



AJOONI BIOTECH LIMITED



ANNUAL REPORT

2017-2018

Name of the Company	AJOONI BIOTECH LIMITED	
CIN	U85190PB2010PLC040162	
Directors	Mr. Jasjot Singh	- Managing Director
	Mr. Partek Singh	- Director
	Mr. Ramandeep Singh	- Independent Director
	Mr. Imtेशwar Singh	- Independent Director
	Ms. Simmi Chabbra	- Independent Women Director
Chief Financial Officer	Mr. Charanjit Singh Bhatia	
Company Secretary	Ms. Anjali Aggarwal	
Auditors	M/s Harjeet Parvesh & Co. Chartered Accountant	
Registered Office	D-118, Industrial Area, Phase – VII, Mohali-160055	
Registrar and Share Transfer Agent	Cameo Corporate Services Ltd Subramanian Building No 1, Club House Road, Chennai - 600 002.	
Banker	Canara Bank SCO: 56, Chandi Path Sector 30-C, Chandigarh-160030	

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.

NOTICE

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

ORDINARY BUSINESS:

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

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

SPECIAL BUSINESS:

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

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

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

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

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

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

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

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

Registered Office:

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

By Order of the Board of Directors
For Ajooni Biotech Limited

Anjali Aggarwal
Company Secretary & Compliance Officer

Date: 01.09.2018

Place: Mohali

Jasjot Singh
Director

Partek Singh
Director

NOTES:

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

2. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.

3. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from, Saturday, 22nd September, 2018 to Friday, 28th September, 2018 (both days inclusive) for the purpose of Annual General Meeting for the financial year ended 31st March, 2018.
5. Members who wish to attend the meeting are requested to bring duly filled attendance sheet and their copy of the Annual Report at the Meeting.
6. In case of physical shares, the instrument of Share Transfer complete in all respect should be sent so as to reach to the Registered Office of the Company prior to closure of the Register of Members as stated above.
7. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate Resolution/authority, as applicable.
8. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.
9. Members are requested to kindly notify changes including email address, if any, in their address to the Company's Registrar & Transfer Agent.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. The Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts and the Members holding shares in physical form can submit their PAN details to the Company.
11. Members may also note that the Notice of the Annual General Meeting and the Annual Report for financial year 2017-2018 will also be available on the Company's website <http://www.ajoonibiotech.com/> for their download. The physical copies of the aforesaid documents will also be available at the Registered Office of the Company for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.
12. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

13. Voting Options

(1) Voting through Electronic Means

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means.

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

The instructions for shareholders voting electronically are as under:

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

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

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

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

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

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

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

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

OTHER INSTRUCTIONS

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

- V. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- VII. Mr. Prince Chadha, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing.
- IX. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of CDSL.

Registered Office:

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

Date: 01.09.2018

Place: Mohali

By Order of the Board of Directors

For Ajooni Biotech Limited

Anjali Aggarwal

Company Secretary & Compliance Officer

Jasjot Singh

Director

Partek Singh

Director

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

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

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

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

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

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

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

a) Objects of the issue

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

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

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

c) Pricing

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

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

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

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

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

All are individuals

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

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

g) Proposed time within which the allotment shall be completed

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

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

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

i) Change in control

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

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

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

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

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

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

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

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

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

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

Registered Office:

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

By Order of the Board of Directors
For Ajooni Biotech Limited

Anjali Aggarwal
Company Secretary & Compliance Officer

Date: 01.09.2018

Place: Mohali

Jasjot Singh
Director

Partek Singh
Director

DIRECTORS' REPORT

Dear Shareholders,

The Directors have pleasure in presenting their Annual Report on the business and operations together with the Audited Statement of Accounts of the Company for the year ended 31st March, 2018.

1. FINANCIAL RESULTS:

The Financial results are briefly indicated below:

Particulars	2017-2018	2016-2017
Sales	423741685	285336003.96
Others Income	2199827	488824.82
Total Income	425941513	285824828.78
Finance Charges	3407185	1363829.10
Provisions for Depreciation	3147633	1914214.14
Net Profit Before Tax	4878941	3874866.61
Provision for taxation	1018097	1117034.21
Net Profit after Tax	3860844	2757832.41

2. REVIEW OF OPERATION:

The Company has made profit of Rs. **3860844/-** during the financial year. Your Director expects to achieve better performance in the future taking maximum efforts to control the costs and optimize the results in the coming years.

3. DIVIDEND:

Your Director regrets their inability to recommend Dividend in year under review.

4. DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

5. PARTICULARS OF EMPLOYEES:

Disclosure required under Section 197 of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended up to date is not applicable since your Company has no such employees.

6. 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.

7. RELATED PARTY TRANSACTIONS :

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 in Form AOC-2 and the same forms part of this report.

8. NUMBER OF MEETINGS:

The Board has met Sixteen times during the financial year, the details of which are as under:

12th May, 2017, 30th June, 2017, 24th July, 2017, 02nd August, 2017, 10th August, 2017, 21st August, 2017, 26th August, 2017, 18th September, 2017, 29th September, 2017, 03rd October, 2017, 27th October, 2017, 22nd November, 2017, 06th December, 2017, 28th December, 2017, 29th December, 2017, 31st January, 2018.

The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

9. COMPOSITION OF COMMITTEES:

During the F.Y 2017-18, One **Audit Committee Meetings**, One **Stakeholder Grievance Committee Meetings**, and One **Nomination and Remuneration Committee Meeting** were held and the Composition as on 31.03.2018 is as below:

AUDIT COMMITTEE	
Ms. Simmi Chabbra	Chairman & Independent Director
Mr. Ramandeep Singh	Member & Independent Director
Mr. Imtешwar Singh	Member & Independent Director

STAKEHOLDER GRIEVANCE COMMITTEE	
Ms. Simmi Chabbra	Chairman & Independent Director
Mr. Ramandeep Singh	Member & Independent Director
Mr. Imtешwar Singh	Member & Independent Director

NOMINATION AND REMUNERATION COMMITTEE	
Ms. Simmi Chabbra	Chairman & Independent Director
Mr. Ramandeep Singh	Member & Independent Director
Mr. Imtешwar Singh	Member & Independent Director

10. BOARD EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 the Board has carried out an evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration, and Stakeholder's Relationship Committees.

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**A. RE-APPOINTMENT OF DIRECTOR:**

Mr. Partek Singh who retires by rotation being eligible offer 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 Independent Directors has met one time during the financial year without the attendance of non-independent directors and members of the Management, the details of which are as under:

31st March 2018

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:

The following Directors are appointed in the F.Y 2017-18:

1. Mr. Jasjot Singh - Managing Director
2. Mr. Partek Singh - Director
3. Mr. Imtishwar Singh - Independent Director
4. Ms. Simmi Chhabra - Independent Women Director
5. Mr. Ramandeep Singh - Independent Director

D. CESSATION OF DIRECTOR:

The following directors had resigned in the F.Y 2017-18:

1. Mr. Gurmeet Singh - Director
2. Mr. Rajiv Agarwal - Director

E. KEY MANAGERIAL PERSONNEL:

The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed there under.

- (i) Ms. Anjali Agarwal— Company Secretary & Compliance Officer
- (ii) Mr. Charanjit Singh Bhatia—Chief Financial Officer

12. SUBSIDIARIES:

The company has no subsidiary, joint venture and associate company. No company became its subsidiary and associate company during the financial year ended on 31st March, 2017. The company has not entered into joint venture with any other company during the financial year ended on 31st March, 2018.

13. 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 31st March, 2018 the applicable Accounting standards had been followed along with proper explanation relating to material departures.
- b) that the Directors has 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 31st March, 2018 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.

14. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

The Company has entered into any or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 including Rules made there under and therefore Form AOC - 2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is not appended herewith. **ANNEXURE A**

15. AUDITORS & AUDITORS REPORT:

M/s Harjeet Parvesh & Company, Chartered Accountants, (Mohali) were appointed as Statutory Auditors for a period of five year(s). Their continuance of appointment and payment of remuneration is to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013. Your Board recommends ratification of appointment of the Statutory Auditors for the financial year ended on 31.03.2019.

