/2020**

**Place: Mohali**

**DIRECTORS' REPORT**

To  
The Members,

The Directors have pleasure in presenting their 10<sup>th</sup> Annual Report on the business and operations together with the Audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2020.

**1. FINANCIAL RESULTS**

The Financial results are briefly indicated below:

<b>Particulars</b>	<b>2019-20</b>	<b>2018-19</b>
Revenue from Operations	40,03,26,163	39,71,80,778
Other Income	5,98,511	33,86,329
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	13006109.42	10238444.33
Less: Depreciation/ Amortisation/ Impairment	49,19,813.49	43,81,607.97
Profit /loss before Finance Costs, Exceptional items and Tax Expense	9086295.93	5856836.36
Less: Finance Costs	3279206.24	1107594.91
Profit /loss before Exceptional items and Tax Expense	4807089.69	4749241.45
Add/(less): Exceptional items	-	-
Profit /loss before Tax Expense	4807089.69	4749241.45
Less: Tax Expense		
Current Tax	1683532	11,74,582
Deferred Tax	(3,44,455)	(5,35,094)
MAT Credit Entitlement	-	-
Profit /loss for the year	34,68,012.95	41,09,752

**2. REVIEW OF OPERATION**

The Company has made profit of Rs. 34,68,012.95/- during the financial year. 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 Rs. 34,68,012.95/- being the profit for the current financial year to Reserves & Surplus.

**4. CHANGE IN NATURE OF BUSINESS**

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

**5. DIVIDEND**

In view to expand the business of the company and continuous investment in the business, the Directors of the Board regret their inability to recommend any dividend.

**6. DEPOSITS**

During the period under review the Company has neither accepted nor invited any Public Deposits. Hence the provisions of Section 76 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 are not applicable.

**7. CHANGES IN SHARE CAPITAL, IF ANY****a) Authorised Capital**

During the year under review, Company's authorised share capital was increased from Rs. 6.50 crores (Rupees Six Crore Fifty Lakhs only) divided into 65,00,000 (Sixty Five Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) to Rs. 10 crores (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore only) equity shares of Rs. 10/-(Rupees Ten only).

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

During the year under review, company issued 22,50,000 equity shares at Rs. 15 each ( including premium of Rs. 5/-) on preferential basis. Further, Company's paid up share capital has increased from Rs. 6,15,50,240/- ( Rupees Six Crore Fifteen Lakhs Fifty Thousand Two Hundred and Forty only) divided into 61,55,024 (Sixty One Lakhs Fifty Five Thousand and Twenty Four only) equity shares of Rs. 10/- to Rs. 8,40,50,240/- (Rupees Eight Crore Forty Lakhs Fifty Thousand Two Hundred and Forty only) divided into 84,05,024 (Eighty Four Lakh Five Thousand and Twenty Four only) equity shares of Rs. 10 each.

**8. EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-9 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is annexed herewith as **Annexure 'A'** to the Board Report. The copy of same has also been uploaded on the website of the Company at [www.ajoonibiotech.com](http://www.ajoonibiotech.com).

**9. NUMBER OF MEETINGS**

The Board has met 12 (Twelve) times during the financial year, the details of which are as under:  
09/04/2019, 25/04/2019, 15/05/2019, 30/05/2019, 13/08/2019, 31/08/2019, 14/10/2019, 13/11/2019, 11/01/2020, 20/01/2020, 12/02/2020 and 17/03/2020.

Meeting of the Board of Directors which was to be held on 29/08/2019 was adjourned and held on 31/08/2019 meeting all the provisions. Also, The intervening gap between any two meetings did not exceed 120 days as prescribed by the Companies Act, 2013.

## Details of Attendance of Directors:

S. No.	Name of the Director	Number of Meetings entitled to attend	Number of Meetings attended
1.	Mr. Jasjot Singh	12	12
2.	Mr. Partek Singh	12	12
3.	Ms. Simmi Chhabra	12	12
4.	Mr. Ramandeep Singh	12	12
5.	Mr. Imtешwar Singh	12	12
6.	Mr. Rajesh Parashar	9	9
7.	Mr. Gurjant Singh	9	9

Details meetings attended by total Directors:

S. No.	Date of the Meeting	Number of Directors entitled to attend	Number of Directors attended
1.	09/04/2019	5	5
2.	25/04/2019	5	5
3.	15/05/2019	6	6
4.	30/05/2019	7	7
5.	13/08/2019	7	7
6.	31/08/2019	7	7
7.	14/10/2019	7	7
8.	13/11/2019	7	7
9.	11/01/2020	7	7
10.	20/01/2020	7	7
11.	12/02/2020	7	7
12.	17/03/2020	6	6

#### 10. COMPOSITION OF COMMITTEES

As per the applicable provisions of the Companies Act,2013 & Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2018, **three** Committees have been constituted in the company which are as follows:-

##### a) **Audit Committee**

The Board of Directors of your Company has duly constituted an Audit Committee in compliance with the provisions of Section 177 of the Companies Act, 2013, the Rules framed thereunder read with Regulation 18 of the Listing Regulations. The terms of reference of the Audit Committee has been duly approved by the Board of Directors. The recommendations made by the Audit Committee are accepted by the Board.

The committee met 5 (Five) times during the F.Y 2019-20:-

S. No.	Date of the Meeting	Number of Members entitled to attend	Number of Members attended
1.	09/04/2019	3	3
2.	29/05/2019	3	3
3.	31/08/2019	3	3
4.	13/11/2019	3	3
5.	17/03/2020	3	3

Details of Composition and Attendance of Members of the Audit Committee as on 31.03.2020 is as below:

S. No.	Name of the Director	Category/ Designation	Number of Committee Meetings entitled to attend	Number of Committee Meetings attended
1.	Ms. Simmi Chhabra	Chairman & Independent Non-Executive Director	5	5
2.	Mr. Ramandeep Singh	Member & Independent Non-	5	5

		Executive Director		
3.	Mr. Imtешwar Singh	Member & Independent Non-Executive Director	5	5

**b) Nomination & Remuneration Committee**

The committee met 6 (Six) times during the F.Y 2019-20 :-

S. No.	Date of the Meeting	Number of Members entitled to attend	Number of Members attended
1.	09/04/2019	3	3
2.	25/04/2019	3	3
3.	15/05/2019	3	3
4.	14/10/2019	3	3
5.	12/02/2020	3	3
6.	17/03/2020	3	3

Details of Composition and Attendance of Members of the Nomination & Remuneration Committee as on 31.03.2020 is as below:

S. No.	Name of the Director	Category/ Designation	Number of Committee Meetings entitled to attend	Number of Committee Meetings attended
1.	Mr. Ramandeep Singh	Member & Independent Non-Executive Director	6	6
2.	Ms. Simmi Chhabra	Chairman & Independent Non-Executive Director	6	6
3.	Mr. Imtешwar Singh	Member & Independent Non-Executive Director	6	6

**c) Stakeholder Grievance Committee**

The committee met 2 (Two) during the F.Y 2019-20:-

S. No.	Date of the Meeting	Number of Members entitled to attend	Number of Members attended
1.	10/04/2019	3	3
2.	20/03/2020	3	3

Details of Composition and Attendance of Members of the Stakeholder Grievance Committee as on 31.03.2020 is as below:

S. No.	Name of the Director	Category/ Designation	Number of Committee Meetings entitled to attend	Number of Committee Meetings attended
1.	Mr. Imtешwar Singh	Member & Independent Non-	2	2

		Executive Director		
2.	Ms. Simmi Chhabra	Chairman & Independent Non-Executive Director	2	2
3.	Mr. Ramandeep Singh	Member & Independent Non-Executive Director	2	2

**11. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. RE-APPOINTMENT OF DIRECTOR**

During the year, Mr. Jasjot Singh, (DIN: 01937631) Managing Director of the Company retiring by rotation & being eligible offers himself for re-appointment at the ensuing Annual General Meeting.

**B. INDEPENDENT DIRECTORS**

The Company has received declaration from all the Independent Directors of the Company confirming that they meet with criteria of Independence as prescribed under sub-section (6) of section 149 of the Companies Act, 2013 and under clause 49 of the Listing Agreements with the Stock Exchanges.

The meeting of the Independent Directors was held on 12th February, 2020, as per schedule IV of the Companies Act, 2013.

S. No.	Name of the Director	Category/ Designation	Number of Committee Meetings entitled to attend	Number of Committee Meetings attended
1.	Ms. Simmi Chhabra	Chairman & Independent Non-Executive Director	1	1
2.	Mr. Ramandeep Singh	Member & Independent Non-Executive Director	1	1
3.	Mr. Imtешwar Singh	Member & Independent Non-Executive Director	1	1

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.

