

## FOR THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY

This is an Abridged Letter of Offer containing salient features of the Letter of Offer dated November 26, 2024 (“**Letter of Offer**”) which is available on the websites of the Registrar, our Company and the Stock Exchange where the Equity Shares of the Company are listed, i.e., BSE Limited (“**BSE**”). You are encouraged to read greater details available in the Letter of Offer. Capitalised terms not specifically defined herein shall have the same meaning as ascribed to them in the Letter of Offer.

**THIS ABRIDGED LETTER OF OFFER CONTAINS 12 PAGES.  
PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

The Company has made available on the Registrar’s website at <https://rights.cameoindia.com/jonjua> and the Company’s website at [www.jonjua.com](http://www.jonjua.com) this Abridged Letter of Offer and the Application Form to the Eligible Equity Shareholders. You may also download the Letter of Offer from the websites of the Securities and Exchange Board of India (“**SEBI**”), the Stock Exchange at [www.sebi.gov.in](http://www.sebi.gov.in) and [www.bseindia.com](http://www.bseindia.com) respectively.



### JONJUA OVERSEAS LIMITED

**Registered Office:** 545, Jubilee Walk Sector 70 Mohali, Chandigarh Sector 71,  
Rupnagar, S.A.S. Nagar (Mohali), Punjab, India, 160071;

**Telephone:** +91 9872172032; **Email:** [contactus@jonjua.com](mailto:contactus@jonjua.com); **Website:** [www.jonjua.com](http://www.jonjua.com);

**Contact Person:** Ms. Vaishali Rani, Company Secretary and Compliance Officer;

**Corporate Identification Number:** L51909PB1993PLC013057

### PROMOTERS OF THE COMPANY

**(I) MAJOR HARJINDER SINGH JONJUA RETD., (II) MRS. MANINDER KAUR JONJUA, (III) MR. HARMANPREET SINGH JONJUA, (IV) MRS. RANBIR KAUR JONJUA, AND (V) HS JONJUA & SONS HUF**

### ISSUE DETAILS, LISTING AND PROCEDURE

**ISSUE OF UP TO 79,25,339 EQUITY SHARES OF FACE VALUE OF ₹10/- (RUPEES TEN ONLY) (“RIGHTS EQUITY SHARES”) EACH AT A PRICE OF ₹10/- PER RIGHTS EQUITY SHARE AGGREGATING UP TO ₹792.53 LAKHS<sup>(1)</sup> ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 1 (ONE) RIGHTS EQUITY SHARE FOR EVERY 1 (ONE) FULLY PAID-UP EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS AS ON THE RECORD DATE, NOVEMBER 29, 2024 (“THE ISSUE”). FOR FURTHER DETAILS, KINDLY REFER TO THE CHAPTER TITLED “TERMS OF THE ISSUE” BEGINNING ON PAGE 160 OF THE LETTER OF OFFER.**

<sup>(1)</sup> Assuming full subscription with respect to Rights Equity Shares

**Listing Details:** The existing Equity Shares of the Company are listed on SME Platform of BSE Limited (“**BSE SME**”). The Company has received “in-principle” approval from BSE for listing of the Rights Equity Shares to be allotted pursuant to this Issue vide its letter no. LOD/RIGHT/AM/FIP/960/2024-25 dated September 20, 2024. The Company shall make an application to BSE to obtain trading approval for the Rights Entitlement as enshrined under the SEBI circular bearing reference number ‘SEBI/HO/CFD/DIL2/CIR/P/2020/13 dated 22 January 2020’. For the purpose of this issue, BSE Limited (“**BSE**”) shall be the Designated Stock Exchange.

**Procedure:** If you wish to know about processes and procedures applicable to Rights Issues, you may refer section titled “*Terms of the Issue*” on page 160 of the Letter of Offer. You may also download the Letter of Offer from the websites of the Company, SEBI, BSE, Registrar to the Issue as stated above.