16. STATEMENTS OF PARTICULARS UNDER COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988:

Conservation of energy: It is the regular process of the Company to conserve the energy and safe the electricity consumption and have LED lights. The Company motivates to switch off the light/electric appliances where there is no use. Since, the Company is not energy intensive, the scope of conservation is low. There is no capital investment made specifically with the motive to conserve the energy during the year under review.

Technology Absorption: Your Company is committed to provide the best services/quality of products to its clients with the help of latest technology, which is reasonable, according to the size of the company. No Expenditure has been incurred for research & development or purchase of technology during the year under review.

Foreign exchange earning/outgo: There were no foreign exchange inflow or outflow during the year under review

17. SECRETARIAL AUDIT REPORT:

As required under section 204 (1) of the Companies Act, 2013 and Rules made there under the Company has appointed Mr. Prince Chadha, Company Secretary as Secretarial Auditor of the Company for the financial Year 2017-18. The Secretarial Audit Report forms part of the Annual report as Annexure to the Board's Report. This report contains a qualification as mentioned below:

The Company is in the process of appointing Internal Auditors according to the provisions of section 138 of Companies Act 2013 read with Rule 13 of [Companies \(Accounts\) Rules, 2014](#) regarding the appointment of Internal Auditors in the Company.

18. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as Annexure to the Board Report. **ANNEXURE B**

19. 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, 2018.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has given loans, guarantees or investments covered under the provisions of section 186 of the Companies Act, 2013 and in line with the approval taken from the shareholders in the previous AGM. The details of the Loans given is mentioned under the schedules annexed to Balance Sheet.

21. WHISTLE BLOWER POLICY AND VIGIL MECHANISM:

Your Company recognizes the value of transparency and accountability in its administrative and management practices. The Company promotes the ethical behavior in all its business activities. The Company has adopted the Whistle blower Policy and Vigil Mechanism in view to provide a mechanism for the Directors and employees of the Company to approach Audit Committee of the Company to report existing/probable violations of laws, rules, regulations or unethical conduct.

22. STOCK EXCHANGES:

The Company's shares are listed on the following Stock Exchanges:

(i) **National Stock Exchange Limited SME Platform (NSE emerge)**

23. 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.

24. MANAGEMENT DISCUSSION ANALYSIS REPORT:

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

25. 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.

26. ACKNOWLEDGEMENTS:

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

Registered Office:

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

By Order of the Board of Directors
For Ajooni Biotech Limited

Anjali Aggarwal
Company Secretary & Compliance Officer

Date: 01.09.2018

Place: Mohali

Jasjot Singh
Director

Partek Singh
Director

RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO.**A. Research & Development****1. Future plan of action**

The Company is taking necessary steps for the revival of operations.

B. Technology absorption:**1. Efforts in brief made towards technology absorption, adoption and innovation.**

No new technology was introduced during the Year ended 2017-18.

2. Benefits derived as a result of the above efforts.

None.

3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year):**C. Foreign Exchange Earnings and Outgo**

Nil

i. Earning- FOB value of Exports

Nil

ii. Outgo- CIF Value of Imports

Nil

Registered Office:

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

By Order of the Board of Directors
For Ajooni Biotech Limited

Anjali Aggarwal
Company Secretary & Compliance Officer

Date: 01.09.2018

Place: Mohali

Jasjot Singh
Director

Partek Singh
Director

**ANNEXURE 'A' 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.

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

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

SL. No.	Particulars	Details	
1	Name (s) of the related party & nature of relationship	Healthy Biosciences Pvt. Ltd	Prism Medico and Pharmacy Limited
2	Nature of contracts /arrangements /transaction	The company has come into the arrangements regarding the purchase/ sale of cattle feed and related products	The company has come into the arrangements regarding the purchase/ sale of cattle feed and related products
3	Duration of the contracts /arrangements /transaction	Effective date 30.06.2017	Effective date 30.06.2017
4	Salient terms of the contracts or arrangements or transaction including the value, if any	To carry on all transactions on arm's length basis.	To carry on all transactions on arm's length basis.
5	Date of approval by the Board	30.06.2017	30.06.2017
6	Amount paid as advances, if any	nil	nil
7	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	04.09.2017	04.09.2017

Registered Office:

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

By Order of the Board of Directors
For Ajooni Biotech Limited

Anjali Aggarwal
Company Secretary & Compliance Officer

Date: 01.09.2018

Place: Mohali

Jasjot Singh
Director

Partek Singh
Director

ANNEXURE 'B' TO DIRECTORS' REPORT

MGT-9

**EXTRACT OF ANNUAL RETURN AS ON THE
FINANCIAL YEAR ENDED ON MARCH 31, 2018**

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

REGISTRATION AND OTHER DETAILS:

i.	CIN	U85190PB2010PLC040162
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
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

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	100%
2.	Manufacture of cattle feed	15331	

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: NIL

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

CATEGORY-WISE SHARE HOLDING

Category of Shareholders	No. of Shares held at the beginning of the year (01/04/2017)				No. of Shares held at the end of the year (31/03/2018)				% Change during The year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	0	330554	330554	100	1269128	0	1269128	21.68	-78.32
b) Central Govt.									
c) State Govt(s)									
d) Bodies Corp	0	0	0	0	2389896	0	2389896	40.82	40.82
e) Banks / FI									
f) Any Other									
Sub-total(A)(1):-	0	330554	330554	100	3659024	0	3659024	62.49	-37.51
2) Foreign									

g) NRIs-Individuals									
h) Other-Individuals									
i) Bodies Corp.									
j) Banks / FI									
k) Any Other....									
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt.									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total(B)(1)									
2. Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas									
b) Individuals (i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	0	0	0	0	1337490	0	1337490	22.84	22.84
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	0	0	0	0	252000	0	252000	4.30	4.30
c) Others(Specify) (Bodies Corporate, HUF, Foreign Ind.or NRI and Clearing Members)	0	0	0	0	606510	0	606510	10.36	10.36
Sub-total(B)(2)	0	0	0	0	2196000	0	2196000	37.51	37.51
Total Public Shareholding (B)=(B)(1)+ (B)(2)	0	0	0	0	2196000	0	2196000	37.51	37.51
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	0	330554	330554	100	5855024	0	5855024	100	

i. SHAREHOLDING OF PROMOTERS:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	0	0	0	283050	4.83	0	4.83
2.	ASHMEET KAUR	0	0	0	27	0.00	0	0.00
3.	UPNEET KAUR	175999	53.24	0	547247	9.35	0	-43.89
4.	PARMJEET KAUR	0	0	0	27	0.00	0	0.00
5.	ISHNEET KAUR	154555	46.76	0	438777	7.49	0	-39.27
6.	HEALTHY BIOSCIENCES PRIVATE LIMITED	0	0	0	1244067	21.25	0	21.25
7.	PRISM MEDICO AND PHARMACY LIMITED	0	0	0	1145829	19.57	0	19.57

ii. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE) NO CHANGE

Sr. no.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	330554	100	3659024	62.49
	At the End of the year	330554	100	3659024	62.49

I. SHAREHOLDING OF DIRECTORS & KMP

Sr. No	Director's, KMP / Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	0	0	0	283050	4.83	0	4.83
2.	PARTEK SINGH	0	0	0	0	0	0	0

II. 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				
i) Principal Amount	38952221	-	-	38952221
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not	-	-	-	-
Total(i+ii+iii)	38952221	-	-	38952221
Change in Indebtedness during the financial year				
- Addition	6106737	-	-	6106737
- Reduction	-	-	-	-
Net Change	6106737	-	-	6106737
Indebtedness at the end of the financial year				
i) Principal Amount	45058958	-	-	45058958
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	45058958	-	-	45058958

