Ajooni biotech

# AJOONI BIOTECH LIMITED

Regd. Office : D-118, Industrial Area, Phase-VII, Mohali-160055 (Pb.)
Phone : 0172-5020758-69 Website : www.ajoonibiotech.com
E-mail : ajooni.biotech@gmail.com / info@ajoonibiotech.com
CIN: L85190PB2010PLC040162

August 27, 2022

To,
National Stock Exchange of India Ltd
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400051

Dear Sir / Madam,

**SYMBOL: AJOONI**

**Subject: Intimation of Notice of the 12th Annual General Meeting for the financial year ended 31st March, 2022 Video Conferencing**

With reference to the captioned subject, we hereby enclose copy of the Notice of the 12th Annual General Meeting of the Company for the financial year ended 31st March, 2022 to be held on Tuesday, 20th September 2022, through Video Conferencing/ Other Audio Visual Means vide Circular No. 14/ 2020 (dated April 8, 2020), Circular No.17/2020 (dated April 13, 2020) Circular No. 20/2020 (dated May 5, 2020), Circular No. 02/2021 (dated January 13, 2021) and Circular No. 2/2022 (dated May 5, 2022).

Kindly take the same on your records.

Thanking You,
Yours Truly,

For, **AJOONI BIOTECH LIMITED**

AJOONI BIOTECH LTD. MOHALI

**Swati Vijan**
**Company Secretary**
**ACS39179**

Enclo: As Above

# NOTICE OF 12TH ANNUAL GENERAL MEETING

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

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2022, together with the Reports of the Board of Directors and Auditors thereon.

2. To re-appoint a Director in place of Mr. Partek Singh (DIN: 07864006) Director, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:**

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

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

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

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

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

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

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

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

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

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

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

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

**6. APPROVAL FOR RELATED PARTY TRANSACTIONS**

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and all other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and subject to Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the company's policy on Related Party transaction(s), approval of shareholders be and is hereby accorded to the Board of Directors of the company to enter into contract(s)/ arrangement(s)/ transaction(s) with the related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for purchase or supply of goods or materials, leasing of property of any kind, availing or rendering of any services, appointment of agent for purchase or sale of goods, materials services or property or appointment of such parties to any office or place of profit in the company, or its subsidiary or associate company or any other transactions of whatever nature which should not exceed ₹ 5 crores (Rupees Five Crore Only) for the financial year 2022-23, provided that the said contract(s)/ arrangement(s)/transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

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

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

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

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

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

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

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

**RESOLVED FURTHER THAT** the Board of Directors of the Company [which expression shall include any Committee thereof or any other person(s) as may be authorized by the Board in that behalf], be and is hereby authorized to do all such acts, deeds, matters and things including to fix & announce record date, to make appropriate adjustments on account of sub-division of Equity Shares with effect from the record date, to delegate all or any of its powers herein conferred to the Company Secretary or any other Director(s) of the Company, to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, sanctions of the statutory or regulatory authorities, as may be required, to sign, execute necessary applications, papers, documents, undertakings and other declarations for submission with stock exchanges, Registrar of Companies, Registrar & Share Transfer Agent, depositories and/or any other regulatory or statutory authorities, to settle any question, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution without any further approval of the shareholders."

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

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

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

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

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

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

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

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

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

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

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

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

**"RESOLVED THAT**, pursuant to the provisions of sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with Schedule IV of the Companies Act, 2013 and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Ramandeep Singh (DIN: 07896086), as an Independent Director of the Company be and is hereby re-appointed as Independent Director of the Company for a second term of 5 (five) consecutive years effective from 25th August 2022, not liable to retire by rotation.

