### **DIRECTOR'S REPORT**

### Dear Members,

Your Directors have pleasure in presenting the Eleventh (11th) Annual Report on the affairs of the company together with the Audited statement of Accounts for the year ended on 31st March, 2023.

### 1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year figures is given hereunder: (Amounts in'000)

Particulars	For the year ended 31st March, 2023	For the year ended 31st March, 2022
Total Income	18405.03	18451.73
Total Expenses	13394.09	14892.17
Profit / (loss) before Tax	5010.94	3559.56
Less: Current Income Tax	19.29	0.34
Deferred Tax	1453.31	579.33
Net Profit / (Loss) after Tax	3538.34	2979.89

### 2. DIVIDEND

No amount is paid as dividend.

### 3. TRANSFER TO RESERVES

Balance in P&L account is transferred to P&L Account in reserves.

### 4. CHANGE IN NATURE OF BUSINESS

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

### 5. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

Business of the company has increased and management hope to have better opportunities in future.

### 6. SHARE CAPITAL

### a) ISSUE OF EQUITY SHARES WITH DIFFERENTIAL RIGHTS

During the year under review, the Company has not issued any equity shares with differential rights.

### b) ISSUE OF SWEAT EQUITY SHARES



Harjinder Singh Jonjua for IPR including but not limited to value additions and Know How. Issue of Equity Shares in accordance with valuation report by Registered Valuer.

### c) ISSUE OF EMPLOYEE STOCK OPTIONS

During the year under review, the Company has not issued employee stock option.

# d) PROVISON OF MONEY BY COMPANY FOR PURCHASE OF ITS OWN SHARES BY EMPLOYEE OR BY TRUSTEES FOR THE BENEFIT OF EMPLOYEES

No Provision of money by Company for purchase of its own shares by employees or by trustees for the benefit of employees.

### e)ISSUE OF PREFERENTIAL ALLOTMENT

During the year under review, the Company has not issued any preferential Shares.

### f)ISSUE OF BONUS SHARES

During the year under review, the Company has issued 1,26,32,880 Bonus shares of Re.1/- each on 23/03/2023.

### g) BUYBACK OF SHARES

No Buyback of Shares.

### 7. MATERIAL CHANGES AND COMMITMENTS, IF ANY

There is no such material event.

### 8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUT GO

There is no technology absorption required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014. However, the details forming part of Conservation of Energy, Foreign exchange earnings and outgo is annexed herewith as "Annexure A".

# 9. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no significant and material orders passed by the Regulators, Courts or tribunals which would impact the going concern status of the Company and its operations in future.

#### 10. BUSINESS RISK MANAGEMENT:

Pursuant to section 134 (3) (n) of the Companies Act, 2013, the company regularly maintains a proper check in normal course of its business regarding Risk Management.



#### 11. **DEPOSITS**

The Company has neither accepted nor renewed any deposits during the year under review.

### 12. CORPORATE SOCIAL RESPONSIBILTY INITIATIVES

As per Section 135 of Companies Act, 2013, the company does not fulfil the criteria of net worth or turnover for Corporate Social Responsibility.

### 13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There is no loan or guarantee as required other than corporate deposits/security provided in accordance with provisions of Companies Act 2013 and Shareholders Resolutions.

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

All transactions with related party are in accordance in regular business of the company and at arms length. Further necessary resolution was passed by shareholders in this regard. The details forming part of the contracts or arrangements made with related parties is annexed herewith as "Annexure B".

### 15. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as "Annexure C".

# 16. EXPLANANTION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There was no qualifications, reservations or adverse remarks made by the Auditors in their report. The provisions relating to submission of Secretarial Audit Report in not applicable to the company.

### 17. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company.

### 18. NUMBER OF MEETINGS OF THE BOARD

During the year Thirty Five Board Meetings were convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

### 19. DIRECTORS RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement is as follows:



- 1. Accounts of the company has been prepared on a going concern basis by the directors of the company;
- 2. In the preparation of the accounts, the director of the company has followed the applicable accounting standards and has provided proper explanations for any material departures from those standards;
- 3. Proper accounting policies has been selected and applied them constantly by the directors of the company, further he has made reasonable and prudent judgements to give a true and fair view of the state of affairs of the company;
- 4. The directors of the company have selected and consistently applied proper accounting policies, and have made reasonable and prudent judgments in order to give a true and fair view of the state of affairs of the company at the end of the financial year;
- 5. Proper and sufficient care has been take by the directors of the company 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;

### 20. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

The Company does not have any Subsidiary, Joint venture or Associate Company.

#### 21. DIRECTORS

No Change in the Directors of the Company.

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

The provisions of Section 149(6) pertaining to the appointment of Independent Directors do not apply to our Company.