**C. APPOINTMENT OF DIRECTOR**

During the year, Mr. Gurjant Singh and Mr. Rajesh Parashar were appointed as Additional Directors with effect from 25<sup>th</sup> April 2019 and 15<sup>th</sup> May 2019. Further, both Directors were regularized at the Annual General Meeting held on 30<sup>th</sup> September 2019.

**D. CESSATION OF DIRECTOR**

During the year, Mr. Gurjant Singh resigned from the directorship of the company with effect from 07<sup>th</sup> March 2020.

**E. KEY MANAGERIAL PERSONNEL**



During the year under review, Ms. Kanika Sapra (ACS- 56875) who was appointed as Company Secretary with effect from 09th April 2019, served her services till 30th September 2019. Further, Ms. Swati Vijan (ACS-39179) was appointed as Company Secretary on 12<sup>th</sup> February 2020.

Therefore, pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed there under, Key Managerial Personnel as on 31<sup>st</sup> March 2020 are the following:

- (i) Mr. Jasjot Singh- Managing Director
- (ii) Mr. Gurmeet Singh- Chief Financial Officer
- (iii) Ms. Swati Vijan – Company Secretary

#### **F. REMUNERATION**

The details of the remuneration given to the Board of Directors and Key Managerial Personnel have been given in the Annexure A of the Board Report. (MGT-9)

#### **12. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

During the financial year ended March 31, 2020, all transactions with the Related Parties as defined under the Companies Act, 2013 read with Rules framed thereunder were in the 'ordinary course of business' and 'at arm's length' basis. Your Company does not have a 'Material Subsidiary' as defined under Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'].

Further, the information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure "B"** in Form AOC-2 and the same forms part of this report.

The Related Party Transactions 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/RELATED%20PARTY%20TRANSACTION%20POLICY1.pdf>.

#### **13. 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 "C"**.

#### **14. 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.

#### **15. 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.

#### **16. MANAGEMENT DISCUSSION ANALYSIS REPORT**

The details forming part of Management Discussion and Analysis Report is annexed herewith as Annexure to the Board Report. **ANNEXURE "D"**.

#### **17. SUBSIDIARIES/ ASSOCIATES/JOINT VENTURES**

The Company has no subsidiary/Joint ventures/Associate Companies as per the provisions of Companies Act, during the financial year ended on 31st March, 2020.

#### **18. 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, 2020 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, and,
- d) The Directors had prepared the accounts for the financial year ended 31<sup>st</sup> March, 2020 on a going concern basis.
- 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.

#### **19. 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 2019-20. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March 2020 is attached as "**Annexure E**" to this Report.

This report contains observation as mentioned below alongwith the replies:

*(1). During the year under review National Stock Exchange of India Limited imposed penalty of Rs. 47,200/- on the company for not making the application for trading approval to the exchange within 7 days from the date of grant of listing approval by the exchange as per SEBI(ICDR) Regulation,2018. There was a default of 2 days in making the application.*

Reply: In this regard, there was delay of 2 days caused due to late reply received from the Depository in respect of confirmation of admission of equity shares allotted on preferential basis during the year ended 31<sup>st</sup> March 2020.

## **20. 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 30th September 2019, for the second term of five consecutive years i.e. for a period of five years commencing 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 and shall continue to be statutory auditors of the company for the Financial Year 2020-2021.

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 "F"**.

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Companies Act, 2013.

## **21. 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.

## **22. IMPLEMENTATION OF RISK MANAGEMENT POLICY**

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal during the financial year ended on 31st March, 2020.

## **23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

During the year under review, company has not granted any loan, guarantee and has not made any investments under Section 186 of the Companies Act 2013.. Further, particulars of loans, guarantees and investments relating to previous year have been disclosed in the financial Statements.

## **24. 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).

**25. 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.

**26. STOCK EXCHANGES**

The Company's shares are listed on the National Stock Exchange Limited SME Platform (NSE emerge).

**27. LISTING FEES**

The Annual Listing Fee for the financial year 2019-20 had been paid to those Stock Exchanges where the Company's shares are listed.

**28. CORPORATE GOVERNANCE**

As per Regulation 15(2) of SEBI (Listing Obligation and Disclosures requirement) Regulation, 2015, report on Corporate Governance is not applicable as the Company is not falling within the prescribed ambit as mentioned there in.

**29. 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.

**30. 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.

**31. 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.

### **32. MAINTENANCE OF COST RECORDS**

The Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 and Rules framed thereunder with respect to the Company's nature of business.

### **33. 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.

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

There are no unclaimed funds or shares to be deposited to the Investor Protection and Education Fund as on 31.03.2020.

### **35. 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).

### **36. 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.

### **37. ACKNOWLEDGEMENTS**

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: 13.08.2020

Place: Mohali

Sd/-

Jasjot Singh

Managing Director

DIN: 01937631

Sd/-

Partek Singh

Director

DIN: 07864006

## ANNEXURE 'A' TO DIRECTORS' REPORT

## MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE  
FINANCIAL YEAR ENDED ON MARCH 31, 2020

*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]*

## I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L85190PB2010PLC040162
ii.	Registration Date	17/02/2010
iii.	Name of the Company	AJOONI BIOTECH LIMITED
iv.	Category/Sub-Category of the Company	COMPANY LIMITED BY SHARES
v.	Address of the Registered office and contact details	D-118, Industrial Area, Phase VII, Mohali-160055 Phone:- 0172-5020761
vi.	Whether listed company	Yes (NSE Emerge)
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Ltd. Subramanian Building No 1, Club House Road, Chennai - 600 002.

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Manufacture of veterinary preparations	24235	0.09%
2.	Manufacture of cattle feed	15331	99.91%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL

Sr. No.	Name And Address Of The Company	CIN	% of shares held
NIL			

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## i) CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year (01/04/2019)				No. of Shares held at the end of the year (31/03/2020)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	

<b>A. Promoter</b>									
<b>1) Indian</b>									
a) Individual/ HUF	1569128	0	1569128	25.49	1988128	0	1988128	23.65	-1.84
b) Central Govt.									
c) State Govt(s)									
d) Bodies Corp	1897896	0	1897896	30.83	1897896	0	1897896	25.58	-5.25
e) Banks / FI									
f) Any Other									
Sub-total(A)(1):-	<b>3467024</b>	<b>0</b>	<b>3467024</b>	<b>56.33</b>	<b>3886024</b>	<b>0</b>	<b>3886024</b>	<b>46.23</b>	<b>-10.1</b>
<b>2) Foreign</b>									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	32000	0	32000	0.52	0	0	0	0	-0.52
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	32000	0	32000	0.52	0	0	0	0	-0.52
<b>2. Non Institutions</b>									
a) Bodies Corp. (i) Indian (ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 2 lakh*	1693911	0	1693911	27.52	1592000	0	1592000	18.94	-8.58
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh*	434163	0	434163	7.05	580000	0	580000	6.9	-0.15
c) Others(Specify) (Bodies Corporate, HUF, Foreign Ind. or NRI and Clearing Members)	527926	0	527926	8.58	2347000	0	2347000	28.44	+19.86
<b>Sub-total(B)(2)</b>	<b>2656000</b>	<b>0</b>	<b>2656000</b>	<b>43.15</b>	<b>4519000</b>	<b>0</b>	<b>4519000</b>	<b>53.77</b>	<b>+10.62</b>

<b>Total Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>Public</b>	<b>2688000</b>	<b>0</b>	<b>2688000</b>	<b>43.67</b>	<b>4519000</b>	<b>0</b>	<b>4519000</b>	<b>53.77</b>	<b>+10.1</b>
C. Shares held by Custodian for GDRs & ADRs		0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>		<b>6155024</b>	<b>0</b>	<b>6155024</b>	<b>100</b>	<b>8405024</b>	<b>0</b>	<b>8405024</b>	<b>100</b>	<b>0</b>

**Note\*** Since, the company is a listed company on NSE EMERGE Platform, Column B (2) (b) (i) & (ii), amount of Rs. 2 lakh is as specified in the Shareholding Pattern provided by RTA.