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
1.	Gross salary	Jasjot Singh (MD)	Partek Singh	
	(a)Salary as per provisions contained in section17(1) of the Income-tax Act, 1961	775000	225000	1000000
	(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
6.	Total(A)	775000	225000	1000000
	Ceiling as per the Act (10% of Net Profit of the Company)			

C. REMUNERATION TO OTHER DIRECTORS:

Particulars of Remuneration	Mr. Imtешwar Singh	Mr. Ramandeep Singh	Ms. Simmi Chhabra	Total Amount
<u>Independent Directors</u> ·Fee for attending board committee meetings ·Commission ·Others, please specify	NIL	NIL	NIL	NIL
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)	NIL	NIL	NIL	NIL
Total Managerial Remuneration	NIL	NIL	NIL	NIL
Overall Ceiling as per the Act (11% 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
		Mr. Sandeep Goyal (29/09/17- 31/01/18) (CS)	Ms. Anjali Aggarwal (01/02/18) (CS)	Mr. Charanjit Singh Bhatia (CFO)	
1.	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961 (b)Value of perquisites u/s 17(2)Income-tax Act,1961 (c)Profits in lieu of salary under section 17(3) Income -tax Act,1961	60,000 0.00 0.00	60,000 0.00 0.00	0.00 0.00 0.00	1,20,000 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.	Total	60,000	60,000	0.00	1,20,000

III. *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.

FORM NO. MR - 3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

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

To,
The Members of
AJOONI BIOTECH LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and 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 Companies books, papers, minutes book, 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 covering the financial year ended on March 31, 2018 complied with statutory provisions listed hereunder and also that company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

(A) We have examined the books, papers, minute books, forms and returns filed and other records maintained by **AJOONI BIOTECH LIMITED** (' the company') for the financial year ended March 31, 2018 according to the provisions of:

1. The Companies Act, 2013 (The Act) and the rules made there under;

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

- a. As per section 138 of Indian Companies Act 2013 read with Rule 13 of [Companies \(Accounts\) Rules, 2014](#), certain class of companies are required to appoint Internal Auditors

The Company is in the process of appointing Internal Auditors according to the provisions of section 138 of Companies Act 2013 read with Rule 13 of [Companies \(Accounts\) Rules, 2014](#) regarding the appointment of Internal Auditors in the Company.

2. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and Regulations and Bye-laws framed there under;
4. 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 Commercials Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended upto date;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended upto date; and
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with clients as amended upto date;

(B) We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by the institute of company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligation Disclosure Requirements) Regulations 2015

During the period under review, the provision of the following Regulations (as enumerated in the prescribed format of Form MR-3) were not applicable to the Company:

- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (ii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (iv) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014; and
- (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.

6. Based on the management representation made by the Company and its officers and documents produced before us and information provided to us, the Company has proper system and process in place for compliance under the other applicable Laws, Acts, Rules, Regulations, Guidelines and standards as applicable to the Company which are given below:-:

- (i) The Environment (Protection) Act 1986
- (ii) Air (Prevention and Control of Pollution) Act, 1981
- (iii) The Water (Prevention and Control of Pollution) Act, 1974
- (iv) GST (Goods & Service Tax) Laws, Excise Laws, Sales Tax Laws
- (v) Income Tax Act, 1961.
- (vi) Food Safety and Standards Act, 2006
- (vii) Labour Laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, Employee State Insurance etc.
- (viii) MSMED Act, 2006
- (ix) Trademark Act, 1999
- (x) Legal Metrology Act, 2009

We further report that the board of directors of the company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the board of directors that took place during the period under review were carried out in compliance with the provisions of the relevant act.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

Place: Chandigarh
Date: 27.08.2018

For P. CHADHA & ASSOCIATES
PRACTISING COMPANY SECRETARY

(PRINCE CHADHA)
ACS 32856, CP 12409

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

To,
The Members,
AJOONI BIOTECH LIMITED

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 the 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 of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of law, rules, regulations and happening of event etc.
5. The compliance of provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verifications of procedures on test basis.
6. The Secretarial Audit reports is neither an assurances as to the future viability neither of Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Place: Chandigarh
Date: 27.08.2018

For P. CHADHA & ASSOCIATES
PRACTISING COMPANY SECRETARY

(PRINCE CHADHA)
ACS 32856, CP 12409

ANNEXURE 'C' TO DIRECTORS' REPORT
MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the Management Discussion and Analysis report for the year ended on 31st March 2018.

INDUSTRY STRUCTURE, DEVELOPMENT:

The Company has been established with the object financing. 2017-18 was a year of mixed growth for the domestic economy, which had, over the previous three years witnessed a series of domestic and external headwinds.

The industry is showing some improvement as a result of shrinking current account and fiscal deficit and stabilization in the rupee. Going ahead your Directors are expecting better industrial development in the coming years.

SEGMENT-WISE PERFORMANCE:

The Company trades in a single business segment.

OPPORTUNITIES AND THREATS:

The Company is taking maximum efforts to capitalize on business opportunities & further expect a better outlook in the coming years.

The outlook for 2019 will depend, largely, on the quality of policy and on the effective implementation of various reform initiatives. In order to enhance long-term growth, capital flows and development. Also deserving of mention is the Economic Recovery and Growth Plan that was recently launched by the Government. Effective implementation of this commendable plan will help to tackle the constraints to growth and improve the overall business environment. Focusing more specifically on your Company, in 2019 we will be consolidating the initiatives that we started in 2017, support growth and working capital through equity calls, unlock value through the realization of underperforming assets and restructuring of the route-to-market architecture across the group.

Industry Outlook and Possible Future Developments

The Ajooni Biotech Limited operates its business in an industry which is one of the fastest growing and most promising industries. Feed mill plays an important role in the supply of commercial feed to poultry' livestock and fish farming. Feed mills generally distribute their products as complete feed to live stock industry. In the immediate past, livestock farming expanded at a faster rate resulting in a large scale demand for commercial feed round the year. Though the feed industry is increasing but it is unable to meet the demand of feed supplies which the farms presently require.

Keeping the above in mind, Ajooni is focused agri Business Company dedicated to improving the productivity of Indian farmers by sustainability of live stock yield and health. Ajooni Biotech is presently engaged in manufacturing, producing, processing and supplying of quality cattle feed, nutrients related to cattle feed and animal health care supplements. Our feed offerings are formulated with a deep understanding of the nutritional requirements of different breeds, different geographical climate and different age of cattle. Ajooni Biotechnology Limited has a long term business plan to expand its facilities to produce Poultry feed, Aqua feed, Horse feed and sheep feed.

We believe that the principal factors affecting competition in our line of business include client relationships, reputation, the abilities of employees, market focus and the relative quality and price of the services and products.

Our industry is highly competitive while being unorganized and fragmented. This market is not governed directly by any regulations or any governmental authority. The players in the informal education market are mostly small and unrecognized.

Opportunities also Includes:

- Growing acceptance by consumers;
- Opportunities in the Asian market;
- Rise in the demand for Quality Feed & Feed Supplements worldwide

Animal Population

In India, the largest milch animal (in-milk and dry) population comprising of cows and buffaloes, has increased from 111.09 million to 118.59 million (growth of 6.75%) and the number of animals in milk, cows and buffaloes, has increased from 77.04 million to 80.52 million (growth of 4.51%) and the total number of female cattle count is 122.9 million.