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

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

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

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

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

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

Date: 25/08/2022
Place: Mohali

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

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

**ITEM NO. 3**

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

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

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

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

b) Period of Agreement: 25th August 2022 to 24th August, 2025.

c) Minimum Remuneration: In the event of loss or inadequacy of profits in any year during the tenure of the Whole Time Director, Mr. Gursimran SIngh shall be paid remuneration as above as minimum remuneration.

d) Sitting fees: Mr. Gursimran SIngh shall not be paid sitting fees for attending the Board meetings and meetings of the Committee in which he may be nominated as a member.

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

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

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

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

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

| | |
|---|---|
| **Salary** | An amount of ₹ 1,00,000/- (Rupees One Lakh only) per month inclusive of perquisites as detailed below |
| **Perquisites** | a. House maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc.<br>b. Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.<br>c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.<br>d. Leave and encashment of leave - as per the policy of the Company.<br>e. Gratuity and / or contribution to the Gratuity Fund of Company - as applicable to other officers of the Company and as per the policy of the Company<br>f. Other Allowances / benefits, perquisites - as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and or any other allowance, perquisites as the Board may from time to time decide. |
| **Other Terms and Conditions** | • No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof. |

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

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

# ANNEXURE A

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

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

# ANNEXURE B

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

**I. GENERAL INFORMATION**

**1. Nature of industry:**

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

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

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

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

**4. Financial performance based on given indicators:**
Standalone Financial Results for the last three years

Amount (in Lakhs)

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

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

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

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

**1. Background Details:**

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

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

Amount (in lakhs)

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

**3. Recognition or Awards**

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

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

**5. Remuneration proposed**

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

| | |
|---|---|
| Salary | An amount of ₹1,00,000/- (Rupees One Lakh only) per month inclusive of perquisites as detailed below |
| Perquisites: | a. House maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc.<br>b. Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.<br>c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.<br>d. Leave and encashment of leave - as per the policy of the Company.<br>e. Gratuity and / or contribution to the Gratuity Fund of Company - as applicable to other officers of the Company and as per the policy of the Company<br>f. Other Allowances / benefits, perquisites - as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and or any other allowance, perquisites as the Board may from time to time decide. |
| Other Terms and Conditions | • In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be specified by the Government from time to time in this regard, as minimum remuneration.<br>• No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof. |

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

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

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

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

**III. OTHER INFORMATION**

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

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

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

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

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

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

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

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

## IV. DISCLOSURES

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

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

**Remuneration to Executive Directors**

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

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

**Remuneration to Directors for the F.Y. 2021-22** (₹ in Lakhs)

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

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

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

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

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

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

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

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

**ITEM NO. 4**

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

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

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

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

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

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

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

| | |
|---|---|
| Salary | An amount of ₹ 2,50,000/- (Rupees Two Lakh Fifty Thousand only) per month inclusive of perquisites as detailed below |
| Perquisites | a. House maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc.<br>b. Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.<br>c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.<br>d. Leave and encashment of leave - as per the policy of the Company.<br>e. Gratuity and / or contribution to the Gratuity Fund of Company - as applicable to other officers of the Company and as per the policy of the Company<br>f. Other Allowances / benefits, perquisites - as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and or any other allowance, perquisites as the Board may from time to time decide. |
| Other Terms and Conditions | • No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof. |

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

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

# ANNEXURE A

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

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

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# ANNEXURE B

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

## II. GENERAL INFORMATION

**1. Nature of industry:**

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

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

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

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

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

Standalone Financial Results for the last three years

Amount (in Lakhs)

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

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

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

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

**1. Background Details:**

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

**2. Past remuneration:**

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

Amount (in lakhs)

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

**2. Recognition or Awards**

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

(i) Excellence Award by Department of Industries, Govt. of Punjab.

(ii) Ist Quality Award by Centre for International Trade & Industry.

(iii) Udyog Shree Award by Economic Development Council.