### ELIGIBILITY FOR THE ISSUE

The Company is a listed Company and has been incorporated under the Companies Act, 1956. Presently, the Equity Shares of the Company are listed on BSE SME. The Company is eligible to offer the Rights Equity Shares pursuant to this Issue in terms of Chapter III of the SEBI ICDR Regulations, to the extent applicable. Further, the Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations. Pursuant to the SEBI ICDR Regulations, our Company is required to make disclosures in accordance with Part B of Schedule VI to the SEBI ICDR Regulations.

## MINIMUM SUBSCRIPTION

As per Regulation 86 of SEBI ICDR Regulations, the clause of minimum subscription will be applicable to the Company. If the Company does not receive the minimum subscription of 90% of the Issue Size, or the subscription level falls below 90% of the Issue Size, after the Issue Closing Date on account of withdrawal of applications, the Company shall refund the entire subscription amount received within 4 (Four) days from the Issue Closing Date. If there is delay in making refunds beyond such period as prescribed by applicable laws, the Company will pay interest for the delayed period at the rate of 15% p.a. as prescribed under SEBI ICDR Regulations.

## INDICATIVE TIMETABLE

<b>Issue Opening Date</b>	December 13, 2024	<b>Date of Allotment (on or about)</b>	December 31, 2024
<b>Last Date for On Market Renunciation*</b>	December 17, 2024	<b>Date of credit of Rights Equity Shares to demat account of Allottees (on or about)</b>	January 03, 2025
<b>Issue Closing Date<sup>#</sup></b>	December 23, 2024		
<b>Finalisation of Basis of Allotment (on or about)</b>	December 31, 2024	<b>Date of listing (on or about)</b>	January 07, 2025

*Note: The above timetable is indicative in nature and does not constitute any obligation on the Company. While the Company shall ensure that all the steps for completion of all the necessary formalities for the listing and trading of the Company's equity shares on the BSE SME platform are taken within the prescribed timelines, the time table may change due to various factors such as extension of the issue period by the Company or any delay in receiving final listing and trading approval from the BSE. The commencement of the trading of Equity shares will be entirely at the discretion of BSE in accordance with the applicable laws.*

*\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncees on or prior to the Issue Closing Date.*

*<sup>#</sup> The Board of Directors / Rights Issue Committee of the Company will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.*

## NOTICE TO INVESTORS

Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders as on Record Date and will dispatch the Issue Materials: (i) only to e-mail addresses of the resident Eligible Equity Shareholders who have provided their e-mail addresses; (ii) through physical delivery only to the Indian address of resident Eligible Equity Shareholders, on a reasonable effort basis, whose e-mail addresses are not available with our Company or the Eligible Equity Shareholders have not provided the valid email address to our Company; (iii) through physical delivery only to the Indian addresses of the non-resident Eligible Equity Shareholders, on a reasonable effort basis, who have provided an Indian address to our Company or to their email address; (iv) to the e-mail addresses of the foreign corporate or institutional shareholders. Further, the Letter of Offer will be provided, by the Company to any existing Shareholder(s) who have provided their Indian address and who make a request in this regard.

The Issue Materials will also be provided by our Company to any existing eligible Shareholder who makes a request in this regard. Investors can also access the Issue Materials from the websites of the Registrar, our Company and on Stock Exchange. The Company and the Registrar will not be liable for non-receipt of physical copies of Issue Materials.

### NO OFFER IN THE UNITED STATES

The Rights Equity Shares or Rights Entitlements have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of the Issue Materials. Any representation to the contrary is a criminal offence in the United States. The Right Entitlements or the Rights Shares of our Company have not been and will not be registered under United States Securities Act, 1933, as amended (the "Securities Act"), or any U.S. state securities laws and may not be offered, sold, resold, or otherwise transferred within the United States of America or the territories or possessions thereof, except in a transaction exempt from the registration requirements of the Securities Act. The rights referred to in the Issue Materials are being offered in India, but not in the United States. The offering to which the Issue Materials relate to is not and are under no circumstances to be construed as, an offering of any Right Entitlement or the Rights Shares for sale in the United States or as a solicitation therein of an offer to buy any of the said Right Entitlement or the Rights Shares. Accordingly, the Issue Materials should not be forwarded to or transmitted in or into the United States at any time.