### 23. AUDITOR AND AUDITOR'S REPORT:

The Board appointment M/s. Jain & Associates, Auditor's Firm, as the statutory auditors of the Company for the period of five year.

The Auditors' Report read together with relevant notes thereon are self - explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013.

As required under section 204(1) of the Companies Act, 2013 the Secretarial Audit provisions are not applicable to the Company.

There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes on financial statements are self - explanatory, and needs no further explanation.

### 24. DISCLOURE OF COMPOSITION OF AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The provisions of Section 177 of the Companies Act, 2013 read Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2013 is not applicable to the Company.

### 25. INTERNAL FINANCIAL CONTROL SYSTEM

Effective and strong internal control systems are developed in the Company for all the major processes to ensure reliability of financial reporting, safeguarding of assets and economical and efficient use of resources are also the compliance of laws, regulations, policies and procedures etc

### 26. PARTICULARS OF EMPLOYEES

None of the employee was drawing in excess of the limits prescribed under the Companies Act, 2013 and rules made thereunder.

### 27. FRAUDS REPORTED BY AUDITORS u/s 143(12)

Your company has complied with all the provisions of Section 143 of the Companies Act, 2013.

#### 28. ACKNOWLEDGEMENTS

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

FOR AND ON BEHALF JONJUA AIR PRIVATE LIMITED

Date:22/08/2023 Harjinder Singh Jonjua Place: Mohali Director

DIN: 00898324

Maninder Kaur Jonjua

M.K Jongua

Director

DIN: 01570885

### ANNEXURE - A

Information under Section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) the Companies (Accounts) Rules, 2014 and forming part of the Report of the Directors

- {A} Conservation of energy -
- (i) The steps taken or impact on conservation of energy:

We have continued with the practice of switching off the supply to the areas where the lights are not required or where the production work is not taking place.

- (ii) the steps taken by the company for utilising alternate sources of energy: NIL
- (iii) the capital investment on energy conservation equipment's: NIL
- {B} Technology absorption -
- (i) the efforts made towards technology absorption: NIL
- (ii) the benefits derived like product improvement, cost reduction, product development or import substitution: NIL
- (iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-: NIL
- (iv) the expenditure incurred on Research and Development: NIL
- {C} Foreign exchange earnings and Outgo –

(in Rs.)

Particulars	2022 - 2023	2021 - 2022
Total Foreign Exchange Received	_	_
(F.O.B. Value of Export)		
Total Foreign Exchange used:		
i. Raw Materials	-	-
ii. Consumable Stores	-	-
iii. Capital Goods	-	-
iv. Foreign Travels	-	-
Others	-	-

### **ANNEXURE - B**

### **Related Party Transactions:**

Particulars of contracts or arrangements with related parties referred to in sub-section (1) of section 188 in the form AOC-2:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

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

Details of contracts or arrangements or transactions not at arm's length basis: NIL

Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangement /transactions	Duration of the contracts / arrangements /transactions	of the	of approval by the Board, if any:	
Major Harjinder Singh Jonjua Retd.	In accordance with Approved AGM & Board Resolution	As per Audited Balance Sheet			
Mrs. Maninder Kaur Jonjua	In accordance with Approved AGM & Board Resolution	As per Audited Balance Sheet			
Mr. Harmanpreet Singh Jonjua	In accordance with Approved AGM & Board Resolution	As per Audited Balance Sheet			
Jonjua Overseas Limited	In accordance with Approved AGM & Board Resolution	As per Audited Balance Sheet			
HS Jonjua and Sons HUF	In accordance with Approved AGM & Board Resolution	As per Audited Balance Sheet			

**ANNEXURE - C** 

# Form No. MGT-9 EXTRACT OF ANNUAL RETURN As on the financial year ended on 31/03/2023 OF

## JONJUA AIR PRIVATE LIMITED [Pursuant to Section 92(3) of the Companies Act, 2013 And

### Rule 12(1) of the Company (Mgt. and Administration) Rules, 2014]

i.	CIN	U62100PB2012PTC036542
ii.	Registration Date	13/08/2012
iii.	Name of the Company	JONJUA AIR PRIVATE LIMITED
iv.	Category / Sub-Category of the Company	Private Company, Limited by Shares
v.	Address of the Registered office and contact details	HM228 PHASE 2, SAS NAGAR, MOHALI -160055, PUNJAB.
vi.	Whether listed company	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	N.A.