ALL INDIA LIVESTOCK CENSUS (in thousands)

CATEGORY	2012 (all India)
Cattle	
Exotic/Crossbredv	
Male	5,971
Female	33,760
Total Exotic/Crossbredy	39,732
Indigenously	
Male	61,949
Female	89,224
Total Indigenously	1,51,172
Total Cattle	1,90,904
Buffalo	
Male	16,103
Female	92,599
Total Buffalo	1,08,702

INDIAN LIVESTOCK CENSUS - 2012 Punjab

District	Cow	Buffaloes
Gurdaspur	222018	321603
Amritsar	178084	352886
Tarn Taran	125771	343360
Kapurthala	67866	127611
Jalandhar	138123	249433
Nawan Shahar	51388	118452
Hoshiarpur	160162	248632
Ropar	60631	148553
Mohali	38403	148437
Ludhiana	203980	467439
Firozpur	278817	472677
Faridkot	69367	124006
Moga	108267	225310
Muktsar	114535	160123
Bathinda	122361	259111
Mansa	78943	249688
Patiala	115637	335164
Fatehgarh Sahib	65232	144368
Sangrur	167385	490491
Barnala	60744	172390
Cattle Census 2012	2427714	5159734
final as per GOI	2427714	5159734

As from the above mentioned census report it is clear that:

- Livestock population has increased substantially in Gujarat (15.36%), Uttar Pradesh (14.01%), Assam (10.77%), Punjab (9.57%) Bihar (8.56%); Sikkim (7.96%), Meghalaya (7.41%), and Chhattisgarh (4.34%).
- The number of milch animals (in-milk and dry), cows and buffaloes, has increased from 111.09 million to 118.59 million, an increase of 6.75%.
- The number of animals in milk, cows and buffaloes, has increased from 77.04 million to 80.52 million showing a growth of 4.51%.
- The Female Cattle (Cows) Population has increased by 6.52% over the previous census (2007) and the total number of female cattle in 2012 is 122.9 million numbers.
- The Female Buffalo population has increased by 7.99% over the previous census and the total number of female buffalo is 92.5 million numbers in 2012.
- The exotic/crossbred milch cattle increased from 14.4 million to 19.42 million, an increase of 34.78%.

- Indigenous milch cattle increased from 48.04 million to 48.12 million, an increase of 0.17%.
- The milch buffaloes increased from 48.64 million to 51.05 million with an increase of 4.95% over previous census.

Feeding Scenario in the Country

Though India has succeeded in attaining number one position in milk production, traditional feeding to milch animals needs to be replaced by feeding of scientifically compounded feeds to further improve milk production and profitability. Unfortunately, Indian feed industry is able to fulfill only 10-15% of the total requirement as the sector comes under unorganised sector. For nutritional growth and maintenance of quality food standard, the fast growing Dairy industry in the country should be ideally complimented with a growing feed industry. Extensive efforts are needed to educate the farmers to minimize cost of milk production through ration balancing, use of TMR, bypass proteins and bypass fats. Like organized farms and progressive farmers, small and marginal farmers also need to adopt these practices for better profitability.

As the present level of feed manufacture in India is quite lesser than its market potential. While a few countries (viz.US, Japan, Canada, France, Spain, Germany, Australia and Netherlands) have high level of feed production vis-à-vis their market potential, a few other countries (China, Brazil, Mexico, Russia, India and Ukraine) have very lower level of production vis-à-vis demand.India is a very glaring:

Production by Feed Industry (Million MT) :

Country	Production
US	147.0
Spain	19.2
China	63.1
Germany	19.0
Brazil	43.4
Australia	18.0
Japan	23.9
Russia	16.5
Mexico	23.8
India	14.3
Canada	22.1
Netherlands	12.4
France	21.8
Ukraine	01.6

Primarily India remains as an agrarian economy. India has got a large livestock population which makes animal husbandry a major subsidiary occupation of the farmers of this country. Animal husbandry contributes immensely to the rural economy of the country as it provides milk, meat, draught power and manure. With the basic objective of rural upliftment, successive Governments in India have been introducing many rural development schemes in the country over the years. Among these schemes, dairying occupies a prominent role. It was in the above situation that the National Commission on Agriculture (1976) pointed out, "there is a growing realization that promotion of dairying not only contributes towards national health building but also creates substantial employment opportunities. Properly organised and developed dairying could be effectively used as an instrument of social justice." (Government of India) (1976). An important feature of dairying in our country is that while most of the milk is produced in rural area, market for milk exists mainly in urban areas. So dairy farmers face several problems in marketing their milk.

In spite of a vast cattle population the milk production in India is only 95 million MTs while the projected requirement is 180 million MTs by 2020. India is the largest milk producer in the whole world. As of 2014-15, India accounts for about 17 per cent of the world production of milk. During 2014-15, the milk production in the country peaked to 137.7 MT. In fact, about 90 per cent of the total milk produced in the country comes from rural areas.

Hence, dairying provides income and opportunities to rural population and ensures high level social equity. Dairying is an important secondary source of income for 70 million rural households in India. Besides, 70 per cent of the total workforce engaged in dairying comprise of women. It is worth pointing out that the growth rate of milk production in India is 4.04 per cent as against the world average of just 2.2 per cent. The trend of milk production in the post-independence India shows a gradual and constant growth

In spite of the constant growth in milk production in India throughout the last 65 years or more and also the enviable position as the world's largest producer of milk, the fact remains that the productivity (yield) of cattle is very low and is one of the lowest in the whole

world. Likewise, in spite of the largest cattle population in the world, the per-farmer holding of cattle is very low at the level of about 2-3 animals. Traditional feeding and cattle management practices continue in India which affects the productivity and health of cattle. There is vital need for improving the feeding practices by way of providing feeds with enhanced nutrient-content, for the purpose of better productivity and health of cattle, comparable to cattle of advanced countries like the US. It is in this context that the need for providing scientifically designed cattle feed products to cattle assumes crucial significance in the Indian context. It may be noted that the productivity of Indian cattle is just one-eighth (1/8th) as that of its US counterpart. Though India's total milk production is the largest in the world, the per-cow production is one of the least.

The concept of branded animal feed as a packaged commodity, though not a very recent concept, is gaining popularity in the rural folks in the recent past. The packaged feed, as a product possesses, various factors such as hygiene, quality, convenience to handle, etc. to its advantage. The age old feeding pattern practiced in India is a mixed variety consisting of green grass, dry grass, cotton seed cake, coconut cake, rice bran etc. From the time immemorial, the cows were fed by grazing in open areas. But, as time elapsed, due to changes both environmental and social, there has been gradual shift from the age-old pattern to Compounded Cattle Feed (CCF). The Indian milk scenario witnessed a total metamorphosis by the advent of Operation Flood; thus greatly increasing the per capita consumption of milk and sparking of high demand for feed.

On analyzing the factors related to the cattle feed demand, it is seen that there can be a positive change in the market demand for feeds.

The major factors contributing to this are:

- (i) Shrinkage of open land for cattle grazing, urbanization and resultant shortage of conventionally used cattle feeds,
- (ii) Introduction of high yield cattle requires specialized feeds. The way the rural farmers makes their purchases of feed and have their buying priorities is quite different from those of their urban counterparts.

In short, there is high growth prospects for cattle feed industry in India. Meticulously planned and carefully designed strategies are essential for tapping the huge potential for this product. Equally important is the need for properly educating the customer's viz. farmers regarding the need to switch over from the traditional feed.

In average 5 kg of cattle feed is consumed by cattle per day and the production capacity of our company is 100 MT/day cattle feed. According to the livestock population and requirements of feed availability there is requirement of an increase in cattle feed production to serve the increasing demand. Our company will focus on achieving the same by providing the quality cattle feed in near future and also to expand the marketing areas and also to enlarge the scope of activities.

Nutritional Advances

Biotechnology is proved beneficial to livestock producers through breed improvement like use of alkali biotechnology to enhance digestibility of fibrous feed and maximize the utilization of crop residues. Use of bypass feed technology to facilitate fermentative digestion and inclusion of bypass nutrients to balance fermentative digestion is also getting popular.

Genetic manipulation & balance of rumen microbes is in vogue as a tool to improve digestion of low quality feeds.

For better nutrient availability of feeds, feed additives like enzymes, probiotics, single-cell proteins and antibiotics are widely used in production systems worldwide.

Economy

Currently, India is self-sufficient in livestock feeds and does not depend on imports. Instead, the country exports solvent extracted meals. The Indian economy growing at the rate of 6-8 percent per annum & livestock industry is the second largest contributor to gross domestic product (GDP), after agriculture which accounts to 9 percent of the total.

