



Ajooni biotech Ltd.
(Veterinary Health Care Solutions)

Annual Report Fy 2024-25

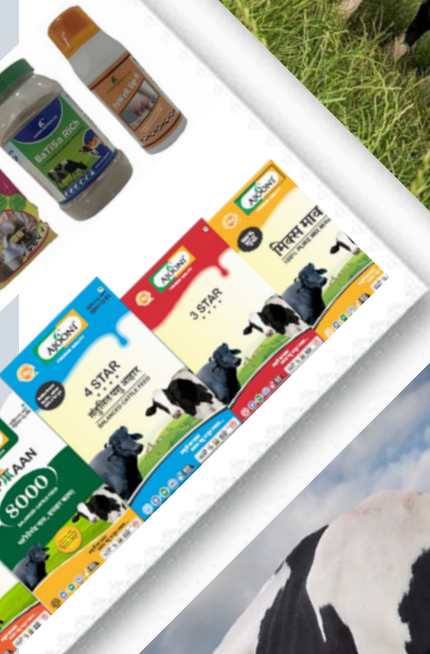


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Company's Overview

About US

Established in 2010 Ajooni Biotech Limited (Ajooni, ABL) is a one of the leading animal health care solutions company dedicated to improving the productivity of Dairy farmers and sustainably increase livestock yields.

Ajooni is one of the among leading players in the Compounded Animal Feed and feed supplements in India and its portfolio offers a wide range of Quality Cattle feed, Cattle feed Chips, Camel Feed, Cotton Oil Cake, Mustard Oil Cake and wide range of Feed supplements to cover the entire life-cycle of an animal.

Ajooni is fully committed to build and sustain itself as an organization where innovation is a key driver. Company is constantly experimenting and working on developing cost effective research based different healthcare solutions with the help of leading universities and independent scientists.

The Company is Registered with Department of Dairy Development, Govt of Punjab (India) and India's first GMP certified Cattle feed company with ISO 9001:2015. The company is registered with Bureau of Indian Standards (BIS) and manufacturing ISI Mark Animal feed.

Company has awarded ZED Gold certification. The Company is using modern technologies for all its operations such as ERP software, PLC system to control production process and most effective logistic system.

MD'S Message



To Our Esteemed Shareholders,

It is my privilege to present the performance review of your Company for the financial year 2024–25. I hope this message finds you and your families in good health and high spirits.

The past year was one of resilience, transformation, and consolidation amidst a complex global environment and shifting domestic dynamics. Geopolitical tensions—including the continued Russia-Ukraine conflict and unrest in the Middle East—triggered inflationary pressures worldwide. In contrast, India emerged as a relative bright spot, with the economy projected to grow at a robust 6.5% in real terms. This growth was primarily fuelled by strong performance in the agriculture and its allied sectors. Notably, agriculture and allied industries remain a cornerstone of the Indian

economy, supporting nearly 46% of the population.

Despite the challenges presented during FY 2024–25, your Company maintained its focus on strengthening market presence, improving operational efficiencies, and laying a solid foundation for long-term value creation. Building on this momentum, we are now preparing to roll out a comprehensive strategy across our manufacturing, sales & marketing, and supply chain verticals. These initiatives are designed to enhance future readiness and drive sustained stakeholder value.

Financial Performance Highlights:

During FY 2024–25, your Company has made notable progress of its financial health:

- **Turnover achieved** of ₹11,469.19 lakhs, marking a significant increase from ₹8,011.45 lakhs in FY 2023–24.
- **Net Debt** decreased from ₹216.77 lakhs to ₹193.96 lakhs, despite capital investments of ₹110.78 lakhs
- **Debt-Equity Ratio** reduced from 0.05 to 0.02, a decline of 56%
- **Return on Capital Employed (RoCE)** improved from 0.28% to 0.36%, representing a 29% increase
- **Profit Before Tax (PBT)** rose from ₹299.61 lakhs to ₹432.91 lakhs
- **Profit After Tax (PAT)** increased from ₹216.12 lakhs to ₹337.19 lakhs

These results reflect our commitment to financial discipline, operational excellence, and strategic investments aimed at building a stronger, more agile organization.

Operational Excellence & Innovation:

The improved profitability was largely driven by the optimization of financial operations and the adoption of integrated ERP solutions. Further enhancements were achieved through the

implementation of best practices under the ZED (Zero Effect, Zero Defect) framework and various ISO certifications, reinforcing our focus on efficiency, quality, and sustainability.

New Initiatives – Moringa Cultivation Trials:

We are pleased to inform you that your Company has made encouraging progress in its ongoing Moringa trials. Multiple Moringa varieties are being successfully germinated and cultivated under local agro-climatic conditions. Leveraging scientific guidance and agronomic innovation, we have significantly improved germination and propagation outcomes. We are currently engaged in exploratory discussions with farmers, cooperatives, and enterprises across Rajasthan, Gujarat, and other regions for potential large-scale plantations. While these conversations are still in early stages, they lay the foundation for promising future collaborations.

Initiatives for Labour welfare:

We remain steadfast in our commitment to inclusive and equitable development. During FY 2024–25, your Company undertook initiatives in contributing towards the promotion and implementation to enhance the well-being of workers who are working with the company, their families, and children and also promoting work-life balance and social security.

InConclusion:

On behalf of the Board of Directors and the management team, I extend my sincere appreciation to you—our valued shareholders—for your continued trust and support in our vision and strategic direction. I would also like to acknowledge the dedication of our employees, the trust of our customers, and the cooperation of our business partners, vendors, and all stakeholders who contribute to the Company's progress.

We remain committed to building a future-ready enterprise that consistently delivers long-term, sustainable value. We look forward to your continued support as we embark on the next phase of our growth journey.

Warm regards,
Jasjot Singh
Chairman

Board of Directors



Jasjot Singh
Managing Director / CFO



Partek Singh
Director



Gursimran Singh
Whole Time Director



Simmi Chhabra
Independent Director



Ramandeep Singh
Independent Director



Imtешwar Singh Bhatia
Independent Director



ISHTNEET BHATIA
Independent Director

Corporate Information

Name of the Company	AJOONI BIOTECH LIMITED
Corporate Identification Number (CIN)	L85190PB2010PLC040162
Directors	<p>Mr. Jasjot Singh - Managing Director</p> <p>Mr. Partek Singh - Director</p> <p>Mr. Gursimran Singh - Whole Time Director</p> <p>Mr. Ramandeep Singh - Independent Director</p> <p>Mr. Imteshwar Singh - Independent Director</p> <p>Ms. Simmi Chabbra - Independent Woman Director</p> <p>Mr. Ishtneet Bhatia - Independent Director</p>
Chief Financial Officer Company Secretary	<p>Mr. Jasjot Singh</p> <p>Mrs. Swati Vijan (FCS-13627)</p>
Auditors	M/s Narinder Kumar and Company, Chartered Accountant, Mohali (FRN: 0030737N)
Secretarial Auditor	M/s. SDK & ASSOCIATES, Practicing Company Secretary, PUNJAB
Registered Office Corporate office	D-118, Industrial Area, Phase – VII, Mohali-160055 House No. 1769, Phase 3B2, Mohali, Punjab- 160055
Factory	Gaib Di Pulli, Village Bullepur, Tehsil Khanna, Distt. Ludhiana, Punjab-141401
Registrar and Share Transfer Agent	Cameo Corporate Services Ltd Subramanian Building, No 1, Club House, Road, Chennai - 600 002
Banker	HDFC Bank Limited, G T Road, Khanna, Punjab-141401





Management Discussion & Analysis (ANNEXURE 'C' TO DIRECTORS' REPORT)

INDUSTRY OVERVIEW:

The Indian cattle feed industry is undergoing a significant transformation, driven by growing demand for safe and nutritious animal products, rising awareness among farmers, and government support for the livestock sector. India remains the world's largest milk producer, and with a growing focus on productivity, quality feed continues to be central to the dairy ecosystem's growth.

With increasing urban dairy demand and organized dairies, formal feed producers will gain market share. Despite volatility in commodity markets and disruptions in the global supply chain caused by geopolitical factors, the Indian cattle feed industry has demonstrated resilience. Increasing mechanization in farming, digital access in rural areas, and the push towards organized animal husbandry are expected to create strong tailwinds for professionally managed feed companies.

India, with its massive cattle population and leadership in milk production, holds immense potential. The Indian Feed market reached INR 956.7 Billion in 2022. Looking forward, the market to reach INR 1,578.2 Billion by 2028, exhibiting a growth rate (CAGR) of 8.2% during 2023-2028. The growing need for animal protein from the cattle and poultry industries has propelled the market for items made from animal feed. Cattle feed is in high demand because it supports milk production, enhances animal health, and improves the quality of dairy products. The expanding dairy sector will probably contribute significantly to market expansion in the upcoming years.

COMPANY OVERVIEW AND BUSINESS STRATEGY:

The company is moving beyond institutional clients to direct B2C distribution via expanding dealer network across India; over 150 dealers onboarded, and Geographic scaling from seven Northern states to national presence, leveraging strong brand, certifications, and organized supply chain.

Ajooni Biotech continues to build on its leadership in vegetarian animal nutrition through a multi-pronged strategy that includes:

- Backward integration via linkages with FPOs for direct procurement.
- Forward integration into direct B2C distribution
- Capacity expansion through greenfield setup in Punjab
- R&D investment for innovation in animal health and productivity Our strategy focuses on:
- Innovation-led, cost-effective nutrition solutions.
- Strong farmer and dealer engagement.
- Operational excellence and digital transformation,
- Sustainable practices and diversification.

INDIAN ANIMAL FEED MARKET:

OVERVIEW:

The market is primarily driven by the growing cattle population in the country. This can be attributed to the developing dairy industry, which has been supported by the White Revolution 2.0. As a result, India has the largest cattle population in the world, which is escalating the demand for animal feed across the country. Besides this, the Government of India is planning to implement schemes and policies, such as the Livestock Insurance Scheme, E-Pashu Haat, Rashtriya Gokul Mission, and National Livestock Mission, aimed at improving the animal feed industry. Moreover, the emergence of non-traditional feed ingredients and various technological advancements, such as the development of genetically modified animal feed ingredients, represents another growth-inducing factor.

The escalating appetite for animal-derived proteins majorly drives the market in India. This can be supported by the rising population and altered dietary habits. As the global population continues to grow and dietary choices tend to shift towards animal-based proteins, the demand for animal feed is rising to cater to the requirements of livestock, poultry, and fish production. Along with this, the growing concern for animal welfare, the quality, and safety of animal feed, as well as the prevalence of food-borne bacterial infections, Bovine Spongiform Encephalopathy (BSE), and dioxin contamination are providing a boost to the market. In addition, the rising awareness regarding the significance of sustainability amongst producers, retailers, and consumers is influencing the demand for feed products made in accordance with sustainable practices. Moreover, the incorporation of non-Genetically Modified Organisms (non-GMO) crops due to the consumers' need for all-natural food sources is creating a positive market outlook.

EVOLUTION OF INDIA ANIMAL FEED INDUSTRY

The Indian feed industry is around 35 years old and is mainly restricted to dairy and poultry feed manufacturing. Feed manufacturing on a commercial and scientific basis started back around 1965 in India with the setting up of medium-sized feed plants in northern and western India. Animal feed was produced primarily to supply the needs of dairy cattle.

The poultry sector was still at an embryonic stage and was restricted to backyard production, with the native bird kept mainly to produce eggs. The Indian feed industry is undergoing a very exciting phase of growth for the next decade. The dairy, poultry, and aqua sectors occupy the majority of the share in overall feed demand.

High Demand for Compound Feed: Compound feed is a mixture of raw materials and supplements fed to the livestock, sourced from either plant, animal, organic or inorganic substances, or industrial processing, whether or not containing additives. While soybean, corn, barley, wheat, and sorghum are the most commonly used raw materials, vitamins, minerals, and amino acids are the most common additives blended to form compound feed. With multinational companies eyeing the lucrative Indian markets, the animal feed industry in India will have to increase their capacities keeping in mind the quality issues to leverage on the growing demand for compound feed.

With changing income levels and more people eating fish, meat and chicken, there will be a higher requirement of processed dairy, aqua and poultry products, which in turn will result in higher compound feed requirement.

MARKET DRIVERS

- **High Nutritional Value:** Higher output animal production is now increasingly important for commercial livestock and mixed farm viability, and nutrition (particularly protein) requirements have become much more demanding. High performing animals need higher quality feed, and except for extensive sheep and beef systems, demand for quality protein and energy are now the norm in the form of compound or straight feeds. Various farmers in the country are providing high quality feeding options to improve the health of their livestock. This in turn is driving the demand for poultry feed consisting of high nutritional value.
- **Technological Innovation:** The India animal feed industry is characterized by the increasing demand for meat, dairy, and other livestock-based products, which, in turn, influences growth and innovations in the feed industry. Various stakeholders, including regulatory bodies, feed suppliers, distributors, key feed & feed additive manufacturers, and processing equipment and technology manufacturers, are engaged in research and development to address the modern world challenges associated with the livestock feed industry.
- **Large Consumer Base:** The animal feed industry in India has been witnessing very lucrative phase of growth. There is huge scope for growth in this sector due to the presence of large consumer base in the country with industry becoming more organized. Incessant population growth and rising affordability has surged demand for animal protein in India. Animal feed industry deals with food given to animals in cattle, poultry and aquaculture sector as part of animal husbandry. With increased participation of private sector in dairy and poultry industry, the scenario is expected to change and resulting increased animal feed consumption. The robust demand outlook for dairy, meat and poultry products, growing awareness among farmers about yield benefits of compound animal feed and depleting green pastures have opened up a huge opportunity for the animal feed industry.

- **Growing Livestock and Poultry Population:** The livestock sector has a significant position in the food value chain as it feeds a population of over 7 billion humans. Livestock products like milk, eggs and meat are considered the prime source of protein thereby catering to 33% of the human protein intake and acts as a potential remedy to under nourishment. Encouragingly, it is witnessing a transformational change with the adoption of industrialized farming methods that utilize a much higher share of compound animal feed. Poultry sector is now in current state where commercial production is the norm of the day with a number of technologies intervention.
- **Rising Awareness among Consumers:** Consumer awareness is growing in terms of organic food products in recent years as almost all the food Ingredients are grown under intense production systems which utilize lot of chemicals and pesticides to control the pests and diseases. Some of the important aspects of organic poultry are as follows- Management of poultry under, backyard/free-range. For supplementary feeding, organically produced feed ingredients should be used by the farmers. Given the majority of vegetarian population domestically, growing awareness over nutritional diet and scope of yield improvement is fostering the demand for animal feed. Poultry feed is burgeoning on the back of growing preference for non-veg food, especially chicken amid youth population is primarily driving the market demand.

IMPORTANCE OF CATTLE FEED:

Cattle feed plays a vital role not only in the productivity and health of livestock but also in ensuring human health, economic sustainability, and environmental balance.:

Balanced cattle feed enhances the quality of milk and meat, increasing essential nutrients like protein, calcium, omega-3 fats, and vitamins. Proper feed reduces the risk of antibiotic residues, toxins, and harmful pathogens in dairy and meat products. A hygienic, nutrient-rich diet improves animal immunity and reduces the need for medication, helping to prevent disease transmission from animals to humans (e.g., brucellosis, tuberculosis).

A nutritious, balanced feed ensures: Better digestion, Higher milk yield, Faster growth rates, improved fertility, and Longer animal lifespan. Higher productivity leads to better income for dairy farmers. Reduced veterinary costs due to healthier animals. Encourages sustainable dairy entrepreneurship in rural areas. Optimized feed reduces methane emissions per litre of milk or kg of meat produced. Reduces overgrazing and land degradation by minimizing the need for extensive fodder use.

KEY BUSINESS SEGMENTS

Ajooni Biotech Limited is a nutritionally driven cattle feed company committed to improving animal health, milk productivity, and rural prosperity. The company has a portfolio of a wide range of Quality compounded feed, Cattle feed Chips, Cotton oil cake, Mustard oil cake, Pig Feed, Camel Feed, and a Wide range of Feed supplements to meet regional needs and cover the entire cycle of an animal.

BENEFITS OF THE PRODUCT:

Enables holistic dietary provision: Protein, minerals, vitamins, and other essential nutrients are found in cattle feed. These necessary nutrients work together to support cattle's digestion, tissue regeneration, daily activity needs, and other processes. High-productivity cattle require the optimal nutrition, which grazing cannot supply. Cattle feed meets this need.

Promotes growth: The vital nutrients in cattle feed are present in the proper ratios to encourage animals to grow more quickly. Giving cattle and buffaloes specialised complex feed and supplements improves their weight, muscle to fat ratio, and growth rate since they have distinct nutritional needs.

Addressing of the nutritional needs of pregnant cows: Cows need to change their diets while they are expecting. Giving pregnant cows specialised feed promotes the foetus's healthy growth, which benefits the health of the calf after birth.

Improves Milk Production: The amount and type of feed offered to milch animals has a significant impact on milk output. Compound feed and nutritional supplements help dairy cattle's rumen microbes produce more protein and digest more fibre, which increases milk production and improves milk fat composition.

Takes care of nutritional needs of calves and heifers: To grow and develop, calves and heifers require the proper nutrients. A special diet for calves reduces the stress of weaning, promotes rumen development and stops diarrhea.

OPERATIONAL EXCELLENCE AND DIGITAL INITIATIVES

During the year, the Company continued to optimize its operational capabilities through :-

ERP Integration: Implementation of enterprise-wide ERP improved real-time data management, inventory control, and customer servicing.

Quality and Certifications: Adhering to ZED (Zero Effect Zero Defect) principles and maintaining various ISO certifications enabled us to uphold world-class standards in production and compliance.

OPPORTUNITIES, STRENGTHS, CONCERNS

OPPORTUNITIES AND STRENGTHS

Animal Feed Business in which Company operates are largely unorganized, therefore, cost leadership is a key enabler for your Company to increase the market share of its products in those segments.

The Company's ability to increase sales of own brand will be strengthened by continued focus on offering a wide range of innovative products across both business verticals which will help in gaining market share.

Stringent quality Standards by regulatory bodies to be applicable to Feed Industry would be leading to the closure of smaller or unorganized business units, Our company having adopted strong Quality parameters and Certifications adopted will gain market share.

Own distribution network will benefit the Company to leverage the competitive advantage to enhance competitiveness and reduce geographic and political risks in businesses.

Company's widespread network and significant operational experience and introduce a range of innovative and

value-added products in the market to cater to the evolving needs of the customers.

The Company's emphasis on R&D has been critical to its success and a differentiating factor from competitors. R&D initiative is undertaken in existing products primarily with a focus to improve yields and process efficiencies. The Company also focuses on R&D efforts in areas where there is significant growth potential.

RISK & CONCERNS

Un-favourable local and global weather patterns can have an adverse effect on the business: As an agri-based Company, the businesses are sensitive to weather conditions, including extremes such as drought and natural disasters. The availability of raw materials required for operations and the demand for products may be adversely affected by longer than usual periods of heavy rainfall in certain regions or a drought in India. The occurrence of any unfavorable weather patterns may adversely affect business, results of operations and financial condition.

The Company typically sources raw materials from third-party suppliers or the open market which exposes the Company to volatility in the prices of raw materials and dependence on third-party for delivery of raw material, may adversely affect operations

The products that your Company manufactures or processes are subject to risks such as contamination, adulteration and product tampering during their manufacturing, transport or storage.

Inherent business risks exist in form of product liability or recall claims if products fail to meet the required quality standards or are alleged to result in harm to customers. Such risks may be controlled, but not eliminated, by adherence to good manufacturing practices and finished product testing.

Company's animal feed business is subject to seasonal variations that could result in fluctuations in performance.

The Company sells lower volumes of cattle feed during the monsoons due to the availability of green fodder.

RISKS AND MITIGATION

- a) Raw Material Price Volatility: Prices of feed ingredients such as maize, soybean meal, and molasses are subject to climatic and market fluctuations. The Company mitigates this risk through diversified sourcing, long-term supplier relationships, and inventory management strategies.
- b) Regulatory and Compliance Risks: With increasing focus on food safety and sustainability, regulatory compliance is critical. Ajooni maintains a proactive compliance culture through audits, training, and technology integration.
- c) Credit and Collection Risks: Delayed payments in some territories could impact working capital. Strengthened credit policies, dealer monitoring, and financing partnerships help manage this exposure.

OUTLOOK AND FUTURE STRATEGY

Looking ahead, Ajooni Biotech aims to:

- Expand its market reach in underpenetrated regions.
- Scale up sustainable initiatives like Moringa-based supplements.
- Deepen digital transformation and farmer engagement.
- Explore forward integration and value-added products.

The Indian government's continued support to the livestock sector through PM Matsya Sampada Yojana, National Livestock Mission, and Startup Agri-Tech incentives offer strategic tailwinds to organized players. We believe the cattle feed industry will be a cornerstone of food security, rural income generation, and sustainable agriculture—and Ajooni Biotech is positioned to lead this transformation.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Ajooni Biotech has robust internal control systems commensurate with the size and complexity of its operations. Periodic internal audits, Board-level oversight through the Audit Committee, and real-time reporting ensure control adequacy and timely corrective action.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES

The Company continues to invest in its people through structured training, process ownership, and performance-based rewards. A robust HR policy ensures engagement, retention, and a culture of excellence and responsibility.

COMPANY'S FINANCIAL AND OPERATIONAL PERFORMANCE

The Company achieved robust growth in FY 2024–25, building on its foundation of strategic investments and operational agility. Key financial indicators are as follows:

Indicator	FY 2023–24 FY 2024–25 Growth (%) (Rs. In Lacs)		
Turnover	₹8,011.45	₹11,469.19	+43.2%
Net Debt	₹216.77	₹193.96	↓ 10.5%
Debt-Equity Ratio	0.05	0.02	↓ 56.0%
Return on Capital Employed (RoCE)	0.28%	0.36%	+29.0%
Profit Before Tax (PBT)	₹299.61	₹432.91	+44.5%
Profit After Tax (PAT)	₹216.12	₹337.19	+56.0%

These figures underscore our focus on financial discipline and strategic investment in capacity-building and operational excellence. The growth was driven by volume expansion, product mix optimization, financial prudence, and cost control across operations.

Disclaimer: *This report contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially from those expressed or implied. These forward-looking statements involve known and unknown risks, uncertainties, and other factors that may cause actual results, performance, or achievements of the Company to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements.*

These statements are based on assumptions and expectations of future events, which the management believes to be reasonable at the time of preparation. The Company undertakes no obligation to publicly revise or update any forward-looking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned not to place undue reliance on these forward-looking statements.

AJOONI BIOTECH LIMITED

Registered office: D-118, Industrial Area, Phase VII, Mohali, Punjab-160059

Corporate Office : House NO. 1769, Phase 3B2, Mohali, Punjab-160055

CIN: L85190PB2010PLC040162; E-mail: ajooni118@gmail.com/cs@ajoonibiotech.com/

info@ajoonibiotech.com , Website: <https://ajoonibiotech.com>

NOTICE OF 15TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 15TH ANNUAL GENERAL MEETING ('AGM') OF THE SHAREHOLDERS OF AJOONI BIOTECH LIMITED ('THE COMPANY') WILL BE HELD ON MONDAY, 29TH DAY OF SEPTEMBER, 2025, AT 11.00 A.M. THROUGH VIDEO CONFERENCING ('VC')/ OTHER AUDIO-VISUAL MEANS (OAVM) FACILITY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2025, 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) 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 APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH HEALTHY BIOSCIENCES LIMITED

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), also based on the recommendation of the Audit Committee and the Board of Directors, approval of shareholders be and is hereby accorded to enter into agreement(s)/ contract(s)/ arrangement(s)/ transaction(s) with Healthy Biosciences Limited, the related party of the company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations for a cumulative value not exceeding Rs. 6 Crores (Rupees Six Crores only) per financial year for a period of three (3) financial years starting from FY 2025-26 to FY 2027-28, with relation to purchase or supply of goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, reimbursement of expenses, appointment of agent for purchase or sale of goods or any, taking/giving inter-corporate loans/advances, selling/disposing/buying/leasing property of any kind, payment of dividend on investment in securities, 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, (hereinafter collectively referred to as 'related party transactions') on such terms and conditions as the Board of Directors may deem fit, 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 of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise and to undertake all such acts, deeds, matters and things to finalize and execute such documents, deeds, agreements, arrangements and writings as may be deemed necessary, proper and desirable in its absolute discretion to give effect to the aforesaid Resolution.

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.”

4. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH PUNJAB BIOTECHNOLOGY PARK LIMITED

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), also based on the recommendation of the Audit Committee and the Board of Directors, approval of shareholders be and is hereby accorded to enter into agreement(s)/ contract(s)/ arrangement(s)/ transaction(s) with Punjab Biotechnology Park Limited, the related party of the company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations for a cumulative value not exceeding Rs. 7 Crores (Rupees Seven Crores only) per financial year for a period of three (3) financial years starting from FY 2025-26 to FY 2027-28, with relation to purchase or supply of goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, reimbursement of expenses, appointment of agent for purchase or sale of goods or any, taking/giving inter-corporate loans/advances, selling/disposing/buying/leasing property of any kind, payment of dividend on investment in securities, 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, (hereinafter collectively referred to as 'related party transactions') on such terms and conditions as the Board of Directors may deem fit, 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 of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise and to undertake all such acts, deeds, matters and things to finalize and execute such documents, deeds, agreements, arrangements and writings as may be deemed necessary, proper and desirable in its absolute discretion to give effect to the aforesaid Resolution.

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

5. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH GILBERT KASALI PRIVATE LIMITED

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), also based on the recommendation of the Audit Committee and the Board of Directors, approval of shareholders be and is hereby accorded to enter into agreement(s)/ contract(s)/ arrangement(s)/ transaction(s) with Gilbert Kasali Private Limited, the related party of the company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations for a cumulative value not exceeding Rs. 40 lakhs (Rupees Forty Lakhs only) per financial year for a period of three (3) financial years starting from FY 2025-26 to FY 2027-28, with relation to purchase or supply of goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, reimbursement of expenses, appointment of agent for purchase or sale of goods or any, taking/giving inter-corporate loans/advances, selling/disposing/buying/leasing property of any kind, payment of dividend on investment in securities, 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, (hereinafter collectively referred to as 'related party transactions') on such terms and conditions as the Board of Directors may deem fit, 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 of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise and to undertake all such acts, deeds, matters and things to finalize and execute such documents, deeds, agreements, arrangements and writings as may be deemed necessary, proper and desirable in its absolute discretion to give effect to the aforesaid Resolution.

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.”

6. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH REVIVE AESTHETICS PRIVATE LIMITED

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), also based on the recommendation of the Audit Committee and the Board of Directors, approval of shareholders be and is hereby accorded to enter into agreement(s)/

contract(s)/ arrangement(s)/ transaction(s) with Revive Aesthetics Private Limited, the related party of the company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations for a cumulative value not exceeding Rs. 50 lakhs (Rupees Fifty Lakhs only) per financial year for a period of three (3) financial years starting from FY 2025-26 to FY 2027-28, with relation to purchase or supply of goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, reimbursement of expenses, appointment of agent for purchase or sale of goods or any, taking/giving inter-corporate loans/advances, selling/disposing/buying/leasing property of any kind, payment of dividend on investment in securities, 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, (hereinafter collectively referred to as 'related party transactions') on such terms and conditions as the Board of Directors may deem fit, 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 of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise and to undertake all such acts, deeds, matters and things to finalize and execute such documents, deeds, agreements, arrangements and writings as may be deemed necessary, proper and desirable in its absolute discretion to give effect to the aforesaid Resolution.