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

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

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

**4. Remuneration proposed**

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

| | |
|---|---|
| Salary | An amount of ₹250,000/- (Rupees Two Lakh Fifty thousand only) per month inclusive of perquisites as detailed below |
| Perquisites: | a. House maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc.<br>b. Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.<br>c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.<br>d. Leave and encashment of leave - as per the policy of the Company.<br>e. Gratuity and / or contribution to the Gratuity Fund of Company - as applicable to other officers of the Company and as per the policy of the Company<br>f. Other Allowances / benefits, perquisites - as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and or any other allowance, perquisites as the Board may from time to time decide. |
| Other Terms and Conditions | • In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force)or such other limits as may be specified by the Government from time to time in this regard, as minimum remuneration.<br>• No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof. |

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

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

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

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

**III. OTHER INFORMATION**

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

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

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

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

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

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

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

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

## IV. DISCLOSURES

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

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

**Remuneration to Executive Directors**

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

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

**Remuneration to Directors for the F.Y. 2021-22** (₹ in Lakhs)

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

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

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

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

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

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

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

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

**ITEM NO. 5**

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

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

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

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

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

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

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

| | |
|---|---|
| Salary | An amount of ₹ 50,000/- (Rupees Fifty Thousand) per month inclusive of perquisites as detailed below |
| Perquisites | a. House maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc.<br>b. Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.<br>c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.<br>d. Leave and encashment of leave - as per the policy of the Company.<br>e. Gratuity and / or contribution to the Gratuity Fund of Company - as applicable to other officers of the Company and as per the policy of the Company<br>f. Other Allowances / benefits, perquisites - as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and or any other allowance, perquisites as the Board may from time to time decide. |
| Other Terms and Conditions | • No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof. |

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

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

# ANNEXURE A

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

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

# ANNEXURE B

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

## III. GENERAL INFORMATION

**1. Nature of industry:**

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

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

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

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

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

Standalone Financial Results for the last three years

Amount (in Lakhs)

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

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

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

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

**1. Background Details:**

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

**2. Past remuneration:**

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

Amount (in lakhs)

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

**6. Recognition or Awards**

NIL

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

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

**8. Remuneration proposed**

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

| | |
|---|---|
| Salary | An amount of ₹ 50,000/- (Rupees Fifty thousand only) per month inclusive of perquisites as detailed below |
| Perquisites: | a. House maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc.<br>b. Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.<br>c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.<br>d. Leave and encashment of leave - as per the policy of the Company.<br>e. Gratuity and / or contribution to the Gratuity Fund of Company - as applicable to other officers of the Company and as per the policy of the Company<br>f. Other Allowances / benefits, perquisites - as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and or any other allowance, perquisites as the Board may from time to time decide. |
| Other Terms and Conditions | • In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay the remuneration by way of salary, perquisites, commission or any other allowances as specified above and in accordance with the limits specified under the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force)or such other limits as may be specified by the Government from time to time in this regard, as minimum remuneration.<br>• No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof. |

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

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

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

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

**III. OTHER INFORMATION**

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

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

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

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

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

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

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

**IV. DISCLOSURES**

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

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

**Remuneration to Executive Directors**

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

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

**Remuneration to Directors for the F.Y. 2021-22** (₹ in Lakhs)

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

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

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

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

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

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

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

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

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

**ITEM NO. 6**

**APPROVAL FOR RELATED PARTY TRANSACTIONS**

To ensure stability of supplies in terms of quality and logistics, your Company proposes to enter into transaction(s) with the parties mentioned below. The quantity to be purchased from them will be based on actual price. The total value of the proposed transaction(s) could reach ₹ 5 crores during financial year 2022-23 in aggregate which will be carried out at Arm's Length price and in the ordinary course of business transaction.

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

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

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

**ITEM NO. 7 and 8**

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

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

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

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

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

**ITEM NO. 9**

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

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

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

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

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

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

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

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

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

**ITEM NO. 10**

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

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

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

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

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

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

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

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

**ITEM NO. 11**

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

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

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

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

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

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

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

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

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

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

Date: 25/08/2022
Place: Mohali

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

# NOTES

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed thereunder, in respect of the Special Business under Item Nos. 3,4,5,6,7,8,9,10& 11 of the accompanying Notice are annexed hereto.