Neither our Company nor any person acting on behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letters should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Right Entitlements or the Rights Shares and wishing to hold such Rights Shares in registered form must provide an address for registration of the Equity Shares in India.

## GENERAL RISKS

Investment in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of our Company and the Issue including the risks involved. The Rights Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of the contents of the Letter of Offer. Investors are advised to refer to the “Risk Factors” on page 14 of the Letter of Offer and “Internal Risk factors” on page 4 of this Abridged Letter of Offer before making an investment in the Issue.

<b>Name of Registrar to the Issue and contact details</b>	<b>CAMEO CORPORATE SERVICES LIMITED</b> “Subramanian Building”, No. 1, Club House Road, Chennai - 600 002, Tamil Nadu, India <b>Telephone:</b> +91-44-28460390 <b>Email:</b> rights@cameoindia.com , priya@cameoindia.com <b>Website:</b> <a href="http://www.cameoindia.com">www.cameoindia.com</a> <b>Contact Person:</b> Ms. K. Sreepriya <b>SEBI Registration No:</b> INR000003753 <b>CIN:</b> U67120TN1998PLC041613
<b>Name of Statutory Auditor</b>	<b>M/s. Jain and Associates</b> , Chartered Accountants
<b>Self-Certified Syndicate Banks (“SCSBs”)</b>	The list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> and updated from time to time. For a list of branches of the SCSBs named by the respective SCSBs to receive the ASBA Forms from the Designated Intermediaries, please refer to the above-mentioned link.
<b>Banker to the Issue</b>	<b>KOTAK MAHINDRA BANK LIMITED</b> Kotak Infiniti, 6th Floor, Building No. 21, Infinity Park, Off Western Express Highway, General AK Vaidya Marg, Malad (E) Mumbai – 400097 Maharashtra - India. <b>Telephone:</b> 022-66056603 <b>Email:</b> cmsipo@kotak.com <b>Website:</b> <a href="http://www.kotak.com">www.kotak.com</a> <b>Contact Person:</b> Mr. Siddhesh Shirodkar <b>SEBI Cert Registration No:</b> INBI00000927 <b>CIN No:</b> L65110MH1985PLC038137

### 1. Summary of the Company’s Business

Jonjua Overseas Limited is a dynamic and diversified enterprise engaged in a variety of sectors which includes sale of products (mainly consisting of sale of printed books), Agriculture, Startup consultancy, Outsourcing Services that includes Import and Export Consultancy, Legal and Accounts Outsourcing, Digital Solutions includes Website and Software Development and Cross Border Marketing, Brand Building and Business Plan service provider to our clients.

With the right balance of technical expertise and vast industry knowledge it strive to create customer satisfaction considering the nature of work with an innovative approach maintaining integrity and confidentiality of the business.

The company provides innovative and customized technology solutions designed to help businesses streamline their operations, enhance efficiency, and stay competitive in the digital age. With a strong foundation across these diverse sectors, our company remains focused on delivering value and fostering growth for our clients and partners.

For further detailed information, please refer to chapter titled “Our Business” beginning from page no. 41 of the Letter of Offer.

### 2. Summary of Objects of the Issue and Means of Finance

The Company proposes to utilize the funds which are being raised through this Issue towards the below mentioned objects:

Particulars	Estimated Amount	% of total issue size
Adjustment of Unsecured Loans of Promoter/Promoter Group towards Rights Equity Shares Application Money	599.70	75.67%
General corporate purposes	160.30	20.23%
Issue related expenses**	32.53	4.10%
<b>Total Issue Proceeds *</b>	<b>792.53</b>	<b>100.00%</b>

\* Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment

\*\* Estimated and subject to change.