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. TO APPROVE RELATED PARTY TRANSACTIONS OF THE COMPANY WITH M/S. KHANNA SOLVEX

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), also based on the recommendation of the Audit Committee and the Board of Directors, approval of shareholders be and is hereby accorded to enter into agreement(s)/ contract(s)/ arrangement(s)/ transaction(s) with M/s Khanna Solvex (Partnership Firm), the related party of the company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations for a cumulative value not exceeding Rs. 5.50 Crores (Rupees Five Crores Fifty Lakhs only) per financial year for a period of three (3) financial years starting from FY 2025-26 to FY 2027-28, with relation to purchase or supply of goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, reimbursement of expenses, appointment of agent for purchase or sale of goods or any, taking/giving inter-corporate loans/advances, selling/disposing/buying/leasing property of any kind, payment of dividend on investment in securities, 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, (hereinafter collectively referred to as 'related party transactions') on such terms and conditions as the Board of Directors may deem

fit, 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 of the Company be and is hereby authorized to settle any question, difficulty or doubt that may arise and to undertake all such acts, deeds, matters and things to finalize and execute such documents, deeds, agreements, arrangements and writings as may be deemed necessary, proper and desirable in its absolute discretion to give effect to the aforesaid Resolution.

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."

8. TO CONSIDER APPOINTMENT OF M/S. SDK & ASSOCIATES, PRACTICING COMPANY SECRETARIES AS THE SECRETARIAL AUDITORS OF THE COMPANY FOR FIVE FINANCIAL YEARS FROM FY 2025-26 TO FY 2029-30.

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

"RESOLVED THAT pursuant to the provision of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force) the consent of the members be and is hereby accorded for the appointment of M/s. SDK & Associates, a peer reviewed firm of Practicing Company Secretaries (Peer Review Certificate no. 7065/2025) as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from FY 2025-26 to FY 2029-30, on such remuneration to be decided by Managing Director(s)/ CFO/Company Secretary in consultation with Secretarial Auditor from time to time.

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates, reports, or opinion which the Secretarial Auditors may be eligible to provide or issue under the applicable laws on such remuneration to be decided by Managing Director(s)/ CFO/Company Secretary in consultation with Secretarial Auditor from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

9. TO KEEP REGISTERS AND RETURNS AT THE CORPORATE OFFICE 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 Section 94 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, including any amendments thereto for the time being in force, the Statutory Registers, records required to be maintained by the Company under Section 88

and the returns required to be filed under Section 92 of the Companies Act, 2013, be kept and maintained at the Company's Corporate Office Situated at House Number 1769, Phase 3B2, S.A.S. Nagar, Mohali-160059, Punjab w.e.f September 30, 2025."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

10. TO APPROVE REMUNERATION OF MR. GURMEET SINGH FOR HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and all other applicable provisions of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as per the recommendation and approval of the Nomination and Remuneration Committee and Audit Committee, the consent and approval of the members of the Company be and is hereby accorded to pay remuneration to Mr. Gurmeet Singh (Father of Mr. Jasjot Singh, Managing Director of the Company) being related party and holding an office or place of profit in the Company, as computed under applicable provisions of Companies Act, 2013 at a monthly remuneration not exceeding Rs. 5,00,000 (Rupees Five Lakhs only) per month effective from April 01, 2025 and such other perquisites in accordance with the Act."

"RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorized to do, all such acts, matters, deeds and things as may be considered necessary, proper or expedient to give effect to this resolution and matters connected herewith or incidental there to in the best interest of the Company."

11. TO RE-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 a **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 re-appoint Mr. Gursimran Singh as a Whole Time Director of the company, for a period of five years with effect from 14th August, 2025, whose office is liable to retire by rotation, at a monthly remuneration of upto Rs. 2,00,000/- on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors

to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Gursimran 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.”

12.TO RE-APPOINT MR. JASJOT SINGH (DIN: 01937631) AS A MANAGING DIRECTOR OF THE COMPANY AND INCREASE IN REMUNERATION

To consider and if thought fit, to pass, 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 re-appoint Mr. Jasjot Singh as a Managing Director for a period of five years and revise his remuneration not exceeding Rs. 4,00,000 per month with effect from 01st April, 2025, on the terms and conditions including remuneration asset out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and 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.”

13.TO APPROVE THE ADVANCEMENT OF LOANS, GUARANTEE OR SECURITY TO ANY PERSON IN WHOM ANY OF THE DIRECTOR OF THE COMPANY IS INTERESTED UNDER SECTION 185 OF COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) (including any statutory modifications or re-enactments thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent and approval of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any duly constituted Committee thereof) for advancing loan(s) in one or more tranches including loan represented by way of book debt to, and/or giving guarantee(s), and/or providing security(ies) in connection with any loan taken/to be taken by any company(ies) which are group companies, associate companies, joint venture companies or subsidiary companies of the Company or any other person in which any of the Directors of the Company is interested as specified in the explanation to section 185(2) of the Act, the details of which are given in the explanatory statement annexed herewith, upto an aggregate amount not exceeding Rs. 55 Crores (Rupees Fifty Five Crores only).”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of the Company be and is hereby authorized to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.”

14.TO APPROVE INVESTMENT/ GIVING ANY LOAN OR GUARANTEE/ PROVIDING SECURITY UNDER SECTION 186 OF COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (as amended or re-enacted from time to time) read with Rule 11 and 13 the Companies (Meeting of Board and its Powers) Rules, 2014 and pursuant to the recommendation of the Audit Committee and subject to such approvals, consents, sanctions and permissions as may be necessary, the consent and approval of the members of the Company be and is hereby given to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any duly constituted Committee thereof) to grant loans or make investment or provide security or guarantee for an amount(s) exceeding 60% of paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account but not exceeding Rs. 55 Crores (Rupees Fifty Five Crores only), on such terms and conditions as may be decided by the Board of Directors from time to time.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals (statutory, contractual or otherwise), in relation to the above and to settle all matters arising out of and incidental thereto and sign, execute and file all deeds, applications, documents, writings, forms that may be required, for and on behalf of the Company for the purpose of giving effect to the aforesaid resolution.”

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

Date: 29/08/2025

Place: Mohali

**Sd/-
Swati Vijan
F13627
Company Secretary**

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

ITEM NO. 3, 4, 5, 6 and 7

To APPROVE FOR RELATED PARTY TRANSACTIONS

Healthy Biosciences Limited, Punjab Biotechnology Park Limited, Gilbert Kasauli Private Limited, Revive Aesthetics Private Limited and M/s Khanna Solvex are 'related party' of the company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations, 2015"), hence the contracts, agreements, arrangements and transactions by Ajooni Biotech Limited with Healthy Biosciences Limited, Punjab Biotechnology Park Limited, Gilbert Kasauli Private Limited, Revive Aesthetics Private Limited and M/s Khanna Solvex fall under the category of a related party transaction of the Company in terms of the provisions of Section 188 of the Companies Act, 2013, rules framed there under and Regulation 23 of the Listing Regulations, 2015.

In accordance with the Explanation to Regulation 23(1) of the Listing Regulations, 2015, a transaction with related party is considered as material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. The Company had entered into Agreement for related party transactions with Healthy Biosciences Limited, Punjab Biotechnology Park Limited, Gilbert Kasauli Private Limited, Revive Aesthetics Private Limited and M/s Khanna Solvex for a period of one year w.e.f. 1st April, 2025.

Further, pursuant to the SEBI Circular No. SEBI/HO/CFD/CFDPoD- 2/P/CIR/2025/18 dated February 14, 2025, the listed companies are required to place minimum information for review of the audit committee and shareholders for approval of RPTs as per the Industrial Standards issued by Industry Standards Forum (ISF). Relevant information pursuant to the Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated November 11, 2024 read with SEBI Circular dated February 14, 2025, are detailed below.

The Audit Committee and the Board of Directors of the Company at their meeting held on August 29, 2025 subject to approval by the members of the company, have approved entering into the related party contracts, agreements, arrangements and transactions for a period of 3 years i.e. from Financial year 2025-26 to Financial year 2027-28 as more particularly described in table below. It is envisaged that considering the threshold limits prescribed under the Listing Regulations, 2015 and the policy on material related party transactions as adopted by the Company, the related party transactions with Healthy Biosciences Limited, Punjab Biotechnology Park Limited, Gilbert Kasauli Private Limited, Revive Aesthetics Private Limited and M/s Khanna Solvex may be classified as material and may require approval of the members.

The key details pursuant to Explanation 3 to 7 to clause 3 of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are as below:

Item No. 3.

S. No	Particulars	Details
1	Name of the related party	Healthy Biosciences Limited
2	Name of the Director or KMP who is related	Jasjot Singh, Gursimran Singh (Director)
3	Nature of Relationship	Healthy Biosciences Limited falls under the Promoter group of Ajooni Biotech Limited
4	Nature, material terms, monetary value and particulars of contract or arrangements of Services/ transactions	<p>Nature of transactions: Purchase or supply of goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, reimbursement of expenses, appointment of agent for purchase or sale of goods or any, taking/giving inter-corporate loans/advances, selling/ disposing/ buying/ leasing property of any kind, payment of dividend on investment in securities, 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</p> <p>Duration: Three years (1/04/2025 to 31/03/2028) The cumulative value of all transactions shall not exceed Rs. 6 Crores per year.</p> <p>Terms: Consideration for each of the transactions shall be determined mutually between the parties, depending on the process and product involved and shall be at an arm's length basis considering prevalent market conditions.</p>
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract	The pricing/ commercial terms will be determined based on the transactions with unrelated parties for similar nature of transaction, if any. The prices/commercial terms will be determined on arm's length basis.
6	Any other information relevant or important for the members to take a decision on the proposed transaction	Mr. Jasjot Singh, Mrs. Parmjeet Kaur, Mrs. Ishneet Kaur, Mrs. Upneet Kaur are common promoters of Ajooni Biotech and Healthy Biosciences Limited.

Relevant information pursuant to the Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated November 11, 2024 read with SEBI Circular dated February 14, 2025, are detailed below

A (1) Basic Details of the Related Party

S.No.	Particulars of the information	Information provided by the management
1	Name of the related party	Healthy Biosciences Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Manufacturing, trading and selling of wide range of Cattle feed and supplements

A (2) Relationship and ownership of the related party

S.No.	Particulars of the information	Information provided by the management
4	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Entities over which Promoters/KMP along with close member of promoter /KMP exercise significant influence.
5	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	Indirect Holding– 46.2%
6	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Direct Holding- 7.03% Indirect Holding – 19.86%

A (3) Financial performance of the related party

S.No.	Particulars of the information	Information provided by the management
7	Standalone turnover of the related party for each of the last three financial years	FY 2023-2024 – Rs. 1632.18 lakhs FY 2022-2023 – Rs. 497.19 lakhs FY 2021-2022 – Rs. 51.91 lakhs
8	Standalone net worth of the related party for each of the last three financial years	FY 2023-2024 – Rs. 1470.89 lakhs FY 2022-2023 – Rs. 1251.75 lakhs FY 2021-2022 – Rs. 1095.30lakhs
9	Standalone net profits of the related party for each of the last three financial years	FY 2023-2024 – Rs. 118.35 lakhs FY 2022-2023 – Rs. 60.40 lakhs FY 2021-2022 – Rs. 0.89 lakhs

A (4) Details of previous transactions with the related party

S.No.	Particulars of the information	Information provided by the management
10	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years. Note: Details need to be disclosed separately for listed entity and its subsidiary.	FY 2024-25 Purchases – Rs. 24873055 Rent Paid - Rs. 212400 FY 2023-24 Purchases – Rs. 58343592 Rent Paid - Rs. 212400 Sales- Rs. 39537192 FY 2022-23 Purchases – Rs. 5471650 Rent Paid - Rs. 212400 Sales- Rs. 7787261 Any Amount paid – Rs. 1200000
11	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Rs. 1.5 crores
12	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes
13	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No default made.

A (5) Amount of the proposed transactions (All types of transactions taken together)

S.No.	Particulars of the information	Information provided by the management
14	Total amount of all the proposed transactions being placed for approval in the current meeting	Max value upto Rs. 6 crores per year
15	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	No
16	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	5.14%

17	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
18	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	21.95%

B (1) Basic details of the proposed transaction

(In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)

S.No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase or supply of goods or materials, selling or disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, reimbursement of expenses, appointment of agent for purchase or sale of goods or any, taking/giving inter-corporate loans/advances, selling/ disposing/ buying/ leasing property of any kind, payment of dividend on investment in securities, materials services or property or appointment of such parties to any office or place of profit in the company
2	Details of the proposed transaction	<p>Terms and conditions for transaction in ordinary course of business and at arm's length.</p> <p>1.Nature of Transaction – sale/purchase/rent paid/other transaction</p> <p>2.Delivery of Materials – As per Purchase order</p> <p>3.Payment terms – As per Agreement</p> <p>4.Indirect Taxes as applicable</p> <p>5.Currency – INR</p> <p>6.Such other conditions customary to the context of the contract/agreement/ arrangement.</p>
3	Tenure of the proposed transaction (tenure in	15 months (with reference to SEBI circular

	number of years or months to be specified)	no. SEBI/ HO/CFD/CMD1/CIR/P/2022/47)
4	Indicative date / timeline for undertaking the transaction	Approval has been sought on omnibus basis for 15 months
5	Whether omnibus approval is being sought?	Yes
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Maximum Value: Rs. 6 crores per annum The maximum value of a single transaction is proposed to be Rs. 50 lakhs
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	RPTs are not prejudicial to the interest of public shareholders and would be carried out on the same terms and conditions as would be applicable to any party who is not a related party.
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed RPT is a strategic step that secures cost efficiency, operational stability and growth opportunities for the company. by being at arm's length and fully transparent, it protects the interest of shareholders while enabling the company to achieve its objectives sustainability.
9	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Promoter and Director/ KMP- Jasjot Singh, Promoters- Upneet Kaur, Ishneet Kaur, Parmjeet Kaur and Ashmeet Kaur have interest in this transaction directly or indirectly. Promoters/ Directors/ KMP having more than 2% shareholding Jasjot Singh and Parmjeet Kaur – 19% Parmjeet Kaur- 10.80% Ishneet Kaur – 15.60%
10	Details of shareholding (more than 2%) of the	

	<p>director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p> <p>a. Name of the director / KMP/ partner b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity⁷⁶</p>	<p>Promoter and Director/ KMP Jasjot Singh – 11.01%</p> <p>Promoters- Parmjeet Kaur- 3.3% Upneet Kaur- 2.54%</p>
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not applicable
12	Other information relevant for decision making.	-

B (2) Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction

S.No.	Particulars of the information	Information provided by the management
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	No bids or quotations were obtained by Ajooni for this transaction, as it pertains to sales and purchase activities, not procurement. However, these transactions are strategic, commercial prudent and fully aligned with market trends. All the transactions are reviewed by Audit Committee ensuring independence and fairness. Dealing with related party ensures uninterrupted supply of critical inputs, reducing the risks of volatile external markets.
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not applicable
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not applicable
16	Where bids were not invited, the fact shall be	Not applicable

	disclosed along with the justification for the same.	
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	Refer point 13 and point 8 above

Item No. 4

S. No	Particulars	Details
1	Name of the related party	Punjab Biotechnology Park Limited
2	Name of the Director or KMP who is related	Nil
3	Nature of Relationship	Mr. Jasjot Singh, Mr. Gurmeet Singh, Mrs. Parmjeet Kaur and Ms. Ashmeet Kaur are the common promoters of Punjab Biotechnology Park Limited and Ajooni Biotech Limited.
4	Nature, material terms, monetary value and particulars of contract or arrangements of Services/ transactions	<p>Nature of transactions: Purchase or supply of goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, reimbursement of expenses, appointment of agent for purchase or sale of goods or any, taking/giving inter-corporate loans/advances, selling/ disposing/ buying/ leasing property of any kind, payment of dividend on investment in securities, 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</p> <p>Duration: Three years (1/04/2025 to 31/03/2028) The cumulative value of all transactions shall not exceed Rs. 7 Crores per year.</p> <p>Terms: Consideration for each of the transactions shall be determined mutually between the parties, depending on the process and product involved and shall be at an arm's length basis considering prevalent market conditions.</p>
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract	The pricing/ commercial terms will be determined based on the transactions with unrelated parties for similar nature of transaction, if any. The prices/commercial terms will be determined on arm's length basis.
6	Any other information relevant or important for the members to take a decision on the proposed	Mr. Jasjot Singh, Mr. Gurmeet Singh, Mrs. Parmjeet Kaur and Ms. Ashmeet Kaur are the common promoters of Punjab Biotechnology Park Limited and Ajooni Biotech Limited.

	transaction	
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Relevant information pursuant to the Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated November 11, 2024 read with SEBI Circular dated February 14, 2025, are detailed below

A (1) Basic Details of the Related Party

S.No.	Particulars of the information	Information provided by the management
1	Name of the related party	Punjab Biotechnology Park Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Whole sale and retail trading and selling of Cattle feed and supplements

A (2) Relationship and ownership of the related party

S.No.	Particulars of the information	Information provided by the management
4	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Entities over which Promoters/KMP along with close member of promoter /KMP exercise significant influence.
5	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	Indirect Holding – 34.13%
6	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Direct Holding - 0.26 % Indirect Holding- 26.89%

A (3) Financial performance of the related party

S.No.	Particulars of the information	Information provided by the management
7	Standalone turnover of the related party for each of the last three financial years	FY 2023-2024 – Rs. 294.062 lakhs FY 2022-2023 – Rs. 212.82 lakhs

		FY 2021-2022 – Rs. 23.81 lakhs
8	Standalone net worth of the related party for each of the last three financial years	FY 2023-2024 – Rs. 27.62 lakhs FY 2022-2023 – Rs. (0.52) lakhs FY 2021-2022 – Rs. (21.91) lakhs
9	Standalone net profits of the related party for each of the last three financial years	FY 2023-2024 – Rs. 28.21 lakhs FY 2022-2023 – Rs. 21.40 lakhs FY 2021-2022 – Rs. (71.40) lakhs

A (4) Details of previous transactions with the related party

S.No.	Particulars of the information	Information provided by the management
10	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years. Note: Details need to be disclosed separately for listed entity and its subsidiary.	FY 2024-25 Amount received – Rs. 1,30,00,000 Payments made - Rs. 4,89,11,000 FY 2023-24 Amount received – Rs. 45,40,000 Payments made - Rs. 33,90,000 Rent Paid - Rs. 4,40,000 FY 2022-23 Purchases – Rs. 54,93,706 Payments made- Rs.70,25,000
11	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Rs. 4.4 crore
12	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes
13	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No default made.

A (5) Amount of the proposed transactions (All types of transactions taken together)

S.No.	Particulars of the information	Information provided by the management
14	Total amount of all the proposed transactions being placed for approval in the current meeting	Max value upto Rs. 7 crores per annum
15	Whether the proposed transactions taken together with the transactions undertaken with the related	No

	party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	
16	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	6%
17	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
18	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	140%

B (1) Basic details of the proposed transaction

(In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)

S.No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase or supply of goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, reimbursement of expenses, appointment of agent for purchase or sale of goods or any, taking/giving inter-corporate loans/advances, selling/ disposing/ buying/ leasing property of any kind, payment of dividend on investment in securities, materials services or property or appointment of such parties to any office or place of profit in the company
2	Details of the proposed transaction	Terms and conditions for transaction in ordinary course of business and at arm's length. 1.Nature of Transaction – sale/purchase/rent paid/other transaction 2.Delivery of Materials – As per Purchase order 3.Payment terms – As per Agreement 4.Indirect Taxes as applicable

		5.Currency – INR 6.Such other conditions customary to the context of the contract/agreement/ arrangement.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	15 months (with reference to SEBI circular no. SEBI/ HO/CFD/CMD1/CIR/P/2022/47)
4	Indicative date / timeline for undertaking the transaction	Approval has been sought on omnibus basis for 15 months
5	Whether omnibus approval is being sought?	Yes
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Maximum Value: upto Rs. 7 crores per annum The maximum value of a single transaction is proposed to be Rs. 50 lakhs
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	RPTs are not prejudicial to the interest of public shareholders and would be carried out on the same terms and conditions as would be applicable to any party who is not a related party.
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed RPT is a strategic step that secures cost efficiency, operational stability and growth opportunities for the company. by being at arm's length and fully transparent, it protects the interest of shareholders while enabling the company to achieve its objectives sustainability.
9	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	Promoter and Director/ KMP- Jasjot Singh, Promoters- Upneet Kaur, Ishneet Kaur, Parmjeet Kaur and Ashmeet Kaur and Healthy Biosciences Limited have interest in this transaction directly or indirectly. Promoters/ Directors/ KMP having more than 2% shareholding Parmjeet Kaur- 2.20%

	<p>a. Name of the director / KMP</p> <p>b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	
10	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p> <p>a. Name of the director / KMP/ partner</p> <p>b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity</p>	<p>Promoter and Director Jasjot Singh – 11.01%</p> <p>Promoters- Parmjeet Kaur- 3.3% Healthy Biosciences Limited- 7.03% Upneet Kaur – 2.54%</p>
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not applicable
12	Other information relevant for decision making.	

B (2) Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction

S.No.	Particulars of the information	Information provided by the management
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	No bids or quotations were obtained by Ajooni for this transaction, as it pertains to sales and purchase activities, not procurement. However, these transactions are strategic, commercial prudent and fully aligned with market trends. All the transactions are reviewed by Audit Committee ensuring independence and fairness. Dealing with related party ensures uninterrupted supply of critical inputs, reducing the risks of volatile external markets.
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not applicable
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related	Not applicable

	party compared to the best bid / quotation received.	
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	Not applicable
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	Refer point 13 and point 8 above

Item No. 5

S. No	Particulars	Details
1	Name of the related party	Gilbert Kasauli Private Limited
2	Name of the Director or KMP who is related	Mr. Jasjot Singh, Director
3	Nature of Relationship	Mr. Jasjot Singh, being common Director and Promoter of Gilbert Kasauli Private Limited and Ajooni Biotech Limited.
4	Nature, material terms, monetary value and particulars of contract or arrangements of Services/ transactions	<p>Nature of transactions: Purchase or supply of goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, reimbursement of expenses, appointment of agent for purchase or sale of goods or any, taking/giving inter-corporate loans/advances, selling/ disposing/ buying/ leasing property of any kind, payment of dividend on investment in securities, 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</p> <p>Duration: Three years (1/04/2025 to 31/03/2028) The cumulative value of all transactions shall not exceed Rs. 40 lakhs per year.</p> <p>Terms: Consideration for each of the transactions shall be determined mutually between the parties, depending on the process and product involved and shall be at an arm's length basis considering prevalent market conditions.</p>
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as	The pricing/ commercial terms will be determined based on the transactions with unrelated parties for similar nature of transaction, if any. The prices/commercial terms will be determined on arm's length basis.

	part of contract	
6	Any other information relevant or important for the members to take a decision on the proposed transaction	Mr. Jasjot Singh, being common Director and Promoter of Gilbert Kasauli Private Limited and Ajooni Biotech Limited.

Relevant information pursuant to the Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated November 11, 2024 read with SEBI Circular dated February 14, 2025, are detailed below

A (1) Basic Details of the Related Party

S.No.	Particulars of the information	Information provided by the management
1	Name of the related party	Gilbert Kasauli Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	To carry on the business as hoteliers, hotel proprietors, hotel managers and operators, refreshment contractors and caterers, restaurant keepers, refreshment room proprietors, milk and snack bar proprietors, and tavern proprietors, lodging house proprietors.

A (2) Relationship and ownership of the related party

S.No.	Particulars of the information	Information provided by the management
4	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Entities over which Promoters/KMP along with close member of promoter /KMP exercise significant influence.
5	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	Indirect Holding – 33.3%
6	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating	Indirect Holding – 26.89%

	indirect shareholding, shareholding held by relatives shall also be considered.	
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A (3) Financial performance of the related party

S.No.	Particulars of the information	Information provided by the management
7	Standalone turnover of the related party for each of the last three financial years	FY 2023-2024 – Rs. 0.00 lakhs FY 2022-2023 – NA FY 2021-2022 – NA
8	Standalone net worth of the related party for each of the last three financial years	FY 2023-2024 – Rs. 100.00 lakhs FY 2022-2023 – NA FY 2021-2022 – NA
9	Standalone net profits of the related party for each of the last three financial years	FY 2023-2024 – Rs. 0.00 lakhs FY 2022-2023 – NA FY 2021-2022 – NA

A (4) Details of previous transactions with the related party

S.No.	Particulars of the information	Information provided by the management
10	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years. Note: Details need to be disclosed separately for listed entity and its subsidiary.	FY 2024-25 NIL FY 2023-24 NIL FY 2022-23 NIL
11	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	NIL
12	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes
13	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No default made.

A (5) Amount of the proposed transactions (All types of transactions taken together)

S.No.	Particulars of the information	Information provided by the management
14	Total amount of all the proposed transactions being	Max value upto Rs. 40 lakhs per annum

	placed for approval in the current meeting	
15	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	No
16	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	0.34%
17	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
18	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	0

B (1) Basic details of the proposed transaction

(In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)

S.No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase or supply of goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, reimbursement of expenses, appointment of agent for purchase or sale of goods or any, taking/giving inter-corporate loans/advances, selling/ disposing/ buying/ leasing property of any kind, payment of dividend on investment in securities, materials services or property or appointment of such parties to any office or place of profit in the company
2	Details of the proposed transaction	Terms and conditions for transaction in ordinary course of business and at arm's length. 1.Nature of Transaction – sale/purchase/rent paid/other transaction 2.Delivery of Materials – As per Purchase

		order 3.Payment terms – As per Agreement 4.Indirect Taxes as applicable 5.Currency – INR 6.Such other conditions customary to the context of the contract/agreement/ arrangement.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	15 months (with reference to SEBI circular no. SEBI/ HO/CFD/CMD1/CIR/P/2022/47)
4	Indicative date / timeline for undertaking the transaction	Approval has been sought on omnibus basis for 15 months
5	Whether omnibus approval is being sought?	Yes
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Maximum Value: 40 lakhs per annum The maximum value of a single transaction is proposed to be Rs. 20 lakhs
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	RPTs are not prejudicial to the interest of public shareholders and would be carried out on the same terms and conditions as would be applicable to any party who is not a related party.
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed RPT is a strategic step that secures cost efficiency, operational stability and growth opportunities for the company. by being at arm's length and fully transparent, it protects the interest of shareholders while enabling the company to achieve its objectives sustainability.
9	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest	Promoter and Director/ KMP- Jasjot Singh, Promoters- Upneet Kaur, Ishneet Kaur, Parmjeet Kaur and Ashmeet Kaur and Healthy Biosciences Limited have interest in this transaction directly or indirectly. Promoter and Director/ KMP more than 2

	<p>held through any person over which an individual has control including interest held through relatives.</p> <p>a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>% shareholding Jasjot Singh – 33.3%</p>
10	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p> <p>a. Name of the director / KMP/ partner b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity</p>	<p>Promoter and Director Jasjot Singh – 11.01%</p> <p>Promoters- Parmjeet Kaur- 3.3% Healthy Biosciences Limited- 7.03% Upneet Kaur – 2.54%</p>
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not applicable
12	Other information relevant for decision making.	

B (2) Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction

S.No.	Particulars of the information	Information provided by the management
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	No bids or quotations were obtained by Ajooni for this transaction, as it pertains to sales and purchase activities, not procurement. However, these transactions are strategic, commercial prudent and fully aligned with market trends. All the transactions are reviewed by Audit Committee ensuring independence and fairness. Dealing with related party ensures uninterrupted supply of critical inputs, reducing the risks of volatile external markets.
14	Best bid / quotation received.	Not applicable

	If comparable bids are available, disclose the price and terms offered.	
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not applicable
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	Not applicable
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	Refer point 13 and point 8 above

Item No. 6

S. No	Particulars	Details
1	Name of the related party	Revive Aesthetics Private Limited
2	Name of the Director or KMP who is related	Nil
3	Nature of Relationship	Ms. Upneet Kaur, being common Promoter of Revive Aesthetics Private Limited and Ajooni Biotech Limited.
4	Nature, material terms, monetary value and particulars of contract or arrangements of Services/ transactions	<p>Nature of transactions: Purchase or supply of goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, reimbursement of expenses, appointment of agent for purchase or sale of goods or any, taking/giving inter-corporate loans/advances, selling/ disposing/ buying/ leasing property of any kind, payment of dividend on investment in securities, 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</p> <p>Duration: Three years (1/04/2025 to 31/03/2028) The cumulative value of all transactions shall not exceed Rs. 50 lakhs per year.</p> <p>Terms: Consideration for each of the transactions shall be determined mutually between the parties, depending on the process and product involved and shall be at an arm's length basis considering prevalent market conditions.</p>

5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract	The pricing/ commercial terms will be determined based on the transactions with unrelated parties for similar nature of transaction, if any. The prices/commercial terms will be determined on arm's length basis.
6	Any other information relevant or important for the members to take a decision on the proposed transaction	Ms. Upneet Kaur, being common Promoter of Revive Aesthetics Private Limited and Ajooni Biotech Limited.