**ii) SHAREHOLDING OF PROMOTERS:**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	JASJOT SINGH	283050	4.60	0	702050	8.35	0	+3.75
2.	ASHMEET KAUR	27	0.00	0	27	0.00	0	-
3.	UPNEET KAUR	697247	11.33	0	697247	8.30	0	-3.03
4.	PARMJEET KAUR	27	0.00	0	27	0.00	0	-
5.	ISHNEET KAUR	588777	9.57	0	588777	7.01	0	-2.56
6.	HEALTHY BIOSCIENCES	1244067	20.21	0	1244067	14.8	0	-5.41
7.	PRISM MEDICO AND PHARMACY LIMITED	653829	10.62	0	653829	7.78	0	-2.84

**iii) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE) :**

S.No.	Name of the Shareholder	Shareholding at the beginning of the year		Date	Reason	Increase/Decrease in Shareholding		Cumulative shareholding during the year	
		No. of Shares	% of total Shares of the company			No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Jasjot Singh	283050	4.60	14.06.19	Purchase	20000	0.32	303050	4.92
				17.06.19	Purchase	8000	0.13	311050	5.05
				28.06.19	Purchase	8000	0.13	319050	5.18
				08.08.19	Purchase	8000	0.13	327050	5.31



				<b>20.01.20</b>	<b>Allotment</b>	375000	4.46	702050	8.35
				<b>31.03.2020</b>	<b>At year end</b>	702050	-	702050	8.35

**iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Date	Reason	Increase/Decrease in Shareholding		Shareholding at the end of the year	
		No. of Shares	% of total Shares of the company			Shares	% of total Shares	No. of Shares	% of total Shares of the company
	For Each of the Top 10 Shareholders								
1.	PRITIKA AUTO INDUSTRIES LIMITED	NIL	N.A.	20.01.2020	Preferential Issue	+937500	-	937500	-
2.	PRITIKA ENGINEERING COMPONENTS PVT LTD	NIL	N.A.	20.01.2020	Preferential Issue	+937500	-	937500	-
3.	ACME FINVEST PRIVATE	NIL	N.A.		Purchase	+100000	-	100000	-
4.	VISHAL SHARMA	26163			Purchase	+73837	-	100000	-
5.	GURSIMRAN SINGH	NIL	N.A.		Purchase	+64000	-	64000	-
6.	ANJU SARAF	76000			Sale	-20000	-	56000	-
7.	MANISH MITTAL HUF	36000			N.A.	36000	-	36000	-
8.	RAHUL AGARWAL	28000			Purchase	+56000	-	84000	-
9.	ANIL KUMAR GUPTA	32000			N.A.	32000	-	32000	-
10.	ASIA BULLS SECURITY BROKERS PRIVATE LIMITED	NIL	N.A.		Purchase	+32000	-	32000	-

**Note- Details of dates cannot be specified as it is sale/ purchase from open market.**

**v) SHAREHOLDING OF DIRECTORS & KEY MANAGERIAL PERSONNEL:**

Sr. No	Director's, KMP / Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1.	Jasjot Singh	283050	4.60	0	702050	8.35	0	+3.75
2.	Partek Singh	0	0	0	0	0	0	0

**V. INDEBTEDNESS**

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	77,17,740.22	3,99,71,950	-	4,76,89,690.22
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not	-	-	-	-
<b>Total(i+ii+iii)</b>	<b>77,17,740.22</b>	<b>3,99,71,950</b>	<b>-</b>	<b>4,76,89,690.22</b>
Change in Indebtedness during the financial year				
- Addition	3,07,66,145.78	0		3,07,66,145.78
- Reduction	0	(2,82,02,510)		(2,82,02,510)
<b>Net Change</b>	<b>3,07,66,145.78</b>	<b>(2,82,02,510)</b>	<b>-</b>	<b>25,63,635.78</b>
Indebtedness at the end of the financial year				
i) Principal Amount	3,84,83,886	1,17,69,440	-	5,02,53,326
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>3,84,83,886</b>	<b>1,17,69,440</b>	<b>-</b>	<b>5,02,53,326</b>

**VI. REMUNERATION OF DIRECTORS AND KEYMANAGERIAL PERSONNEL****A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (Rs.)
1.	Gross salary (Rupees)	Jasjot Singh (MD)	Partek Singh	

	(a)Salary as per provisions contained in section17(1) of the Income-tax Act, 1961	15,00,000	3,00,000	18,00,000
	(b)Value of perquisites u/s 17(2)Income-tax Act, 1961	NIL	NIL	NIL
	(c)Profits in lieu of salary under section 17(3) Income taxAct,1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5.	Others, please specify (Sitting Fees)	NIL	NIL	NIL
6.	Total(A)	15,00,000	3,00,000	18,00,000

**B. REMUNERATION TO OTHER DIRECTORS:**

Particulars of Remuneration (Rs.)	Mr. Imtешwar Singh	Mr. Ramandeep Singh	Ms. Simmi Chhabra	Total Amount (Rs.)
<u>Independent Directors</u>				
-Fee for attending board committee meetings	27,000	27,000	27,000	81,000
-Commission				
-Others, please specify				
Total(1)	NIL	NIL	NIL	NIL
<u>Other Non-Executive Directors</u>				
-Fee for attending board committee meetings	-	-	-	-
-Commission				
-Others, please specify				
Total(2)	-	-	-	-
Total(B)=(1+2)	27,000	27,000	27,000	81,000
Total Managerial Remuneration	NIL	NIL	NIL	NIL
Overall Ceiling as per the Act (1% of the Net Profits of the Company)				

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD.**

SI no	Particulars of Remuneration	Key Managerial Personnel				Total (Rs.)
		Ms. Kanika Sapra (CS) (09/04/2019-30/09/2019)	Ms. Swati Vijan (CS) (01/02/2020-31/03/2020)	Mr. Gurmeet Singh (CFO)	Mr. Gursimran Singh (CEO)	

1.	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961	1,68,857	1,00,000	12,00,000	0.00	14,68,857
	(b)Value of perquisites u/s 17(2)Income-tax Act,1961	0.00	0.00	0.00	0.00	0.00
	(c)Profits in lieu of salary under section 17(3) Income -tax Act,1961	0.00	0.00	0.00	0.00	0.00
2.	Stock Option	0.00	0.00	0.00		0.00
3.	Sweat Equity	0.00	0.00	0.00		0.00
4.	Commission - as % of profit - others, specify	0.00	0.00	0.00		0.00
5.	Others, please specify	0.00	0.00	0.00		0.00
6.	<b>Total</b>	<b>1,68,857</b>	<b>1,00,000</b>	<b>12,00,000</b>	<b>0.00</b>	<b>14,68,857</b>

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

\* There were no penalty, punishment, compounding of offences for the Company, directors or any other officers in default in respect of the Companies Act, 1956 & Companies Act,2013.

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

**Date: 13.08.2020**  
**Place: Mohali**

**Sd/-**  
**Jasjot Singh**  
**Managing Director**  
**DIN: 01937631**

**Sd/-**  
**Partek Singh**  
**Director**  
**DIN: 07864006**

**ANNEXURE 'B' TO DIRECTORS' REPORT**

**FORM NO. AOC -2**

**(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.**

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
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.**

<b>S. No.</b>	<b>Name of the related party and nature of relationship</b>	<b>Nature of contracts/arrangements/ transactions</b>	<b>Duration of the contracts/arrangements/ transactions</b>	<b>Salient terms of the Contracts or arrangements or transactions including the value, if any</b>	<b>Date(s) of Approval by the board</b>	<b>Amount paid as Advances, if any.</b>
1.	Healthy Biosciences Private Limited	Business transactions	Transactions in normal course of business.	Purchases: Rs. 2,51,55,631.10/-	02.04.2020	N.A.
2.	Prism Medico & Pharmacy Limited	Business transactions	Transactions in normal course of business.	Purchases: Rs. 91,47,695.30/- Sales: Rs. 2,22,90,992.10/-	02.04.2020	N.A.

**Date: 13.08.2020**  
**Place: Mohali**

**Sd/-**  
**Jasjot Singh**  
**Managing Director**  
**DIN: 01937631**

**Sd/-**  
**Partek Singh**  
**Director**  
**DIN: 07864006**

## ANNEXURE 'C' 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 2019-20 along with the percentage increase in Remuneration of each Executive Director and Key Managerial Personnel (KMP) during the financial year 2019-20:

Sl. 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	14.7:1	20%
2.	Mr. Partek Singh	Whole-time Director	3.2:1	-
3.	Mr. Gurmeet Singh	Chief Financial Officer	12.6:1	-
4.	Ms. Kanika Sapra*	Company Secretary/ Compliance Officer	1.65:1	-
5.	Ms. Swati Vijan**	Company Secretary/ Compliance Officer	1.05:1	-

\*Ms. Kanika Sapra, resigned from the position of the Company Secretary of the company on 30/09/2019.

\*\*Ms. Swati Vijan was appointed as a Company Secretary of the company w.e.f. 12/02/2020.

**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 41 permanent employees on the rolls of the Company as on March 31, 2020.
- (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, 2020, were as per the Nomination and Remuneration Policy of the Company.

By Order of the Board of Directors  
For Ajooni Biotech Limited

Date: 13.08.2020  
Place: Mohali  
Sd/-  
Jasjot Singh  
Managing Director  
DIN: 01937631

Sd/-  
Partek Singh  
Director  
DIN: 07864006

## ANNEXURE 'D' TO DIRECTORS' REPORT

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****CAUTIONARY STATEMENT**

The statements in the "Management Discussion and Analysis Report" describe your Company's objectives, projections, expectations, estimates or forecasts which may be "forward-looking statements" within the meaning of the applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied therein due to risks and uncertainties. Important factors that could influence the Company's operations, inter alia, include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in Government regulations, tax laws, economic, political developments within the country and other factors such as litigations and industrial relations.