### I. REGISTRATION AND OTHER DETAILS:

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

1	-		NIC Code of the Product/service	
	1	Printed Books, Brochures, Leaflets and Similar Printed Matter, whether or not in single sheets	4901	86.31

### PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (No. of Companies for which information is being Filled):0

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE
	NIL	NIL	NIL



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

### i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2022]				No. of Shares held at the end of the year [As on 31-March-2023]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter's									
(1) Indian									
Individual/ HUF		1,96,24,658	1,96,24,658	37.18		49,80,022	49,80,022	55.19	18.01
Central Govt									
State Govt(s)									
Bodies Corp.		2,41,13,776	2,41,13,776	45.69		15,35,308	15,35,308	17.01	(28.68)
Banks / FI									
Any other									
Sub-Total (A)(1)		4,37,38,434	4,37,38,434	82.87		65,15,330	65,15,330	72.20	(10.67)
(2) Foreign									,
NRI – Individuals									
Other - Individuals									
Bodies Corp.									
Banks / F I									
Any Other									
Sub-Total (A)(2)									
Total shareholding of Promoter (A) =		4,37,38,434	4,37,38,434	82.87		65,15,330	65,15,330	72.20	(10.67)
(A)(1) + (A)(2)									
Public Shareholding									
1. Institutions									
Mutual Funds									
Banks / FI									
Central Govt									
State Govt(s)									



	COM	IPANT SECRETARIAT						
Venture Capital					 			
Funds								
f) Insurance					 			
Companies								
g) FIIs					 			
Foreign Venture					 			
Capital Funds								
Others (specify)								
Sub-total (B)(1):-					 			
2. Non-Institutions					 		Ī	
a) Bodies Corp.					 			
Indian		90,38,966	90,38,966	17.13	25,08,367	25,08,367	27.80	10.67
ii) Overseas					 			
b) Individuals					 			
Individual					 			
shareholders								
holding nominal								
share capital upto								
Rs 1 Lakh								
Individual					 			
shareholders								
holding nominal								
share capital in								
excess of Rs 1 Lakh								
c) Others		90,38,966	90,38,966	17.13	25,08,367	25,08,367	27.80	10.67
(specify)								
Sub-total (B)(2):-								
Total Public		5,27,77,400	5,27,77,400	100	 90,23,698	90,23,698	100	<b></b>
Shareholding								
(B)=(B)(1)+(B)(2)								
C. Shares held by								
Custodian for								
GDRs & ADRs								
<b>Grand Total</b>								
(A+B+C)								
01 1 111 6	<b>T</b>							

### ii) Shareholding of Promoters-

Sr. No	Shareholder's	Shareholding at the beginning of	Shareholding at the end of the year	% change
	Name	the year		in
				sharehold
				ing

		Shares	% of total Shares of the	No. of Shares	Shares of	%of Shares Pledged / encumbered to total shares	
1	Mr. Harjinder Singh Jonjua	1,25,88,480	23.85	 31,58,296	35		11.15
2	Mrs. Maninder Kaur Jonjua	31,83,365	6.03	 4,39,037	4.87		(1.16)
3	HS Jonjua & Son HUF	19,30,981	3.66	 2,11,339	2.34		(1.32)
4	Mr. Harmanpreet Singh Jonjua	19,21,832	3.64	 11,71,350	12.98		9.34
	TOTAL	1,96,24,658	37.18	 49,80,022	55.19		

### iii) Change in Promoters' Shareholding

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year as on 01.04.2022		in	Shareholding		Cumulative Shareholding during the year as on 31.03.2023		
		No. of Shares	% of total Shares of the			No. of Shares	% of total Shares of the company		% of total Shares of the company
1.	Harjinder Singh Jonjua	1,25,88,480	23.85				, , , , , , , , , , , , , , , , , , ,		
					Addition/Su btraction of	99,50,730		2,25,39,210	
					Bonus Shares	38,88,011		2,64,27,221	
						51,55,743		3,15,82,964	
				31-03-2023	Total			31,58,296	35
2.	Maninder Kaur Jonjua	31,83,365	6.03						

					Addition	1816635		5000000	
					Shares				
						8,62,500		5862500	
					Shares				
					Sales/Gift	(14,72,127)		4390373	4.87
				31-03-2023	Total			4,39,037	4.87
•	HS Jonjua & Son HUF	19,30,981	3.66						
					Sales/Gift	(1,28,513)	2.83	18,02,468	9.18
					Bonus Shares	2,10,926		21,13,394	8.51
				31-03-2023	Total			2,11,339	2.34
١.	Harmanpreet Singh Jonjua	19,21,832	3.64						
					Shares	283386		2205218	
					Rights Issue	121500		2326718	
					Rights Issue	213400		2540118	
					Rights Issue	121000		2661118	
					Rights Issue	120000		2781118	
					Rights Issue	345900		3127018	
					Rights Issue	121900		3248918	

Rights Issue 121900	3614618
Shares 6373570	9988188
Bonus 1725312	11713500
03-2023 Total	11,71,350 12.98
	Shares 6373570  Bonus 1725312 Shares