Relevant information pursuant to the Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated November 11, 2024 read with SEBI Circular dated February 14, 2025, are detailed below

A (1) Basic Details of the Related Party

S.No.	Particulars of the information	Information provided by the management
1	Name of the related party	Revive Aesthetics Private Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Manufacturing and trading of all kinds of cosmetics, healthcare products, beauty and skin care products, etc.

A (2) Relationship and ownership of the related party

S.No.	Particulars of the information	Information provided by the management
4	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Entities over which Promoters/KMP along with close member of promoter /KMP exercise significant influence.
5	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	Indirect Holding – 91.70 %
6	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Indirect Holding – 26.89 %

A (3) Financial performance of the related party

S.No.	Particulars of the information	Information provided by the management
7	Standalone turnover of the related party for each of the last three financial years	Since the company was incorporated on 03rd Sep 2024, so FY 24-25 is the first Financial year for the company to prepare its financial results. Due date for the same is 31st December 2025.
8	Standalone net worth of the related party for each of the last three financial years	Since the company was incorporated on 03rd Sep 2024, so FY 24-25 is the first Financial year for the company to prepare its financial results. Due date for the same is 31st December 2025.
9	Standalone net profits of the related party for each of the last three financial years	Since the company was incorporated on 03rd Sep 2024, so FY 24-25 is the first Financial year for the company to prepare its financial results. Due date for the same is 31st December 2025.

A (4) Details of previous transactions with the related party

S.No.	Particulars of the information	Information provided by the management
10	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years. Note: Details need to be disclosed separately for listed entity and its subsidiary.	FY 2024-25 Nil FY 2023-24 Nil FY 2022-23 Nil
11	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Nil
12	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes
13	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No default made.

A (5) Amount of the proposed transactions (All types of transactions taken together)

S.No.	Particulars of the information	Information provided by the management
14	Total amount of all the proposed transactions being placed for approval in the current meeting	Max value upto Rs. 50 lakhs per annum
15	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	No
16	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	0.43%
17	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
18	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	0

B (1) Basic details of the proposed transaction

(In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)

S.No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase or supply of goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, reimbursement of expenses, appointment of agent for purchase or sale of goods or any, taking/giving inter- corporate loans/advances, selling/ disposing/ buying/ leasing property of any kind, payment of dividend on investment in securities, materials services or property or appointment of such parties to any office or place of profit in the company
2	Details of the proposed transaction	Terms and conditions for transaction in ordinary course of business and at arm's length.

		1.Nature of Transaction – sale/purchase/rent paid/other transaction 2.Delivery of Materials – As per Purchase order 3.Payment terms – As per Agreement 4.Indirect Taxes as applicable 5.Currency – INR 6.Such other conditions customary to the context of the contract/agreement/ arrangement.
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	15 months (with reference to SEBI circular no. SEBI/ HO/CFD/CMD1/CIR/P/2022/47)
4	Indicative date / timeline for undertaking the transaction	Approval has been sought on omnibus basis for 15 months
5	Whether omnibus approval is being sought?	Yes
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Maximum Value: upto Rs. 50 lakhs per annum The maximum value of a single transaction is proposed to be Rs. 20 lakhs
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	RPTs are not prejudicial to the interest of public shareholders and would be carried out on the same terms and conditions as would be applicable to any party who is not a related party.
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed RPT is a strategic step that secures cost efficiency, operational stability and growth opportunities for the company. by being at arm's length and fully transparent, it protects the interest of shareholders while enabling the company to achieve its objectives sustainability.
9	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the	Promoter and Director/ KMP- Jasjot Singh, Promoters- Upneet Kaur, Ishneet Kaur, Parmjeet Kaur and Ashmeet Kaur and Healthy Biosciences Limited

	<p>shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.</p> <p>a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>have interest in this transaction directly or indirectly.</p> <p>Promoter more than 2 % shareholding Upneet Kaur – 91.70%</p>
10	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p> <p>a. Name of the director / KMP/ partner b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity</p>	<p>Promoters- Jasjot Singh – 11.01% Parmjeet Kaur- 3.3% Healthy Biosciences Limited- 7.03% Upneet Kaur – 2.54%</p>
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not applicable
12	Other information relevant for decision making.	

B (2) Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction

S.No.	Particulars of the information	Information provided by the management
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	No bids or quotations were obtained by Ajooni for this transaction, as it pertains to sales and purchase activities, not procurement. However, these transactions are strategic, commercial prudent and fully aligned with market trends. All the transactions are reviewed by Audit Committee ensuring independence and fairness. Dealing with related party ensures uninterrupted supply of critical inputs,

		reducing the risks of volatile external markets.
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not applicable
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not applicable
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	Not applicable
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	Refer point 13 and point 8 above

Item No. 7

S. No	Particulars	Details
1	Name of the related party	M/s Khanna Solvex (Partnership Firm)
2	Name of the Director or KMP who is related	Mr. Jasjot Singh, Partner in M/s. Khanna Solvex
3	Nature of Relationship	Mr. Jasjot Singh and Mrs. Parmjeet Kaur, being common Promoter of M/s Khanna Solvex and Ajooni Biotech Limited.
4	Nature, material terms, monetary value and particulars of contract or arrangements of Services/ transactions	<p>Nature of transactions: Purchase or supply of goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, reimbursement of expenses, appointment of agent for purchase or sale of goods or any, taking/giving inter-corporate loans/advances, selling/ disposing/ buying/ leasing property of any kind, payment of dividend on investment in securities, 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</p> <p>Duration: Three years (1/04/2025 to 31/03/2028) The cumulative value of all transactions shall not exceed Rs. 5.50 Crore per year.</p>

		Terms: Consideration for each of the transactions shall be determined mutually between the parties, depending on the process and product involved and shall be at an arm's length basis considering prevalent market conditions.
5	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract	The pricing/ commercial terms will be determined based on the transactions with unrelated parties for similar nature of transaction, if any. The prices/commercial terms will be determined on arm's length basis.
6	Any other information relevant or important for the members to take a decision on the proposed transaction	Mr. Jasjot Singh and Mrs. Parmjeet Kaur, being common Promoter of M/s Khanna Solvex and Ajooni Biotech Limited.

Relevant information pursuant to the Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated November 11, 2024 read with SEBI Circular dated February 14, 2025, are detailed below

A (1) Basic Details of the Related Party

S.No.	Particulars of the information	Information provided by the management
1	Name of the related party	M/s Khanna Solvex (Partnership Firm)
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Trading and selling of wide range of Cattle feed and Supplements

A (2) Relationship and ownership of the related party

S.No.	Particulars of the information	Information provided by the management
4	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Entities over which Promoters/KMP along with close member of promoter /KMP exercise significant influence.
5	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	Indirect Holding – 100%
6	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which	Indirect Holding –26.89%

	the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	
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A (3) Financial performance of the related party

S.No.	Particulars of the information	Information provided by the management
7	Standalone turnover of the related party for each of the last three financial years	FY 2023-2024 – Rs. 404.30 lakhs FY 2022-2023 – Rs. 359.86 lakhs FY 2021-2022 – Rs. 18.88 lakhs
8	Standalone net worth of the related party for each of the last three financial years	FY 2023-2024 – Rs. 45.03 lakhs FY 2022-2023 – Rs. 41.16 lakhs FY 2021-2022 – Rs. 38.49 lakhs
9	Standalone net profits of the related party for each of the last three financial years	FY 2023-2024 – Rs. 4.03 lakhs FY 2022-2023 – Rs. 2.67 lakhs FY 2021-2022 – Rs. 2.64 lakhs

A (4) Details of previous transactions with the related party

S.No.	Particulars of the information	Information provided by the management
10	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years. Note: Details need to be disclosed separately for listed entity and its subsidiary.	FY 2024-25 Purchases – Rs. 1619200 Rent Paid - Rs. 518400 Advances given- Rs. 20714000 FY 2023-24 Purchases – Rs. 7168590 Rent Paid - Rs. 518400 FY 2022-23 Purchases – Rs. 7984392 Rent Paid - Rs. 518400 Sales- Rs. 10176855 Advance Given – Rs. 14600000
11	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Rs. 3.33 crore
12	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes
13	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the	No default made.

	listed entity or its subsidiary during the last three financial years.	
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A (5) Amount of the proposed transactions (All types of transactions taken together)

S.No.	Particulars of the information	Information provided by the management
14	Total amount of all the proposed transactions being placed for approval in the current meeting	Max value upto Rs. 5.50 crores per annum
15	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	No
16	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	4.71%
17	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
18	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	831%

B (1) Basic details of the proposed transaction

(In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)

S.No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Purchase or supply of goods or materials, selling or otherwise disposing of, or buying, property of any kind, leasing of property of any kind, availing or rendering of any services, reimbursement of expenses, appointment of agent for purchase or sale of goods or any, taking/giving inter-corporate loans/advances, selling/ disposing/ buying/ leasing property of any kind, payment of dividend on investment in securities, materials services or property or

		appointment of such parties to any office or place of profit in the company
2	Details of the proposed transaction	<p>Terms and conditions for transaction in ordinary course of business and at arm's length.</p> <p>1.Nature of Transaction – sale/purchase/rent paid/other transaction</p> <p>2.Delivery of Materials – As per Purchase order</p> <p>3.Payment terms – As per Agreement</p> <p>4.Indirect Taxes as applicable</p> <p>5.Currency – INR</p> <p>6.Such other conditions customary to the context of the contract/agreement/arrangement.</p>
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	15 months (with reference to SEBI circular no. SEBI/ HO/CFD/CMD1/CIR/P/2022/47)
4	Indicative date / timeline for undertaking the transaction	Approval has been sought on omnibus basis for 15 months
5	Whether omnibus approval is being sought?	Yes
6	<p>Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract.</p> <p>If omnibus approval is being sought, the maximum value of a single transaction during a financial year.</p>	<p>Maximum Value: upto Rs. 5.50 crores per annum</p> <p>The maximum value of a single transaction is proposed to be Rs. 50 lakhs</p>
7	<p>Whether the RPTs proposed to be entered into are:</p> <p>(i) not prejudicial to the interest of public shareholders, and</p> <p>(ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party</p>	RPTs are not prejudicial to the interest of public shareholders and would be carried out on the same terms and conditions as would be applicable to any party who is not a related party.
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The proposed RPT is a strategic step that secures cost efficiency, operational stability and growth opportunities for the company. by being at arm's length and fully transparent, it protects the interest of shareholders while enabling the company to achieve its objectives sustainability.

9	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.</p> <p>a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party</p>	<p>Promoter and Director/ KMP- Jasjot Singh, Promoters- Upneet Kaur, Ishneet Kaur, Parmjeet Kaur and Ashmeet Kaur and Healthy Biosciences Limited</p> <p>have interest in this transaction directly or indirectly.</p> <p>Promoter / Director/ KMP having more than 2% shareholding- Parmjeet Kaur – Jasjot Singh -</p>
10	<p>Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.</p> <p>Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p> <p>a. Name of the director / KMP/ partner b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity</p>	<p>Direct Holding Jasjot Singh -11.01% Parmjeet Kaur – 3.3%</p> <p>Indirect Holding- Healthy Biosciences Limited – 7.03% Upneet Kaur – 2.54%</p>
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not applicable
12	Other information relevant for decision making.	-

B (2) Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction

S.No.	Particulars of the information	Information provided by the management
13	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of	No bids or quotations were obtained by Ajooni for this transaction, as it pertains to sales and purchase activities, not procurement. However, these transactions

	process followed to obtain bids.	are strategic, commercial prudent and fully aligned with market trends. All the transactions are reviewed by Audit Committee ensuring independence and fairness. Dealing with related party ensures uninterrupted supply of critical inputs, reducing the risks of volatile external markets.
14	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	Not applicable
15	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	Not applicable
16	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	Not applicable
17	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	Refer point 13 and point 8 above

The contracts, agreements, arrangements and transactions so carried out shall be at arm's length basis and in Company's ordinary course of business. No advances have been paid for the said transactions as of now. However, if required in future, the advances will be paid as per industry norms, customs and usages. Further all the factors of the contract have been considered.

Pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all entities falling under the definition "Related Party" shall not vote to approve the resolution proposed at item no. 3 to 7 of the notice, irrespective of whether the entity is a party to the particular transaction or not. Accordingly, the promoters and promoter group will not vote to approve the proposed resolutions.

Mr. Jasjot Singh, Mrs. Ishneet Kaur, Ms. Upneet Kaur, Mrs. Parmjeet Kaur , Ms. Ashmeet Kaur and Healthy Biosciences Limited holds Equity shares of the company and being promoters are concerned or interested in the Ordinary resolutions to this notice.

Except the above, none of the Directors and Key Managerial persons of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 3 to 7 .

The Board has recommended Ordinary Resolutions at Item No. 3 to 7 for approval by the Members.

ITEM No. 8**TO CONSIDER APPOINTMENT OF M/S. SDK & ASSOCIATES, PRACTICING COMPANY SECRETARIES AS THE SECRETARIAL AUDITORS OF THE COMPANY FOR FIVE FINANCIAL YEARS FROM FY 2025-26 TO FY 2029-30.**

In terms of provisions of Regulation 24A(1)(b) of SEBI Listing Regulations read with Circular No.: SEBI/HO/CFD/CFD-PoD-2/ CIR/P/2024/185 dated 31 December 2024, a listed entity shall appoint Secretarial Auditor for a term of five consecutive years with the approval of shareholders in its AGM.

Accordingly, as per the stated regulations and as per the recommendations of the Audit Committee and the Board of Directors at the meetings held on Friday, August 29, 2025, M/s. SDK & Associates, Peer Reviewed Practicing Company Secretaries (PRC Number-7065/2025), in Chandigarh is proposed to be appointed as Secretarial Auditors of the Company, for a term of 5 consecutive years i.e. from the conclusion of the 15th Annual General Meeting, till the conclusion of 20th Annual General Meeting of the Company to conduct Secretarial Audit and issue the Secretarial Audit Reports of the Company for the said period.

M/s. SDK & Associates, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified in Circular No.: SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of Disqualifications mentioned in Circular No.: SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024.

The details required to be disclosed as per the provisions of Regulation 36(5) of the SEBI Listing Regulations, 2015 are as under:

S.No.	Particulars	Details
1	Proposed Secretarial Auditors	M/s. SDK & Associates
2	Basis of Recommendation for appointment	<p>Founded in 2021, SDK & Associates is a Practicing Company Secretaries firm rendering specialized services in the area of Corporate Laws, IPR's, Corporate Governance Issues, Legal drafting of agreements, Corporate Restructuring etc. and registered as a Practicing Company Secretaries Firm with Institute of Company Secretaries of India.</p> <p>SDK & Associates has immense experience and specialize in dealing with matters relating to Company Laws, Securities Law, Corporate Governance matters, Legal Due Diligence, Joint Ventures, Foreign Collaborations, Technology Transfers, Mergers and Acquisitions, Due Diligence, Listings and Capital Market Transactions.</p>
3	Details relating to Credentials of Secretarial Auditor	<p>SDK & Associates is a proprietary firm, under the stewardship of Mr. Shubham, who holds a professional degree of Company Secretary from Institute of Companies Secretaries of India, Masters of Commerce, duly registered as an Associate Member from the Institute of Company Secretaries of India.</p> <p>Shubham's experience spans around 7 years in the corporate legal field. He has worked in organizations with business interests as diverse as non-Banking, banking and manufacturing.</p>

4	Terms of Appointment	FY 2025-2026 to FY 2029-2030
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No order has been passed by ICSI/SEBI/MCA/ any other competent authority/ Court, both in India or outside India, in past 5 years against the proposed secretarial auditors.

Accordingly, the Board of Directors seeks consent of the Members by passing an Ordinary Resolution set out at Item No. 8 of the notice to consider the appointment of M/s. SDK & Associates, Practicing Company Secretaries, for the office of the Secretarial Auditor of the Company for a period of Five (5) years, from the financial year 2025-2026 to 2029-2030.

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

ITEM NO. 9

TO KEEP REGISTERS AND RETURNS AT THE CORPORATE OFFICE OF THE COMPANY

In the interest of operational and administrative convenience, Company proposes to keep and maintain the Statutory Register, records and copies of Annual Returns at the Corporate office of the Company situated at House Number 1769, Phase 3B2, S.A.S. Nagar, Mohali-160059, Punjab. Whereas, the provisions of Section 94 of the Companies Act, 2013, requires the consent and approval of the members of the Company to keep the Statutory Register, records and copies of Annual Returns at the Corporate Office of the Company at a place other than its registered office.

The Board recommends passing of Resolution as set out as Item Number 9 of this notice as a Special Resolution by the shareholders.

None of the promoters, Directors and Key Managerial Personnel of the Company and their relative are in any way interested in the special resolution set out under Item No. 9 of the Notice.

ITEM NO. 10

TO APPROVE REMUNERATION OF MR. GURMEET SINGH FOR HOLDING AN OFFICE OR PLACE OF PROFIT IN THE COMPANY

The Companies Act, 2013 aims to ensure transparency and dealing with related parties of the Company. The provisions of section 188(1)(f) of the Companies Act, 2013 and Rule 15(1)(f) of the Companies (Meetings of Board and its Powers) Rules, 2014, and read with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 governs the related party's appointment to any office or place of profit in the Company, its subsidiary company or associate company. Mr. Gurmeet Singh, father of Mr. Jasjot Singh (Director of the Company) was appointed as General Manager, holding an office of place or profit under section

188 and all other applicable provisions of the Companies, Act, 2013 read with the Rules made thereunder at monthly gross salary not exceeding Rs. 5,00,000 per month along with other perquisites. Mr. Gurmeet Singh is associated with Company from last few years and meanwhile gave his best for Company's immense growth. Considering his qualification, experience and present role current compensation is not as per standards, hence requires approval of the Shareholders.

The Board believes that the continued engagement of Mr. Gurmeet Singh, is beneficial for the Company, given his qualifications and experience.

Further, pursuant to the SEBI Circular No. SEBI/HO/CFD/CFDPoD- 2/P/CIR/2025/18 dated February 14, 2025, the listed companies are required to place minimum information for review of the audit committee and shareholders for approval of RPTs as per the Industrial Standards issued by Industry Standards Forum (ISF). Relevant information pursuant to the Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated November 11, 2024 read with SEBI Circular dated February 14, 2025, are as follows:

A (1) Basic Details of the Related Party

S.No.	Particulars of the information	Information provided by the management
1	Name of the related party	Mr. Gurmeet Singh
2	Country of incorporation of the related party	Not applicable
3	Nature of business of the related party	Employee

A (2) Relationship and ownership of the related party

S.No.	Particulars of the information	Information provided by the management
4	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.	Office or place of profit
5	Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.	Nil
6	Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating	Nil

	indirect shareholding, shareholding held by relatives shall also be considered.	
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A (3) Financial performance of the related party - NIL

A (4) Details of previous transactions with the related party

S.No.	Particulars of the information	Information provided by the management
10	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years. Note: Details need to be disclosed separately for listed entity and its subsidiary.	FY 2024-25 Remuneration paid- Rs. 30 lakhs p.a. FY 2023-24 Remuneration paid- Rs. 14.50 lakhs p.a. FY 2022-23 Remuneration paid- Rs. 12 lakhs pa.a.
11	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	Rs. 12 lakhs (till 30 th June 2025)
12	Whether prior approval of Audit Committee has been taken for the above mentioned transactions?	Yes
13	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	No default made.

A (5) Amount of the proposed transactions (All types of transactions taken together)

S.No.	Particulars of the information	Information provided by the management
14	Total amount of all the proposed transactions being placed for approval in the current meeting	Max value upto Rs. 60 lakhs Per annum
15	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes
16	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	0.51%

17	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	Not applicable
18	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	Not applicable

B (1) Basic details of the proposed transaction

(In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)

S.No.	Particulars of the information	Information provided by the management
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Remuneration to Mr. Gurmeet Singh, father of Mr. Jasjot Singh.
2	Details of the proposed transaction	Terms and conditions for transaction in ordinary course of business and at arm's length. 1. Mr. Gurmeet Singh is employed as General Manager in Ajooni Biotech Limited 2. Terms and conditions for employment are as per Company Policy 3. Nature of Transaction – Remuneration (Office or place of profit)
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	As per the terms of employment
4	Indicative date / timeline for undertaking the transaction	With effect from April 01, 2025
5	Whether omnibus approval is being sought?	Yes
6	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract. If omnibus approval is being sought, the maximum value of a single transaction during a	Maximum Value: upto Rs. 60 lakhs Per annum The maximum value of a single transaction is proposed to be Rs. 10 lakhs

	financial year.	
7	Whether the RPTs proposed to be entered into are: (i) not prejudicial to the interest of public shareholders, and (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	RPTs are not prejudicial to the interest of public shareholders and would be carried out on the same terms and conditions as would be applicable to any party who is not a related party.
8	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	His leadership has been pivotal in expanding business operations across diverse territories and regions, driving revenue growth and market penetration. Mr. Bhatia's adeptness in developing and executing business plans aligned with organizational objectives has been instrumental in navigating complex landscapes and capitalizing on emerging technologies. With expertise spanning sectors like Security Printing, Renewable Energy, Agri-Biotechnology, Vet-Pharma, and animal healthcare, he has effectively utilize his skills in finance, marketing, human relations, and operations to deliver results consistently. Mr. Bhatia believes that passion, patience, persistence, and perseverance form an unbeatable combination for success.
9	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%. Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Promoter and Director/ KMP- Jasjot Singh, Promoters- Upneet Kaur, Ishneet Kaur, Parmjeet Kaur and Ashmeet Kaur and Healthy Biosciences Limited have interest in this transaction directly or indirectly.
10	Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the	Not applicable

	<p>listed entity. Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.</p> <p>a. Name of the director / KMP/ partner b. Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity</p>	
11	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not applicable
12	Other information relevant for decision making.	-

The Board, based on the recommendation of the Audit Committee, recommends the approval of the Members by passing of the Ordinary Resolution set out at Item No. 10 of this Notice.

Mr. Jasjot Singh, Mrs. Ishneet Kaur, Ms. Upneet Kaur, Mrs. Parmjeet Kaur , Ms. Ashmeet Kaur and Healthy Biosciences Limited holds Equity shares of the company and being promoters are concerned or interested in the Ordinary resolutions to this notice.

Except the above, none of the Directors and Key Managerial persons of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 10 .

ITEM NO. 11

TO RE-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 37 years old and holds degree of Master in Business Administration (MBA). He has more than 15 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.

Pursuant to recommendation of Nomination and Remuneration Committee of the Company held on 08th August 2025, and the Board of Directors of the Company, at their meeting held on 14th August 2025, have unanimously approved the reappointment of Mr. Gursimran Singh as the Whole Time Director with effect from 14th August 2025 and remuneration payable not exceeding Rs. 2,00,000 per month subject to the approval of Shareholders at this Annual General Meeting. The Members may note that the tenure of appointment of Mr. Gursimran Singh, is period of 5 (five) years), i.e., effective from 14th August 2025 to 13th August, 2030 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: 14th August 2025 to 13th August, 2030.
- 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 1815 equity shares in the Company. The draft of the agreement shall be open for inspection by the Members at the Registered office of the Company during the normal business hours on any working day, excluding Sunday. 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 5 years from 14th August 2025 to 13th August, 2030 .

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. 11 of this AGM Notice to the Members for their consideration and approval by Special Resolution.

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

Salary	An amount not exceeding Rs. 2,00,000/- (Rupees Two Lakhs only) per month inclusive of perquisites as detailed below
Perquisites	<ol style="list-style-type: none"> a. House maintenance allowance together with reimbursement of expenses or allowances for utilities as electricity, security, maintenance, staff salary etc. b. Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation. c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.

	<p>d. Leave and encashment of leave - as per the policy of the Company.</p> <p>e. Gratuity and / or contribution to the Gratuity Fund of Company - as applicable to other officers of the Company and as per the policy of the Company</p> <p>f. Other Allowances / benefits, perquisites - as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and or any other allowance, perquisites as the Board may from time to time decide.</p>
Other Terms and Conditions	<ul style="list-style-type: none"> • 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** respectively to this Notice.

Annexure

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	Re-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	13 th August 2020
4.	Tenure of Appointment	5 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 15 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 8 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.
10.	List of other companies in which Directorship is held as on 31.03.2025	HEALTHY BIOSCIENCES LIMITED (CIN: U24296PB2008PLC032037)
11.	Chairman/ Member of The Committee of the Board Of the	Nil

	Other Companies in which he is a director as on 31.03.2025.	
12.	Equity Shares held in the Company as on 31.03.2025	1815
13.	Disclosure of relationships between existing directors and new director	Not related to any director

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 11 of the Notice. The Board commends the **Special Resolution** set out at Item No. 11 of the Notice for approval by the members.

ITEM NO. 12

TO RE-APPOINT MR. JASJOT SINGH (DIN: 01937631) AS A MANAGING DIRECTOR OF THE COMPANY AND INCREASE IN REMUNERATION

Pursuant to recommendation of Nomination and Remuneration Committee of the Company held on 10th June 2025, and the Board of Directors of the Company, at their meeting held on 01st July 2025, have unanimously approved the reappointment of Mr. Jasjot Singh as the Managing Director of the company with effect from April 01, 2025 and remuneration payable not exceeding Rs. 4,00,000 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.

Your Directors recommend the Resolution set out in Item No. 12 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 not exceeding Rs. 400000/- (Rupees Four Lakhs 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. b. Reimbursement of expenses pertaining to electricity, gas, water, telephone and other reasonable expenses for the upkeep and maintenance in respect of such accommodation.

	<p>c. Contribution towards Provident Fund and Superannuation Fund or Annuity Fund, National Pension Scheme - as per the policy of the Company.</p> <p>d. Leave and encashment of leave - as per the policy of the Company.</p> <p>e. Gratuity and / or contribution to the Gratuity Fund of Company - as applicable to other officers of the Company and as per the policy of the Company</p> <p>f. Other Allowances / benefits, perquisites - as per the Rules applicable to the Senior Executives of the Company and / or which may become applicable in the future and or any other allowance, perquisites as the Board may from time to time decide.</p>
Other Terms and Conditions	<ul style="list-style-type: none"> • 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** respectively to this Notice.

Annexure

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.N O.	PARTICULARS	INFORMATION
1.	Type of event	Re-appointment of Mr. Jasjot Singh as the Managing Director of the Company
2.	Date of Birth	30/06/1985
3.	Date of Appointment on the Board	02 nd 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 more than 17 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 31.03.2025	Healthy Biosciences Limited Gilbert Kasauli Private Limited

11.	Chairman/ Member of The Committee of the Board Of the Other Companies in which she is a director as on 31.03.2025.	Nil
12.	Equity Shares held in the Company as on 31.03.2025	18968521
13.	Disclosure of relationships between existing directors and new director	Not related to any director.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 12 of the Notice. The Board commends the Special Resolution set out at Item No. 12 of the Notice for approval by the members.