**COVID-19 UPDATE**

Currently, the global economic environment is highly unpredictable as the duration and the impact of unprecedented COVID-19 pandemic is difficult to ascertain. Amidst one of the most uncertain environment faced today, our employees are relentlessly working towards providing uninterrupted supply of cattle feed and other supplements. Your Company is ensuring utmost safety of its employees by following measures such as usage of masks/gloves, regular temperature screening, setting up of disinfectant tunnels, maintaining social distancing, allowing limited workforce and conducting comprehensive factory sanitization. Post the COVID-19 outbreak in mid-March 2020, our operations were disrupted as volumes and sales declined and factories were closed, after the nationwide lockdown announced on March 24, 2020. However, all activities were allowed during lockdown and our factories became operational in at the earliest, after obtaining necessary approvals from local authorities. The demand remains firm and your Company is taking all necessary steps to ensure smooth supply of products along with maintaining safety of employees and business partners.

**INDUSTRY STRUCTURE, DEVELOPMENT:**

Livestock plays an important role in national agriculture policy because of its social and economic role. For sustaining profitability of livestock enterprise economically balanced ration is must as fodder and feed contributes to a major portion of expenses in rearing livestock. Dairy farmers rely basically on green fodder to fulfill the requirement of high producing dairy animals as fodder have good nutritive value particularly NDF which is relished by rumen micro flora, hence fodder is said to be the backbone of dairy nutrition.

Providing adequate good quality feed to livestock is a major challenge to scientists and policy makers all over the world. By adopting cross breeding programs high yielding animals are being produced to meet the ever-increasing milk demand whereas no serious efforts have been made to meet the fodder requirements.

Therefore, there is always search for new, novel, high quality and cheap source of energy and protein for livestock feeding. The fodder alternative not only decrease the feed cost but also solve economical and ecologic problem of waste disposal.

**SEGMENT-WISE PERFORMANCE:**

The Company deals in a single segment business.

**OPPORTUNITIES, STRENGTHES THREATS, RISKS & CONCERNS:*****i. Opportunities and Strengths:*****• Increase market share by leveraging presence in existing business:**

Since sector in which your Company operates are largely unorganized, cost leadership will be a key enabler for your company to increase the market share of products. Your Company's ability to increase sales will be strengthened by continued focus on introducing innovative products which help in gaining market share.

**• Focus on inorganically growing business offerings:**

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.

***ii. Threats, Risks & Concerns:***

The Indian agriculture industry faces a few risks that can temporarily impact the business. Few key risks which can impact our businesses are:

**• Adverse economic impact of COVID-19 pandemic:**

While agriculture is more resilient than other sectors as it forms part of the essential items, if COVID-19 pandemic continues for a very long time, it can lead to issues such as unavailability of labour, interstate trade movements, exports and imports which can adversely impact the businesses in which we operate.

**• Unfavorable weather patterns may have an adverse effect on our business, results of operations:**

As an agro-based company, our businesses are sensitive to weather conditions, including extremes such as draught and natural disasters. The availability of raw materials that are required for operations and the demand for products may be adversely affected by longer than usual periods of heavy rainfall in certain regions or a drought. Occurrence of any unfavorable weather patterns may adversely affect business, results of operations and financial condition.

**• Availability of raw materials and arrangements with suppliers for raw materials:**

Animal feed businesses depend on the availability of reasonably priced, high quality raw materials in the quantities required by operations. The price and availability of such raw materials depend on several factors beyond your Company's Control, including overall economic conditions, production levels, market demand and competition for such materials, production and transportation cost, duties and taxes and trade restrictions. It typically sources raw materials from third –party suppliers or the open market which exposes to volatility in the prices of raw materials and dependence on third-party for delivery of raw material. Also, any inability to procure raw materials from alternate suppliers in a timely fashion, or on commercially acceptable terms, may adversely affect operations.

**• Improper handling, processing or storage of raw materials or products:**

The products that your Company manufactures or processes are subject to risks such as contamination, adulteration and product tampering during their manufacture, transport or storage. Inherent business risks exist in form of product liability or recall claims in the event that products fail to meet the required quality standards or are alleged to result in harm to customers. Such risks may be controlled, but not eliminated, by adherence to good manufacturing products practices and finished product testing.



- **Seasonal variations in our businesses:**

Certain of your Company's businesses are subject to seasonal variations that could result in fluctuations in our results in fluctuations in our results of operations. For example, in animal feed business, your Company sells lower volumes of cattle feed during the monsoons due to the availability of green fodder. As a result of such seasonal fluctuations, sales and results of operations may vary fiscal quarter, and the sales and results of operations of any given fiscal quarter may not be relied upon as indicators of the sales or results of operations of other fiscal quarters or of future performance.

**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. Your company is now ISO-9001 and GMP Certified and 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/ INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:**

Our workforce is a critical factor in maintaining quality and safety, which strengthens our competitive position and our human resources policies focus on training and retaining our employees. The Company trains employees on a regular basis 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 conduct employee engagement programs from time-to-time. Your company also hires contract labour, from time to time. Further, your company would like to sincerely appreciate the valuable contribution and support of employees towards the performance and growth of the Company. The management team comprises of professionals with proven track record. Your 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.

By Order of the Board of Directors  
For Ajooni Biotech Limited

Date: 13.08.2020

Place: Mohali

Sd/-

Jasjot Singh

Managing Director

DIN: 01937631

Sd/-

Partek Singh

Director

DIN: 07864006

## ANNEXURE 'E' TO DIRECTORS' REPORT

**Form No. MR-3**  
**Secretarial Audit Report**  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2020

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 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 **31/03/2020**, 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 **31/03/2020** 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**
- 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 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

**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 2019-20.
- 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 year under review National Stock Exchange of India Limited had imposed a penalty of Rs. 47,200/- on the company for not making the application for trading approval to the exchange within 7 days from the date of grant of listing approval by the exchange as per SEBI(ICDR) Regulation, 2018. There was a default of 2 days in making the application.

**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 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 Rs. 10,00,00,000/- divided into 1,00,00,000 equity shares of Rs. 10/- each.
- (ii) Issued 22,50,000 equity shares at a price of Rs. 15/- each (including Rs. 5/- as premium) on preferential basis.

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

**UDIN: F003823B000563327  
Place: Chandigarh  
Dated: 08<sup>th</sup> August, 2020.**

**Sd/-  
MAST RAM CHECHI  
M No.: 3823, CP No.: 2906**

**Annexure-A**

To,  
The Members,  
AJOONI BIOTECH LIMITED  
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**

**UDIN: F003823B000563327**  
**Place: Chandigarh**  
**Dated: 08<sup>th</sup> August, 2020.**

**Sd/-**  
**MAST RAM CHECHI**  
**M No.: 3823, CP No.: 2906**

**DISCLOSURES TO ANNUAL REPORT**

(Pursuant to regulation 34(3) & 53(f) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2018)

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.		

B) **DECLARATION**

I, Gursimran Singh, CEO of the Company hereby declare that all Board members and Senior Management personnel have affirmed compliance with the code 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,

We Jasjot Singh, Chairman & Managing Director and Gurmeet Singh, Chief Financial Officer of the Company hereby certify that in respect of the financial year ended on March 31, 2020 :

We have reviewed financial statements and the cash flow statement for the year March 31, 2020 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.

Place: Mohali  
Date: 29/06/2020

Sd/-  
Jasjot Singh  
Managing Director

Sd/-  
Gurmeet Singh  
CFO

By Order of the Board of Directors  
For Ajooni Biotech Limited

Date: 13.08.2020  
Place: Mohali

Sd/-  
Jasjot Singh  
Managing Director  
DIN: 01937631

Sd/-  
Partek Singh  
Director  
DIN: 07864006

## ANNEXURE 'F' TO DIRECTORS' REPORT

**Independent Auditor's 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, 2020, 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, 2020, 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 thereunder, 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 judgement, 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. Those 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, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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.

**For Harjeet Parvesh & Co.  
Chartered Accountants  
FRN: 017437N**

**Sd/-  
FCA Harjeet Singh  
Partner  
M.No095466**

**Date: 29/06/2020  
Place: MOHALI**

**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, 2020:

- 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) Material discrepancies if any, noticed during physical verification have been accounted for in the books of accounts.
  - (d) The title deeds of immovable properties are held in the name of the company.
  - e) No revaluation has been done by the company of its property, plant and equipment (including the right of use assets) or intangible assets or both during the year
  - g) No proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder
- 2) (a) The Management has conducted Physical verification of inventory at reasonable intervals.
- (b) The Discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of accounts were not material
- c) The company, has not at any during any point of time of the year, sanctioned working capital limits in excess of five crores rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. The quarterly returns or statements filed by the company with financial institutions or banks are in agreement with the books of account of the Company.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 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, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. 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, 2020 for a period of more than six months from the date on when they become payable.