### iv) Shareholding Pattern of top ten Shareholders:

### (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr.No	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company	
1.	Abhishek Gupta	1411330	2.7			
2.	Charanpreet Singh	302281	0.6			
3.	Abhishek Gupta & Sons (HUF)	961722	1.8			
4.	Dinesh sharma					
5.	Narinder Pal Singh	890528	1.7			
6.	Rocky Lamba					
7.	Satwinder Singh Gill	370638	0.7			
8.	Sunil Kumar Verma	87249	0.16			
9.	Ravindra Kumar	180359	0.34			
10.	Ratan Singh	508589	1.0			



Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (e.g., allotment/ transfer/ bonus/ sweat equity etc.):		
Abhishek Gupta	228867	2.54
Charanpreet Singh	146060	1.62
Abhishek Gupta & Sons (HUF)	53828	0.60
Dinesh sharma	117611	1.30
Narinder Pal Singh	15361	0.17
Rocky Lamba	100000	1.11
Satwinder Singh Gill	36555	0.41
Sunil Kumar Verma	62804	0.70
Ravindra Kumar	44110	0.49
Ratan Singh	9207	0.10
At the end of the year		
Abhishek Gupta	370000	4.10
Charanpreet Singh	176288	1.95
Abhishek Gupta & Sons (HUF)	150000	1.66
Dinesh sharma	117611	1.30
Narinder Pal Singh	104414	1.16
Rocky Lamba	100000	1.11
Satwinder Singh Gill	73619	0.82
Sunil Kumar Verma	71529	0.79
Ravindra Kumar	62146	0.69
Ratan Singh	60066	0.67

### v) Shareholding of Directors and Key Managerial Personnel:

Sr.	Shareholding at the	<b>Cumulative Shareholding</b>



No		beginning of	the year	during the year	
	For Each of the Directors and KMP	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year				
1.	Harjinder Singh Jonjua	1,25,88,480	23.85		
2.	Maninder Kaur Jonjua	31,83,365	6.03		
3.	Harmanpreet Singh Jonjua	19,21,832	3.64		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	Harjinder Singh Jonjua			18,99,448	11.15
	Maninder Kaur Jonjua			1,20,700	1.16
	Harmanpreet Singh Jonjua			9,79,167	9.34
	At the End of the year				
	Harjinder Singh Jonjua			31,58,296	35
	Maninder Kaur Jonjua			4,39,037	4.87
	Harmanpreet Singh Jonjua			11,71,350	12.98

### V Indebtedness

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



	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	a e postici			
Principal Amount	0	0	0	0
Interest due but not paid	0	0	0	0
Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
* Addition				
* Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
Principal Amount	0	0	0	0
Interest due but not paid	0	0	0	0
Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

### VI). REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/W	Name of MD/WTD/ Manager		
		Harjinder Singh Jonjua	Maninder Kaur Jonjua		
1	Gross salary				
	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	Value of perquisites u/s 17(2) Incometax Act, 1961				
	Profits in lieu of salary under' section 17(3) Income- tax Act, 1961	NIL			



2	Stock Option		
3	Sweat Equity		
4	Commission- as % of profit- others, specify		
5	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

### B. Remuneration to other directors

SN.	Particulars of	Name of Directors	Total Amount
	Remuneration		
1	Independent Directors		
	Fee for attending board committee meetings		
	Commission		
	Others, please specify		
	Total (1)		
2	Other Non-Executive		
	Directors		
	Fee for attending board		
	committee meetings		
	Commission		
	Others, please specify		
	Total (2)		
	Total (B) = $(1+2)$		
	Total Managerial		
	Remuneration		
	Overall Ceiling as per the		
	Act		

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

SN	Particulars of Remuneration	Key Mar	Key Managerial Personnel				
		CEO	CS	CFO	Total		

1	Gross salary
	Salary as per provisions contained
	in section 17(1) of the Income-tax
	Act, 1961
	Value of perquisites u/s 17(2)
	Income-tax Act, 1961
	Profits in lieu of salary wider
	section 17(3) Income-tax Act, 1961 N.A.
2	Stock Option
3	Sweat Equity
4	Commission
	- as % of profit
	others: specify
5	Others, please specify
	Total

### XII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section	Brief	Details of	Authority	Appeal made, if
	of the	Description	Penalty /	[RD /	any (give Details)
	C	_	Punishment/	NCLT/	
	Compani		Compounding	COURT]	
A. COMPANY	[				
Penalty					
Punishment					
Compounding					
B. DIRECTOR	RS				
Penalty			NA		
Punishment					
Compounding					
C.OTHER OF	FICERS J	N DEFAULT			
Penalty					
Punishment					
Compounding					

FOR AND ON BEHALF JONJUA AIR PRIVATE LIMITED

Harjinder Singh Jonjua

Director

Date:22/08/2023

Place: Mohali

DIN: 00898324

Maninder Kaur Jonjua

M. K Jongua

Director

DIN: 01570885