Considering the need of balanced feed and its supply, the feed industry has better opportunities and scope to perform well in near future. India had a considerable increase in feed production, up to 29.4 million tons (a 10 percent increase over 2013), owing mainly to favorable weather conditions and consistently-improving farming methods and technology.

Conclusion

In view of the foregoing, it may be noted that there is excellent potential for feed products in India, particularly cattle feed. Compounded Cattle Feed (CCF), though a relatively new entrant in the market, is fast gaining momentum in the recent past, it may be reasonably assumed that the demand for CCF will grow in the future.

Today the livestock industry is seen as the principal factor to improve the livelihood of people and bring extra income to the family. Globally Indian feed production stands at only 3%, which is approximately 29.43 MMT of total 980 MMT (2014). Among which Cattle feed is 7.5 MMT. It is been estimated that by 2025 the country would require more than thrice the quantity of feed it produces today, including a double increase in cattle feed. To meet the growing demand, it is essential to identify the challenges of the sector. As mentioned above, not only an aggressive promotion of educating the farmer is essential to promote the usage of feed, but strengthening the link between feed industry and the farmer is equally important. There also needs to be formulated an approachable cost factor for the small & marginal farmers to avail the same to increase the per capita consumption of protein feed, thereby increasing and improving quantity and quality of milk. There has been a slow but steady change in the feed sector of the country with international standard feed plants being established. Production of safe and hygienic feed, along with biogenetically modified is the current and upcoming trend to improve the quality of nutritionally balanced compounded feed. Thus supporting millions of farmers with added income and benefiting over 1.3 billion population with availability of quality and affordable milk

STRENGTH:

The existing management has a strong technical, finance and administrative expertise in various industries and corporate sectors including the business of the Company. Our Strengths includes:

- Cordial relations with Customers;
- In depth knowledge of Industry – Commercial & Technical;
- Established manufacturing facility;
- Experienced management team

We have installed a modern technique Plant and machinery for manufacturing of high quality cattle feed.

There are 4 types of cattle feed:

- 1 Pellet form
2. Mash Form
3. Cotton Seed Cake
4. Feed Chips

Our cattle feed products are prepared with a deep understanding of different feeding practices on the basis of milk production and level of cows and buffalos.

Our product contains Protein, Energy, minerals and vitamins in adequate quantity and proportion to meet the nutritional requirement of dairy cattle's.

We offer a variety of Cattle feed and feed supplements to enhance milk production, reproductive ability and health of cattle and try to be one of the first 5 companies engaged in the business of manufacturing and providing cattle feed and feed supplements

INDEPENDENT AUDITOR'S REPORT**To the Members of 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, 2018, 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, 2018, and its Profit, (changes in equity) for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act.. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key Audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Management's Responsibility for the Standalone Financial Statements

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. That Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the audit of the Standalone Financial Statements

Our responsibility is to express an opinion on these (Standalone) financial statements based on our audit.

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

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, 2016 ("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, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 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

Date: 30th May 2018
Place: Mohali

ACA Suprit Kaur
Partner
M.No 424986

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, 2018:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
(c) The title deeds of immovable properties are held in the name of the company.
- 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
- 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, 2018 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, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 8) 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.
- 9) 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.
- 10) 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.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;

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) Based upon the audit procedures performed and the information and explanations given by the management, the company has made preferential allotment of shares which has been disclosed in Financial Statements .No private placement of shares or fully or partly convertible debentures during the year under review has been made.

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.

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

Date: 30th May 2018
Place: Mohali

ACA Suprit Kaur
Partner
M.No 424986

**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, 2018 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 judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with 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, 2018.

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

**Date: 30th May 2018
Place: Mohali**

**ACA Suprit Kaur, Partner
M.No 424986**

AJOONI BIOTECH LIMITED			
Balance Sheet as at 31st March, 2018			(Amount in Rupees)
PARTICULARS	NOTE NO	AS AT 31ST MARCH 2018	AS AT 31ST MARCH 2017
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	I	5,85,50,240	33,05,540
(b) Reserves and Surplus	II	5,08,86,014	63,89,870
(2) Non-Current Liabilities			
a) Deferred Tax Liability			
b) Term Loan & Others	III	27,28,600	61,88,736
c) Long Term Liabilities		2,16,98,950	3,11,43,000
(3) Current Liabilities			
a) Short - term borrowings			
b) Trade payables		5,16,36,717	5,25,05,007
c) Other Current Liabilities		62,70,275	2,76,76,041
d) Short term provisions		13,64,864	13,50,229
TOTAL		19,31,35,659	12,85,58,422
II. ASSETS			
(1) Non-current assets			
a) Fixed Assets	V	1,03,54,950	1,13,73,700
b) Investments		6,01,84,476	5,71,30,850
c) Long term Loans and advances	VI	56,16,800	4,28,000
d) Miscellaneous Expenditure		56,28,106	-
e.)Deferred Tax Asset		3,94,056	1,03,813
(2) Current assets			
a) Inventories	VII	1,99,90,453	4,21,94,718
b) Trade receivables		2,86,17,308	1,30,33,377
c) Cash & Cash equivalents		5,29,69,432	9,60,264
d) Short term loans and advances		93,80,078	33,33,699
TOTAL		19,31,35,659	12,85,58,422

For Ajooni Biotech Limited

Sd/-
(JASJOT SINGH)
DIRECTOR

Place: MOHALI
Date: 30/05/2018

Sd/-
(PARTEK SINGH)
DIRECTOR

As per our separate report of even date attached FOR

HARJEET PARVESH & CO
CHARTERED ACCOUNTANTS
Sd/-
[SUPRIT KAUR]
ACA
M.No.424986

AJOONI BIOTECH LIMITED			
Profit & Loss Statement for the year ended 31st March, 2018 (Amount in Rupees)			
PARTICULARS	NOTE NO	FOR THE YEAR ENDED 31ST MARCH 2018	FOR THE YEAR ENDED 31ST MARCH 2017
Revenue from Operations	VIII	42,37,41,685	28,53,36,004
Other Income (Net)		21,99,827	4,88,825
Total Revenue		42,59,41,513	28,58,24,829
EXPENSES			
Cost of Material Consumed	IX	37,55,43,770	24,42,23,662
Change in Inventories of FG/ WIP/Stock in Trade	X	13,48,460	(6,10,759)
Financial Exps	XI	34,07,185	13,63,829
Employee benefit Expenses	XII	88,15,497	59,43,843
Depreciation	V	31,47,633	19,14,214
Preliminary Expenses W/o		14,07,027	-
Other Expenses		2,73,93,001	2,91,15,173
Total Expenses		42,10,62,572	28,19,49,962
Profit before exceptional & extra ordinary items and Tax		48,78,941	38,74,867
Exceptional Items		-	
Profit before Tax		48,78,941	38,74,867
TAX EXPENSES :			
1. Current Tax		13,08,340	11,49,463
2. Deferred Tax		(2,90,243)	(32,429)
MAT Credit Entitlement		-	-
Profit (Loss) for the period from continuing operation		38,60,844	27,57,832
Less: Prior Period Items : Deferred Tax		-	-
		38,60,844	27,57,832
Earning per Equity Share :	XVI		
(1) Basic		0.66	8.34
(2) Diluted		0.66	8.34

For Ajooni Biotech Limited

As per our separate report of even date attached FOR

Sd/-
(JASJOT SINGH)
DIRECTOR

Sd/-
(PARTEK SINGH)
DIRECTOR

HARJEET PARVESH & CO
CHARTERED ACCOUNTANTS

Sd/-
[SUPRIT KAUR]
ACA

Place: MOHALI
Date: 30/05/2018

M.No.424986

Annexure to the Balance Sheet

(Amount in Rs.)