## Means of Finance

We propose to meet the requirement of funds for the stated objects from the offer Proceeds. Hence, no amount is required to be raised through means other than the Offer Proceeds. Accordingly, the requirements under Regulation 62(1)(c) of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the Issue Proceeds and existing identifiable internal accruals) are not applicable.

For further details, refer chapter titled “*Object of the Issue*” on page 31 of the Letter of Offer.

### 3. Name of Monitoring Agency – Not Applicable

### 4. Shareholding Pattern

The shareholding pattern of the Company as on September 30, 2024, can be accessed on the website of the BSE at <https://www.bseindia.com/stock-share-price/jonjua-overseas-ltd/jonjua/542446/shareholding-pattern/>

### 5. Board of Directors

Sr. No.	Name	Designation	Other Directorships
1.	Mr. Harjinder Singh Jonjua	Managing Director	1. Jonjua Air Limited 2. HS Aeroinfra Private Limited
2.	Mrs. Maninder Kaur Jonjua	Whole-time Director	1. Jonjua Air Limited
3.	Mr. Harmanpreet Singh Jonjua	Non-Executive Director	1. Jonjua Air Limited 2. HS Aeroinfra Private Limited
4.	Mr. Satwinder Singh Gill	Non-Executive Director	Nil
5.	Mr. Vinod Kumar Kalia	Independent Director	Nil
6.	Mr. Narinder Pal Singh	Independent Director	Nil
7.	Mr. Dinesh Sharma	Independent Director	Nil

For further details, refer chapter titled “*Our Management*” on page 44 of the Letter of Offer.

### 6. Neither the Company nor any of its Promoters or Directors are identified as a Wilful Defaulter or a Fraudulent Borrower.

### 7. Financial Statement Summary

A summary of the Company’s Standalone Financial Statements as at and for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022 and Limited Review Standalone Financial Statements as at and for six months ended September 30, 2024 are stated as below:

(₹ in Lakhs, except for per share data, percentage or as stated)

Particulars	Unit	Standalone			
		30.09.2024	31.03.2024	31.03.2023	31.03.2022
		(Limited Review)	(Audited)	(Audited)	(Audited)
Total Income from Operations (net)	(Rs. In lakhs)	281.94	418.72	387.07	316.96
Net Profit/(Loss) before Tax and extraordinary items	(Rs. In lakhs)	109.62	162.46	106.78	111.58
Profit/(Loss) after Tax and extraordinary items*	(Rs. In lakhs)	87.04	120.64	117.49	105.46
Equity Share Capital	(Rs. In lakhs)	792.53	792.53	671.6	572.14
Reserves and Surplus	(Rs. In lakhs)	290.63	203.60	614.03	472.52
Net Worth	(Rs. In lakhs)	1083.17	996.13	1285.63	1044.66
Basic earnings per share	(in Rs./ Share)	1.10	1.52	1.75	1.84
Diluted earnings per share	(in Rs./ Share)	1.10	1.52	1.75	1.84
Net asset value per share	(in Rs./ Share)	13.67	12.57	19.14	18.26
Return on Net Worth (RONW)**	(in %)	8.03%	12.11%	9.14%	10.09%

For further details, refer chapter titled “*Financial Information*” on page 48 of the Letter of Offer.

### 8. Internal Risk Factors

The below mentioned are top 5 risk factors as per the Letter of Offer:

- Any inability on our part to maintain quality standards could adversely impact our business, results of operations and financial condition.
- Any failure to obtain, renew and maintain requisite statutory and regulatory permits, licenses, and approvals for our operations from time to time may adversely affect our business.

3. Our Promoter and members of the Promoter Group have significant control over the Company and have the ability to direct our business and affairs; their interests may conflict with your interests as a shareholder.
4. Risk related to the Objects of the issue.
5. The business segment in which we operate is highly competitive, which may adversely affect our business operation and financial condition.

For further details, refer chapter titled “*Risk Factors*” on page 14 of the Letter of Offer.