ITEM NO. 13

TO APPROVE THE ADVANCEMENT OF LOANS, GUARANTEE OR SECURITY TO ANY PERSON IN WHOM ANY OF THE DIRECTOR OF THE COMPANY IS INTERESTED UNDER SECTION 185 OF COMPANIES ACT, 2013

The Company is expected to render support for the business requirements of other companies in the group (i.e. entities in which directors of the Company are interested as per the provisions of section 185 of the Companies Act, 2013), from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Group.

In the light of amendments notified, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the Company is interested in respect of loans taken by such entities, for their principal business activities.

Accordingly, in order to meet the funding requirements and ensure necessary compliances of the provisions of the Companies Act, 2013, the Board of Directors, hereby proposes to grant loans or provide guarantee/security to these below mentioned entity upto an aggregate amount not exceeding Rs. 55 Crores (Rupees Fifty Five Crores only) during a financial year, in its absolute discretion deem beneficial and in the best interest of the Company. The details of the existing group companies/ associate companies /Subsidiaries/Joint Venture Companies in which any of the Directors of the Company is interested as specified in the explanation to section 185(2) of the Act are as follows:

S. No.	Name of Party	Nature of Relationship	Purpose
1.	Healthy Biosciences Limited	Common Directorship (Mr. Jasjot Singh and Mr. Gursimran Singh) between	Procurement of plant and machineries, sale and purchase of goods/ services, fixed assets or any other expense

		Healthy Biosciences Limited and Ajooni Biotech Limited.	including working capital requirements to support its principal business activities.
2.	Punjab Biotechnology Park Limited	Common Promoters (Mr. Gurmeet Singh, Mr. Jasjot Singh, Mr. Gursimran Singh and Mrs. Parmjeet Kaur) between Punjab Biotechnology Park Limited and Ajooni Biotech Limited.	Procurement of plant and machineries, sale and purchase of goods/ services, fixed assets or any other expense including working capital requirements to support its principal business activities.
3.	Revive Aesthetics Private Limited	Common Promoters (Ms. Upneet Kaur) between Revive Aesthetics Private Limited and Ajooni Biotech Limited.	Procurement of plant and machineries, sale and purchase of goods/ services, fixed assets or any other expense including working capital requirements to support its principal business activities.
4.	Gilbert Kasauli Private Limited	Common Director (Mr. Jasjot Singh) Between Gilbert Kasauli Private Limited and Ajooni Biotech Limited	Procurement of plant and machineries, sale and purchase of goods/ services, fixed assets or any other expense including working capital requirements to support its principal business activities.
5.	M/s Khanna Solvex	Common Director/Partner (Mr. Jasjot Singh) and Common Promoter (Mrs. Parmjeet Kaur) between Khanna Solvex and Ajooni Biotech Limited.	Procurement of plant and machineries, sale and purchase of goods/ services, fixed assets or any other expense including working capital requirements to support its principal business activities.

Further, other relevant facts related to the loan, guarantee or security to any person in whom any of the director of the Company is interested under section 185 of companies act, 2013 proposed to be given is as under:

Loan Amount	Up to maximum amount of Rs. 55 Crores (Rupees Fifty Five Crores only) in one or more tranches by way of a loan, guarantee or security.
Interest rate	As may be specified by the Board/Committee at the time of grant, subject to the condition that an annualized rate of interest on loan shall not be less than the prevailing yield rate applicable to the period of 1 (one) year, 3 (three) year, 5 (five) year or 10 (ten) year Government Security that is closest to the tenor of the loan.

Schedule of repayment of principal and interest	Repayable either on demand or such further period as may be extended by the Board/committee from time to time.
Interest payment schedule	As may be specified by the Board/Committee at the time of grant.
Purpose of loan	For principle business activities only.

The Board recommends the Special Resolution set out at item no. 13 of the Notice for approval by the Members.

None of the Directors, promoters and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this Special Resolution.

ITEM NO. 14

TO APPROVE INVESTMENT/ GIVING ANY LOAN OR GUARANTEE/ PROVIDING SECURITY UNDER SECTION 186 OF COMPANIES ACT, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required. In accordance with the provisions Section 186 of the Companies Act, 2013 (the 'Act'), it would be necessary to obtain the approval of the members for:-

- making loans to any person or other bodies corporate;
- giving guarantee or provide security in connection with a loan to any other bodies corporate or person; and
- acquiring by way of subscription, purchase or otherwise, the securities of any other body corporate, in excess of the limits of:-
 - 60% of the paid-up share capital and free reserves and securities premium account; or
 - 100% of the free reserves and securities premium account; whichever is higher.

Considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the limit up to an aggregate sum of Rs. 55 Crores (Rupees Fifty Five Crores Only). No loan shall be given under this section at a rate of interest lower than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan.

The Board recommends passing of Resolution as set out as Item Number 14 of this notice as a Special Resolution.

None of the Directors, promoters and Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financially or otherwise in the resolution except to the extent of their directorship and shareholding in the body corporate(s) in which investment may be made or loan/ guarantees may be given pursuant to this special resolution.

Date: 29/08/2025

Place: Mohali

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

**Sd/-
Swati Vijan
F13627
Company Secretary**

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 to 14 of the accompanying Notice are annexed hereto.
2. In accordance with the provisions of the Act, read with the Rules made thereunder and General Circular nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 05, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and Circular no. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ("MCA") read with relevant circulars issued by the Securities and Exchange Board of India ("SEBI"), from time to time (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through Video Conference ("VC") or Other Audio Visual Means ("OAVM") upto September 30, 2025 without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC/OAVM.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, and MCA General Circular No. 10/2022 dated 28th December, 2022 issued by the Ministry of Corporate Affairs, read with Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023, 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, 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 FY24) 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 August 16, 2024 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 AGM through VC/OAVM Facility and e-Voting during the AGM.

7. Attendance of the Members participating in the 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 AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the 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 Tuesday, September 23, 2025 to Monday, September 29, 2025 (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. Mast Ram, prop. of M/s. M.R. Chechi & Associates, Practicing Company Secretaries, Chandigarh 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 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 is annexed hereto.
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 Friday, September 26, 2025 at 09:00 A.M. and ends on Sunday, September 28, 2025 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 12, 2025 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 12, 2025.

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.	<p>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.</p> <p>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</p> <p>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.</p> <p>Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> 
Individual Shareholders holding securities in demat mode with CDSL	<p>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.</p> <p>After successful login of Easi/ Easiest the user will be also able to see the E</p>

	<p>Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget UserID and Forget Password option available at above mentioned 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 For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. 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 mrchechi@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 **Tuesday, September 23, 2025** 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 **Tuesday, September 23, 2025**. 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.

Date: 29/08/2025

Place: Mohali

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

**Sd/-
Swati Vijan
F13627
Company Secretary**

Annexure

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	Agenda Item No.	2
2	Name	Partek Singh
3	Date of Birth	02/03/1990
4	Date of Appointment on the Board	30/06/2017
5	DIN	07864006
6	Nationality	Indian
7	Qualification	He holds a Bachelor's Degree in Commerce from Punjabi University, Patiala.
8	Brief Profile/ Expertise	He looks after day-to-day routine operational activities of our Company and formulation of business policies, strategies etc. having extensive experience in project management and associated domains.
	Terms & Conditions of appointment or reappointment	Retire by rotation and being eligible, offers himself, for re-appointment as a Director
9	Directorship held in other companies	Nil
10	Listed entities from which he/she has resigned as Director in past three years	Nil
11	Chairman/ Member of The Committee of the Board Of the Other Companies in which he/she is a director	Nil
12	Equity Shares held in the Company as on 31/03/2025	100
13	Disclosure of relationships between directors inter-se	Not related to any director

DIRECTORS' REPORT

To

The Members
Ajooni Biotech Limited

Your Directors present the 15th Annual Report on the business and operations of the Company along with the Audited Financial Statements for the Financial Year ("FY") ended 31st March, 2025.

1. FINANCIAL RESULTS

The highlights of the financial statement of your Company for the year under review along with previous year's figures are given as under:

(In Rs.)		
Particulars	31/03/2025	31/03/2024
Revenue from Operations	1,14,69,18,775	80,11,45,734
Other Income	2,06,89,746	2,19,32,607
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	5,75,70,353	4,42,72,028
Less: Depreciation/Amortization/Impairment	1,09,35,341	87,42,084
Profit/loss before Finance Costs, Exceptional items and Tax Expense	4,33,35,012	3,55,29,944
Less: Finance Costs	33,43,802	55,68,889
Profit /loss before Exceptional items and Tax Expense	4,32,91,210	2,99,61,055
Add/(less): Exceptional items	-	-
Profit /loss before Tax Expense	4,32,91,210	2,99,61,055
Less: Tax Expense		
Current Tax	1,02,41,961	87,50,448
Deferred Tax	6,69,986	4,01,171
MAT Credit Entitlement		
Profit /loss for the year	3,37,19,234	2,16,11,778

2. REVIEW OF OPERATION

In the financial year 2024-2025 revenue from operations of your Company was Rs. 1,14,69,18,775/- as compared to the last year of Rs. 80,11,45,734/-. During the financial year 2024-25, the Company earned a profit of Rs. 3,37,19,234/- against the profit of Rs. 2,16,11,778/- during the previous year 2023-24. Your Directors expect to achieve better performance in the future taking maximum efforts to control the costs and optimize the results in the coming years.

3. TRANSFER TO RESERVES

The company has transferred Rs. 3,37,19,234/- being the profit for the current financial year to Reserves & Surplus Account.

4. CHANGE IN NATURE OF BUSINESS

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

5. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

During the year under review, the company has obtained in principle approval from NSE (National Stock Exchange) on 30th January, 2024 for the allotment of Equity Shares aggregating upto Rs. 40 Cr on Rights Issue basis. Further, securities were allotted on 6th June 2024. Also, the company has completed the process for right issue by obtaining listing approval on 13th June 2024 and trading approval on 18th June 2024 as on the date of report.

Further, company has passed a Special Resolution for issuance of upto 5,00,00,000 convertible warrants of Rs. 9/- each to promoters and non-promoters on preferential basis and made an application to NSE for its in principle approval. But, company has received the communication from investors that they want to withdraw the offer of Preferential warrants of our company due to current low market rates and lack of interest in securities. After due deliberation, the Board of Directors also considered the prevailing market situations and has decided to retract the offer.

Therefore, the Board of Directors in its meeting held on Saturday, 19th day of April 2025, has considered and approved the same and withdrawn the In-principle approval application submitted to the NSE.

6. DIVIDEND

The Company has earned a profit of Rs. 3,37,19,234/- during the period under review, but with a view of augmenting financial resources for generating stable growth in future, the Board of Directors of the company have decided to carry forward entire profit and hence do not propose to recommend any dividend for the financial year on equity shares.

7. DEPOSITS

During the year under review, the Company has not accepted any Fixed Deposits from its Members in accordance with the provisions of Sections 73, 76 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Acceptance of Deposits) Rules, 2014.

8. CHANGES IN SHARE CAPITAL, IF ANY

a) Authorised Capital

During the year under review, Company's authorised share capital has increased from Rs. 40,00,00,000/- (Rupees Forty Crores only) divided into 20,00,00,000 (Twenty crores) equity shares of Rs. 2/- each to Rs. 50,00,00,000/- (Rupees Fifty Crores only) divided into 25,00,00,000 (Twenty-five crores) equity shares of Rs. 2/- each.

b) Issued, Subscribed & Paid up Capital

During the year under review, Company's Issued, Subscribed & Paid up Capital has increased from Rs. 17,52,27,442/- (Rupees Seventeen Crore Fifty-Two Lakhs Twenty-Seven Thousand Four Hundred and Forty-Two only) divided into 8,76,13,721 equity shares of Rs. 2 each to Rs. 34,44,87,196/- (Rupees Thirty Four Crore Forty Four Lakhs Eighty even Thousand One Hundred and Ninety Six only) divided into 17,22,43,598 equity shares of Rs. 2 each.

9. FINANCIAL STATEMENTS

The Financial statements have been prepared by the Company's Management in accordance with the requirements of Accounting Standards 21 issued by Institute of Chartered Accountants of India (ICAI) and as per the provisions of Companies Act, 2013.

10. EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) and 92(3) of the Act read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, as amended, the Annual Return of the Company will be available on the website of the Company and can be accessed through the following link <https://ajoonibiotech.com/annualreport.php>.

11. NUMBER OF BOARD MEETINGS

The Board has met 9 (Nine) times during the financial year, the details of which are as under:

27.04.2024, 20.05.2024, 29.05.2024, 09.08.2024, 16.08.2024, 13.11.2024, 03.01.2025, 24.01.2025 and 13.02.2025. The maximum interval between any two meetings didn't exceed 120 days, as prescribed in the Companies Act, 2013.

The details of meetings of the Board and attendance of the directors are provided in the Report on Corporate Governance which forms the part of this report.

12. COMPOSITION OF COMMITTEES

As per the applicable provisions of the Companies Act, 2013 & Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, **Four** Committees have been constituted in the company which are as follows: -

- a) Audit Committee
- b) Nomination & Remuneration Committee
- c) Stakeholder Relationship Committee

The details of meetings of the committees and attendance of the members are provided in the Report on Corporate Governance which forms the part of this report.

13. CHANGE IN DIRECTORS /KEY MANAGERIAL PERSONNEL DURING THE YEAR

During the year under review, Mr. Ishtneet Bhatia was appointed as a Director (Independent) on 03rd January 2025 and was regularized as a Director on 03rd February 2025. Further, there is no change in directors or Key Managerial Personnel by way of Appointment, re-designation, Resignation, Death or dis-qualification.

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Company's Articles of Association, Mr. Partek Singh (DIN: 07864006) Director of the Company is liable to retire by rotation at the ensuing AGM, and being eligible, has offered himself for re-appointment.

14. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF COMPANIES ACT, 2013

All Independent Directors have given declarations under section 149(7) that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and Rules made thereunder to be read with Regulation 25 of the SEBI (Listing Obligation & Disclosure Requirement) Regulation, 2015.

The meeting of the Independent Directors was held on 28th March 2025, as per schedule IV of the Companies Act, 2013. All the directors attended the meeting.

None of the Directors of your Company is disqualified under Section 162 (2) of the Companies Act, 2013. As required by law, this position is also reflected in the Auditors' Report.

15. REMUNERATION

The details of the remuneration given to the Board of Directors and Key Managerial Personnel have been given in the extract of Annual Return -MGT-9 and copy of the Annual Return is placed on the website of your Company at <https://ajoonibiotech.com/annualreport.php>.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

In accordance with the requirements of the Companies Act and Listing Regulations, your Company has also adopted the Policy on Related Party Transactions and same is available on website of the Company at <https://www.ajoonibiotech.com/pdf/RELATED%20PARTY%20TRANSACTION%20POLICY.pdf>.

All RPT entered into during the financial year 2024-25 were in the ordinary course of business and were on at arm's length basis and were placed before the Audit Committee for its approval. In the financial year 2024-25, Details of Related Party as defined under Section 188 of the Act and Regulations 23 the Listing Regulations and their contracts or arrangements with Company are given in Notes to Account of Financial Statements. Form AOC-2 is attached as an **"Annexure-A"**.

17. PARTICULARS OF EMPLOYEES

Information as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subsequent amendments thereto, is annexed to this Board's Report and marked as **Annexure "B"**.

18. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The provisions of Section 135 of the Companies Act relating to Corporate Social Responsibility are not applicable as the Company is having Net worth less than rupees Five Hundred Crore, Turnover less than rupees One Thousand Crore and Net Profit less than rupees Five Crore.

19. MANNER OF BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and regulation 17(10) of SEBI (LODR) Regulation 2015, a structured procedure was adopted after taking into consideration of the various aspects of the Board's functioning composition of the Board and its committees, execution and performance of specific duties, obligations and governance.

The performance evaluation of the independent Directors was completed in time. The performance evaluation of the Chairman and the Non-independent Directors was carried out by the Independent Directors. The Board of Directors expresses their satisfaction with the evaluation process.

The performance of each committee has been evaluated by its members and found to be highly satisfactory. On the basis of this exercise, the Board has decided that all Independent Directors should continue to be on the Board.

20. CORPORATE GOVERNANCE REPORT

As per Reg. 34 of SEBI Regulation, 2015 to be read with Part A of Schedule V of the said regulations, a separate section on corporate governance practices followed by the company, together with the certificate from the Statutory Auditor of the company, confirming compliance forms an integral part of this Report.

21. MANAGEMENT DISCUSSION ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section of this Annual Report as “Annexure-C”.

22. SUBSIDIARIES/ ASSOCIATES/JOINT VENTURES

The Company has no subsidiary/Joint ventures/Associate Companies as per the provisions of Companies Act, 2013 during the financial year ended on 31st March, 2025.

23. ADOPTION OF INDIAN ACCOUNTING STANDARD (IND-AS)

Keeping in view of the above applicability, the Company has followed the Indian Accounting Standards notified under Section 133 of Companies Act, 2013 read with Companies (Indian Accounting Standards (Ind AS) Rules, 2015 for preparation of its financial statements for the year ended 31st March 2025.

24. DIRECTOR ‘S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 (5) of the Companies Act, 2013, with respect to Directors Responsibilities Statement, it is hereby confirmed:

- a) That in the preparation of the annual accounts for the financial year ended 31st March, 2025 the applicable Accounting standards had been followed along with proper explanation relating to material departures;
- b) That the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year review;
- c) That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors had prepared the accounts for the financial year ended 31st March, 2025 on a going concern basis; and
- e) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
- f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

25. DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014 regarding Conservation of Energy and Technology Absorption do not apply to your company for the period under review. Further, there were no foreign exchange earnings or outgo during the year under review. However, the management has taken all the necessary steps to conserve the resources to the extent possible. “Annexure – D”.

26. SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT

As required under section 204 (1) of the Companies Act, 2013 and Rules made there under the Company has appointed M/s. S.D.K & Associates, Company Secretaries, Punjab as Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial Year 2024-25. The Secretarial Audit Report for the financial year ended 31st March 2025 is attached as “Annexure E” to this Report.

The Secretarial Auditors’ Report for the fiscal 2025 states that during the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc. mentioned above subject to the following observations:

1. *During the period under review, the disclosure of closure of trading window for the quarter ended 30th September, 2024 was filed after the end of the quarter i.e. on 03rd October, 2024. (Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015)*
2. *During the period under review, the financial results for the quarter ended 30th June, 2024 were published in the newspapers after 48 hours from the conclusion of meeting of the Board of Directors at which the financial results were approved. (Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*
3. *During the period under review, the company has submitted the disclosure of non-applicability of large corporate entity framework for the financial year ended 31st March, 2024 after 30 days from the closure of the financial year i.e. on 20th May, 2024. (SEBI/HO/DDHS/CIR/P/2018/144 dated 26th December, 2018 - Fund raising by issuance of Debt Securities by Large Entities).*
4. *During the period under review, the company has not given prior intimation to the stock exchange of the Board Meeting held on 27th April, 2024 to consider raising of funds by issue of shares on right issue basis. (Regulation 29 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*
5. *During the period under review, the company has submitted the outcome of the Board Meeting held on 27th April, 2024 on 07th May, 2024. (Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*
6. *During the period under review, the company has not given the prior intimation to the stock exchange of the Board Meeting held on 20th May, 2024 to approve the financial results for the financial year ended 31st March, 2024, five working days prior to the date of meeting. (Regulation 29 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)*
7. *During the period under review, the company has not submitted the disclosure regarding schedule of analysts or institutional investors meeting at least two working days in advance from the date of the meeting with the stock exchange. (Para A sub-para 15 of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular dated July 13, 2023)*
8. *During the period under review, the company has not submitted the intimation regarding availability of transcript of analysts or institutional investors meeting to the stock exchange within five working days from the date of meeting. (Para A sub-para 15 of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular dated July 13, 2023)*

9. *During the period under review, the company has not submitted the disclosure regarding alteration in Memorandum and Articles of Association of the company with the stock exchange within the prescribed time. (Para A sub-para 15 of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular dated July 13, 2023)*

10. *During the period under review, the company has not submitted the disclosure regarding non-debarment of Director appointed on 03rd January, 2025 to the Stock Exchange along with the corporate announcement regarding appointment of Director. (NSE Circular - NSE/CML/ 2018/02 dated June 20, 2018)*

In response to the recent review concerning our regulatory compliance framework, we would like to provide the following information outlining our governance structure, compliance controls, and risk management processes in place.

Management Reply- In light of recent events, we have conducted a thorough review of our compliance procedures and controls. We acknowledge that there were areas where our oversight could have been stronger.

Moving forward, we are committed to strengthening our compliance framework. We are implementing new measures to enhance our due diligence and ensure that all future operations are conducted with the utmost adherence to regulatory standards. This includes a more robust internal review process. We are confident that these changes will not only mitigate future risks but also reinforce our commitment to operating with integrity and transparency. We appreciate the continued trust of our stakeholders as we work to uphold the highest standards of corporate governance. and ongoing training for all relevant personnel.

Further, pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated 12 December 2024, the Board of Directors have approved and recommended the appointment of M/s. SDK & Associates, Peer Reviewed Practicing Company Secretaries (PRC Number-7065/2025) as the Secretarial Auditors of the Company for a term of five consecutive financial years commencing from FY 2025-26 to FY 2029-30. The resolution seeking approval of shareholders for the same is set out in the Notice calling the 15th Annual General Meeting of the Company.

They have confirmed to hold a valid Peer Review certificate as required under the Listing Regulations.

M/s. SDK & Associates have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified in the Act & Rules made thereunder and SEBI (LODR) Regulations, 2015 and as given in SEBI Circular No.: SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of disqualifications in terms of provisions of the Act & Rules made thereunder and SEBI (LODR) Regulations, 2015 and as mentioned in SEBI Circular No.: SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31 December 2024.

27. ANNUAL SECRETARIAL COMPLIANCE REPORT

The provisions of Regulation 24A of the SEBI (LODR) Regulations, 2015 are applicable on the company for the financial Year 2024-25. The company has obtained the compliance report from M/s. S.D.K & Associates, Company Secretaries, Punjab. The Secretarial Compliance Report for the financial year ended 31st March 2025 is attached as “Annexure F” to this Report.

The Secretarial Compliance Report for the year 2025 states the following same observations as stated above in point 26. Following a detailed review, we have identified areas for improvement in our compliance processes. We are now implementing stronger safeguards and stricter oversight to ensure all future activities are conducted with the utmost care. This commitment to enhanced due diligence is a core part of our strategy and reflects our dedication to responsible and transparent business practices.

28. STATUTORY AUDITORS & AUDITORS REPORT

M/s Narinder Kumar and Company (Firm Registration No. 0030737N), Chartered Accountants (Peer Review Certificate No. 016014) were appointed as Statutory Auditors of the Company at the 14th Annual General Meeting held on 17th September 2024, for the term of five consecutive years i.e. for a period of five years commencing from the conclusion of 14th Annual General Meeting till the conclusion of the 19th Annual General Meeting of the Company to be held in the year 2029 and shall continue to be statutory auditors of the company for the Financial Year 2025-2026.

As required under section 139 of the Companies Act, 2013, M/s Narinder Kumar and Company (Firm Registration No. 0030737N), Chartered Accountants (Peer Review Certificate No. 016014) have confirmed that they are not disqualified from being appointed as Auditors of the Company and is in compliance of Section 139 and 141 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report. During the year under review, the Auditors had not reported any matter under Section 143 (12) of the Companies Act, 2013. The Report given by the Auditors on the financial statement of the Company is part of this Report as **Annexure "G"**.

29. REPORTING OF FRAUDS BY AUDITORS

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed by the Company, by its officer or employees to the Audit Committee under Section 143(12) of the Act, including rules made there under (if any) details of which needs to be mentioned in this Report.

30. CASH FLOW ANALYSIS

In conformity with the provisions of Clause 34(2) of SEBI (LODR) Regulations, 2015, the Cash Flow Statement for the year ended on 31st March, 2025 forms an integral part of the Financial Statements.

31. RISK MANAGEMENT POLICY

The Provisions of Section 134(3) (n) of the Companies Act, 2013 read with provisions of Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding implementation of a risk management policy and constitution of Risk Management committee do not apply to your company for the period under review.

However, Your Company follows a comprehensive system of Risk Management. It ensures that all the risks are timely defined and mitigated including identification of elements of risk which might threaten the existence of the Company.

32. NOMINATION & REMUNERATION COMMITTEE POLICY

Your Board has framed a policy which lays down a framework in relation to remuneration of Directors, Key Managerial Personnel and Senior Management Personnel of the Company. This policy also lays down criteria for selection and appointment of Board Members. The detail of this policy is explained in the Report on Corporate Governance. The Nomination and remuneration Policy is available on the website of the company at www.ajoonibiotech.com and direct web link to the policy is at <https://www.ajoonibiotech.com/pdf/nomination-and-remuneration-policy.pdf>.

33. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of loans, guarantees and investments under the provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as on 31st March, 2025, are set out in Notes to the financial statements of the Company.

34. BORROWINGS

Total borrowings of the company both long term and short term as on 31st March, 2025 are amounting Rs.193.96 lacs as compared to previous year ended 31st March, 2024 of amounting Rs. 216.77 lacs (For details Refer Note No. 12 and 14 of the Audited Financial Statements).

35. WHISTLE BLOWER POLICY AND VIGIL MECHANISM

Section 177(9) of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, provides for a mandatory requirement for all listed companies to establish a mechanism called the 'Whistle Blower Policy' for Directors and employees to report concerns of unethical behavior, actual or suspected, fraud or violation or the Company's code of conduct or ethics policy. In line with this requirement, the Company has framed a "Whistle Blower Policy", which is placed on the Company's website. The Whistle Blower Policy as approved by the Board is uploaded on the Company's website at <https://www.ajoonibiotech.com/> and direct web link to the policy is at https://www.ajoonibiotech.com/pdf/whistle_blower_policy.pdf.

36. FAMILIARIZATION POLICY

Pursuant to the provisions of Regulation 25(7) of Listing Regulations, 2015, the Board has framed a policy to familiarize Independent Directors about the Company. The direct web link to the policy is at https://www.ajoonibiotech.com/pdf/familiarisation_programme.pdf.

37. LISTING FEES

The equity shares of the Company are listed on the National Stock Exchange. The listing fee for the year 2025-26 has already been paid.

38. TRADE RELATIONS

The Board wishes to place on record its appreciation for the support and co-operation that the Company received from its suppliers, distributors, retailers and other associates. The Company has always looked upon them as partners in its progress and has happily shared with them rewards of growth.

It will be Company's endeavor to build and nurture strong links based on mutuality, respect and co-operation with each other and consistent with customer interest.

39. INTERNAL AUDITORS & AUDITORS REPORT

As required under section 138 of the Companies Act, 2013 read with Rule 13 of the Companies (Accounts) Rules, 2014 made there under, the Company has appointed Internal Auditors to assess the risk management and to ensure that risk management processes are efficient, effective, secure and compliant. It is the basic check of internal control of the organization. An internal audit is an organizational move to check, ensure, monitor and analyze its own business operations in order to determine how well it conforms to a set of specific criteria.

40. ADEQUACY OF INTERNAL FINANCIAL CONTROLS

Your Company's internal financial control ensures that all assets of the Company are properly safeguarded and protected, proper prevention and detection of frauds and errors and all transactions are authorized, recorded and reported appropriately.

Your Company has an adequate system of internal financial controls commensurate with its size and scale of operations, procedures and policies, ensuring orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information.

41. MAINTENANCE OF COST RECORDS

The maintenance of cost records for the services rendered by the company is not required pursuant to Section 148(1) of the Companies Act, 2013 read with rule 3 of Companies (Cost Records and Audit) Rules, 2014.

42. DEMATERILISATION OF SHARES

The Company has connectivity with NSDL & CDSL for dematerialization of its equity shares. The ISIN No. INE820Y01021 has been allotted for the Company. Further the Company does not have any Equity shares lying in the Suspense Account.

43. HUMAN RESOURCE

The relationship with employees continues to be harmonious. The company always considers its human resource as its most valuable asset. Imparting adequate and specialized training to its employees is ongoing exercise in the company.