PARTICULARS	As at 31 st March, 2018		As at 31 st March, 2017	
Note - I Share Capital				
a) AUTHORISED SHARE CAPITAL				
1000000 Equity Shares of Rs 10/- Each Previous Year	1,00,00,000		50,00,000	
5500000 Equity Shares of Rs 10/- Each	5,50,00,000		50,00,000	
	6,50,00,000		1,00,00,000	
Increase in Authorised Share Capital consists of 5500000 Equity Shares of Rs 10/- each				
b) ISSUED SUBSCRIBED & PAID UP SHARE CAPITAL				
5855024 Equity Shares of Rs 10/- Each	5,85,50,240		33,05,540	
Total	5,85,50,240		33,05,540	
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 Preferential Allotment basis on 10.08.2017 at premium of Rs 20/- Each				
416665 Equity Shares of Rs 10/- each allotted to Prism on Right Issue basis on 10.08.2017 at premium of Rs 20 each				
2328470 Bonus Equity Shares of Rs 10/- each allotted on 26.08.2017 in the ratio of 7:4 out of Reserves as at 25.08.2017				
2196000 Equity Shares of Rs 10/- each allotted to public through IPO on 28.12.2017 at premium of Rs 20/- each				
(c) Reconciliation of the Number of Shares Outstanding at the beginning and at the end of the reporting period				
	As at 31st March, 2018		As at 31st March, 2017	
	No. of share	Amount	No. of share	Amount
Equity Shares at the beginning of the year	3,30,554	33,05,540	2,35,000	23,50,000
Add: Equity Shares allotted during the year	55,24,470	5,52,44,700	95,554	9,55,540
Equity Shares at the end of the year	58,55,024	5,85,50,240	3,30,554	33,05,540
Shareholders holding more than 5% shares				
	No of Shares		% of holding	
Healthy Biosciences Pvt Ltd	12,44,067		21.25%	
Prism Medico & Pharmacy Ltd	11,45,289		19.56%	
Ms.Upneet Kaur	5,47,247		9.35%	
Mrs.Ishneet Kaur	4,38,777		7.49%	
NOTE # II				
Reserves and Surplus				
	As at 31st March, 2018		As at 31st March, 2017	
a) Surplus				
Profit Brought forward	63,89,870		28,67,606	
Add: Current year's Profit	38,60,844		7,64,432	
	1,02,50,714		36,32,038	
Add: Share Premium on 2779335 Equity Shares@20 per share	5,55,86,700		27,57,832	
Add: Share Premium on 416665 Right Equity Shares@20 per share	83,33,300			
Less: Bonus Shares issued in 7: 4 Ratio	2,32,84,700		-	
Total	5,08,86,014		63,89,870	
Note No. III				
NON CURRENT LIABILITIES				
	As at 31st March, 2018		As at 31st March, 2017	
a) Term Loan				
Canara Bank - Term Loan *	2,90,430		17,71,278	
Canara Bank - Car Loan **	15,88,314		24,31,228	
ICICI Bank - Tata Motors-Mohali	4,61,992		10,57,239	

ICICI Bank - Tata Motors-Rajasthan	3,87,864	9,28,990
	27,28,600	61,88,736

* Current Maturities of Long Term Debt have been disclosed in Current Liabilities

* The Term Loan of 29 Lakhs has been taken in order to purchase Machinery costing Rs. 45 Lakhs on 31.10.2015

Repayable in 47 Monthly Installments of Rs. 60,333/- and last installment of Rs. 64,349/-. Repayment commenced from Feb 2016. The applicable rate of Interest is 10.90%

Secured against

a) Primary Securities:-

Hypothecation of Stock, Book Debts & Plant & Machinery purchased out of Term Loan, Entire block of Fixed Assets & Car

b) Collateral Securities :-

EMT of Factory, Land and Building situated at Plot No: D-118, Phase VII, Mohali, Distt.SAS Nagar in the name of the Company M/S Healthy Biosciences Pvt Ltd. , through Its Director

Documents:-

Sale Deed No 309 dtd 18.08.2015 executed in favor of Healthy Bioscience Pvt Ltd

Conveyance Deed No 2098 dtd 04.06.2010 executed in favor of M/s Beckons Industries Ltd

c) Personal Guarantee:-

Sh. Jasjot Singh, Sh. Jasjot Singh & Sh. Gursimaran Singh

d) Corporate Guarantee:-

Healthy Bioscience Pvt Ltd

** Rate of Interest is 8.80% for car loan. Secured by Hypothecation of Toyota Car (fortuner) purchased out of loan

b) Other Long Term Liabilities

Krishna Gardens Pvt Ltd	21698950	31143000
	21698950	31143000

Note No. IV

CURRENT LIABILITIES

As at 31st March, 2018

As at 31st March, 2017

(A.)Current Liabilities		
a) Trade Payables	93,06,359	1,97,41,522
b) Canara Bank CC Limit account** Date of Sanction- 13.01.2017 ROI - 10.70%	4,23,30,358	3,27,63,485
	5,16,36,717	5,25,05,007

Scheme, are secured by:

a) Primary Securities:-

Hypothecation of Stock, Book Debts & Plant & Machinery purchased out of Term Loan

b) Collateral Securities :-

EMT of Factory, Land and Building situated at Plot No: D-118, Phase VII, Mohali, Distt.SAS Nagar in the name of the Company M/S Healthy Biosciences Pvt Ltd. - through Its Director.

Documents:-

Sale Deed No 309 dtd 18.08.2015 executed in favor of Healthy Bioscience Pvt Ltd

Conveyance Deed No 2098 dtd 04.06.2010 executed in favor of M/s Beckons Industries Ltd

c) Personal Guarantees:-

Sh. Jasjot Singh, Sh. Jasjot Singh

d) Corporate Guarantee:-

Healthy Bioscience Pvt Ltd

(B) Other Current Liabilities

(i) Expenses Payable	10,15,844	13,91,166
(ii) Creditors-others	21,23,602	75,00,224
(iii) Cheque Issued but Not Presented	10,96,574	18,62,612
(v) Loans from Director & Related Party	-	1,17,00,000
(vi) Advance from Customers	2,36,144	52,22,039
(vii) TDS Payable	67,984	-
(viii) Current Maturities of Long Term Debt	17,30,127	-
	62,70,275	2,76,76,041

C) Short Term Provisions		
(i) Provision for Income Tax	13,08,340	11,49,463
(ii) EPF Payable	31,563	1,08,974
(iii) ESI Payable	22,321	74,434
(iv) Labour & welfare a/c	2,640	530
(iv) Interest Payable	-	16,828
	13,64,864	13,50,229
Note No. VI		
NON CURRENT ASSETS	As at 31st March, 2018	As at 31st March, 2017
(a) Long Term Loans and Advances		
(i) Security Deposits	10,62,800	4,28,000
(ii) Advance for Plot to GILCO	45,54,000	
(b) Investments		
Quoted Shares	6,01,84,476	5,71,30,850
	6,58,01,276	5,75,58,850
Details of Investments:		
Name of Body Corporate		
Quoted Shares of:		
- M/s Prism Medico And Pharmacy Ltd	5,52,20,000	5,52,20,000
(Market value as on 31.03.2018 of 1972143 Eq. Shares@ Rs.23.85/- i.e. Rs. 47035610.55/-)		
- M/s Best Steel Logistics Limited	14,31,330	19,10,850
(Market value as on 31.03.2018 of 15000 Eq. Shares@ Rs. 130.9/- i.e. Rs. 1963500)		
- M/s JTL Infra Ltd	9,38,000	-
(Market value as on 31.03.2018 of 5000 Eq. Shares@ Rs.159.10/- i.e. Rs. 795500/-)		
- M/s Amba Enterprises Ltd	1,97,751	
(Market value as on 31.03.2018 of 1500 Eq. Shares@ Rs.36.75- i.e. Rs. 55125)		
- M/s Kuber Udyog Ltd	12,910	
(Market value as on 31.03.2018 of 3200 Eq. Shares@ Rs.4.38/- i.e. Rs. 14016)		
- M/s Pritka Auto Ltd	6,61,235	
(Market value as on 31.03.2018 of 135000 Eq. Shares@ Rs.186.95- i.e. Rs. 2523825)		
- Punjab National Bank	11,40,000	
(Market value as on 31.03.2018 of 10000 Eq. Shares@ Rs.93/- i.e. Rs. 9,30,000)		
- M/s Rajoo Engineers	5,57,500	
(Market value as on 31.03.2018 of 10000 Eq. Shares@ Rs.46.8/- i.e. Rs. 468000)		
c.) Miscellaneous Expenditure		
IPO Expenses unamortized	56,28,106	-
Rs 7035132/- incurred on IPO to be amortized over 5 years		
	56,28,106	-
d) Calculation of Deferred Tax Liability		
W.D.V as per Companies Act	1,03,54,950	1,13,73,700
W.D.V As Per Income Tax	1,14,82,106	1,14,78,647
Difference	(11,27,156)	(1,04,947)
Deferred Tax @ 25.75%	(2,90,243)	(32,429)
Last year Deferred Tax Payable Adjusted	(1,03,813)	(71,385)
Brought Forward Losses/Unabsorbed Depreciation	-	-
Add: Current Year Loss	-	-
Total	-	-
Net Deferred Tax Liability/Asset	3,94,056	1,03,813
Note No. VII		
CURRENT ASSETS	As at 31st March, 2018	As at 31st March, 2017
a) Inventories		
(As per inventories taken, valued and certified by the management)		
Raw material (incl. Packing material)	1,84,38,646	4,02,75,807