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) There are no transactions which are not recorded in the accounts have been disclosed or surrendered before the tax authorities as income during the year

9) 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. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.

- a) The company has not been declared a wilful defaulter by any bank or financial institution or any other lender.
- b) The term loans been used for the object for which they were obtained.
- c) The Company has not used funds raised for a short term basis for long term purposes.
- d) The company has not raised any money from any person or entity for the account of or to pay the obligations of its associates, subsidiaries or joint ventures.
- e) The company has not raised any loans during the year by pledging securities held in their subsidiaries, joint ventures or associate companies.

10) Based upon the audit procedures performed and the information and explanations given by the management, the company has raised moneys by way of initial public offer. All the provisions of clause have been complied with and the Money raised has been utilised for the purpose as informed to us by the Management.

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) The company have an internal audit system in accordance with its size and business activities.
- a) It has appointed internal auditor according to requirements of Companies Act of section 138.
  - b) The reports of the internal auditors been considered by the statutory auditor.

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 (xv) 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) The company has not incurred any cash losses in the financial year and the immediately preceding financial year.

18) Based on information and explanations given by the management, No change in statutory Auditor is made during the year.

19)Based upon the audit procedures performed and the information and explanations given by the management, no material uncertainty exists on date of audit report and the company can meet its the liabilities which exist as at the balance sheet date when such liabilities are due in the future.

20) In our opinion, the company is not required to adhere to provisions of Corporate Social Responsibility. Therefore the provisions of Section 135 of Companies Act are not applicable.

21)Based upon the audit procedures performed and the information and explanations given by the management,the requirements to prepare consolidated balance sheets are not applicable, Hence there have been no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order (CARO) reports of the companies included in the consolidated financial statements .

**For HarjeetParvesh& Co.**  
**Chartered Accountants**  
**FRN: 017437N**

**Sd/-**  
**FCA Harjeet Singh**  
**Partner**  
**M.No095466**

**Date: 29/06/2020**  
**Place: MOHALI**

**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, 2020 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.

**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, 2020.

**For Harjeet Parvesh & Co.****Chartered Accountants****FRN: 017437N****Sd/-****FCA Harjeet Singh****Partner****M.No095466****Date: 29/06/2020****Place: MOHALI**

<b>AJOONI BIOTECH LIMITED</b>			
<b>BALANCE SHEET AS AT 31ST MARCH 2020</b>			
<b>PARTICULARS</b>	<b>NOTE NO.</b>	<b>AS AT 31.03.2020</b>	<b>AS AT 31.03.2019</b>
		<b>AMOUNT (in Rs .)</b>	<b>AMOUNT (in Rs .)</b>
<b>I) EQUITY AND LIABILITIES:-</b>			
<b>1 Share Holders' Funds</b>			
a) Equity Share Capital	1	8,40,50,240.00	6,15,50,240.00
b) Reserve & Surplus	2	7,48,59,992.95	6,00,95,766.00
<b>2 Non - Current Liabilities</b>			
a) Long Term Borrowings	3	1,33,07,393.00	4,15,73,061.20
<b>3 Current Liabilities</b>			
a) Short - term borrowings	4	3,69,45,933.00	61,16,629.02
b) Trade payables	5	1,93,28,251.81	1,16,42,578.00
c) Other Current Liabilities	6	4,45,582.00	2,81,355.00
d) Short term provisions	7	17,37,532.00	12,38,557.00
<b>Total</b>		<b>23,06,74,924.77</b>	<b>18,24,98,186.31</b>
<b>II) ASSETS:-</b>			
<b>1 Non- Current Assets</b>			
a) Property, Plant and Equipment			
(i) Tangible assets	8	2,07,15,278.71	1,02,19,655.41
b) Non Current Investments	9	3,07,86,505.87	3,76,39,821.15
c.) Deferred Tax Asset(Net)	10		1,11,72,255.00
d) Long term Loans and advances	26	12,73,605.26	9,29,150.00
e) Other Non Current Assets	11	28,14,060.00	42,21,080.00
<b>2 Current Assets</b>			
a) Inventories	12	3,28,56,814.74	5,06,88,930.79
b) Trade receivables	13	12,64,18,511.95	4,83,33,398.90
c) Cash & Cash equivalents	14	12,38,879.18	73,07,480.06
d) Short term loans and advances	15	1,24,66,892.05	98,33,592.00
e) Other Current Assets	16	21,04,377.00	21,52,823.00
<b>Total</b>		<b>23,06,74,924.76</b>	<b>18,24,98,186.31</b>

For AJOONI BIOTECH LIMITED

Sd/-

Jasjot Singh  
(Managing Director)

Sd/-

Partek Singh  
(Director)

As per our separate report of even date attached

For Harjeet Parvesh &amp; Co.

Chartered Accountants

Sd/-

Sd/-

Gurmeet Singh  
CFO

Date: 29/06/2020

Place: Mohali

Sd/-

Swati Vijan  
CSHarjeet Singh  
FCA

M.No 095466



<b>AJOONI BIOTECH LIMITED.</b>			
<b>STATEMENT OF PROFIT &amp; LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2020</b>			
<b>PARTICULARS</b>	<b>Note No.</b>	<b>31ST MARCH 2020</b>	<b>31ST MARCH 2019</b>
Revenue from operation	17	40,03,26,163.00	39,71,80,777.78
Other Income	18	598510.56	33,86,328.75
<b>Total Revenue</b>		<b>40,09,24,673.56</b>	<b>40,05,67,106.53</b>
<b>EXPENSES</b>			
Cost of Material Consumed	19	34,93,59,566.65	36,46,47,837.45
Change in Inventories of FG/ WIP/Stock in Trade	20	-2,39,537.88	71,923.49
Employee benefit Expenses	21	1,11,80,858.00	72,13,200.00
Financial Cost	22	32,79,206.24	11,07,594.91
Depreciation And Amortisation Expense	23	49,19,813.49	43,81,607.97
Other Expenses			
Operating Expenses	24	70,91,944.24	60,74,159.33
Administrative Expenses	25	2,05,25,733.13	1,23,21,541.93
<b>Total Expenses</b>		<b>39,61,17,583.87</b>	<b>39,58,17,865.08</b>
<b>Net Profit before Income Tax &amp; Exceptional Items</b>		<b>48,07,089.69</b>	<b>47,49,241.45</b>
		-	-
<b>Profit before Tax</b>		<b>48,07,089.69</b>	<b>47,49,241.45</b>
<b>TAX EXPENSES :</b>			
<b>1. Current Tax</b>		16,83,532.00	11,74,582.45
<b>2. Deferred Tax</b>		3,44,455.26	5,35,093.65
<b>Net Profit After Tax</b>		<b>34,68,012.95</b>	<b>41,09,752.65</b>
<b>Earning per Equity Share :</b>			
<b>(1) Basic</b>		<b>0.41</b>	<b>0.67</b>
<b>(2) Diluted</b>		<b>0.41</b>	<b>0.67</b>

For AJOONI BIOTECH LIMITED.

As per our separate report of even date attached

Sd/- Jasjot Singh (Mg. Director)  
 Sd/- Partek Singh (Director)  
 Sd/- Gurmeet Singh (CFO)  
 Sd/- Swati Vijan (CS)