44. TRANSFER TO INVESTOR PROTECTION AND EDUCATION FUND (IEPF)

Since there was no unpaid/unclaimed Dividend declared or paid by the Company, the provisions of Section 125 of the Companies Act, 2013 do not apply.

45. COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETINGS

During the year under review, the Company has duly complied with the applicable provisions of the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI).

46. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There were no significant and material orders passed by the Regulators, Courts or Tribunals, during the year under review, which would impact the going concern status of the Company and its operations in future.

47. DISCLOSURE IN RESPECT OF VOTING RIGHTS NOT EXERCISED DIRECTLY BY THE EMPLOYEES IN RESPECT OF SHARES TO WHICH SCHEME FOR PROVISION OF MONEY FOR PURCHASE OF OR SUBSCRIPTION FOR SHARES BY EMPLOYEES OR BY TRUSTEES FOR THE BENEFIT OF EMPLOYEES

The disclosure under the provisions of Section 67(3) read with Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 in respect of voting rights not exercised directly by the employees in respect of shares to which scheme for provision of money for purchase of or subscription for shares by employees or by trustees for the benefit of employees is not applicable to the company.

48. PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders under the SEBI (Prohibition of Insider Trading) Regulations, 2015. This Code requires pre-clearance for dealing in the company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

49. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONGWITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

There are no proceedings initiated/ pending against your company under the Insolvency and Bankruptcy Code, 2016.

50. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

During the period under review, there was no one-time settlement with any Bank or Financial Institution. Hence, no valuation was required to be undertaken.

51. DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment ("POSH" policy) at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal Act, 2013 and the Rules made there under to provide a safe and harassment free workplace for every individual working in any office of the Company. The Company has duly set up an Internal Complaints Committee ("ICC") in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment.

The Company did not receive any complaint of sexual harassment during the year under review.

52. DISCLOSURES UNDER MATERNITY BENEFIT ACT, 1961:

The Company has complied with the applicable provisions of the Maternity Benefit Act, 1961. It has ensured that all eligible female employees are extended the benefits mandated under the Act, including paid maternity leave, nursing breaks, and protection from dismissal during maternity leave.

During Financial Year 2024-25 no Maternity Benefit is provided by the Company. The Company remains committed to providing a safe, supportive, and inclusive work environment and continues to implement policies that support the health and well-being of women employees, especially during maternity and post-maternity periods.

53. ACKNOWLEDGEMENTS AND APPRECIATION

Your Directors would like to express their appreciation for assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company and the shareholders for their support and confidence reposed on the Company.

By Order of the Board of Directors
For Ajooni Biotech Limited

Date: 29.08.2025
Place: Mohali

Sd/-
Jasjot Singh
Managing Director
DIN: 01937631

Sd-
Gursimran Singh
Whole Time Director
DIN: 02209675

CORPORATE GOVERNANCE REPORT

(1) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance. Transparency, integrity, professionalism and accountability-based values form the basis of the Company's philosophy for Corporate Governance and the continued application of these principles to the business practices has led to the growth of the Company over the years. The Company believes that corporate governance is beyond financial results and is a pre-requisite to the attainment of excellent performance in terms of stakeholders' long term value creation. The Company believes Corporate Governance is an ethically driven business process that is committed to values, aimed at enhancing an organization's brand and reputation. Hence, it is imperative to establish, adopt and follow best corporate governance practices, thereby facilitating effective management and carrying out our business by setting principles, benchmarks and systems to be followed by the Board of Directors (the "Board"), Management and all Employees in their dealings with Customers, Stakeholders and Society at large.

The objective of the Company is not only to achieve excellence in Corporate Governance by conforming to prevalent mandatory guidelines on Corporate Governance but also to improve on these aspects on an ongoing basis with a continuous attempt to innovate in adoption of best business practices for value creation. The Company believes that good Corporate Governance is a continuous improvement seeking process and strives to further improve the Corporate Governance practices to meet the expectations of all the stakeholders.

We detail hereunder the Company's compliance with Regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations"):

(2) THE BOARD OF DIRECTORS

The Board is at the core of our corporate governance practice and oversees how the Management serves and protects the long-term interests of our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance.

a) Size and Composition of Board

The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 and Regulation 17 of the SEBI (LODR) Regulations 2015, which stipulates that the Board should have optimum combination of executive and non-executive directors with at least one Independent woman director and at least 50% of the Board should consist of independent directors, as the Chairman of our Board is an executive director.

As on 31st March, 2025 the Board is comprised of 7 (Seven) Directors. Out of these:

- Three are Executive Directors including one Managing Director who is also the promoter of the company and remaining two are Executive Directors.
- Four are Non- Executive Directors and all four are Independent Directors out of which one is Women Director.

All the Independent Directors satisfy the criteria of independence as required under Section 149 of the Companies Act, 2013 read with schedule IV of the Companies Act, 2013.

None of the Directors of the Company are related to each other.

b) Number of Board Meetings

Minimum four prescheduled Board meetings are held every year. Additional meetings are held by giving appropriate notice to address specific needs of the company.

During the Financial Year 2024-25, the Board of Directors met 9 (nine) times during the year on 27.04.2024, 20.05.2024, 29.05.2024, 09.08.2024, 16.08.2024, 13.11.2024, 03.01.2025, 24.01.2025 and 13.02.2025. The maximum time gap between two consecutive meetings did not exceed one hundred and twenty days.

c) Attendance of Directors at the Board Meetings, Committee Meetings and Last AGM

In terms of SEBI Listing Regulations, none of the Directors are members of more than 10 Board level committees, nor are they Chairman of more than five committees in which they are members. Further, none of the Directors of the Company serve as an Independent Director in any other company Following is the attendance of Directors at the Board Meetings held during the year and at the last Annual General Meeting and also the number of Directorships and Board-level committee positions held by them:

Name of Director	Category of Directorship	DIN	Attendance Particulars			No. of other Companies Directorships and Committee memberships/ chairmanships of the company*		
			No. of Meetings Held	Board Meetings Attended	Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
Mr. Jasjot Singh	ED –MD	01937631	9	9	Yes	2	--	--
Mr. Gursimran Singh	ED	02209675	9	9	Yes	1	--	--
Mr. Partek Singh	ED	07864006	9	9	Yes	--	--	--
Mr. Ramandeep Singh	NED –ID	07896086	9	9	Yes	1	3	--
Mr. Imtешwar Singh	NED –ID	07864007	9	9	Yes	--	3	--
Mrs. Simmi Chhabra	NED –ID	07870398	9	9	Yes	--	3	3
Mr. Ishtneet Bhatia	NED –ID	10440990	2	2	NA	--	--	--

*ED stands for Executive Director; MD stands for Managing Director; WTD stands for Whole-Time Director, NED stands for Non- Executive Director and ID stands for Independent Director.

Note: None of the Directors of the Company are on the Board of any other listed entity.

d) Disclosure of relationships between directors inter-se

None of the other Directors are related to each other in any manner.

e) Shareholding of Non-Executive Directors:

As on 31st March 2025, shareholding of the non-executive directors is as below:

Name of Director	Category	No. of shares held (Rs 02/- paid up)
Simmi Chhabra	NED-ID	100
Imteshwar Singh Bhatia	NED-ID	-
Ramandeep Singh	NED-ID	20400
Ishtneet Bhatia	NED-ID	-

f) Details of familiarization programmes imparted to independent directors

Pursuant to the Code of Conduct for Independent Directors specified under the Companies Act, 2013 and requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has framed a familiarization programme for all its Independent Directors to familiarize them on their roles, rights and responsibilities in the Company.

The Familiarization programme for Independent Directors is posted on the website at <https://ajoonibiotech.com/> and the direct link to the programme is at https://ajoonibiotech.com/Uploads/Policy/familiarisation_programme.pdf.

g) Confirmation on Independent Directors

The Board based on the disclosures received from all Independent Directors, confirms that all Independent Directors fulfil the conditions of Independence as specified in SEBI Listing Regulations and are independent of the management of the Company for the year ended March 31, 2025.

h) Resignation of Independent Directors

During the year, none of the Directors resigned from the Board of Directors.

i) Role of Board Members:

The Board of Directors of the Company directs the Company by formulating and reviewing Company's policies, strategies and business plans. The Board of the Company provides leadership and strategic guidance to the Company and exercises control over the Company, while remaining at all times accountable to the shareholders.

The Board of Directors of the Company is constituted in compliance with the Corporate Governance principles. As on the date of adoption of Corporate Governance Report, the Board is having 7 members with Mr. Jasjot Singh Chairing the Board.

The Company has not entered into any other materially significant transaction with its Directors/Management or relatives etc. affecting the interest of the Company at large except in normal course of business.

j) Procedure of the Board Meetings:

The meetings of the Board are convened by giving appropriate advance notice to the members of the Board and to Stock Exchange.

The Compliance officer of the Company circulates internal notice to all the Board members and division heads asking for the suggestions/ details of any matter which requires discussion or approval of the Board so that

the same could be incorporated in the agenda of the Board meeting. The date of the Board meeting is fixed taking into account convenience and availability of the Board members.

The Board of the Company is presented with all the relevant information on various vital matters affecting the working of the Company as well as those matters, which require deliberation at the highest level. Board Members are given appropriate documents / detailed notes and information in advance of each Board and Committee Meeting. The minutes of the Committee of Board of Directors are taken as read at the meeting of Board for information of the members. The follow up actions of important agenda items of previous Board meeting are placed at the Board meeting for review of the Board.

The Compliance officer of the Company conducts the Board meetings and prepares all documents including minutes of the meeting in compliance with the provisions of the Companies Act and other statutory enactments.

(3) REMUNERATION TO DIRECTORS

Directors with pecuniary relationship or business transactions with the Company

The Managing Director of the Company receive Salary, Perquisites, Allowances, commission on net profits and other benefits as stated in the agreements entered into between the Company and MD as the case may be, while all the Non-Executive Directors receive Sitting Fees. It is to be noted that the transactions with other entities where Directors are interested are being carried out at an arm's length and in compliance with the laws applicable thereto. There are no pecuniary transactions/relationships of the Company with Non-Executive Directors except sitting fees and reimbursement of expenses for attending meetings.

Criteria of making payments to non-executive directors

The Non-Executive/Independent Directors of the Company bring with them significant professional expertise and rich experience across the wide spectrum of functional areas such as marketing, legal, finance and other corporate and management functions.

The Non-Executive and Independent directors are paid sitting fees for attending Board and Committee meetings and expenditure incurred for such attendance is reimbursed. No other fee, remuneration, etc. is being paid to them.

Remuneration to Directors

The appointment and remuneration of Executive Directors including Managing Director, is governed by the recommendation of the Nomination and Remuneration Committee, resolutions passed by the Board of Directors and Shareholders of the Company. 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. The Non-Executive and Independent directors are paid sitting fees for attending Board and Committee meetings and expenditure incurred for such attendance is reimbursed. No other fee, remuneration, etc. is being paid to them.

Name of the Director	(Amount in Rs. Lakhs)			
	Salaries, perquisites and allowances	Commission	Sitting fees	Total
Mr. Jasjot Singh	30.00	-	-	30.00
Mr. Gursimran Singh	12.00	-	-	12.00
Mr. Partek Singh	-	-	-	-
Mr. Ramandeep Singh	-	-	0.27	0.27

Mr. Imteshwar Singh	-	-	0.27	0.27
Mrs. Simmi Chhabra	-	-	0.27	0.27
Mr. Ishtneet Bhatia	-	-	0.06	0.06
Total	42.00	-	0.87	42.87

Service Contracts, Notice Period and Severance fees:

As at March 31, 2025, the Board comprised of seven directors including three executive directors and four non- executive directors and independent directors. The Company has entered into agreements with Mr. Jasjot Singh, Managing Director which interalia stipulate a three months' notice period to vacate their respective office held. There is no provision for payment of severance fees. The other Non-Executive Directors and Independent Directors are not subject to any specific requirement of notice period and severance fees.

Stock Option details

During the year, no stock options were granted to any executive / non-executive director of the Company.

COMMITTEES OF THE BOARD

Currently, the Board has three committees: Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Rights Issue Committee.

(4) AUDIT COMMITTEE

The scope of activities of the Audit Committee is set out as per SEBI (LODR) Regulations 2015 read with Section 177 of the Companies Act, 2013.

The terms of reference and powers of the Audit Committee are in conformity with the requirements of Regulation 18 of SEBI Listing Regulations and Section 177(1) of the Companies Act, 2013. Powers of the Committee and its terms of reference are as under:

1. Oversight of the company's financial reporting process.
2. the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
3. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
5. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required being included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management
 - Significant adjustments made in the financial statements arising out of audit findings
 - Compliance with listing and other legal requirements relating to financial statements
 - Disclosure of any related party transactions
 - Qualifications in the draft audit report
6. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
7. Reviewing, with the management, the statement of uses / application of funds raised through and issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than

those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

8. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
9. Approval or any subsequent modification of transactions of the company with related parties;
10. Scrutiny of inter-corporate loans and investments;
11. Valuation of undertakings or assets of the company, wherever it is necessary;
12. Evaluation of internal financial controls and risk management systems;
13. Reviewing, with the management, performance of statutory and internal
14. auditors, adequacy of the internal control systems;
15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
16. Discussion with internal auditors of any significant findings and follow up there on;
17. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
19. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
20. To review the functioning of the Whistle Blower mechanism;
21. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
22. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

As on 31st March 2025, the Audit committee comprised of three Directors and all the members are independent directors.

During the Financial Year 2024-25, The Audit Committee met 4 times during the year on 20.05.2024, 09.08.2024, 13.11.2024 and 13.02.2025.

The details of the composition of the Committee and attendance at the meetings are given below:

S. No.	Name of Director	Category	Designation	No. of Board Meetings attended	
				Held	Attended
1	Mrs. Simmi Chhabra	NED- ID	Chairperson	4	4
2	Mr. Ramandeep Singh	NED- ID	Member	4	4
3	Mr. Imtешwar Singh	NED- ID	Member	4	4

***NED stands for Non- Executive Director and ID stands for Independent Director.**

(5) NOMINATION AND REMUNERATION COMMITTEE

In accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations, the role of the Nomination and Remuneration Committee of the Company is as under:

1. To formulate criteria for determining qualifications, positive attributes and independence of Directors.

2. Formulate criteria for evaluation of Independent Directors and the Board.
3. Identify persons who are qualified to become Directors and individuals who may be appointed in Senior
4. Management positions in accordance with the criteria laid down by the Committee.
5. To carry out evaluation of every Director's performance.
6. To recommend to the Board, the appointment and removal of Directors and Senior Management.
7. To recommend to the Board, policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
8. Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
9. To devise a policy on Board diversity.
10. To carry out any other function as is mandated by the Board from time to time and/or as required under any statutory notification, amendment or modification, as may be applicable.
11. To determine the extension or continuation of term of Independent Directors on the basis of the report of their performance evaluation.
12. To perform such other functions as may be necessary or appropriate for the performance of such duties.

As on 31st March 2025, the Nomination & Remuneration committee comprised of three Directors and all the members them are independent directors.

During the Financial Year 2024-25, The Nomination & Remuneration committee met 2 times during the year on 16.08.2024 and 01.01.2025.

The details of the composition of the Committee, and attendance at the meetings are given below:

S. No.	Name of Director	Category	Designation	No. of Board Meetings attended	
				Held	Attended
1	Mrs. Simmi Chhabra	NED- ID	Chairperson	2	2
2	Mr. Ramandeep Singh	NED- ID	Member	2	2
3	Mr. Imtешwar Singh	NED- ID	Member	2	2

***NED stands for Non- Executive Director and ID stands for Independent Director.**

INDEPENDENT DIRECTORS' MEETING

During the year under review, the Independent Directors met on March 28, 2025, inter alia, to discuss:

- Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The details of the attendance of the Independent Directors at the meeting are given below. No sitting fee was paid for the said meeting.

S. No.	Name of Director	Category	Designation	No. of Board Meetings attended	
				Held	Attended
1	Mrs. Simmi Chhabra	NED- ID	Chairperson	1	1
2	Mr. Ramandeep Singh	NED- ID	Member	1	1
3	Mr. Imtешwar Singh	NED- ID	Member	1	1
4	Mr. Ishtneet Bhatia	NED-ID	Member	1	1

(6) STAKEHOLDERS RELATIONSHIP COMMITTEE

The terms of reference of the Committee are as follows:

1. To supervise and ensure efficient share transfers, share transmission, transposition, etc.;
2. To approve allotment, transfer, transmission, transposition, consolidation, split, name deletion and issue of duplicate share certificates for equity shares of the Company;
3. To redress shareholders' complaints like non-receipt of balance sheet, non-receipt of declared dividends, etc.;
4. To review service standards and investor service initiatives undertaken by the Company;
5. To place before the Board meeting, a quarterly report giving details such as number of complaints received, resolved, pending during the quarter;
6. To report immediately to the Board, specific grievance raised by the shareholders/investors which could not be resolved by the committee and which need immediate attention;
7. To address all matters pertaining to Registrar and Transfer Agent including appointment of new Registrar and Transfer Agent in place of existing one;
8. To address all matters pertaining to Depositories for dematerialization of shares of the Company and other matters connected therewith; and
9. To attend to any other responsibility as may be entrusted by the Board or investigate any activity within terms of its reference.

As on 31st March 2025, the Stakeholders relationship committee comprised of three Directors and all the members them are independent directors.

During the Financial Year 2024-25, The Stakeholders relationship committee met 1 time during the year on 13.02.2025.

The details of the composition of the Committee, and attendance at the meetings are given below:

S. No.	Name of Director	Category	Designation	No. of Board Meetings attended	
				Held	Attended
1	Mrs. Simmi Chhabra	NED- ID	Chairperson	1	1
2	Mr. Ramandeep Singh	NED- ID	Member	1	1
3	Mr. Imtешwar Singh	NED- ID	Member	1	1

***NED stands for Non- Executive Director and ID stands for Independent Director.**

Details of Shareholders' complaints

Details of complaints received, resolved and pending as on March 31, 2025 are as under:

Pending as on April 1, 2024	Complaints Received during the year	Complaints Resolved during the year	Pending as on March 31, 2025
Nil	1	1	Nil

(7) SHAREHOLDERS INFORMATION**General Body Meetings****Particulars of General Meetings held in last three years:**

AGM/EGM	Financial Year	Venue	Day & Date	Time	No. of Special Resolution passed
01st EGM	2024-25	VIDEO CONFERENCING ('VC')/ OTHER AUDIO VISUAL MEANS (OAVM)	Monday, 03rd February, 2025	11.30 A.M.	4
14th AGM	2023-24	Plot No. D-118, Industrial Area, Phase 7, Mohali, Punjab-160055 through VIDEO CONFERENCING ('VC')/ OTHER AUDIO VISUAL MEANS (OAVM)	Tuesday, 17th September, 2024	11.00 AM	4
13 th AGM	2022-23	Plot No. D-118, Industrial Area, Phase 7, Mohali, Punjab-160055 through VIDEO CONFERENCING ('VC')/ OTHER AUDIO VISUAL MEANS (OAVM)	Tuesday, the 05 th Day of September, 2023	11.00 AM	11
12 th AGM	2021-22	Plot No. D-118, Industrial Area, Phase 7, Mohali, Punjab-160055 through VIDEO CONFERENCING ('VC')/ OTHER AUDIO VISUAL MEANS (OAVM)	Tuesday, the 20 th Day of September, 2022	10.30 AM	11

Postal Ballot/ Extra Ordinary General Meeting

One Extra Ordinary General Meeting of the shareholders was held during the financial year ended March 31, 2025. During the financial year 2024-25, No resolution was passed, through Postal Ballot.

(8) MEANS OF COMMUNICATION

In accordance with Regulation 46 of SEBI Listing Regulations, the Company has maintained a functional website at www.ajoonibiotech.com containing basic information about the Company viz., details of its business, financial information, shareholding pattern, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc. The contents of the said website are updated as and when required. The results along with presentations made by the Company to Analysts are also filed with the Exchanges and hosted on the website of the Company.

Further, the Company disseminates to the Stock Exchange, wherein its equity shares are listed, all mandatory information and price sensitive/such other information, which in its opinion, are material and/or have a bearing on its performance/operations and issues press releases, wherever necessary, for the information of the public at large.

(9) GENERAL SHAREHOLDERS' INFORMATION

- **Annual General Meeting proposed to be Held**

Day, Date & Time : Friday, 29th Day of September 2025 at 11.00 A.M.

Venue : Audio/ Visual Mode.

- **Financial year** : 1st April 2024 to 31st March 2025

- **Dividend Payment date**

No final dividend for FY 2024-25 is proposed by the Board.

- **Financial Calendar 2023-24 (Tentative)**

Results for the quarter ended 30th June, 2025

By 14th August, 2025

Results for the quarter ended 30th Sep, 2025

By 14th November, 2025

Results for the quarter ended 31th Dec, 2025

By 14th February, 2025

Results for the quarter ended 31st March, 2026

By 30th May, 2025

- **Listing**

The Equity Shares of the Company are listed on National Stock Exchange of India Limited (NSE), Exchange Plaza, Bandra – Kurla Complex, Bandra (East), Mumbai- 400 051.

The Company has paid the annual listing fees for the year 2025-26 to NSE.

- **Stock Code**

ISIN: INE820Y01021

SYMBOL: AJOONI

- **Book Closure Dates:** Tuesday, 23rd September 2025 to Monday, 29th September 2025 (Both days inclusive)

- **STOCK DATA**

Table below gives the monthly high and low prices and volumes of trading of Equity Shares of the Company at National Stock Exchange of India Limited (NSE) for the year 2024-25.

(Face Value Rs. 2/-)

NATIONAL STOCK EXCHANGE OF INDIA LIMITED			
Month & Year	High	Low	Traded Volume (In Lakhs)
April, 2024	6.75	5.5	14118329
May, 2024	6.9	5.95	42403606
June, 2024	6.15	4.95	67307791
July, 2024	8.19	5.23	133098453
August, 2024	9.29	6.5	64632893
September, 2024	10.34	8.05	40491385
October, 2024	9.2	7.00	14922934
November, 2024	8.4	7.05	10763673
December, 2024	8.19	6.93	11368469
January, 2025	8.55	6.81	184352234
February, 2025	7.74	6.1	16467471
March, 2025	6.5	5.4	21807461

- **Distribution of shareholding as at 31.03.2025:**

Distribution of shareholding of the equity shares of the company by size and ownership class as on 31.03.2025 is as under:

(a) Shareholding pattern by size:

Shares holding Nominal Value of (Rs.2)	No. of Shareholders	% to Total Numbers	Total Shares	Share holding Amount (Rs.)	% to Total Amount
1	2	3	4	5	6
2 to 5000	57901	89.0086	21726026	43452052	12.6135
5001 to 10000	3330	5.1190	12964029	25928058	7.5265
10001 to 20000	1924	2.9576	14992048	29984096	8.7039
20001 to 30000	609	0.9361	7725846	15451692	4.4854
30001 to 40000	358	0.5503	6582101	13164202	3.8213
40001 to 50000	233	0.3581	5450158	10900316	3.1642
50001 to 100000	407	0.6256	15072107	30144214	8.7504
100001 and above	289	0.4442	87731283	175462566	50.9344
Total	65051	100.0000	172243598	344487196	100.00

(b) Shareholding Pattern by ownership:

Category	No. of Shares held	Voting Strength (%)
Promoters Holding	46324766	26.89
Non-Promoter Holding	125918832	73.11

- **Registrar and Share Transfer Agents**

Cameo Corporate Services Limited,

Subramaniam Building No. 1, Club House Road, Chennai-600002.

E-mail: sofia@cameoindia.com, cameosys@cameoindia.com

- **Share Transfer System**

The Registrars and Share Transfer Agents have put in place an appropriate Share Transfer system to ensure timely share transfers. Share Transfers are registered and returned in the normal course within an average period of 15 days from the date of receipt, if the documents are clear in all respects. Requests for dematerialization of shares are processed and confirmation is given to the respective depositories i.e. NSDL and CDSL within 21 days.

There are no shares in demat suspense account or unclaimed suspense account as on March 31, 2025.

- **Dematerialization of shares and liquidity**

The Equity Shares of the Company have been admitted by both depositories namely, NSDL and CDSL.

As on 31st March, 2025, 172243598 equity shares representing 100% of the company's total paid up capital is dematerialized.

Category	Number of shareholders		Total shares	Percentage
Physical	0		0	0
N S D L	11108		90260809	52.4030
C D S L	53943		81982789	47.5970
Total	65051		172243598	100.00

- **Outstanding Instruments**

There are no outstanding Global Depository Receipts / American Depository Receipts / warrants / any convertible instruments.

- **Commodity price risk or foreign exchange risk and hedging activities:**

The Company had no such transactions during the year hence the Company has not opted for hedging. Details of foreign currency exposure, where applicable are disclosed in notes to the financial statements. As such no disclosure is warranted in terms of SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018.

- **Compliance Officer**

Ms. Swati Vijan, Company Secretary of the company is designated as a Compliance Officer of the company, who can be reached at: AJOONI BIOTECH LIMITED at Corporate Address: House No. 1769, Phase 3B2, Mohali, Punjab-160055 or at Email id- ajooni118@gmail.com/ cs@ajoonibiotech.com.

- **Registered office and Plant Locations**

- I) PLOT NO. D-118, INDUSTRIAL AREA, PHASE 7, MOHALI, PUNJAB-160055
- II) GT ROAD, KHANNA, DIST. LUDHIANA, PUNJAB

- **Address for Correspondences**

CORPORATE ADDRESS: HOUSE NO. 1769, PHASE 3B2, MOHALI, PUNJAB-160055

(10) AFFIRMATIONS AND DISCLOSURES

- **Compliances with Governance Framework**

The Company is in compliance with all mandatory requirements under the SEBI Listing Regulations.

- **Related Party Transactions**

Details of related party transactions are presented as part of the Notes to the Financial Statements. All details on the financial and commercial transactions, where Directors may have a potential interest, are provided to the Board. The interested Directors neither participate in the discussion, nor vote on such matters.

During the financial year, no materially significant related party transactions, that may have potential conflict with the interests of the Company at large, have been entered into by the Company. All transactions entered into with the Related Parties as defined under Companies Act, 2013 during the year were in the ordinary course of business and on an arm's length basis, and did not attract provisions of Section 188 of Companies Act, 2013, relating to approval of shareholders. Omnibus approval from the Audit Committee was obtained for all transactions which are repetitive and normal in nature. All transactions with Related Parties were entered into with prior approval of Audit Committee as well as the Board and ratified by the Audit Committee once the transactions took place. Further, disclosures are made to the Committee and the Board on a quarterly basis.

Company has adopted a Related Party Transactions Policy which is available on the website of the Company i.e. <https://ajoonibiotech.com/Uploads/Policy/RELATED%20PARTY%20TRANSACTION%20POLICY.pdf>

- **Non-compliance, penalties, strictures imposed on the Company**

The Company follows the requirements of the Stock Exchanges or SEBI or any other statutory authority on all matters related to capital markets, since listing on the Stock Exchange. Further, there has been no disciplinary action by other stock exchanges and regulatory authorities in past three years except SOP fines levied by National Stock Exchange to the Company under SEBI ICDR/LODR Regulations.

- **Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the audit committee**

The Company has implemented the vigil mechanism policy to report genuine concerns. The policy provides for adequate safeguards against victimization of persons who use such mechanism and makes provision for direct access to the chairperson of the audit committee in appropriate or exceptional cases.

During the year, none of such personnel have been denied access to the audit committee.

The whistle blower policy of the Company can be accessed through the following link. https://ajoonibiotech.com/Uploads/Policy/whistle_blower_policy.pdf.

- **Details of compliances with mandatory requirements of corporate governance and adoption of non-mandatory requirements**

All mandatory requirements of corporate governance have been complied with. Details of compliance with non-mandatory requirements or discretionary requirements as required under Part E of Schedule II are provided as above.

- **CREDIT RATING**

During the year under consideration, CRISIL Ratings has assigned its '**CRISIL BB/Stable**' rating to the long-term bank facilities of Ajooni Biotech Limited (ABL).