Finished Goods	5,70,451	19,18,911
Traded Goods	9,81,356	
	1,99,90,453	4,21,94,718
b) Trade receivables		
Other Receivables		
Less Than Six Months	1,96,39,967	1,30,33,377
More than Six Months	89,77,341	
	2,86,17,308	1,30,33,377
c) Cash & Cash equivalents		
Cash-in-Hand	8,30,451	7,94,055
Cash at Bank	5,21,38,981	1,66,209
	5,29,69,432	9,60,264
d) Short term loans and advances		
(i) Advances to Suppliers	5,61,054	-
(ii) Advances to Staff	4,73,884	
(iii) Other Loans and Advances:		
(a) Balance with Revenue Authorities		
- Input Tax Credit Receivable	27,08,660	18,85,227
- TDS 2015-16	-	-
- TCS 2016-17	-	31,216
- Advance Income Tax	14,00,000	10,00,000
- GST Input	37,26,059	-
(b) Other Loans & Advances	3,98,859	2,40,400
(c) Prepaid Insurance	1,11,562	1,76,856
	93,80,078	33,33,699

NOTE # V

Assets	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	Cost as on 01.04.2017	Addition	Sale / Transfer	Cost as on 31.03.2018	As on 01.04.2017	For the Year	As on 31.03.2018	W.D.V as on 31.03.2018	W.D.V as on 31.03.2017
Furniture & Fixture	9,200	5,394	-	14,594	4,604.83	1,702.38	6,307.21	8,286.79	4,595.17
Plant & Machinery	67,36,083	21,06,989	-	88,43,072	11,15,273.13	13,33,721.46	24,48,994.60	63,94,077.61	56,20,809.87
Office Equipment	38,290	-	-	38,290	17,145.73	9,529.72	26,675.45	11,614.55	21,144.27
Computers	22,099	16,500	-	38,599	8,463.98	18,348.10	26,812.08	11,786.92	13,635.02
Car	75,20,114	-	-	75,20,114	18,06,598.63	17,84,330.85	35,90,929.48	39,29,184.52	57,13,515.37
TOTAL	1,43,25,786	21,28,883	-	1,64,54,669	29,52,086.31	31,47,632.51	60,99,718.82	1,03,54,950.39	1,13,73,699.69

Annexure to the Profit & Loss Statement

Particulars	For the Year Ended 31 st March 2018	For the Year Ended 31 st March 2017
Note No. VIII Revenue From Operation		
(i) Sale of Products:		
(i) Domestic Sales	42,37,41,685	28,53,36,004
	42,37,41,685	28,53,36,004
Other Income		
(i) Profit on Sale of Shares	20,50,548	-
(ii) Rebate & Discount	1,49,279	4,43,313
(iii) Profit on sale of car	-	45,512
	21,99,827	4,88,825
Note No. IX COST OF MATERIAL CONSUMED		
Opening Stock of Raw material & Packing Material	4,02,75,807	27,80,320
Add: Purchases of Raw material & Packing Material	35,29,98,051	27,69,93,909
Add: Direct expenses	16,89,914	47,25,240
Less: Closing Stock of Raw material & Packing Material	1,94,20,002	4,02,75,807
	37,55,43,770	24,42,23,662
Note No. X CHANGES IN INVENTORIES		
Finished Goods / Traded Goods		
Closing Stock	5,70,451	19,18,911
Less Opening Stock	19,18,911	13,08,152
	(13,48,460)	6,10,759
Note No. XI Financial Expenses		
Interest	34,07,185	12,08,944
Processing Charges	-	1,54,885
	34,07,185	13,63,829
Note No. XII Employee Benefit Expenses		
(i) Salary, Wages & Allowances	81,78,436	58,64,828
(ii) Staff Welfare Expenses	1,50,981	79,015
(iii) Medical Expenses	34,200	-
(iv) Bonus	85,000	-
(v) PF Expenses	1,92,539	-
(vi) ESI Expenses	1,74,341	-
	88,15,497	59,43,843
Note No. XIII Contingent Liabilities not provided for :		
a. Bank Guarantees	Nil	Nil
b. Contingent Liabilities in respect of unassessed cases of Income Tax and Sales Tax.	Unascertained	Unascertained
c. Uncalled Liabilities as Shares partly paid	NIL	NIL
d. Claims not Acknowledged as debts	NIL	NIL
e. Letter of Credit(s)	NIL	NIL

Company has filed cases against some debtors for recovery of balance amount. The cases have not been heard as of now and there is no liability ascertained as of now.

Note No. XIV

With reference to AS-15 regarding 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.

Note No. XV

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)

(i) **Mr. Jasjot Singh**

(ii) **Mr. Partek Singh**

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

a) Punjab Biotechnology Park Limited

Mr. Jasjot Singh

Relationship:- Common Director

b) Prism Medico & Pharmacy Limited

Mr. Jasjot Singh

Relationship:- Common Director

c. Related Party Transaction

Description	2017-18	2016-17
1.Transaction during the year		
With Healthy Bioscience Private Limited		
Finance- Amt. borrowed & shares issued against the same	1,08,13,914.00	
Purchases within the year	9,38,32,056.00	
Sale made during the year	3,73,43,920.00	
Repayment made against purchases	5,06,42,000.00	
With Prism Medico & Pharmacy Pvt Ltd		
Shares issued -416665 @ 20 Rs Premium	1,25,00,000.00	
Purchases within the year	12,51,49,870.00	
Sale made during the year	15,67,79,870.00	
Repayment made against purchases	3,33,50,000.00	
Collections Received	14,90,000.00	
With Director-Mr. Jasjot Singh	2,23,129.00	1,08,50,000.00
With Relatives-		
Mrs.Ishneet Kaur		1,50,000.00
Ms.Upneet Kaur	10,000.00	7,00,000.00
Mr Gurmeet Singh	1,08,50,000.00	
2. Rent paid to Healthy Biosciences Private Limited	60,000.00	
Total	53,30,44,759.00	1,17,00,000.00

Note No. XVI

Earning per share is calculated as shown below :

Particulars	2017-18	2016-17
Profit available for Equity Shareholders	38,60,844.00	27,57,832.40
For Basic Earning:		
No. of Weighted Average Equity Shares	58,55,024.00	3,30,554.00

For Diluted Earnings:		
Effect of Diluted Equity Shares equivalent to Pending for Allotment	-	-
No. of Weighted Average of Diluted Equity Shares	58,55,024.00	3,30,554.00
Nominal Value of Equity Shares		
Earning Per Share (Rs.):	10.00	10.00
Basic	0.66	8.34
Diluted	0.66	8.34
Note No. XVII		
The Balance in the parties account whether debit or credit are subject to confirmation, reconciliation and adjustment. The impact of the same on the accounts of the year end is ascertainable.		
Note No. XVIII		
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances) is Rs NIL		
Note No. XIX		
Details of Auditor Remuneration:		
Audit fees	59,000.00	28,750.00
*both the figures are inclusive of taxes		
Note No. XX		
The Company Does not Deals in Foreign Currency.		
Note No. XXI		
There is NIL amounts outstanding to Small Scale undertakings as informed by the Management.		
Details of Micro, Small and Medium Enterprises Development Act, 2006 :	31.03.2018	31.03.2017
The Principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year.	NIL	NIL
The Amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprise Development Act,2006 along with amount of the payments made to suppliers beyond the appointed day during each Accounting year	NIL	NIL
The amount of interest due and payable for the period of delay in making payment(Which have been paid beyond appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprises Development Act , 2006	NIL	NIL
The Amount of interest accrued and remaining unpaid at the end of each accounting period.	NIL	NIL
The Amount of further interest remaining due and payable even in the succeeding years , until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as deductible expenditure.	NIL	NIL
Note No. XXII:		
In the opinion of Board of Directors, the Current Assets, Loan & advances shown in the Balance sheet have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.		