2. In view of the current extraordinary circumstances due to COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/ 2020 (dated April 8, 2020), Circular No.17/2020 (dated April 13, January 13, 2021, ) , Circular No. 2/2022 (dated May 5, 2022) (Collectively referred to as MCA Circulars), issued by the Ministry of Corporate Affairs (MCA) physical attendance of the Members to the Annual General Meeting (AGM) venue is not required and AGM be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC and Members of the Company joining through VC shall be reckoned for the purpose of quorum under Section 103 of the Act. Further, all resolutions in the meeting shall be passed through the facility of e-Voting/ electronic system

3. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the MCA the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC and participate thereat and cast their votes through e-Voting.

4. In compliance with MCA Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/ CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/ P/2021/11 dated January 15, 2021, and and owing to the difficulties involved in dispatching of physical copies of the financial statements including Board's Report, Auditor's report or other documents required to be attached therewith (together referred to as Annual Report FY22) and Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s) as on 19th August 2022 and to all other persons so entitled. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

5. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1,000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-Voting, for participation in the 12th AGM through VC/ OAVM Facility and e-Voting during the 12th AGM.

7. Attendance of the Members participating in the 12th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 12th AGM and facility for those Members participating in the 12th AGM to cast vote through e-Voting system during the 12th AGM.

9. Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Share Transfer Books and Register of Members of the Company will remain closed from Wednesday, 14th September, 2022 to Tuesday, 20th September,2022 (both days inclusive).

10. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

11. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting.

12. Mr. Shubham Kumar, prop. Of M/s. SDK & Associates, Practicing Company Secretaries, Punjab has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

13. The Scrutinizer shall, immediately after the conclusion of e-voting at Annual General Meeting, download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 48 hours of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing.

14. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and also be immediately forwarded to Stock Exchange.

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

16. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.

17. The Ministry of Corporate Affairs (MCA), Government of India has introduced 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed there under.

18. The transfer of Unclaimed Dividend to Investor Education & Protection Fund of the Central Government as required in terms of Section 124 of the Companies Act, 2013, during the current Financial Year is not applicable.

19. The deemed venue for 12th-AGM shall be the Registered Office of the Company.

20. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

21. Information as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of the Directors seeking appointment / re-appointment at the AGM is provided under a separate heading, which forms part of this Notice.

22. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.

23. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

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

4. Your User ID details are given below :

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

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

a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders whose email IDs are not registered.

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

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

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

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

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

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

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

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

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

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

**General Guidelines for Shareholders**

I) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to csshubhamkumar@yahoo.com with a copy marked to evoting@nsdl.co.in.

II) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www. evoting. nsdl.com to reset the password.

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

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

a) In case shares are held in physical mode please provide Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to cs@ajoonibiotech.com.

b) In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@ajoonibiotech.com. If you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in demat mode.**

c) Alternatively Shareholders/ Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.

d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat

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

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

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

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

a) As the AGM is being conducted through VC, Members are encouraged to express their views/ send their queries in advance mentioning their name, DP ID and Client ID/ Folio No., e-mail ID, mobile number at cs@ajoonibiotech.com to enable smooth conduct of proceedings at the AGM. Questions/ Queries received by the Company on or before **Friday, September 16, 2022** on the aforementioned e-mail id shall only be considered and responded to during the AGM.

b) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at cs@ajoonibiotech.com on or before Friday, September 16, 2022. Those Members who have registered themselves as a Speaker will only be allowed to express their views/ ask questions during the AGM.

c) The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

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

1) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2) Members are encouraged to join the Meeting through Laptops for better experience.

3) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5) Share holders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/ folio number, email id, mobile number at cs@ajoonibiotech.com . The same will be replied by the company suitably.

6) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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

1) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2) Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

4) The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

Date: 25/08/2022
Place: Mohali

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