- **Compliance with Secretarial Standards**

The Institute of Company Secretaries of India issued Secretarial Standards for Board and General Meetings in exercise of powers under Section 118 of the Companies Act, 2013. The Company complies with all requirements of said Secretarial Standards.

- **Accounting treatment in preparation of financial statements**

The Company has followed the Indian Accounting Standards notified under Section 133 of Companies Act, 2013 read with Companies (Indian Accounting Standards (Ind AS)) Rules, 2015 in preparation of its financial statements.

- **Code of Conduct**

The company has adopted a code of conduct for the members of the Board and for every employee of the Company in compliance with the provisions of Listing Regulations. Commitment to ethical professional conduct is a must for every employee, including Board members and senior management. The code is intended to serve as a basis of ethical decision making in conduct of professional work. The code of conduct enjoins that each individual in the must know and respect existing laws, accept

and provide appropriate professional views, and be upright in his conduct and observe corporate discipline All Board members and senior Management personnel affirm compliance with the code of conduct annually. The Code of conduct has been posted on the website of the company at <https://ajoonibiotech.com/> and direct link to the code of conduct is at https://ajoonibiotech.com/Uploads/Policy/Code%20of%20Conduct_.pdf.

A DECLARATION SIGNED BY THE MANAGING DIRECTOR (MD) TO THIS EFFECT IS GIVEN BELOW:

"I hereby confirm that, the Company has obtained affirmation from all the members of the Board and Senior Management, that they have complied with the Code of Conduct for Directors and Senior Management in respect of the financial year ended 31st March 2025."

Place: Mohali

Jasjot Singh

Date :26/05/2025

Managing Director

- **Pledge of Equity Shares**

No pledge has been created over the equity shares held by either Promoters and/or Promoter Group Shareholders as on March 31, 2025.

- **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A)**

During the year under review, the company has completed the process for rights issue by obtaining listing approval on 13th June 2024 and trading approval on 18th June 2024 as on the date of report. Further, company has timely submitted its Statement on deviation(s) or variation(s) in respect of the utilization of the proceeds of the Right Issue on quarterly basis. Moreover, there has been no deviation(s) or variation(s) in respect of the utilization of the proceeds of the Right Issue. Proceeds has been utilized for the purposes specified in the letter of offer.

- **Details of Directors appointed/Reappointed**

Details of Directors being appointed/ re-appointed, have been disclosed in the Notice and Explanatory statement attached thereto for the AGM, i.e. a brief resume, nature of expertise in specific functional areas, names of directorships and committee memberships and their shareholding in the Company.

- **Management**

The management discussion and analysis report giving an overview of the Industry, Company's Business and its financials is provided separately as a part of this Annual Report.

- **Insider trading**

Pursuant to Securities and Exchange Board of India [Prohibition of Insider Trading] Regulations the company has prescribed a Code of Conduct for Prevention of Insider Trading and a Code of Corporate Disclosure Practices.

The code lays down guidelines and procedures to be followed and disclosures to be made while dealing with securities of the company. Under this code, Directors including Insiders (i.e. Designated Employees) are prevented from dealing in the Company's shares. To deal in Securities beyond specified limits, permission of Compliance Officer is required. All Designated Employees are also required to disclose related information as defined in the Code. The purpose of the code is also to guide company's transaction and dissemination of

price sensitive information to outside agencies and to ensure timely and adequate disclosures thereof to regulatory authorities on a continuous basis.

- **Subsidiary companies** - The Company does not have any subsidiary company.
- **A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.**

The Company has obtained a Certificate pursuant to the Regulation 34(3) read with Schedule V of the Listing Regulations, from a Practicing Company Secretary, confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies either by Securities and Exchange Board of India or the Ministry of Corporate Affairs or any other Statutory Authorities. The said certificate forms part of this report.

- **Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year:** Not Applicable
- **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part.**

Details of remuneration paid to Auditors of the Company are provided below:

Sr. No.	Particulars	Amount (In Rs.)
1	Audit Fees(with GST)	75,000
Total		75,000

- **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:** The details relating to the same are provided in the Board's report.
- **Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount**The company has not given any loans and advances in the nature of loans to firms/companies in which directors are interested.

(11) THE CORPORATE GOVERNANCE REPORT SHALL ALSO DISCLOSE THE EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II HAVE BEEN ADOPTED

The Company fulfills the following discretionary requirements pursuant to Regulation 27(1) of the SEBI Listing Regulations read with Part E of Schedule II.

(12) CEO/CFO CERTIFICATION

As required under Regulation 17(8) of the SEBI Listing Regulations, the Chairman and Managing Director and the Chief Financial Officer of the Company have certified to the Board, the Financial Statements for the year ended March 31, 2025 and the certificate is annexed to this report.

Date: 29/08/2025
Place: Mohali

Sd/-
Jasjot Singh
Managing Director
DIN: 01937631

By Order of the Board of Directors
For Ajooni Biotech Limited
Sd/-
Gursimran Singh
Whole Time Director
DIN: 02209675

FORM NO. AOC -2

ANNEXURE 'A' TO DIRECTORS' REPORT

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014].

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

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

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

S. no.	Name of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of Approval by the board	Amount paid as Advances, if any.
1.	Healthy Biosciences Limited	1. Purchases 2. Rent Paid	Transactions in normal course of business.	Purchases: Rs. 2,48,73,055.00/- Rent paid: Rs. 2,12,400/-	26.05.2024	-
2.	M/s. Khanna Solvex	1. Purchases 2. Rent Paid 3. Amount given as advance	Transactions in normal course of business.	Purchases: Rs.16,19,200/- Rent paid: Rs. 5,18,400/- Amount given as advance: Rs. 2,07,14,000/-	26.05.2024	-
3.	Punjab Biotechnology Park Limited	1.Amount received 2.Payment made	Transactions in normal course of business.	Amount received : Rs. 1,30,00,000/- Payment made : 4,89,11,000/-	26.05.2024	-

By Order of the Board of Directors
For Ajooni Biotech Limited

Sd/-
Jasjot Singh
Managing Director
DIN: 01937631

Sd/-
Gursimran Singh
Whole Time Director
DIN: 02209675

Date: 29.08.2025
Place: Mohali

PARTICULARS OF EMPLOYEES

ANNEXURE 'B' TO DIRECTORS' REPORT

PURSUANT TO SECTION 134(3)(q) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) The ratio of the remuneration of each Executive Director to the median remuneration of the employees of the Company for the financial year 2024-25 along with the percentage increase in Remuneration of each Executive Director and Key Managerial Personnel (KMP) during the financial year 2024-25:

Sr. No.	Name of Director and KMP	Designation	Ratio of remuneration of each Director / KMP to the Median Remuneration of Employees	Percentage increase in Remuneration during the financial year
1.	Mr.Jasjot Singh	Managing Director	28.97:1	-
2.	Mr.Partek Singh	Director	Nil	-
3.	Mr.Gursimran Singh	Whole Time Director	11.59:1	-
4.	Ms. Swati Vijan	Company Secretary/ Compliance Officer	8.15:1	11%

Notes:

- a) The Independent Directors of the Company are entitled to sitting fee and commission on Net Profits as per statutory provisions of the Companies Act, 2013 and as per terms approved by the Members of the Company.
b) Percentage increase in remuneration indicates annual total compensation increase, as recommended by the Nomination and Remuneration Committee and duly approved by the Board of Directors of the Company.
c) Employees for the purpose above include all employees excluding employees governed under collective bargaining process.

(ii) There were 134 permanent employees on the rolls of the Company as on March 31, 2025.

(iii) It is hereby affirmed that the remuneration paid to all the Directors, KMP, Senior Managerial Personnel and all other employees of the Company during the financial year ended March 31, 2025, were as per the Nomination and Remuneration Policy of the Company.

By Order of the Board of Directors
For Ajooni Biotech Limited

Date: 29.08.2025
Place: Mohali
Sd/-
Jasjot Singh
Managing Director
DIN: 01937631

Sd/-
Gursimran Singh
Whole Time Director
DIN: 02209675

CONSERVATION OF ENERGY

ANNEXURE 'D' TO DIRECTORS' REPORT

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO THE PROVISIONS OF SECTION 134(3)(M) OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014:

A CONSERVATION OF ENERGY		
1	Steps taken for conservation	The Company continues to give high priority to conservation of energy on an on-going basis by preventive maintenance of electric equipments and ensured optimum utilization of electric energy.
2	Steps taken for utilizing alternate sources of energy	The Company has obtained better machinery to reduce its usage of energy and increase its production capacity.
3	Capital investment on energy conservation equipments	It can be planned through replacement of and modification of inefficient equipments and by providing automatic controls to reduce idle running of equipments
B TECHNOLOGY ABSORPTION		
1	Efforts made for technology absorption	Keeping constant touch with the new technologies.
2	Benefits derived	to achieve the best level of quality achievement
3	Expenditure on R&D	NA
4	Technology imported	The Company has not imported any technology.
5	Year of Import	NA
6	Has technology been fully absorbed	NA
7	Areas where this has not taken place	NA
C FOREIGN EXCHANGE EARNINGS AND OUTGO (FY 2023-24)		
1	Foreign Exchange earnings	Rs.64,07,070/-
2	Foreign Exchange outgo	Nil

DISCLOSURES TO ANNUAL REPORT

(Pursuant to regulation 34(3) & 53(f) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

A) RELATED PARTY DISCLOSURE

S.NO.	IN THE ACCOUNTS OF HOLDING/ SUBSIDIARY COMPANY	DISCLOSURES OF AMOUNTS AT THE YEAR END AND THE MAXIMUM AMOUNT OF LOANS/ ADVANCES/ INVESTMENTS OUTSTANDING DURING THE YEAR.
The Company Does Not Have Any Holding or Subsidiary Company, hence no amount of loans, advances or investments is outstanding during the year.		

B) DECLARATION

I, Gursimran Singh, CEO of the Company hereby state that the members of the board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management on an annual basis.

**On behalf of the Board
For Ajooni Biotech Limited
Sd/-
Gursimran Singh (CEO)**

C) COMPLIANCE CERTIFICATE

[As per Regulation 17(8) of SEBI (LODR) Regulation, 2015]

To,
The Board of Directors,
Ajooni Biotech Limited

I, Jasjot Singh, Chairman & Managing Director cum Chief Financial Officer of the Company hereby certify that in respect of the financial year ended on March 31, 2025:

We have reviewed financial statements and the cash flow statement for the year March 31, 2025 and that to the best of their knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the auditors and the Audit committee:

1. significant changes in internal control over financial reporting during the year;
2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Place: Mohali
Date: 26/05/2025**

**Sd/
Jasjot Singh
Managing Director cum CFO**

D) CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Members

Ajooni Biotech Limited

Plot Number D-118, Industrial Area,

Phase VII, Mohali, Punjab-160059.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Ajooni Biotech Limited having CIN L85190PB2010PLC040162 and having registered office at Plot Number D-118, Industrial Area, Phase VII, Mohali, Punjab-160059 (hereinafter referred to as 'the Company'), produced before us by the company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Details of Directors:

S. No.	Name of Director	DIN	Designation	Date of appointment in the company
1.	Jasjot Singh	01937631	Managing Director	02/08/2017
2.	Gursimran Singh	02209675	Whole Time Director	13/08/2020
3.	Partek Singh	07864006	Director	30/06/2017
4.	Imtешwar Singh Bhatia	07864007	Director	02/08/2017
5.	Simmi Chhabra	07870398	Director	02/08/2017
6.	Ramandeep Singh	07896086	Director	02/08/2017
7.	Ishtneet Bhatia	10440990	Director	03/01/2025

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

PRC Number: 7065/2025
Place: Chandigarh
Date: 07/08/2025
UDIN: A065153G000956703

SDK & ASSOCIATES
COMPANY SECRETARIES
Sd/- SHUBHAM, ACS
COMPANY SECRETARY IN PRACTICE
M. NO.: 65153/C.P. NO.: 24579

E) CERTIFICATE FROM STATUTORY AUDITOR

AUDITOR'S CERTIFICATE (In terms of Regulation 34(3) and Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members
Ajooni Biotech Limited,

We have examined the compliance of conditions of Corporate Governance by Ajooni Biotech Limited for the year ended on 31st March 2025 as stipulated in Regulation 34(3) of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 of the said company with the Stock Exchange (National Stock Exchange).

Management's Responsibility

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statement of the company.

Opinion

On the basis of our review of the relevant records and documents maintained by the company and furnished to us for internal review and the information and explanation given to us by the company we certify that the company has fully complied with all the mandatory conditions of Corporate Governance as stipulated in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency with which the Management has conducted the affairs of the Company.

Restriction on use

This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

Place: Mohali
Date: 21/08/2025

For Narinder Kumar and Company
Chartered Accountants
Firm Reg. No. 0030737N
Sd/-
CA Narinder Kumar Garg
Partner
M.No. 080287
UDIN: 2508028BMLIVL8606

SECRETARIAL AUDIT REPORT

ANNEXURE 'E' TO DIRECTORS' REPORT

Form MR-3
Secretarial Audit Report
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

TO,

THE MEMBERS
AJOONI BIOTECH LIMITED
CIN: L85190PB2010PLC040162.
D-118, INDUSTRIAL AREA, PHASE-7,
MOHALI, PUNJAB-160059.

Dear Sir(s)

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. AJOONI BIOTECH LIMITED** (hereinafter called the company). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **M/s. AJOONI BIOTECH LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period ended on **31/03/2025**, complied with the statutory provisions listed hereunder and also that the company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. AJOONI BIOTECH LIMITED ("the Company")** for the financial year ended on **31/03/2025** according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 (**'SCRA'**) and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not Applicable as company has not accepted/made any FDI, ODI or ECBs during the Financial Year under review.**
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company:

- a. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - d. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable as the Company did not issue any ESOP or ESPs during the Financial Year under review.**
 - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable as the Company did not issue any debt securities during the Financial Year under review.**
 - g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable as the Company is not registered as Registrar to an Issue and Share transfer Agent during the year under review.**
 - h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable as the Company has not delisted its Equity shares from any Stock Exchange during the financial year under review** and
 - i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable as the Company has not bought back any of its securities during the Financial Year under review.**
- VI) Based on the representation made by the company and its officers, the company has proper system and process in place for compliance under the other applicable Laws, Acts, Laws, Rules, Regulations, Guidelines and Standards as applicable to the company which are given below:
- i. The Environment (Protection) Act 1986
 - ii. Air (Prevention and Control of Pollution) Act, 1981
 - iii. The Water (Prevention and Control of Pollution) Act, 1974
 - iv. GST (Goods & Service Tax) Laws, Excise Laws, Sales Tax Laws
 - v. Income Tax Act, 1961.
 - vi. Food Safety and Standards Act, 2006
 - vii. Labour Laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, Employee State Insurance etc.
 - viii. MSMED Act, 2006
 - ix. Trademark Act, 1999
 - x. Legal Metrology Act, 2009
 - xi. The Electricity Act, 2003 and the Electricity Rules 2005
 - xii. The Factories Act, 1948
 - xiii. The Payment of Bonus Act, 1965
 - xiv. The Employees Provident Fund and Miscellaneous Provisions Act, 1952.

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

- i) The Institute of Company Secretaries of India has prescribed Secretarial Standards which are mandatory for the year 2024-2025.
- ii) The provisions of the Listing Agreements entered into by the company with the Stock Exchanges.

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc. mentioned above.

1. During the period under review, the disclosure of closure of trading window for the quarter ended 30th September, 2024 was filed after the end of the quarter i.e. on 03rd October, 2024. (Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015)

2. During the period under review, the financial results for the quarter ended 30th June, 2024 were published in the newspapers after 48 hours from the conclusion of meeting of the Board of Directors at which the financial results were approved. (Regulation 47 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

3. During the period under review, the company has submitted the disclosure of non-applicability of large corporate entity framework for the financial year ended 31st March, 2024 after 30 days from the closure of the financial year i.e. on 20th May, 2024. (SEBI/HO/DDHS/CIR/P/2018/144 dated 26th December, 2018 - Fund raising by issuance of Debt Securities by Large Entities).

4. During the period under review, the company has not given prior intimation to the stock exchange of the Board Meeting held on 27th April, 2024 to consider raising of funds by issue of shares on right issue basis. (Regulation 29 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

5. During the period under review, the company has submitted the outcome of the Board Meeting held on 27th April, 2024 on 07th May, 2024. (Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

6. During the period under review, the company has not given the prior intimation to the stock exchange of the Board Meeting held on 20th May, 2024 to approve the financial results for the financial year ended 31st March, 2024, five working days prior to the date of meeting. (Regulation 29 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

7. During the period under review, the company has not submitted the disclosure regarding schedule of analysts or institutional investors meeting at least two working days in advance from the date of the meeting with the stock exchange. (Para A sub-para 15 of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular dated July 13, 2023)

8. During the period under review, the company has not submitted the intimation regarding availability of transcript of analysts or institutional investors meeting to the stock exchange within five working days from the date of meeting. (Para A sub-para 15 of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular dated July 13, 2023)

9. During the period under review, the company has not submitted the disclosure regarding alteration in Memorandum and Articles of Association of the company with the stock exchange within the prescribed

time. (Para A sub-para 15 of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular dated July 13, 2023)

10. During the period under review, the company has not submitted the disclosure regarding non-debarment of Director appointed on 03rd January, 2025 to the Stock Exchange along with the corporate announcement regarding appointment of Director. (NSE Circular - NSE/CML/ 2018/02 dated June 20, 2018)

We further report that:

- The Board of Directors of the company is constituted with proper mix of Executive Directors, Non-Executive Directors and Independent Directors. Further, changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice was given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decisions were carried through while the dissenting member's views were captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, in pursuance of the above referred laws, rules, regulations, guidelines etc. having a major bearing on the material affairs, the company has:

- i) Issued and allotted 8,46,29,877 equity shares of Rs. 2/- each at a price of Rs. 5/- each (including premium of Rs. 3/- each) on right issue basis to its existing shareholders on 06th June, 2024.
- ii) Altered the capital clause of its Memorandum of Association.
- iii) Altered its Articles of Association for further issue of shares.
- iv) Increased its authorised share capital from Rs. 40,00,00,000 divided into 20,00,00,000 equity shares of Rs. 2 each to Rs. 50,00,00,000 divided into 25,00,00,000 equity shares of Rs. 2 each.
- v) Passed a Special Resolution for issuance of upto 5,00,00,000 convertible warrants of Rs. 9/- each to promoters and non-promoters on preferential basis.

**FOR SDK & ASSOCIATES
COMPANY SECRETARIES
SHUBHAM, ACS
M. NO.: 65153; CP NO.: 24579
PRC Number: 7065/2025
UDIN: A065153G001069024
Dated: 23/08/2025
Place: Chandigarh**

Annexure A

TO,
THE MEMBERS,
AJOONI BIOTECH LIMITED.
CIN: L85190PB2010PLC040162.
D-118, INDUSTRIAL AREA, PHASE-7,
MOHALI, PUNJAB-160059.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness and the compliance by the company abiding and adherence to applicable financial and taxation laws like direct taxation and indirect taxation laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by Statutory Financial Auditor and other designated professionals
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**FOR SDK & ASSOCIATES
COMPANY SECRETARIES
SHUBHAM, ACS
M. NO.: 65153; CP NO.: 24579
PRC Number: 7065/2025
UDIN: A065153G001069024
Dated: 23/08/2025
Place: Chandigarh**

SECRETARIAL COMPLIANCE REPORT

ANNEXURE 'F' TO DIRECTORS' REPORT

SECRETARIAL COMPLIANCE REPORT OF M/S. AJOONI BIOTECH LIMITED FOR THE YEAR ENDED 31ST MARCH, 2025.

I, Shubham, proprietor of M/s. SDK and Associates, Company Secretary in Practice have examined:

- all the documents and records made available to us and explanation provided by M/s. Ajooni Biotech Limited (CIN: L85190PB2010PLC040162) ("**the listed entity**"),
- the filings/submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/filing, as may be relevant, which has been relied upon to make this report, for the financial year ended 31st March, 2025 ("Review Period") in respect of compliance with the provisions of:
 - the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Based on the above examination, I/We hereby report that, during the Review Period:

- (a)(**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular Number	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	SEBI	SEBI	The	Nil	Nil	Delayed	Nil	The	In this	Nil.

	(Prohibition of Insider Trading) Regulations, 2015	(Prohibition of Insider Trading) Regulations, 2015	company has not submitted the disclosure of closure of trading window for the quarter ended 30 th September, 2024 before the end of the quarter.			submission of disclosure of closure of trading window for the quarter ended 30 th September, 2024.		disclosure of closure of trading window for the quarter ended 30 th September, 2024. Further, 2024 was filed after the end of the quarter i.e. on 03 rd October, 2024.	regard, company will be more cautious in future. Further, company has not received any clarification from NSE and no penalty/ fine was imposed as well.	
2.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Regulation 47	The company has not published the financial results for the quarter ended 30 th June, 2024 in the newspapers within 48 hours from the conclusion of meeting of the Board of Directors at which the	Nil	Nil	Delay in publication of financial results for the quarter ended 30 th June, 2024 in the newspapers .	Nil	The financial results for the quarter ended 30 th June, 2024 were published in the newspapers after 48 hours from the conclusion of meeting of the Board of Directors at which the financial results were approved.	In this regard, company will be more cautious in future. Further, company has not received any clarification from NSE and no penalty/ fine was imposed as well.	Nil.

			financial results were approved.							
3.	SEBI/HO/DDHS/CIR/P/2018/144 dated 26 th December, 2018 - Fund raising by issuance of Debt Securities by Large Entities.	SEBI/HO/DDHS/CIR/P/2018/144 dated 26 th December, 2018	The company has not submitted the disclosure of non-applicability of large corporate entity framework for the financial year ended 31 st March, 2024 within 30 days from the closure of the financial year.	Nil	Nil	Delay in submission of disclosure of non-applicability of large corporate entity framework for the financial year ended 31 st March, 2024.	Nil	The company has submitted the disclosure of non-applicability of large corporate entity framework for the financial year ended 31 st March, 2024 after 30 days from the closure of the financial year i.e. on 20 th May, 2024.	In this regard, company will be more cautious in future. Further, company has not received any clarification from NSE and no penalty/fine was imposed as well.	Nil.
4.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Regulation 29	The company has not given the prior intimation of the Board Meeting held on 27 th April, 2024 to	Nil	Nil	Non-submission of prior intimation of the Board Meeting held on 27 th April, 2024 to consider raising of funds by	Nil	The company has not given the prior intimation of the Board Meeting held on 27 th April, 2024 to consider raising of funds by issue of	In this regard, we would like to clarify that the resolution passed on 27 th April, 2024 was of partial alteration of	Nil.

			consider raising of funds by issue of shares on right issue basis.			issue of shares on right issue basis.		shares on right issue basis.	resolution passed on 14 th October, 2023. Hence, considering the increase in issue size upto 10% for which fresh in-principle approval application was not required and simultaneously due to this exemption, Board took note of the same and did not intimate the same to the exchange regarding holding of meeting. Further, company has not received any clarification from	
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									NSE and no penalty/ fine was imposed as well.	
5.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.	Regulation 30	The company has not submitted the outcome of the Board Meeting held on 27 th April, 2024 within the prescribed time.	Nil	Nil	Delay in submission of outcome of the Board Meeting held on 27 th April, 2024.	Nil	The company has submitted the outcome of the Board Meeting held on 27 th April, 2024 on 07 th May, 2024.	The revised issue size was approved in the Board meeting held on 27 th April, 2024. The same was required to be mentioned in the final Letter of Offer. To make the compliance good, the company took immediate step to intimate the same to the NSE. Further, company has not received any	Nil.

									clarification from NSE and no penalty/ fine was imposed as well.	
6.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015.	Regulation 29	The company has not submitted the prior intimation of the Board Meeting held on 20 th May, 2024 to approve the financial results for the financial year ended 31 st March, 2024, five working days prior to the date of meeting.	Nil	Nil	Delay in submission of prior intimation of the Board Meeting held on 20 th May, 2024 to approve the financial results for the financial year ended 31 st March, 2024.	Nil	The company has not submitted the prior intimation of the Board Meeting held on 20 th May, 2024 to approve the financial results for the financial year ended 31 st March, 2024, five working days prior to the date of meeting.	In this regard, company will be more cautious in future. Further, company has not received any clarification from NSE and no penalty/ fine was imposed as well.	Nil.
7.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015.	Para A sub-para 15 of Schedule III read with SEBI circular	The company has not submitted the disclosure regarding	NSE	Caution mail received from NSE.	Delay in submission of prior intimation of schedule of analysts or	Nil	The company has not submitted the disclosure regarding the schedule of analysts or	In this regard, we would like to clarify that the PR or company	Nil.