Note No. XXIII: SIGNIFICANT ACCOUNTING POLICIES**1. 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.

2. 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.

3. FIXED ASSETS & DEPRECIATION**a) VALUATION OF FIXED ASSETS**

Fixed Assets have been stated at original cost, net of GST Input inclusive of inward wherever eligible. Cost includes all expenses & other cost attributable to the project till date of Commissioning.

b) DEPRECIATION/AMORTISATION

- i. Depreciation is provided on Written down Value method assuming residual value as 5% of o/s as of 31.3.14 over the useful lives of assets estimated by the Management. At the rates specified in Part C of Schedule II of the Companies Act 2013 on Pro rata basis and the Assets having the Value up to Rs 5000.00 have been depreciated at the rate of 100%. The Policy of Company is to provide depreciation on Building and Plant & Machinery/ other fixed Assets of new projects from the date of start of commercial production/ put to use. Further in case of addition, depreciation has been provided on pro-rata basis commencing from the date on which the asset is commissioned.

ii. The Management estimates the useful lives for tangible fixed assets as follows:

Plant and machinery	12 years
Furniture and fixtures	10 years
Vehicles	8 years
Computers	3 years
Office Equipments	5 years

4. INVENTORIES

Inventories are measured at the lower of cost and net realisable value. The cost of inventories is based on the first-in, first-out principle. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity.

5. 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.

6. 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.

7. 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). Though AS-3 does not apply on the company, but for compliance of Company Law provisions, in this respect, the Company chose to prepare the cash flow statements using the direct method and have included only Cash and Bank Accounts not Bank O/d and Cash Credit Accounts.

8. INCOME TAX

Income tax comprises current and deferred 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 purpose.

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.

9. 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 statements, at cost; provision for diminution shall be made to recognize a decline, other than temporary, in the value of investments, such reduction being determined and made for each investment individually.

10. CONTINGENT LIABILITIES

The Company has made the provision when there is present obligation as a result of past event where the out flow of economic resources is probable and a reliable estimate of the amount of obligation can be made as per AS-29.

11. ROUNDING OFF

All the figure have been rounded off to the nearest 10.

For Ajooni Biotech Limited

Sd/-
(JASJOT SINGH)
DIRECTOR

Place: MOHALI
Date: 30/05/2018

Sd/-
(PARTEK SINGH)
DIRECTOR

As per our separate report of even date attached FOR

HARJEET PARVESH & CO
CHARTERED ACCOUNTANTS

Sd/-
[SUPRIT KAUR]
ACA

M.No.424986

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

PARTICULARS		31-03-18	31-03-17
		(Rupees)	(Rupees)
	Cash & Cash Equivalents as at beginning of year	9,60,264.43	7,11,417.92
A	<u>OPERATIONS</u>		
	Cash Receipts From		
	Customers	7,99,75,560.00	25,85,81,029.79
	Suppliers		55,65,177.84
	Income Tax Refund	1,880.00	
	Cash Paid for		
	Inventory purchases	(3,46,69,684.00)	(23,37,11,910.00)
	General operating and administrative expenses (including Wage expenses)	(7,02,79,589.11)	(45,73,063.00)
	Financial Expenses	(19,587.92)	(9,52,206.41)
	Security	(6,58,800.00)	(50,000.00)
	Expenses on behalf of parties	(7,08,876.00)	(5,34,58,593.00)
	Tax Payments	(37,370.00)	(10,00,000.00)
	Net Cash Flow from Operations	(2,63,96,467.03)	(2,95,99,564.78)
B	<u>INVESTING ACTIVITIES</u>		
	Cash Receipts From		
	Interest received from FDR		
	Sale of Fixed Asset		3,22,000.00
	Cash Paid for		
	Making loans to other entities		
	Paid for Assets purchased		
	Making investments	(45,54,000.00)	(2,40,77,000.00)
	Net Cash Flow from Investing Activities	(45,54,000.00)	(2,37,55,000.00)
C	<u>FINANCING ACTIVITIES</u>		
	Cash Receipts From		
	Proceeds of Loan From Related Party		3,03,35,634.00
	Proceeds of Loan From Bank	2,95,00,000.00	3,15,83,930.29
	Public IPO (Share Capital +Securities Premium)	6,58,80,000.00	
	Cash Paid for		
	Repayment of loans to Bank		(16,16,153.00)
	Repayment of loans to Related Party	(1,08,60,000.00)	(67,00,000.00)
	Public Issue Expenses	(15,60,365.40)	
	Net Cash Flow from Financing Activities	8,29,59,634.60	5,36,03,411.29
	NET INCREASE IN CASH	5,20,09,167.57	2,48,846.51
	CASH & CASH EQUIVALENTS AT END OF YEAR	5,29,69,432.00	9,60,264.43

AJOONI BIOTECH LIMITED

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

ATTENDANCE SLIP

Name and Address of Shareholder	Folio No.
No. of Shares	Client ID

I hereby record my presence at the 8th Annual General Meeting of the Company at Mohali Industries Association, Bay No.143-144, Industrial Area Phase VII, Mohali-160055, Friday, 28th September, 2018 at 04.00 P.M.

Signature of the Shareholder or Proxy

Email Address:

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report at the meeting.

AJOONI BIOTECH LIMITED
 D-118, Industrial Area, Phase VII, Mohali-160055.

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: AJOONI BIOTECH LIMITED.
CIN: U85190PB2010PLC040162

Registered Office: D-118, Industrial Area, Phase VII, Mohali-160055.

Website: <http://www.ajoonibiotech.com/>

Email: info@ajoonibiotech.com

Name of the Member(S):	
Registered Address:	
Email –id:	
Folio No. Client ID:	DP ID:

I/We, being the member (s) of _____ shares of the above named Company, hereby appoint

1. Name: _____
 Address: _____
 Email Id: _____
 Signature: _____ or failing him

2. Name: _____
 Address: _____
 E-mail Id: _____
 Signature: _____, _____ or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Annual General Meeting of Ajooni Biotech Limited to be held on the 28th day of September, 2018 at 04.00 P.M. on Friday at Mohali Industries Association, Bay No.143-144, Industrial Area Phase VII, Mohali-160055: and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution
Ordinary Business	
1.	Adoption of Audited Financial Statements for the year ended 31 st March, 2018.
2.	Re-appointment of Mr. Partek Singh who retires by rotation and being eligible, offers himself for re-appointment.
3.	Appointment of Harjeet Parvesh & Co. as Statutory Auditor of the Company
Special Business	
4.	Issue of Partly Paid Equity Shares on a Preferential Allotment/Private Placement Basis to the Promoters

Affix
 Revenue
 Stamp

Signed this..... day of..... 2018

Signature of shareholder

Signature of Proxy holder(s)

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Please complete all details including details of member(s) before submission.

BOOK-POST

If undelivered please return to:

AJOONI BIOTECH LIMITED
D-118, Industrial Area, Phase VII, Mohali-160055