## 9. Summary of Outstanding Litigations

A summary of outstanding legal proceedings involving the Company as on the date of the Letter of Offer is set forth in the table below:

Outstanding Litigation	Number of Matter	Financial Implications to the Extent Quantifiable In INR
<b>Filed against the Company</b>		
<i>Criminal &amp; Civil Cases</i>	-	-
<i>Direct Tax &amp; Indirect Tax</i>	-	-
<b>Filed against Promoters &amp; promoter group</b>		
<i>Direct Tax</i>	-	-
<i>Actions by statutory and regulatory authorities</i>	-	-
<b>Total</b>	-	-

Note: The amount mentioned above may be subject to additional interest, rates or Penalties being levied by the concerned authorities for delay in making payment or otherwise. In the absence of Order copy of the Income Tax Department, the nature, extents and status of the Cases cannot be ascertained.

For further details, refer chapter titled “*Outstanding Litigations and Material Developments*” beginning on page 154 of the Letter of Offer.

## 10. Terms of the Issue

### *Procedure for Application*

***In accordance with Regulation 76 of the SEBI (ICDR) Regulations, SEBI Rights Issue Circulars and ASBA Circulars, all Investors desiring to make an Application in this Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.***

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in this Issue on the basis of the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see “*Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” on Page 163 of the Letter of Offer.

Please note that one single Application Form shall be used by the Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in this Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may accept this Issue and apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that Applications made with payment using third party bank accounts are liable to be rejected.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account (in case of Application through ASBA process) in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB;

**Please note that Applications without depository account details shall be treated as incomplete and shall be rejected.**

**Applicants should note that they should very carefully fill-in their depository account details and PAN number in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Incorrect depository account details or PAN number could lead to rejection**

**of the Application. For details see “Grounds for Technical Rejection” on page 179 of the Letter of Offer. Our Company, the Registrar and the SCSB shall not be liable for any incorrect demat details provided by the Applicants.**

#### ***Procedure for Application through the ASBA process***

Investors desiring to make an Application in this Issue through ASBA process, may submit the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form, or have otherwise provided an authorization to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

#### ***Self-Certified Syndicate Banks***

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. For details on Designated Branches of SCSBs collecting the Application Form, please refer the above-mentioned link.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at the Designated Branches of the SCSBs, in case of Applications made through ASBA facility.

#### ***Application on Plain Paper under ASBA process***

An Eligible Equity Shareholder who is eligible to apply under the ASBA process may make an application to subscribe to this Issue on plain paper. An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB.

Applications on plain paper will not be accepted from any address outside India. Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently.

The application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

- Name of our Company, being “***Jonjua Overseas Limited***”;
- Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- Registered Folio No./DP and Client ID No.;
- Number of Equity Shares held as on Record Date;
- Allotment option – only dematerialised form;
- Number of Rights Equity Shares entitled to;
- Total number of Rights Equity Shares applied for;
- Number of additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹10/- each for Rights Equity Shares issued;
- Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
- In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE/FCNR/NRO Account such as the account number, name, address, branch of the SCSB with which the account is maintained and a copy of the RBI approval obtained pursuant to Rule 7 of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019.
- Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to this Issue;
- Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and

- In addition, all such Eligible Equity Shareholders are deemed to have accepted the following:

*“I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the “US Securities Act”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the “United States”) except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand that this application should not be forwarded to or transmitted in or to the United States at any time. I/ we understand that none of the Company, the Registrar or any other person acting on behalf of the Company will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar or any other person acting on behalf of the Company has reason to believe is in the United States, or if such person is outside India and the United States, such person is not a corporate shareholder, or is ineligible to participate in the Issue under the securities laws of their jurisdiction. I/We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.*

*I/ We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S under the US Securities Act (“Regulation S”), or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act. I/We (i) am/are, and the person, if any, for whose account I/we am/are acquiring such Rights Entitlement, and/or the Equity Shares, is/are outside the United States, and (ii) is/are acquiring the Rights Entitlement and/or the Equity Shares in an offshore transaction meeting the requirements of Regulation S.*