For Harjeet Parvesh & Co.  
 Chartered Accountants  
 Sd/-

Harjeet Singh  
 FCA  
 M.No 095466

Date: 29/06/2020  
 Place: Mohali

AJOONI BIOTECH LIMITED

CASH FLOW STATEMENT

FOR THE YEAR ENDED ON 31ST MARCH, 2020

"A"	<u>CURRENT YEAR</u>		<u>PREVIOUS YEAR</u>	
(1)	<u>2020</u>		<u>2019</u>	
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>				
<b>Profit/(Loss) Before Tax</b>		48,07,089.69		47,49,241.26
Adjustments for:				
Depreciation & Amortization	35,12,793.49		43,81,607.97	
(Profit)/loss on sale of Assets/shares	3,22,016.17		(26,88,601.09)	
Interest & Finance Charges	32,79,206.24		11,07,594.91	
Interest Income	(7,19,948.00)		-	
Dividend Income	(7,500.00)	63,86,567.90	(4,725.00)	27,95,876.79
<b>Operating Profit before Working Capital Changes</b>		1,11,93,657.59		75,45,118.05
<b>Adjustments for:</b>				
Decrease/(Increase) in Receivables	(7,80,85,113.05)		(1,97,16,090.90)	
Decrease/(Increase) in Inventories	1,78,32,116.05		-30698477.71	
Decrease/(Increase) in Loans and Other Advances	(26,33,693.65)		(25,60,139.74)	
Decrease/(Increase) in Other Current Assets	48,446.00		-	
Increase/(Decrease) in Trade Payables	76,85,673.72		(19,35,226.00)	
Increase/(Decrease) in Provisions	(9,975.00)		7451.36	
Increase/(Decrease) in Other Current Liabilities	1,64,227.00	(5,49,98,318.93)	(6,28,029.55)	(5,55,30,512.54)
<b>Cash generated from operations</b>		(4,38,04,661.34)		(4,79,85,394.49)
Tax paid/refund		42,970.00		12,00,000.00
<b>Net Cash flow from Operating activities</b>		(4,38,47,631.34)		(4,91,85,394.49)
<b>(2) CASH FLOW FROM INVESTING ACTIVITIES</b>				
Purchase of Tangible Assets/ Intangible Assets/ Capital Work-In-Progress	(1,40,08,417.00)		(28,39,286.99)	
(Increase)/Decrease by sale/purchase in Non-Current	1,80,25,570.28		2,25,44,654.78	

Investments (Increase)/ Decrease in Fixed Deposits			(55,55,455.00)
Interest Income	7,19,948.00		
Dividend Income	7,500.00		4,275.00
<b>Net Cash used in Investing activities</b>		47,44,601.28	1,41,54,187.79
<b>(3) CASH FLOW FROM FINANCING ACTIVITIES</b>			
Share premium	1,12,50,000.00		51,00,000.00
Proceeds from Issue of Share Capital	2,25,00,000.00		30,00,000.00
Proceeds from/ (Repayment) of Long term Borrowings	(2,82,65,668.20)		1,96,80,026.00
			24579050
Increase/(Decrease) in Short Term Borrowings	3,08,29,303.98		(3,73,03,176.07)
Interest and Other Finance Costs paid	(32,79,206.24)		(11,07,594.91)
<b>Net Cash used in financing activities</b>		3,30,34,429.54	(1,06,30,744.98)
Net increase in cash & Cash Equivalents		(60,68,600.52)	(4,56,61,951.68)
Add: Cash and Cash equivalents at the Beginning of the Year		73,07,480.06	5,29,69,431.74
Cash and Cash equivalents at the End of the Year		12,38,879.18	73,07,480.06
<b>"C"</b>		<b>CURRENT YEAR 2020</b>	<b>CURRENT YEAR 2019</b>
<b>Cash &amp; Cash Equivalents at the End of the Year</b>			
Cash in Hand		9,12,787.00	2,86,249.00
Cash at Bank		3,26,092.18	70,21,231.06
<b>Cash &amp; Cash equivalents as stated</b>		<b>12,38,879.18</b>	<b>73,07,480.06</b>

**FOR AND ON BEHALF OF  
THE BOARD**

Sd/-

Jasjot Singh

Managing Director

Sd/-

Partek Singh

Director

Sd/-

Gurmeet Singh

CFO

Sd/-

Swati Vijan

Company Secretary

**AUDITOR'S REPORT**

As per our report of even date  
For HARJEET PARVESH & Co  
CHARTERED ACCOUNTANTS

**NOTES FORMING PART OF BALANCE SHEET AND STATEMENT OF PROFIT AND LOSS**

PARTICULARS	31 <sup>ST</sup> MARCH 2020	31 <sup>ST</sup> MARCH 2019
<b>Note No. 1</b>		
<b>SHARE CAPITAL</b>		
<b>a) AUTHORISED SHARE CAPITAL</b>		
6500000 Equity Shares of Rs 10/- Each	10,00,00,000.00	6,50,00,000.00
Increase in Authorised Share Capital consists of 3500000 Equity Shares of Rs 10/- Each		
<b>b) ISSUED SUBSCRIBED &amp; PAID UP SHARE CAPITAL</b>		
8405024 Equity Shares of Rs 10/- Each(Fully Paid-Up)	8,40,50,240.00	6,15,50,240.00
(2250000 Equity shares were allotted during the year)		-
<b>Total</b>	<b>8,40,50,240.00</b>	<b>6,15,50,240.00</b>

**Issued, Subscribed & Paid up Share Capital in number comprises of:**

10,000 Equity Shares of Rs 10/- each fully paid up allotted at the time of incorporation on 17.02.2010  
 225000 Equity Shares of Rs 10/- Each allotted on 31.03.2014 at premium of Rs 5/- Each  
 95554 Equity Shares of Rs 10/- each allotted on 20.05.2016 at premium of Rs 8/- Each  
 583335 Equity Shares of Rs 10/- each allotted on Preferential Allotment basis on 10.08.2017 at premium of Rs 20/- Each  
 150000 Equity Shares of Rs 10/- each allotted to Ishneet Kaur on 11.01.2019 at premium of Rs 17 each  
 150000 Equity Shares of Rs 10/- each allotted to Upneet Kaur on 11.01.2019 at premium of Rs 17 each  
 937500 Equity Shares of Rs 10/- each allotted to Pritika Autos Industries Ltd. on 20.1.2020 at premium of Rs 5 Each  
 937500 Equity Shares of Rs 10/- each allotted to Pritika Eng. Component Pvt. Ltd. on 20.1.2020 at premium of Rs 5 Each  
 375000 Equity Shares of Rs 10/- each allotted to Jasjot Singh on 20.1.2020 at premium of Rs 5 Each

**(c) Reconciliation of the Number of Shares Outstanding at the beginning and at the end of the reporting period**

	As at 31st March,2020		As at 31st March,2019	
	No. of Shares	Amount	No of Shares	Amount
Equity Shares at the beginning of the year	61,55,024.00	6,15,50,240.00	58,55,024.00	5,85,50,240.00
Add: Equity Shares allotted during the year	22,50,000.00	2,25,00,000.00	3,00,000.00	30,00,000.00
Equity Shares at the end of the year	84,05,024.00	8,40,50,240.00	61,55,024.00	6,15,50,240.00

**Shareholders holding more than 5 % shares**

	No. of Equity shares	% Of Holding
Healthy Biosciences Pvt Ltd	12,44,067	14.80 %
Prism Medico & Pharmacy Ltd	6,53,289	7.00%
Ms.Upneet Kaur	6,97,247	8.30%
Mrs.Ishneet Kaur	5,88,777	7.01%
Jasjot Singh	7,02,050	8.35%

**PARTICULARS****31<sup>ST</sup> MARCH 2020****31<sup>ST</sup> MARCH 2019****Note No. 2****RESERVES AND SURPLUS**

Profit & Loss A/c		
<i>Balance as Per Last Year</i>	6,00,95,766.00	5,08,86,014.00
<i>Add: Net Profit Of the Year</i>	34,68,012.95	41,09,752.00
<i>Add: Share Premium*</i>	1,12,50,000.00	51,00,000.00
<i>Add/Less: Income Tax Adjustment</i>	46,214.00	0.00
<b>Total</b>	<b>7,48,59,992.95</b>	<b>6,00,95,766.00</b>

**Share Premium**

2250000 /- equity shares at premium of Rs 5 Each

**(Other Reserve is in the nature of security premium on shares issued during the year)****Note No. 3****Long Term Borrowings**

Secured Borrowings	15,37,953.00	16,01,111.20
Unsecured Borrowings	1,17,69,440.00	3,99,71,950.00
<b>TOTAL (Rs.)</b>	<b>1,33,07,393.00</b>	<b>4,15,73,061.20</b>

**NOTE: 4 – Short Term Borrowings**

Current Maturities of Long Term Debt	7,86,250.00	10,89,477.00
Canara Bank CC Limits	3,61,59,683.00	50,27,182.02

**Primary Security**

Stock under Raw Material, Works  
Finished goods & Receivable

-

-

**Collateral Security**

EMT of Land & Building at D-118,  
industrial area Phase-7 Mohali  
Marketing Value 602 lacs

**TOTAL RS.****3,69,45,933.00****61,16,629.02**

PARTICULARS	31 <sup>ST</sup> MARCH 2020	31 <sup>ST</sup> MARCH 2019
<b>NOTE: 5 Trade Payables</b>		
<b>Sundry Creditors</b>		
-Raw Material	1,53,82,422.31	73,71,133.00
-Others	19,53,953.50	33,13,388.09
Expenses Payable	19,91,856.00	9,58,057.00
<b>TOTAL RS.</b>	<b>1,93,28,251.00</b>	<b>1,16,42,578.09</b>