	Requirement s) Regulations, 2015.	dated July 13, 2023.	the schedule of analysts or institution al investors meeting at least two working days in advance from the date of the meeting.			institutional investors meeting.		institutional investors meeting at least two working days in advance from the date of the meeting.	who scheduled the meeting for the company did not communic ate the same regarding the schedule of the meeting. As and when, the company received the communic ation from the PR team after making all the arrangem ents, intimation was given to NSE on immediate basis. Company has received a clarificatio n/ cautionary mail from NSE on 11 th July,	
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									2024, for which reply was given on 19 th July, 2024 that this was an inadvertent act and there was no malafide intention behind this and will remain more cautious in future. Therefore, NSE has advised the company to take necessary caution in future and no penalty/ fine was imposed.	
8.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement)	Para A sub-para 15 of Schedule III read with SEBI circular dated July	The company has not submitted the intimation regarding availability	Nil	Nil	Delay in submission of intimation regarding availability of transcript of analysts	Nil	The company has not submitted the intimation regarding availability of transcript of	In continuation to the above reply, this was an inadvertent act and	Nil.

	s) Regulations, 2015.	13, 2023.	of transcript of analysts or institutional investors meeting to the stock exchange within 5 working days from the date of meeting.			or institutional investors meeting to the stock exchange.		analysts or institutional investors meeting to the stock exchange within 5 working days from the date of meeting.	there was no malafide intention behind this and the company will remain more cautious in future. Therefore, NSE has advised the company to take necessary caution in future and no penalty/ fine was imposed.	
9.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Para A sub-para 15 of Schedule III read with SEBI circular dated July 13, 2023.	The company has not submitted the disclosure regarding alteration in Memorandum and Articles of Association of the company within the	Nil	Nil	Delay in submission of disclosure regarding alteration in Memorandum and Articles of Association of the company.	Nil	The company has not submitted the disclosure regarding alteration in Memorandum and Articles of Association of the company within the prescribed time.	In this regard it is hereby informed that the disclosure of AGM/ EGM resolution submitted on the basis of scrutinizer's report	Nil.

			prescribed time.						(to identify whether resolution is passed in favour/ against) which was signed on 03 rd February, 2025 and received on 04 th February, 2025 on the basis of which company's voting results were finalized. The company has made the disclosure at the earliest after receiving the same. Further, company has not received any clarification from NSE and no	
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									penalty/ fine was imposed as well.	
10.	NSE Circular - NSE/CML/2018/02 dated June 20, 2018.	NSE Circular - NSE/CML/2018/02 dated June 20, 2018.	The company has not submitted the disclosure regarding non-debarment of Director appointed on 03 rd January, 2025 to the Stock Exchange along with the corporate announcement regarding appointment of Director.	NSE	Advisory mail received from NSE.	Delay in submission of disclosure regarding non-debarment of Director appointed on 03 rd January, 2025 to the Stock Exchange.	Nil	The company has submitted the disclosure regarding non-debarment of Director appointed on 03 rd January, 2025 to the Stock Exchange on 18 th February, 2025.	The disclosure with respect to non-debarment of Director appointed on 03 rd January, 2025 was given to the stock exchange on 18 th February, 2025 on the advisory mail of the NSE which was mistakenly missed at the time of outcome of the Board meeting submitted on 03 rd January, 2025.	Nil.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation / Circular Number	Deviation s	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
-	-	-	-	-	-	-	-	-	-	-

II. I/we hereby report that, during the review period the compliance status of the listed entity is appended as below :

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	Nil
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of Board of Directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed and updated on time, as per the regulations/circulars/guidelines issued by SEBI. 	Yes	Nil
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website. 	Yes	Nil

	<ul style="list-style-type: none"> ● Timely dissemination of the documents/ information under a separate section on the website. ● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website. 		
4.	Disqualification of Director: None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies. (b) Disclosure requirement of material as well as other subsidiaries.	Not Applicable	The company has no material subsidiary.
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of preservation of documents and archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee,	Yes	Nil

9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) and 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	No action (i.e. fine/ penalty etc.) has been taken by SEBI or Stock Exchange(s) against the company during the financial year under review.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of Section V-D of Chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Not Applicable.	The company has appointed new statutory auditors at its 14 th Annual General Meeting held on 17 th September, 2024 due to the completion of tenure of 10 years of the existing statutory auditors in the company. However, no resignation was tendered by the statutory auditors of the company.
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	Nil

**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

We further, report that the listed entity is in compliance/not in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2)(za) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **Not Applicable.**

(Note: In case of non-compliance, details of such non-compliance need to be mentioned)

Assumptions and limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

**SDK & ASSOCIATES
COMPANY SECRETARIES**

**PRC Number: 3685/2023
Place: CHANDIGARH
Date: 29/05/2025
UDIN: A065153G000493031**

**Sd/-
SHUBHAM, ACS
COMPANY SECRETARY IN PRACTICE
M. NO.: 65153/C.P. NO.: 24579**

Independent Auditor's Report

ANNEXURE 'G' TO DIRECTORS' REPORT

To

The Members of M/s Ajooni Biotech Limited

Opinion

We have audited the accompanying standalone financial statements of **M/s Ajooni Biotech Limited** which comprise the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (statement of changes in equity), Cash Flow Statement for the year then ended, notes to the financial statements and a summary of significant accounting policies and other explanatory information. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid (Standalone) financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its Profit, (changes in equity) for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

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

Management's Responsibility for the Standalone Financial Statements

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

accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the **Annexure-A**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The Balance Sheet, the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account
 - d) In our opinion, the aforesaid (Standalone) financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For NARINDER KUMAR AND COMPANY.
Chartered Accountants
FRN: 0030737N

CA NARINDER KUMAR GARG
(PARTNER)
M.No 080287

Date: 26/05/2025
Place: MOHALI
UDIN: 25080287BMLITD5360

Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2025:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
(b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
(c) The title deeds of immovable properties are held in the name of the company.
(d) The company has not revalued its Property, Plant and Equipment during the year.
(e) No proceedings have been initiated against the company for holding any Benami Property under the Benami Transactions (Prohibition) Act 1988 and rules made there under.
- 2) (a) The Management has conducted Physical verification of inventory at reasonable intervals and according to our opinion is reasonable having regard to the size of the company and nature of its business. There were No Discrepancies noticed on physical verification of the inventory.
(b) The quarterly returns or statements filed by company with banks or financial institutions are in agreement with the books of accounts.
- 3) a) The Company has not granted any loans or provided any advances in nature of Loans , secured or unsecured to Companies , firms , Limited Liability Partnerships or any other party.
The company had only provided advance for purchase of land which is not considered as nature of Loan as per nature of agreement and management representation.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs, Duty of Excise, Goods and Service Tax, Cess and any other statutory dues with the appropriate authorities due to deposited. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were

in arrears as at March 31, 2025 for a period of more than six months from the date on when they become payable.

The provisions of gratuity are applicable to the company, provision of Rs 22,06,720/- is recognized in books of accounts but is unpaid till the date as there has been no termination/ resignation/ retirement of any employee covered under gratuity provisions.

b) According to the information and explanation given to us, there are no dues of income tax, GST, duty of customs, duty of excise, value added tax outstanding on account of any dispute.

8) According to the information and explanation given to us, there are no transactions which have been surrendered or disclosed as income during the year in tax assessment under Income tax Act, 1961.

9) a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks.

b) In our opinion and according to the information and explanations given to us, the company is not declared as wilful defaulter by any bank or financial institution or other lender.

c) In our opinion and according to the information and explanations given to us Long term Loans were applied for the purpose they were obtained.

d) In our opinion and according to the information and explanations given to us funds raised on Short term basis were applied for the purpose they were obtained.

e) In our opinion and according to the information and explanations given to us, the company has not taken any funds from entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

f) The company had raised the following Loan on pledge of security from M/s Khanna Solvex, partnership firm in which Mr. Jasjot Singh Managing Director/CFO of the company, being a Partner and security of Land & Building at D-118, Industrial Area Phase-7 Mohali, Market Value 500 Lacs owned by M/s Healthy Biosciences Limited in which Mr Gursimran Singh is common director. LOAN OBTAINED: HDFC Bank CC OF 10.00 Cr, EMT of Land & Building at D-118, Industrial Area Phase-7 Mohali, Market Value 500 Lacs owned by M/s Healthy Biosciences Private Limited. Additional EMT OF industrial Property in Khanna, MV 500 LACS held in name of M/s Khanna Solvex. However, security given by Healthy Biosciences Limited has been got released subsequent to the date of Balance sheet.

10) Based upon the audit procedures performed and the information and explanations given by the management, the company has raised an amount of Rs. 4231.49 lakhs @ Rs. 5 each including premium of Rs. 3 each by way of rights issue during the year. b) Based upon the audit procedures performed and the information and explanations given by the management, the requirements of Section 62 of the Companies Act 2013 are applicable on the company.

11) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

14) In our opinion, the company has an internal audit system to commensurate with the size and nature of its business,

b) The reports of Internal Auditor dated 24.04.2025 were considered while forming an opinion on financial statements.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause (xiv) of the Order are not applicable to the Company and hence not commented upon.

16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause (xvi) of the Order are not applicable to the Company and hence not commented upon.

17) In our opinion, the company has not incurred any cash losses in the financial year and in any preceding financial year.

18) There is no resignation of the statutory auditor during the year, accordingly, the provisions of clause (Xviii) of the Order are not applicable to the Company and hence not commented upon.

19) In our opinion, on the basis of financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of Board of directors and management's plans no material uncertainty exists as on date of audit report that company is not capable of meeting its liabilities at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.

20) In our opinion, the Provisions of Section 135(5) Of the Companies Act 2013 are not applicable to the company, the provisions of clause (xx) of the Order are not applicable to the Company and hence not commented upon.

21) In our opinion the financial statements are standalone statement and consolidation is not required, the provisions of clause (xxi) of the Order are not applicable to the Company and hence not commented upon.

**For NARINDER KUMAR AND
COMPANY.**

**Chartered Accountants
FRN: 0030737N**

**CA NARINDER KUMAR GARG
(PARTNER)
M.No 080287**

Date: 26/05/2025

Place: MOHALI

UDIN: 25080287BMLITD5360

Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of M/s Ajooni Biotech Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of **M/s Ajooni Biotech Limited** (“the Company”) as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for

external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025.

For NARINDER KUMAR AND COMPANY.
Chartered Accountants
FRN: 0030737N

CA NARINDER KUMAR GARG
(PARTNER)
M.No 080287

Date: 26/05/2025
Place: MOHALI
UDIN: 25080287BMLITD5360

BALANCE SHEET

As on 31st March, 2025

AJOONI BIOTECH LIMITED			
		(Rs. In Lacs)	
PARTICULARS	NOTES	31.03.2025	31.03.2024
I) ASSETS			
(1) Non-current assets			
a) Property, Plant & Equipment	1	1093.31	1031.89
b) Capital Work In progress	1	29.29	92.45
c) Investment Property	-	-	-
d) Goodwill	-	-	-
e) Other Intangible assets	1	47.93	-
f) Intangible Assets under development	-	-	-
g) Biological Assets other than Bearer Plants	-	-	-
h) Financial Assets			
1. Investments	2	349.36	213.63
2. Trade Receivables		-	-
3. Loans		-	-
4. Other Financial Assets	3	1506.79	0.00
i) Deferred Tax Assets (net)	28	37.92	31.22
j) Other Non-Current Assets	4	240.11	150.00
(2) Current assets			
a) Inventories	5	2398.69	1536.73
b) Financial Assets			
1) Investments			-
2) Trade Receivables	6	1621.64	1295.94
3) Cash & Cash Equivalent	7	683.02	42.82
4) Bank Balances other than (iii) above		-	-
5) Loans	8	1330.65	351.42
6) Other Financial Assets	3	27.37	-
c) Current Tax Assets (net)		-	-
(c) Other Current Asset	9	139.03	5.93
TOTAL		9505.11	4752.04
II) EQUITY AND LIABILITIES			
(1) Equity			
a) Equity Share Capital	10	3444.87	1,752.27
b) Other Equity	11	5363.02	2518.51
(2) Non - Current Liabilities			
a) Financial Liabilities			
(1) Borrowings	12	193.97	168.20
(2) Trade payables		-	-

(3)Other Financial Liabilities		-	-
b) Employee Benefit Obligations	13	21.13	11.99
c) Deferred Tax Liability (net)		-	-
d) Other Non Current Liability		-	-
(3)Current Liabilities			
a) Financial Liabilities			
1) Borrowings	14	0.00	48.57
2) Trade Payables	15	349.52	158.45
3) Other Financial Liabilities		-	-
b) Employee Benefit Obligations	16	0.93	1.05
c) Other Current Liabilities	17	29.25	5.48
d) Current Tax Liabilities (Net)	18	102.42	87.50
TOTAL		9505.12	4752.04

Notes on Accounts

Notes '1' to '18' and Note '28'

Form Integral part of the Balance Sheet

For and on behalf of the Board

As per our separate report of even date
attached

For Narinder Kumar and Company
Chartered Accountants
FRN : 0030737N

CA Narinder Kumar Garg
M.No 080287

Jasjot Singh Gursimran Singh Swati vijan
Managing Director/CFO Wholetime Director CS

Date: 26/05/2025

Place: Mohali

UDIN: - 25080287BMLITD5360

STATEMENT OF PROFIT AND LOSS ACCOUNT

For the year ended on 31st March, 2025

AJOONI BIOTECH LIMITED			
		(Rs. In Lacs)	
PARTICULARS	NOTES	31.03.2025	31.03.2024
Revenue from operations	19	11,469.19	8,011.46
Other Income	20	206.90	219.33
Total Revenue		11,676.09	8,230.78
EXPENSES			
Cost of Material Consumed	21	9715.42	6,986.34
Change in Inventories of FG/ WIP/Stock in Trade	22	-12.65	48.65
Employee benefit Expenses	23	275.73	180.05
Financial Cost	24	33.43	55.69
Depreciation Expenses	25	109.35	87.42
Other Expenses			
Operating Expenses	26	167.31	117.39
Administrative Expenses	27	954.57	455.63
Total Expenses		11,243.16	7,931.17
Net Profit before Income Tax & Exceptional Items		432.92	299.61
Exceptional Items		-	-
Net Profit before Tax		432.92	299.61
TAX EXPENSES:			
1. Current Tax		102.42	87.50
2. Deferred Tax	28	6.70	4.01
PROFIT FOR THE PERIOD FROM CONTINUING OPERATIONS		337.20	216.12
PROFIT/(LOSS) FROM DISCONTINUED OPERATIONS		-	-
TAX EXPENSE OF DISCONTINUED OPERATIONS		-	-
PROFIT/(LOSS) FROM DISCONTINUED OPERATIONS AFTER TAX		-	-
PROFIT FOR THE PERIOD		337.20	216.12
OTHER COMPREHENSIVE INCOME			
<i>Items that will not be classified to Profit & Loss</i>			
Changes in Fair Value of FVOCI Equity Instruments	2	-26.10	54.59
Profit/ Loss on Sale of shares		0.00	-162.79
Actuarial gain on Employee Benefit Obligations		0.00	4.98
OTHER COMPREHENSIVE INCOME FOR THE YEAR		-26.10	-103.22
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		311.10	112.90
EARNINGS PER SHARE (For continuing operations)			
<i>*The EPS for pervious year is recalculated as per requirement of IND AS-33</i>			
	28		
(1) Basic		0.20	0.25
(2) Diluted		0.20	0.25
EARNINGS PER SHARE (For discontinued operations)			

(1) Basic		
(2) Diluted		
EARNINGS PER SHARE (For discontinued and continuing operations)		
(1) Basic	0.20	0.25
(2) Diluted	0.20	0.25

Notes on Accounts

Notes '19' to '27' and Note '28'

Form Integral part of the Accounts

For and on behalf of the Board

As per our separate report of even date
attached

For Narinder Kumar and
Company

Chartered Accountants

FRN : 0030737N

CA Narinder Kumar Garg
M.No 080287

Jasjot Singh

Managing Director/ CFO

Gursimran Singh

Whole Time Director

Swati Vijan

CS

Date: 26/05/2025

Place: Mohali

UDIN: - 25080287BMLITD5360

CASH FLOW STATEMENT

for the year ended on 31st March, 2025

Rs in Lacs

	CURRENT YEAR 2025		PREVIOUS YEAR 2024	
"A" CASH FLOW FROM				
(1) OPERATING ACTIVITIES				
Profit/(Loss) Before Tax		432.91		299.61
Adjustments for:				
Depreciation & Amortization	109.35		87.42	
(Profit)/loss on sale of Assets/ shares	(0.18)		-	
Interest & Finance Charges	33.44		55.69	
Provisions	-			
Interest Income	(88.75)	53.86	(50.13)	92.98
Operating Profit before Working Capital Changes		486.77		392.59
Adjustments for:				
Decrease/(Increase) in Receivables	(325.70)		759.17	
Decrease/(Increase) in Inventories	(861.96)		-73.74	
Decrease/(Increase) in Loans and Other Advances	(979.23)		51.92	
Decrease/(Increase) in Other Current Assets	(223.20)		254.00	
Increase/(Decrease) in Trade Payables	191.07		852.66	
Increase/(Decrease) in Other Current Liabilities (including Provisions)	26.09	(2172.93)	108.65	1952.66
Cash generated from operations		(1686.16)		2345.25
Tax paid/refund	87.50		54.24	
Net Cash flow from Operating activities		(1773.66)		2291.01
(2) CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Tangible Assets/ Intangible Assets/ Capital Work- In-Progress	(203.24)		(560.16)	
Sale of Fixed Assets	95.63		3.44	
Advance for purchase of land	-		-	
(Increase)/Decrease by sale/ purchase in Non-Current	(160.43)		51.89	

Investments			
Investment in FDR's	-1534.15		1218.41
Interest Income	88.75		50.13
Dividend Income	-		
Net Cash used in Investing activities		(1713.44)	763.70
(3) CASH FLOW FROM FINANCING ACTIVITIES			
Share premium	2538.89		-
Proceeds from Issue of Share Capital	-		-
Proceeds from/ (Repayment) of Long term Borrowings	25.76		(6.46)
Increase/(Decrease) in Short Term Borrowings	(48.57)		(294.46)
Interest and Other Finance Costs paid	(33.44)		(55.69)
Net Cash used in Financing activities		2482.64	(356.61)
"B" Net increase in cash & Cash Equivalents		(1004.46)	2698.09
Add: Cash and Cash equivalents at the Beginning of the Year		42.82	30.93
"C" Cash and Cash equivalents at the End of the Year		(962.00)	2729.02
Cash & Cash Equivalents at the end of the year	CURRENT YEAR 2025		PREVIOUS YEAR 2024
Cash in Hand		17.45	20.45
Cash at Bank		665.56	22.36
Cash & Cash equivalents as stated		683.02	42.81

For and on behalf of the Board

For Narinder Kumar and
Company
Chartered Accountants
FRN : 0030737N

Jasjot Singh
Managing Director/ CFO

Gursimran Singh
Whole Time Director

Swati Vijan
CS

CA Narinder Kumar Garg
M.No 080287

Date: 26/05/2025
Place: Mohali
UDIN: - 25080287BMLITD5360

NOTES FORMING PART

of Balance Sheet and Statement of Profit And Loss
TANGIBLE ASSETS

NOTE 01: FIXED ASSETS

BLOCK	Particulars	GROSS BLOCK				Salvage Value	DEPRECIATION				NET BLOCK	
		Balance as at 01-04-2024	Additions during the Year	Sales / Adjustments During the year	Balance as at 31-03-2025		Up to 01-04-2024	During the Year	Transferred to Retained Earnings	Total as at 31-03-2025	as at 31-03-2025	As at 31-03-2024
BLOCK I	Land at Gilco Mohali & Khanna	591.47	0.00	0.00	591.47		0.00	0.00	0.00	0.00	591.47	591.47
BLOCK II	Building	183.20	106.24	0.00	289.44		46.88	22.98	0.00	69.86	219.58	136.32
BLOCK III	FURNITURE & FIXTURE Furniture & Fittings	2.64	5.78	0.00	8.42	0.13	1.65	0.64	0.00	2.29	6.13	0.99
BLOCK IV MOTOR VEHICLES	- Car	210.08	47.28	0.92	256.44	8.23	135.59	30.77	0.00	166.36	90.08	74.49
	- Truck	14.89	0.00	0.00	14.89	0.75	9.17	1.26	0.00	10.43	4.46	5.72
	-Motor Cycle	0.86	0.00	0.00	0.86	0.04	0.23	0.20	0.00	0.43	0.43	0.63
	-Activa	0.94	0.00	0.00	0.94	0.04	0.07	0.27	0.00	0.34	0.60	0.87
BLOCK V	Plant & Machinery	465.96	3.95	2.25	467.67	20.58	249.75	48.50	0.00	298.25	169.42	216.21
BLOCK VI	- Office Equipment	12.57	3.09	0.00	15.66	0.51	7.75	2.64	0.00	10.39	5.27	4.82
BLOCK VII	- Computer &	4.32	7.59	0.00	11.91	0.22	3.95	2.09	0.00	6.04	5.87	0.37

	Printers											
BLOCK VIII BUILDING UNDER-CONSTRUCTION WIP	92.45	29.29	92.45	29.29	1.30	0.00	0.00	0.00	0.00	29.29	92.45	
TOTAL (A)	1579.38	203.22	95.62	1686.99	31.80	455.04	109.35	0.00	564.39	1122.60	1124.34	
PREVIOUS YEAR	887.08	136.00	0.41	1022.66	31.77	266.55	100.49	0.52	367.56	655.10	620.52	

CWIP Ageing Schedule

(A) Project in Progress			Rs in Lacs
Less than 1 year	1-2 years	More than 3 years	total
29.29	0.00	0.00	29.29

Preliminary Expenses

Right Issue	w/off 1/5	Balance 31.03.2025
59.92	11.98	47.93

Note No. 2 Non Current Investments

Rs. In Lacs

PARTICULARS	31 ST MARCH 2025	31 ST MARCH 2024
Quoted Shares (valued at Fair Value in Current Year)	349.36	213.63
Total Rs.	349.36	213.63

Rs. In Lacs

Particulars	31 ST MARCH 2025	31 ST MARCH 2024
	Amount (Rs.)	Amount (Rs.)
<u>EQUITY investments at FVOCI</u>		
Quoted Shares of:		
- M/s Master Trust Ltd (M.v as on 31.03.2024 of 6639 Eq.Shares @ Rs.719.55/-)	5.16	47.77
- M/s Kuber Udyog Ltd (M.v as on 31.03.2024 of 3200 Eq.Shares @ Rs.7/-)	0.00	0.22
- M/s Globe International Carriers Ltd (M.v as on 31.03.2024 of 192000 Eq.Shares @ Rs.51/-)	0.00	97.92
- M/s Sugar Industries Ltd (M.v as on 31.03.2024 of 31306 Eq.Shares @ Rs.15.19/-)	0.00	4.76
- M/s Pritika Auto Ltd (M.v as on 31.03.2024 of 200000 Eq.Shares @ Rs.31.47/-)	182.90	62.94
-M/s Tata Power Company (M.v as on 31.03.2024 of 06 Eq.Shares @ Rs.394.2/-)	0.02	0.02
-M/s A B Cotspin India Limited (M.v as on 31.03.2025 of 11500 Eq.Shares @ Rs.459.15/-)	52.80	0.00
-M/s Hindustan Cons Co Limited (M.v as on 31.03.2025 of 6580 Eq.Shares @ Rs.25.85/-)	1.70	0.00
-M/s Jio Finc Ser Limited (M.v as on 31.03.2025 of 1400 Eq.Shares @ Rs.227.51/-)	3.19	0.00
-M/s Kapil Raj Finance Limited (M.v as on 31.03.2025 of 98000 Eq.Shares @ Rs.73/-)	71.54	0.00
-M/s Naturo Indianbull Limited (M.v as on 31.03.2025 of 636000 Eq.Shares @ Rs.3.12/-)	19.84	0.00
-M/s S G Finserve Limited (M.v as on 31.03.2025 of 3000 Eq.Shares @ Rs.407.05/-)	12.21	0.00
Total Rs.	349.36	213.63
<u>Note No. 3 Other Financial Assets</u>	31ST MARCH 2025	31ST MARCH 2024
FDR'S with accrued interest	1534.16	0.00
less interest accrued (current portion)	27.37	0.00
Non-current bank balances	1506.79	0.00
Total Rs.	1506.79	0.00

Rs. In Lacs

Note No. 4 Other Non Current Assets	31ST MARCH 2025	31ST MARCH 2024
Advances for Purchase of Land to		
'-Harmohinder Pal Singh	75.00	75.00
'-Satinder Pal Singh	75.00	75.00
Prime Land Promoter and Builder	15.11	0.00
-SA Global Pvt Ltd	75.00	0.00
Total Rs.	240.00	150.00

Particulars	Outstanding for following periods from due date of payment/ Transactions(Rs)	Total
--------------------	---	--------------

Note No. 5 Inventories		
(As per inventories taken, valued and certified by the management)	31ST MARCH 2025	31ST MARCH 2024
'Raw material (incl. Packing material)	2355.16	1505.85
'Finished Goods / Traded Goods	43.54	30.88
Total Rs.	2398.69	1536.73

Rs in Lacs

Note No. 6 Trade Receivables	31ST MARCH 2025	31ST MARCH 2024
Sundry Debtors	1621.64	1295.94
Total Rs.	1621.64	1295.94

	Less than 6 months	6 months-1 year	1-2 years	2-3 year	More than 3 years	
i. Undisputed Trade receivables – considered good	70840062.12	42153604.39	35495695.40	68891.00	750450	149308702.93
ii. Undisputed Trade Receivables- which have significant increase in credit risk						
iii. Undisputed Trade Receivables- Credit Impaired						
iv. Disputed Trade Receivables- considered good		5552618.57			7303054.00	12855672.57
v. Disputed Trade Receivables- which have significant increase in credit risk						
vi. Disputed Trade Receivables- Credit Impaired						

Rs. In Lacs

Amount due as on 31.03.2024

Undisputed Trade receivables –considered good – Rs. 19,82,07,864

Disputed Trade receivables –considered good - Rs. 73,03,054

Note No. 7 Cash and Cash Equivalents	31ST MARCH 2025	31ST MARCH 2024
'Cash-in-Hand	17.45	20.46
'Cash at Bank	665.56	22.36
Total Rs.	683.02	42.82

Rs. In Lacs

Note No. 8 Loans	31ST MARCH 2025	31ST MARCH 2024
Advance Tax	40.00	40.00
TCS/TDS Receivable	13.79	8.97
Input Tax Credit-GST	9.18	1.97
Prepaid Insurance	13.65	14.57
Prepaid Expenses	0.00	16.82
Advances to Suppliers	415.92	268.87
Staff Advances	3.05	0.00
Other Advances	791.04	0.00
Securities	44.02	0.22
Balance with CDSL/NDSL	0.00	0.00
Input Receivable from Party	0.00	0.00
Total Rs.	1330.65	351.42

Rs. In lacs

Note No. 9 Other Current Assets	31ST MARCH 2025	31ST MARCH 2024
Recoverable on Account of Embezzled money' * The case is pending with cyber cell and management is of opinion the embezzled money will be recovered)	5.93	5.93
Cheque Pending Encashment	120.37	0.00
E-auction Refundable	12.72	0.00
Total Rs.	139.02	5.93

Rs in Lacs

Note No. 10 Equity Share Capital	31ST MARCH 2025	31ST MARCH 2024
<u>Authorised</u>		
Current Year		
25,00,00,000 Equity Shares of Rs 2/- Each	5000.00	4000.00
Previous Year 20,00,00,000 equity shares of Rs. 2/- each		
<u>ISSUED, SUBSCRIBED AND PAID UP</u>		
Current Year		
87613721 Equity Shares of Rs. 2/- each*	1752.27	1752.27
Add: Right issue during year	1692.60	0.00

84629877 equity shares of Rs. 2/- each with security premium Rs. 3 each

Previous Year		
87613721 equity shares of Rs. 2/- each*	0.00	0.00
	0.00	0.00
Total Rs.	3444.9	1752.3

(c) Statement of Changes in Equity

PARTICULARS	As at 31st March,2025		As at 31st March,2024	
	No of Shares	Amount	No of Shares	Amount
Equity Shares at the beginning of the year	87613721.00	175227442.00	87613721.00	175227442.00
Add shares added due to split (Shares of 10 fully paid up split into shares of Rs 2 each fully paid up)	-	-	-	-
Add: Equity Shares allotted as rights issue - (B)	84629877.00	169259754.00	-	-
Equity Shares at the end of the year	172243598.00	344487196.00	87613721.00	175227442.00

Shareholders holding more than 5 % shares	No. of Equity shares	% of Holding
Mr. Jasjot Singh	18968521	11.01%
Healthy Biosciences Limited	12112174	7.03%

Shareholders holding by Promoters	No. of Equity shares	% of Holding	% change during year
Mr. Jasjot Singh	18968521	11.01	-4.14
Healthy Biosciences Limited	12112174	7.03	7.02
Ms. Upneet Kaur	438540	2.54	-1.42
Mrs. Ishneet Kaur	2002927	1.16	1.11
Ms. Ashmeet Kaur	3178802	1.85	-1.78
Mrs. Parmjeet Kaur	5678802	3.30	-0.33

Rs in Lacs					
Note No. 11 Other Equity			31 ST MARCH 2025	31 ST MARCH 2024	
Total Rs.			5363.02	2518.51	
PARTICULARS	general reserve & retained earnings (in Rs)	securities premium reserve (in Rs)	Items of OCI(In Rs)	Total Equity	Other
Balance on 1.04.2023	661.95	1,779.69	-26.98	2,414.66	
Profit for the year	216.12	-	-	216.12	
Fixed Assets written off transferred	-8.99	-		-8.99	
Share Premium	-0.06	-	-	-0.06	
Transaction cost arising on share issue	-	-	-	-	
Items of Other Comprehensive Income	-	-	-103.22	-103.22	
Balance on 31.03.2024	869.02	1,779.69	-130.19	2518.51	
Balance on 1.04.2024	869.02	1,779.69	-130.19	2518.51	
Profit for the year	337.19	-	-	337.19	
income Tax Adjustment Prev Year	-5.48	-		-5.48	
fixed assets written off transferred	-	-		-	
Transaction cost arising on share issue	-	2538.90	-	2538.90	
Items of Other Comprehensive Income	-	-	-26.10	-26.10	
Balance on 31.03.25	1200.73	4318.58	-156.30	5363.02	

Rs. In Lacs			
Note No. 12 Long Term Borrowings		31 ST MARCH 2025	31 ST MARCH 2024
Secured Borrowings (Annexure A)		193.97	168.20
(As per list attached)		Total Rs.	
		193.97	168.20

Note No. 13 EMPLOYEE BENEFIT OBLIGATIONS	31 ST MARCH 2025	31 ST MARCH 2024
Provision for Employee Benefits	21.13	11.99
Total Rs.	21.13	11.99

The following table set out the status of the plan for gratuity as required under IAS -19 - Employee benefits and the reconciliation of opening and closing balances of the of the present value of the defined benefit obligation:

CHANGE IN PRESENT VALUE OF DEFINED BENEFIT OBLIGATION

Change in present value of defined benefit obligation - -	In Rs.	
Present value of defined benefit obligation at the beginning of the year -	13,03,948	13,00,691
Current service cost-	10,05,825	4,77,860
Past Service Cost -	0	0
Interest cost -	94,015	97,422
Actuarial (gain) -	(1,97,068)	(4,98,465)
Benefits paid	0	-73,560
Present value of defined benefit obligation at the end of the year –	22,06,720	13,03,948
CURRENT COMPONENT -	93,390	1,04,694
NON CURRENT COMPONENT -	21,13,330	11,99,254

Assumptions :

Economic assumptions include:

- '-Discount Rate
- '-Salary Inflation rate
- '-Expected return on plan assets

Demographic assumptions include:

- '-Retirement Age
- '-Mortality
- '-Withdrawal Rates
- '-There is no medical cost involved

Following are the major assumptions that have been used in carrying out the valuation:

Per Annum	YEAR 1	YEAR 2	YEAR 3	YEAR 4	YEAR 5
Discount Rate	7.21%	7.21%	7.21%	7.21%	7.21%
Salary Growth Rate	8.00%	8.00%	8.00%	8.00%	8.00%
Withdrawal Rate	5.00%	5.00%	5.00%	5.00%	5.00%
Mortality Rate	100% of IALM 2012-14				

The discount rate as at 31 March 2025 is based on 15 years government bond yields as at 31 March 2025.