<b>NOTE : 6- Other Current Liabilities</b>		
Cheque Pending Encashment	-	1,64,100.00
Other Payable's	1,93,112.00	68,237.00
Statutory Remittance	2,52,470.00	49,018.00
Advances from Customers/Others	-	-
<b>TOTAL RS.</b>	<b>4,45,582.00</b>	<b>2,81,355.00</b>

<b>NOTE : 7-Short Term Provisions</b>		
Provision for Tax	16,83,532.00	11,74,582.00
Provision for Expenses	54,000.00	63,975.00
<b>TOTAL RS.</b>	<b>17,37,532.00</b>	<b>12,38,557.00</b>

<b>NOTE:9- Non Current Assets</b>		
Quoted Shares (valued at cost)	3,07,86,505.00	3,76,39,821.15
<b>TOTAL RS.</b>	<b>3,07,86,505.00</b>	<b>3,76,39,821.15</b>

<b>NOTE:- 10 Long Term Loans and Advances</b>		
Advance against Property GILCO Developors	0.00	1,11,72,255.00
<b>TOTAL RS.</b>	<b>0.00</b>	<b>1,11,72,255.00</b>

<b>NOTE :11- Others Non Current Assets</b>		
IPO Expenses unamortized	28,14,060.00	42,21,080.00
<b>TOTAL RS.</b>	<b>28,14,060.00</b>	<b>42,21,080.00</b>

<b>NOTE :12 - Inventories</b>		
(As per inventories taken, valued and certified by the management)		
Raw material(incl. Packing material)	3,11,37,393.07	4,92,09,047.00
Finished Goods/ Traded Goods	17,19,422.00	14,79,883.79
<b>TOTAL RS.</b>	<b>3,28,56,814.74</b>	<b>5,06,88,930.79</b>

PARTICULARS	31 <sup>ST</sup> MARCH 2020	31 <sup>ST</sup> MARCH 2019
<b>NOTE: 13- Trade receivables</b>		
Sundry debtors		
Less Than Six Months	10,04,74,583.55	1,87,84,379.30
More than Six Months	2,59,43,928.40	2,95,49,019.60
<b>TOTAL RS.</b>	<b>12,64,18,511.95</b>	<b>4,83,33,398.90</b>

<b>NOTE: 14- Cash &amp; Cash equivalents</b>		
Bank Balance	3,26,092.18	70,21,231.06
Cash-in-Hand	9,12,787.00	2,86,249.00
<b>TOTAL RS.</b>	<b>12,38,879.18</b>	<b>73,07,480.06</b>

<b>NOTE: 15- Short term loans and advances</b>		
Advance Tax	0.00	12,00,000.00
Tax Collected at Source	0.00	12,441.00
Input Tax Credit- GST	3,14,345.05	0.00
Prepaid Insurance	1,46,591.00	1,83,352.00
Advances to Suppliers	74,48,040.00	72,72,042.00
Staff Advances	2,66,356.00	52,247.00
Others Advances	36,30,560.00	8,02,510.00
Securities	6,61,000.00	3,11,000.00
<b>TOTAL RS.</b>	<b>1,24,66,892.05</b>	<b>98,33,592.00</b>

<b>NOTE: 16 – Other Current Assets</b>		
Recoverable from Govt. Authorities		
-TDS 2017-2018	0.00	48,446.00
-Value Added Taxes	21,04,337.00	21,04,377.00
<b>TOTAL RS.</b>	<b>21,04,337.00</b>	<b>21,52,823.00</b>

<b>NOTE :17- Revenue From Operation</b>		
<b>Sale of Products:</b>		
Domestic Sales	40,03,26,163.00	39,71,80,777.78
<b>TOTAL RS</b>	<b>40,03,26,163.00</b>	<b>39,71,80,777.78</b>

PARTICULARS	31 <sup>ST</sup> MARCH 2020	31 <sup>ST</sup> MARCH 2019
<b>NOTE: 18- Other Income</b>		
(i) Income from Share Dividend	75,000.00	4,725.00
(ii) Profit on Shares	-3,22,016.17	26,88,601.09
(iii) Rebate & Discount	1,82,574.15	6,80,010.92
(iv) Profit on sale of car	7,19,948.00	0.00
(v) Round off	10,504.58	12,991.74
<b>TOTAL RS.</b>	<b>5,98,501.56</b>	<b>33,86,328.75</b>

**NOTE: 19- Cost Of Material Consumed**

<i>Opening Stock of Raw material &amp; Packing Material</i>	4,92,02,047.00	1,84,38,646.00
<i>Add: Purchases of Raw material &amp; Packing Material</i>	32,85,86,584.72	39,45,68,315.00
<i>Add: Direct expenses</i>	27,01,328.00	8,49,924.00
<i>Less: Closing Stock of Raw material &amp; Packing Material</i>	3,11,37,393.07	4,92,09,047.00
<b>TOTAL RS.</b>	<b>34,93,59,566.65</b>	<b>36,46,47,837.45</b>

**NOTE: 20- Changes In Inventories**

Finished Goods / Traded Goods		
<i>Closing Stock of Finished goods</i>	5,92,477.67	7,36,644.00
<i>Closing Stock of Traded Goods</i>	11,26,944.00	7,43,240.00
<i>Less Opening Stock of Finished Goods</i>	7,36,644.00	5,70,451.00
<i>Less Opening Stock of Traded Goods</i>	7,43,239.79	9,81,356.00
<b>TOTAL RS.</b>	<b>-2,39,537.88</b>	<b>-71,923.49</b>

**NOTE: 21- Employee Benefit Expenses**

(i) Salary, Wages & Allowances	1,02,38,509.00	62,18,771.00
(ii) Staff Welfare Expenses	4,05,391.00	4,31,881.00
(iii) Medical Expenses	88,635.00	55,569.00
(iv) Bonus	44,600.00	1,07,642.00
(v) PF Expenses	2,50,823.00	2,14,429.00
(vi) ESI Expenses	1,52,90.00	1,84,908.00
<b>TOTAL RS.</b>	<b>1,11,80,858.00</b>	<b>72,13,200.00</b>



PARTICULARS	31 <sup>ST</sup> MARCH 2020	31 <sup>ST</sup> MARCH 2019
<b>NOTE: 22- Finance Cost</b>		
Bank Charges & Interest	31 48 521.24	9,27,644.91
Processing Charges	1,30,685.00	1,79,950.00
<b>TOTAL RS.</b>	<b>32,79,206.24</b>	<b>11,07,594.91</b>
<b>NOTE: 23- Depreciation &amp; Amortization Expenses</b>		
Depreciation on Fixed Assets	35,12,793.49	29,74,581.97
Preliminary Expenses W/o	14,07,020.00	14,07,026.00
<b>TOTAL RS.</b>	<b>49,19,813.49</b>	<b>43,81,607.97</b>
<b>NOTE: 24- Other Operating Expenses</b>		
Rent	7,30,800.00	1,05,200.00
Electricity, Power & Water	27,45,860.00	23,19,400.00
Loading/ Unloading Charges	2,09,897.00	2,33,111.00
Fuel Charges	34,05,387.24	34,16,448.33
<b>TOTAL RS.</b>	<b>70,91,944.24</b>	<b>60,74,159.33</b>
<b>NOTE : 25 – Administrative Expenses</b>		
Directors' Remuneration	27,73,935.00	15,00,000.00
Sitting Fee	81,000.00	63,000.00
Telephone, fax & Internet	1,16,734.82	1,02,381.00
Packaging & Forwarding	59,573.00	21,874.00
Printing & Stationery	1,72,011.00	85,670.00
Postage & Telegram	7,961.00	14,336.80
Audit Fee	1,00,600.00	50,000.00
Legal & Professional Charges	8,58,969.00	9,00,596.00
Insurance Charges	2,50,252.00	43,215.00
AMC Charges	11,092.00	13,207.00
Testing Charges	81,886.00	41,420.00
Membership & Subscription	54,500.00	26,550.00
Public Issue Expenses		11,603.00
Rate, Fees & Taxes	95,912.0	26,600.00
Penalty	0.00	11,910.00
Other Interest -Income Tax	0.00	2,02,489.0
Licence fee	44,840.00	0.00
Tender Fee	7,360.00	0.00
<b>Travelling &amp; Conveyance</b>	<b>1,62,518.00</b>	<b>2,78,570.00</b>
<b>Repair &amp; Maintenance</b>		
Plant & Machinery	7,54,365.00	6,27,011.00
General	6,25,735.00	35,090.00
Weightment Charges	41,419.00	24,450.00

Freight & Cartage	85,06,516.00	24,22,928.00
Running & Maintenance	7,70,284.00	8,30,423.00
Advertisement & Publicity	8,58,869.00	2,00,712.00
Brokerage	1,91,513.00	1,45,908.00
Business Promotion	27,800.00	4,500.00
Sale Incentive	2,31,309.00	0.00
Marketing Expenses	27,31,982.00	33,89,534.00
Rebate & Discount	13,186.00	5,18,400.00
Charges on Sale/ Purchase of Shares	21,188.33	89,452.00
Tool & Dies	4,00,430.00	354.00
Stores & Spares	1,98,316.00	2,35,686.00
Diwali Expense	7,741.00	45,217.00
Toll Charges	2,45,816.76	2,62,736.00
Bad Debts	119.00	19,953.24
Software Expenses	0.00	5,428.00
Miscellaneous Expenses	20,000.22	70,337.89
<b>TOTAL RS.</b>	<b>2,05,25,733.13</b>	<b>1,23,21,541.93</b>

**AJOONI BIOTECH LIMITED****NOTE : 26 - NOTES ON ACCOUNTS & ACCOUNTING POLICIES****Forming part of Balance Sheet and Statement of Profit and Loss****For the Year ended 31st March, 2020****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 :**

These financial statements are prepared in accordance with Indian generally accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis . GAAP comprises mandatory accounting standards as prescribed under section 133 of the companies Act, 2013 ('Act') read with Rule 7 of the companies (Accounts) Rules,2014, the provisions of the Act( to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. .

**b) Fixed Assets and Depreciation.**

Fixed assets are stated at cost inclusive of expenses incurred to acquire, less accumulated depreciation. The depreciation on fixed assets have been provided on Written Down Value as per the provisions of Schedule III of Companies Act, 2013.

**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 realisable 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 finalisation of accounts, wherever material.

**g) Use Of Estimates.**

The preparation of the financial statements in conformity with GAAP 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 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 estimates 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 recognised 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 AS-9

ii) Sales are recognised 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 AS-3, 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 recognised 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 recognised 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 realised

**I) Investments**

During the current financial year company has made investments in the shares of listed companies .As per AS-13 Accounting for Investments, Investment is classified as Long Term Investments and has been carried in the financial statement sat cost; provision for diminution shall be made to recognise a decline, other than temporary, in the value of investments, such reduction being determined and made for each investment individually

**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.
2. In the opinion of the Board, the current assets, loans & advances have a value on realisation in the ordinary course of business at least equal to the amount at 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. Details of Contigent Liabilities**

	For the year ended 31.03.2019	For the year ended 31.03.2020
(As certified by Management)	Nil	Nil
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.		
5. Related Party disclosures are required under the Accounting standard AS-18 on "Related Party Disclosures" issued are given below:-		

a.) Relationship

- i) Holding Company NONE
- ii) Key Management Personnel (Managing / Whole Time Director)

**(i) Mr. Jasjot Singh**

**(ii) Mr. Partek Singh**

iii) Entities over which key management personnel / their Relatives are able to exerise significant influence.

**a) Punjab Biotechnology Park Limited**

Mr.Jasjot Singh Relationship:- Common Director

**c. Related Party Transaction**

Description	2019-20	2018-19
<b>1. Transaction during the year</b>		
With Healthy Bioscience Private Limited		
Purchases within the year	2,51,55,631.10	15,72,33,749.00
Sale made during the year		7,14,06,993.00
Repayment made against purchases netted off sales	2,18,73,132.00	8,91,09,256.00
With Prism Medico & Pharmacy Pvt Ltd		

Purchases within the year	91,47,695.30	7,39,14,870.00
Sale made during the year	2,22,90,992.10	16,76,65,975.00
Repayment made against purchases	9,59,950.00	3,47,11,150.00
Collections Received	2,59,97,251.00	11,70,71,168.00
With Relatives-		
Mrs. Ishneet Kaur (Share warrants issued at premium @17)		25,50,000.00
Ms. Upneet Kaur( Share warrants issued at premium @17)		25,50,000.00
375000 Equity Shares Rs.10 each allotted to Jasjot Singh on 20.1.2020 at premium of Rs.5 each	56,25,000.00	
2. Rent paid to Healthy Biosciences Private Limited	2,12,400.00	94,400.00
<b>Total.</b>	<b>11,12,62,061.50</b>	<b>71,64,06,561.00</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) There is pending litigation cases on debtors amounting 19740970.05.

	31st March, 2020	31st March, 2019
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		
14) Auditors' Remuneration	31.03.2020	31.03.2019
As Statutory Audit Fee	59,000.00	59,000.00
<b>Total.</b>	<b>59,000.00</b>	<b>59,000.00</b>

15) Deferred Taxation

'In conformity with Accounting Standard 22 "Accounting for Taxes on Income" Deferred tax Liability is as follows:-

Description	Current Year	Previous Year
Difference on Account of Depreciation	13,24,829.09	9,35,998.97
Total Timing Difference	13,24,829.09	9,35,998.97
Tax Rate	26.00	25.75

'Deferred Tax Asset created on Timing Difference	3,44,455.26	5,35,094.00
Opening DTA	9,29,150.00	3,94,056.00
Total Deferred Tax Asset	12,73,605.26	9,29,150.00

**Deferred Tax Due to Depreciation :****Timing Difference on Depreciation**

Depreciation as per Books of Accounts	35,12,793.49	29,74,581.97
Depreciation as per Income Tax Act	21,87,964.40	20,38,583.00

<b>Timing Difference (Less Allowance By Income Tax)</b>	<b>13,24,829.09</b>	<b>9,35,998.97</b>
---	---------------------	--------------------

**16) Details of Shareholders**

Details of Shareholders have been attached as per Annexure "B".

For AJOONI BIOTECH LIMITED

Sd/-

Jasjot Singh  
(Managing Director)

Sd/-

Partek Singh  
(Director)

As per our separate report of even date attached

For Harjeet Parvesh & Co.

Chartered Accountants  
Sd/-

Sd/-

Gurmeet Singh  
CFO

Date: 29/06/2020

Place: Mohali

Sd/-

Swati Vijan  
CS

Harjeet Singh  
FCA

M.No 095466

**AJOONI BIOTECH LIMITED  
AS AT 31ST MARCH, 2020**

**TANGIBLE ASSETS  
ASSETS**

**NOTE 08 : FIXED**

BLOCK	Particulars	GROSS BLOCK				Salvage Value	DEPRECIATION				NET BLOCK	
		Balance as at 01-04-2019	Additions during the Year	Sales /Adjustment During the year	Balance as at 31-03-2020		Up to 01-04-2019	During the Year	Transferred to Retained Earnings	Total as at 31-03-2020	as at 31-03-2020	As at 31-03-2019
<b>A : CHANDIGARH</b>												
BLOCK I	Land	0.00	1,11,72,255.00	0.00	1,11,72,255.00		0.00	0.00	0.00	0.00	1,11,72,255.00	0.00
BLOCK II	<b>FURNITURE &amp; FIXTURE</b> Furniture & Fittings	40,094.00	33,040.00	0.00	73,134.00	3,657	14,674.77	15,135.09	0.00	29,809.86	43,324.14	25,419.23
BLOCK III	<b>MOTOR VEHICLES</b> - Car	1,00,11,195.99	17,15,000.00	0.00	1,17,26,195.99	5,86,310	50,64,014.18	20,80,892.37	0.00	71,44,906.55	45,81,289.44	49,47,181.81
BLOCK IV	<b>PLANT &amp; MACHINERY</b> Plant & Machinery	90,63,252.00	10,88,122.00	0.00	1,01,51,374.00	5,07,569	38,88,168.09	13,83,542.19	0.00	52,71,710.28	48,79,663.72	51,75,084.12
BLOCK V	<b>OFFICE EQUIPMENTS</b> - Office Equipment	1,40,815.00	0.00	0.00	1,40,815.00	7,041	73,186.99	30,481.28	0.00	1,03,668.27	37,146.73	67,628.01
BLOCK VI	<b>COMPUTER</b> - Computer	38,599.00	0.00	0.00	38,599.00	1,930	34,256.76	2,742.56	0.00	36,999.32	1,599.68	4,342.24
	<b>TOTAL (A)</b>	<b>1,92,93,955.99</b>	<b>1,40,08,417.00</b>	<b>0.00</b>	<b>3,33,02,372.99</b>	<b>11,06,505.90</b>	<b>90,74,300.79</b>	<b>35,12,793.49</b>	<b>0.00</b>	<b>1,25,87,094.28</b>	<b>2,07,15,278.71</b>	<b>1,02,19,655.41</b>
	<b>PREVIOUS YEAR</b>	<b>1,64,54,669.00</b>	<b>28,39,286.99</b>	<b>0.00</b>	<b>1,92,93,955.99</b>		<b>60,99,718.82</b>	<b>29,74,581.97</b>	<b>0.00</b>	<b>90,74,300.79</b>	<b>1,02,19,655.41</b>	<b>1,03,54,950.18</b>