Note No. 14 Short Term Borrowings	31 ST MARCH 2025	31 ST MARCH 2024
Current Maturities of Long Term Debt (annexure A)	0.00	48.57
HDFC Bank CC 4335	0.00	0.00
Total Rs.	0.00	48.57

CC SANCTIONED FOR RS. 10.00 CRORES AGAINST**Primary Security:**

Stock, Book Debts, Industrial Property, Machinery and Fixed Deposits

Collateral Security:

EMT of Land & Building at D-118, Industrial Area Phase-7 Mohali, Market Value 500 lacs

Additional EMT OF Industrial Property in Khanna, MV 500 LACS

Personal Guarantee of Directors

		Rs. In Lacs	
Note No. 15	Trade Payables	31 ST MARCH 2025	31 ST MARCH 2024
	Sundry Creditors		
	-Raw materials	226.42	119.80
	-Others	66.60	13.95
	Expenses Payable	56.51	24.70
	Total Rs.	349.52	158.45

Trade Payables Ageing Schedule

S.No.	Particulars	Outstanding for following periods from due date of payment/ Transaction				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
1	MSME	14638931.07				14638931.07
2	Others	20313508.46				20313508.46
3	Disputed	-	-	-	-	-
	<i>Disputed</i>					
	<i>MSME</i>					
	<i>Disputed</i>					
	<i>Others</i>					

Amount due to entities covered under micro enterprises and small enterprises as defined in the Micro, Small and Medium Enterprises Development Act, 2006 have been identified on the basis of information available with the company

As on 31.03.2024

Due to MSME - Rs 6124351.16

Due to Others - Rs 7250198.92

		Rs in Lacs	
Note No. 16	EMPLOYEE BENEFIT OBLIGATIONS	31 ST MARCH 2025	31 ST MARCH 2024
	Provision for Employee Benefits		
	(Also refer to note 12 above)	0.93	1.05
	Total Rs.	0.93	1.05

Rs. In Lacs

Note No. 17 Other Current Liabilities	31ST MARCH 2025	31ST MARCH 2024
Other payables		
-Statutory Remittance	6.90	3.57
Advances from Customers/Others	21.67	0.83
Audit Fees Payable	0.68	1.08
Total Rs.	29.25	5.48

Rs. In Lacs

Note No. 18 Current Tax Liability	31ST MARCH 2025	31ST MARCH 2024
Tax payable for the year	102.42	87.50
Total Rs.	102.42	87.50

Rs. In Lacs

Note No. 19 Revenue from Operations	31ST MARCH 2025	31ST MARCH 2024
(i) Sale of Products:	11469.19	8011.46
Total Rs.	11469.19	8011.46

Rs.in Lacs

Note No. 20 Other Income	31ST MARCH 2025	31ST MARCH 2024
(i) Rebate & Discount	0.00	20.04
(ii) Interest	88.75	50.13
(iii) Round off	0.01	0.00
(iv) Misc Income	0.00	2.75
(v) Technical Testing and Analysis Services	0.18	0.00
(vi) Insurance Claim Received	0.00	132.02
(vii) Dividend	0.03	0.48
(viii) Subsidy Received	1.55	13.90
(ix) profit from shares	116.36	0.00
Total Rs.	206.89	219.33

Rs. In Lacs

Note No. 21 Cost of Material Consumed	31ST MARCH 2025	31ST MARCH 2024
Opening Stock of Raw material & Packing Material	1505.85	619.86
Add: Purchases of Raw material & Packing Material	10564.73	7861.73
Add: Direct expenses	0.00	10.60
Less: Closing Stock of Raw material & Packing Material	2355.16	1505.85
Total Rs.	9715.42	6,986.34

Rs in Lacs

Note No. 22 Change in Inventories	31ST MARCH 2025	31ST MARCH 2024
- Finished Goods / Traded Goods		
Closing Stock of Finished/ Traded goods	43.53	30.88
Less Opening Stock of Finished Goods	30.88	79.53
Total Rs.	-12.65	48.65

Rs. In Lacs

Note No. 23 Employee Benefit Expenses	31ST MARCH 2025	31ST MARCH 2024
(i) Salary, Wages & Allowances	237.72	147.77
(ii) Staff Welfare Expenses	11.61	12.91
(iii) Medical Expenses	0.06	1.29
(iv) Bonus	9.15	6.16
(v) PF Expenses	5.48	3.11
(vi) ESI Expenses	2.34	2.51
(vii) Labour Welfare	0.34	0.55
(viii) Gratuity	9.03	5.75
Total Rs.	275.73	180.05

Rs. In Lacs

Note No. 24 Finance Cost	31ST MARCH 2025	31ST MARCH 2024
Bank Charges & Interest	29.90	54.87
Processing Fees	3.53	0.82
Total Rs.	33.43	55.69

Rs. In Lacs

Note No. 25 Depreciation Expense	31ST MARCH 2025	31ST MARCH 2024
Depreciation on Fixed Assets	109.35	87.42
Total Rs.	109.35	87.42

Rs. In Lacs

Note No. 26 Other Operating Expenses	31ST MARCH 2025	31ST MARCH 2024
Rent	9.18	7.31
Electricity, Power & Water	85.77	70.41
Loading/Unloading Charges	44.39	8.25
Fuel Charges	10.40	11.97
Wood Fire Expenses	17.57	19.45
Total Rs.	167.31	117.39

Note No. 27 Administrative Expenses	31ST MARCH 2025	31ST MARCH 2024
Directors' Remuneration	42.00	45.00
Sitting Fee	0.87	0.72
Telephone, Fax & Internet	0.86	0.70
Packaging & Forwarding	5.05	5.29
Printing & Stationery	7.69	2.92
Postage & Telegram	0.20	0.20
Audit Fee	0.89	1.18
Legal & Professional Charges	11.22	8.17
Insurance Charges	20.06	16.38
AMC Charges	0.48	0.75
Membership & Subscription	1.01	1.01
Rate, Fees & Taxes	29.24	19.38
Listing Fee	4.20	-
Tender Fee	0.03	-
Travelling & Conveyance	24.76	16.90
Repair & Maintenance	0.00	0.00
-Plant & machinery	12.31	17.98
- General (including Building etc)	16.15	31.66
Weightment Charges	0.59	0.40
Delivery Charges	599.57	224.75
Running & Maintenance	5.30	4.59
Advertisement & Promotion	7.55	3.55
Lease expense	0.00	4.40
Brokerage	9.83	4.00
Sale Incentive	0.00	1.85
Marketing Expenses	33.38	9.00
Research & Development Expenses	0.00	6.70
Rebate & Discount	10.14	11.38
Charges on sale/purchase of shares	1.80	0.20
Stores & Spares	11.10	5.30
Diwali Expenses	5.54	0.57
Toll Charges	0.20	0.76
Charity and Donation	2.52	0.17
Bad Debts/ Balance Written off	0.52	-
Loss on sale of Fixed Asset	-	0.01
Flood Damage Expenses	0.00	1.43
Fumigation Charges	0.55	0.30-
Moringa project Expenses	20.32	5.88
Miscellaneous Expenses	0.00	2.18
R & D Expenses	0.00	0.00
Business Promotions	17.44	0.00
Cash Discount	3.74	0.00
GST RCM	0.70	0.00
Preliminary Exp W/off	16.82	0.00
Quality Deviation Charges	16.80	0.00
Registration and BIS Fees	0.91	0.00
Right Issue Expenses	11.98	0.00
Technical and software	0.24	0.00
Total Rs.	954.57	455.63

LIST OF SECURED BORROWINGS

as at 31st March, 2025

Annexure A

(Rs in lacs)

YEAR	2025			2024		
PARTICULARS	Current	Non-Current	TOTAL (')	Current	Non-Current	TOTAL (')
	Period	Period		Period	Period	
HDFC Bank – Car Loan Innova (Against hypothecation of Innova Car, rate =7.50%)	6.04	2.50	8.54	6.03	7.67	13.70
HDFC Bank – Car Loan KIA (Against hypothecation of Kia Car, rate =7.25% Duration: 5 Years)	2.54	1.61	4.15	2.53	3.76	6.29
Canara Bank- Car Innova (Against hypothecation of Car, rate Duration: 5 Years)	2.48	20.18	22.66	0.00	0.00	0.00
Hdfc Truck Loan Against hypothecation of Vehicle, tenure 60 months)	2.22	-0.61	1.60	2.22	1.37	3.60
Canara Bank (New Fortuner) Against hypothecation of Vehicle, tenure 60 months)	9.60	22.17	31.77	9.59	28.41	38.00
HDFC Bank Term Loan (Tenure 48 Months, ROI=7.20%)	33.01	62.28	95.29	20.99	96.84	117.82
HDFC Bank Term Loan 327 (Tenure 48 Months, ROI=7.20%)	10.74	19.20	29.95	7.22	30.14	37.37
TOTAL Rs.	66.63	127.33	193.96	48.57	168.20	216.78

NOTE: 28- NOTES ON ACCOUNTS & ACCOUNTING POLICIES

Forming part of Balance Sheet and Statement of Profit and Loss for the Year ended 31st March, 2025

A. SIGNIFICANT ACCOUNTING POLICIES: -

The following disclosure of accounting policies is made in pursuance of the recommendation of the Accounting standards Boards of the Institute of Chartered Accountants of India on 'Disclosure of Accounting Policies'.

a) System of Accounting:

The company has adopted Indian Accounting Standards (Ind AS) as notified by the Ministry of Corporate Affairs with effect from 01st April 2020, with a transition date of 01st April 2019. The adoption of IndAs has been carried out in accordance with Ind AS 101, First Time Adoption of Indian Accounting Standards. Ind AS 101 requires that all Ind AS Standards and interpretations that are issued and effective for the First Ind AS Financial Statements for the year ended 31st March 2021 be applied retrospectively and consistently for all financial years presented.

b) Basis of preparation

Statement of compliance

These Standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended notified under Section 133 of Companies Act, 2013, ("the Act") and other relevant provisions of the Act.

Functional and presentation currency :

These financial statements are presented in Indian Rs., which is also the Company's functional currency

Historical cost convention

The financial statements have been prepared under historical cost convention on accrual basis, unless otherwise stated. Fair value is the price that would be received to sell an asset or paid to transfer a

liability in an orderly transaction between market participants at the measurement date.

c) Current versus non-current classification

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification

An asset is treated as current when:

- i) It is expected to be realized or intended to be sold or consumed in normal operating cycle;
- ii) It is held primarily for the purpose of trading;
- iii) It is expected to be realized within twelve months after the reporting Period; or
- iv) It is cash and cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting Period

The Company classifies all other assets as non-current.

A liability is current when:

- i) It is expected to be settled in normal operating cycle;
- ii) It is held primarily for the purpose of trading;
- iii) It is due to be settled within twelve months after reporting period; or
- iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting Period'

The Company classifies all other liabilities as non-current'

Deferred tax assets and liabilities are classified as non-current assets and liabilities

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company recognises 12 month as its operating cycle for the purpose of current -non-current classification of assets and liabilities

d) Property, plant and equipment (PPE) and Intangible assets

For transition to Ind AS, The Company has elected to continue with the carrying value of all of its PPE

recognized as of April 1, 2019 (transition date) measured as per the previous GAAP as of April 1, 2019 (transition date) measured as per the previous GAAP.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and other non-refundable taxes or levies, freight, any directly attributable cost of bringing the asset to its working condition for its intended use and estimated cost of dismantling and restoring onsite; any trade discounts and rebates are deducted in arriving at the purchase Price.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is de recognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred. Advances paid towards acquisition of property, plant and equipment outstanding at each Balance sheet date, are shown under other non-current assets and cost of assets not ready for intended use before the year end, are shown as capital work-in-progress.

Depreciation and amortization methods, estimated useful lives and residual value

Depreciation is provided on Written Down Value method assuming residual value as 5% over the useful lives of assets estimated by the Management. at the rates specified in Part C of Schedule II of the Companies Act 2013 on Pro rata basis and the Assets having the Value up to Rs 5000.00 have been depreciated at the rate of 100%.

Category of Assets	Management estimate of useful life (in years)
Building	30
Furniture & Fittings	10
Car	8
Trucks	8
Motor Cycle	8
Plant & Machinery	15
Office Equipment	5
Computer & Printers	3

Freehold land is not depreciated.

Depreciation and amortization methods, useful lives and residual values are reviewed at the end of each reporting period and adjusted if appropriate.

e) Borrowing costs

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings. Borrowing cost which are not relatable to the qualifying asset are recognized as an expense in the period in which they are incurred. Borrowing cost on specific loans, used on acquisition or construction of fixed assets, which necessarily take a substantial period of time to be ready for their intended use, are capitalised. Other borrowing costs are recognized as an expense in the period in which they are incurred.

f) Valuation of Inventory

FIFO method of Stock valuation has been adopted by the company. Stock of raw material, stores & spares are valued at cost whereas stock of finished goods is valued at cost or net realizable value whichever is lower.

'g) Events Occuring After the Valuation Date

Events occurring after the date of Balance Sheet, are considered up to date of finalisation of accounts, wherever material.

'h) Use Of Estimates

The preparation of the financial statements in conformity with INDAS requires management to make estimates and assumption that affect the reported balances of assets and liabilities and discloser relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage of completion which requires the company to estimates the efforts or cost expended to date as a proportion to date as a proportion of the total efforts or costs to be expended, provisions for doubtful debts, future obligation under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of fixed tangible assets and intangible assets.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

'i) Recognition Of Income & Expenditure

- i) Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company, the significant risks and rewards of ownership have been transferred to the buyer and the revenue can be reliably measured in compliance with IND AS-18
- ii) Sales are recognised as & when the goods are supplied and net of GST. However rebate & discount is being separately shown as other income.
- iii) Expenses are accounted for on accrual basis and provision is made for all known losses and expenses.

'j) Employee's Benefits

Short term employee benefits

All employee benefits falling due within twelve months of the end of the period in which the employees render the related services are classified as short-term employee

Post - employment benefits

Post-employment benefit plans are classified into defined benefits plans and defined contribution plans as under:

i) Gratuity

The employee gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plan is determined at Balance Sheet date based on an actuarial valuation carried out by an independent actuary using the projected unit credit method. Actuarial gains and losses and past service cost are recognized immediately in other comprehensive income. Long term employee benefit

also comprises of compensated absences. These are measured based on actuarial valuations carried out by an independent actuary using the protected unit method at balance sheet date unless they are insignificant' Actuarial gains and losses and past service cost are recognized immediately in other comprehensive income.

ii) Provident Funds

The Company's contribution to the Provident fund is charged to statement of profit and loss.

Actuarial valuation

The liability in respect of all defined benefit plans and other long-term benefits is accrued in the books of account on the basis of actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method. The obligation is measured at the present value of estimated future cash flows. The discount rates used for determining the present value of obligation under defined benefit plans is based on the market yields on Government securities as at the Balance Sheet date, having maturity periods approximating to the terms of related obligations.

Remeasurement gains and losses on other long-term benefits are recognised in the statement of profit and loss in the year in which they arise. Remeasurement gains and losses in respect of all defined benefit plans arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in other equity in the Statement of Changes in Equity and in the Balance Sheet. Changes in the Present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as Past service cost. Gains or losses on the curtailment or settlement of any defined benefit plan are recognized when the curtailment or settlement occurs.

Past service cost is recognised as an expense in the statement of profit and loss on a straightline basis over the average period until the benefits become vested. To the extent that the benefits are already vested immediately following the introduction of, or changes to, a defined benefit plan, the Past service cost is recognised immediately in the statement of profit and loss. Past service cost may be either positive (where benefits are introduced or improved) or negative (where existing benefits are reduced)

'k Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated. The company considers all highly liquid investments that are readily convertible to known amounts of cash to be cash equivalents.

'l) Income Tax

Income tax is recognized in the Statement of income except to the extent that it relates to items recognized directly within equity or in other comprehensive income. Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially-enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the period in which MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is not reasonably certain that the company will pay normal income tax during the specified period.

m) Financial Instruments

A Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entry.

Financial assets

Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognized on the trade date, i.e. the date that the Company commits to purchase or sell the asset'

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- i) Debt Instruments at amortized cost
- ii) Debt Instruments, derivatives and equity Instruments at fair value through profit /loss (FVTPL)
- iii) Debt Instrument at fair value through other comprehensive Income (FVOCI)
- iv) Equity Instruments measured at fair value through Other comprehensive income (FVOCI)

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss to retained earnings.

B. NOTES ON ACCOUNTS :-

'1. Previous year figure have been re-grouped / re-arranged / re-caste wherever considered necessary, to suit the current year's layout as per the Performa of Revised Schedule III of IND AS.

'2. In the opinion of the Board, the current assets, loans & advances have a value on realization in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet and that the provision for known liabilities are adequate and not in excess of amount reasonably necessary.

1. EPS CALCULATION

Basic earnings per share

Basic earnings per share is calculated by dividing

- A) the profit/(loss) attributable to owners of the company
- B) by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- A) the after income tax effect of interest and other financing costs associated with dilutive potential equity shares' and
- B) the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity years.

Diluted earnings per share

Particulars	2024-25	2023-24
<u>Profit available for Equity Shareholders</u>	3,37,19,234.08	21,61,17,78.45
For Basic Earning:		
No. of Weighted Average Equity Shares	17,22,43,598.00	8,76,13,821.00
For Diluted Earnings:		
No. of Weighted Average of Diluted Equity Shares	17,22,43,598.00	8,76,13,821.00
Nominal Value of Equity Shares	2	2
Earnings Per Share (Rs.):		
Basic	0.20	0.25
Diluted	-	-

* For 2024-25 EPS value please refer to previous year financial statements.

2. With reference to Employee Benefits, provision has been made regarding Gratuity, on basis of actuarial valuation and their impact on financial statements is ascertained in FY 2024-25, However impact in previous year remains unascertained.

- a) Related Party disclosures are required under the Accounting standard (IAS-24) on "Related Party Disclosures" issued are given below:-

b) Relationship-

- (i) Holding Company – None
- (ii) Key Management Personnel (Managing / Whole Time Director) –
 - i) Jasjot Singh - MD/CFO
 - ii) Gursimran Singh – Whole Time Director
 - iii) Swati Vijan – Company Secretary
 - iv) Partek Singh – Executive Director
 - v) Simmi Chhabra – Independent Woman Director
 - vi) Ramandeep Singh – Independent Director
 - vii) Imteshwar Singh Bhatia - Independent Director
 - viii) Ishneet Bhatia – Independent Director (w.e.f. 03.01.2025)
- (iii) Entities over which key management personnel / their Relatives are able to exercise significant influence
 - a) Punjab Biotechnology Park Limited
Mr. Jasjot Singh- Common Director
 - c) M/s. Khanna Solvex
Mr. Jasjot Singh- Partner in the partnership Firm

- d) Healthy Biosciences Limited
Jasjot Singh & Gursimran Singh – Common Director
- e) Gilbert Kasauli Private Limited
Jasjot Singh – Common Director

(iv) Related Party Transaction

in Rs.

Description	2024-25	2023-24
A) Transaction during the year		
With Healthy Bioscience Limited		
Purchases within the year	2,48,73,055.00	5,83,43,592.00
Sale made during the year	0.00	3,95,37,192.00
Rent Paid	2,12,400.00	2,12,400.00
With Khanna Solvex		
Rent Paid	5,18,400.00	5,18,400.00
Purchases within the year	16,19,200.00	71,68,590.00
Amount given as advance	2,07,14,000.00	0.00
With Punjab Biotechnology Park Limited		
Amount received during year	1,30,00,000.00	45,40,000.00
Payment made during year	4,89,11,000.00	33,90,000.00
Rent Paid	0.00	4,40,000.00
B) KMP'S Remuneration		
Jasjot Singh	30,00,000.00	30,00,000.00
Gursimran Singh	12,00,000.00	12,00,000.00
Partek Singh	0.00	3,00,000.00
Swati Vijan	8,74,827.00	7,87,466.00
C) Sitting Fees to Independent Directors	87,000.00	72,000.00
D) Payment against services rendered		
Gurmeet Singh Bhatia	30,00,000.00	14,50,000.00
Paramjeet Kaur (Rent Paid)	90,000.00	0.00
Ishneet Kaur (Rent Paid)	90,000.00	0.00

- 6) The Balance in the parties account whether debit or credit are subject to confirmation, reconciliation and adjustment.
- 7) Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances).

31st March, 2025

31st March, 2024

8) Contingent Liabilities not provided for :

a. Bank Guarantees	Nil	Nil
b. Contingent Liabilities in respect of Unassessed cases of Income Tax and Sales Tax.	Unascertained	Unascertained
c. Uncalled Liabilities as Shares partly paid	Nil	Nil
d. Claims not acknowledged as debts	Nil	Nil
e. Letter of Credit(s)	Nil	Nil
9) CIF value of imports	Nil	Nil
10) Remittance in foreign Currency	Nil	Nil

11) Expenditure in Foreign Currency

Nil

Nil

12) Earning in Foreign Currency

Rs. 6407070.00

Rs. 14,69,325.00

* Received on account of export sales

PARTICULARS	CURRENT REPORTING PERIOD (IN Rs)	PREVIOUS REPORTING PERIOD (IN Rs)
a) Export value of Goods calculated on FOB Basis	64,07,070.00	14,69,325.00
b) Interest and Dividend	-	-
c) Royalty	-	-
d) Know-how	-	-
e) Professional and Consultation fees	-	-
f) Other Income	-	-
TOTAL EARNING IN FOREIGN EXCHANGE	64,07,070.00	14,69,325.00

13) In the opinion of Board of Directors, the Current Assets, Loan & advances shown in the Balance sheet have a value on realization in the ordinary course of business at least equal to the amount at which they are stated.

14) Auditors' Remuneration

31.03.2025

31.03.2024

As Statutory Audit Fee

75000.00

1,18,000.00

Total Rs.

75000.00

1,18,000.00

15) Deferred Taxation

'In conformity with IND AS 12: Deferred tax Liability/ Asset is as follows:-

Particulars	Current Year	Previous Year
Difference on Account of Depreciation	1674095.53	967681.47
Difference on gratuity expense	902772.00	575282.00
Total Timing Difference	2576867.53	1542963.47
Tax Rate	26.00%	26.00%
'Deferred Tax Asset created on Timing Difference	669985.56	401170.50
Opening DTA/ DTL	3121546.12	2720375.61
Total Deferred Tax Asset	3791531.68	3121546.12

Deferred Tax Due to Depreciation:

Timing Difference on Depreciation	Current Year	Previous Year
Depreciation as per Books of Accounts	10935341.40	10049045.43
Depreciation as per Income Tax Act	9261245.87	7880533.45
Timing Difference (Less Allowance By Income Tax)	1674095.53	2168511.98

16) Key Ratios

Particulars	Numerator	Denominator	Ratio as on 31.03.2025	Ration as on 31.02.2024	% change
1) CURRENT RATIO	Current Assets	Current Liabilities	12.86	10.74	20%
2) DEBT - EQUITY RATIO	Total Debt	Shareholder's Funds	0.02	0.05	-56%
3) DEBT SERVICE COVERAGE RATIO	Earnings available for Debt Service	Shareholder's Funds	6.64	5.11	30%
4) RETURN ON EQUITY RATIO	Net profit after taxes-Preference dividend	Average Shareholder equity	0.05	0.03	59%
5) INVENTORY TURNOVER RATIO	Sales	Average Inventory	5.83	7.17	-19%
6) TRADE RECIEVABLES TURNOVER RATIO	Net credit Sales	Average account receivables	7.86	4.78	64%
7) TRADE PAYABLES TURNOVER RATIO	Net Credit Purchases	Average Trade Payables	41.60	13.44	209%
8) NET CAPITAL TURNOVER RATIO	Net Sales	Average Working Capitals	0.50	3.28	-85%
9) NET PROFIT RATIO	Net profit after taxes	Net Sales	0.03	0.01	171%
10) RETURN ON CAPITAL EMPLOYED RATIO	Earnings before interest and Taxes	Capital Employed	0.36	0.28	29%

REASONS FOR CHANGE

There is change in Current ratio and debt equity ratio as debt is reduced by company.

There is change in trade Payables ratio due to increase in trade payables of company.

There is change in net profit ratios as there is loss on sale of shares during year.

17) Details of Shareholders

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

18) Others

'1) The company is engaged in business of selling Nil rated product i.e cattle feed, whose sales is done on FOR basis according to which the rate charged included the transportation cost per unit ascertained by company. The GST on such cost has not been ascertained by management due to nature of product being sold.

19) Rounding of has been done to Lacs as per requirement of Schedule III.

20) Disclosure of Transactions with Struck off Company

'The company did not have any material transaction with companies struck off under Section 248 of the companies Act 2013 or section 560 of the companies act 1956 during the financial year.

21) Additional Regulatory Disclosures

'No transaction to report against the following disclosures as notified by MCA Pursuant to amendment in Schedule III

'a) Crypto Currency or virtual Currency

'b) Benami Property held under Prohibition of Benami Transactions Act, 1988 and rules made there under

c) Registration of charges or satisfaction with Registrar of Companies

d) Compliance with number of layers of companies

'e) Relating to Borrowed funds

i) Willful Defaulter

ii) Utilization of Borrowed funds and share premium

iii) Borrowings obtained on the basis of Security of Current Assets

iv) Discrepancy in Utilization of Borrowings

v) Current Maturity of long-term borrowings

f) Title deeds of immovable properties.

22) 'MSME DISCLOSURE as per Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

'the principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year;	'NIL
'the amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	'NIL
'the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act;	'NIL
'the amount of interest accrued and remaining unpaid at the end of each accounting	'NIL

year; and	
'the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of dis allowance as a deductible expenditure under section 23.	'NIL

For and on behalf of the Board

**For Narinder Kumar and
Company
Chartered Accountants
FRN : 0030737N**

**CA Narinder Kumar Garg
M.No 080287**

**Jasjot Singh Gursimran Singh
Managing Director/ CFO Whole Time Director**

**Swati Vijan
CS**

**Date: 26/05/2025
Place: Mohali
UDIN: - 25080287BMLITD5360**



Ajooni biotech Ltd.
(Veterinary Health Care Solutions)

AJOONI BIOTECH LIMITED

Registered Office: Plot No.: D-118, Industrial Area , Phase -7, Mohali-160055

Works: Gaib Ki Pulli, Tehsil Khanna, Distt. Ludhiana, Punjab

Corp. Office:- #1769 Phase 3B2, Mohali, Punjab