*I/ We acknowledge that the Company, their affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.” In cases where multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected. Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at <https://rights.cameoindia.com/jonjua>.*

*I/ We acknowledge that Our Company and the Registrar shall not be responsible if the Applications are not uploaded by SCSB or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date”.*

***Procedure for Application by Eligible Equity Shareholders holding Equity Shares in physical form***

*Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in this Issue:*

- (a) The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar no later than two Working Days prior to the Issue Closing Date.
- (b) The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- (c) The Eligible Equity Shareholders can access the Application Form from:
  - our Company at [www.jonjua.com](http://www.jonjua.com);
  - the Registrar at <https://rights.cameoindia.com/jonjua>;
  - the Stock Exchange at [www.bseindia.com](http://www.bseindia.com)

**PLEASE NOTE THAT NON-RESIDENT ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

### ***Payment Schedule of Rights Equity Shares***

1 Rights Equity Share is being offered at a price of ₹10/-per Rights Equity Share. On Application, Investors will have to pay ₹10/- per Rights Equity Share, which constitutes 100% of the Issue Price.

### ***Rights Entitlements Ratio***

The Rights Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of 1 (One) Rights Equity Share for every 1 (One) Equity Shares held by the Eligible Equity Shareholders as on the Record Date, which will be credited in the demat account of the Applicant after the Allotment.

### ***Fractional Entitlements***

The Rights Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of 1 Rights Equity Share for every 1 Equity Share held as on the Record Date. As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. In terms of present ratio, there will be no fractional shares.

### ***Credit of Rights Entitlements in dematerialised account***

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Rights Issue Circulars, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, “Jonjua Overseas Limited – Unclaimed Securities – Suspense Escrow Account”) opened by our Company, for the Eligible Equity Shareholders holding Equity Shares in physical form.

In this regard, our Company has made necessary arrangements with NSDL and CDSL for the crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is INE793Z20019. The said ISIN shall remain frozen (for debit) till the Issue Opening Date and shall become active on the Issue Opening Date and remain active for renunciation or transfer during the Renunciation Period. It is clarified that the Rights Entitlements shall not be available for transfer or trading post the Renunciation Period. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to the Company or the Registrar not later than two Working Days prior to the Issue Closing Date, i.e., by December 18, 2024 to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date i.e., by December 20, 2024, to enable such Eligible Equity Shareholders to make an application in this Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard. Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

**PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE “PROCEDURE FOR APPLICATION” ON PAGE 172 OF THE LETTER OF OFFER.**

### ***Trading of the Rights Entitlements***

In accordance with the SEBI January 22 - Rights Issue Circulars, the Rights Entitlements credited shall be admitted for trading on the Stock Exchanges under ISIN INE793Z20019. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. Investors shall be able to trade their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

The On Market Renunciation shall take place electronically on the secondary market platform of the Stock Exchanges on T+2 rolling settlement basis, where T refers to the date of trading. The transactions will be settled on trade-for-trade basis. The Rights Entitlements shall be tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlement.



The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from December 13, 2024 to December 17, 2024 (both days inclusive). No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date. For details, see “*Procedure for Renunciation of Rights Entitlements – On Market Renunciation*” and “*Procedure for Renunciation of Rights Entitlements – Off Market Renunciation*” on page No. 173 of the Letter of Offer.

**Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.**

#### ***Renunciation of Rights Entitlements***

This Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part. The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other relevant circulars, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other relevant circulars, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off-market transfer. For details, see “*Procedure for Renunciation of Rights Entitlements*” on page No. 173 of the Letter of Offer.

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2020/78 dated May 6, 2020 read with SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/136 dated July 24, 2020, and SEBI/HO/CFD/DIL1/CIR/P/2021/13 dated January 19, 2021 the Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, will not be able to renounce their Rights Entitlements.

#### ***Procedure for Renunciation of Rights Entitlements***

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges; or (b) through an off -market transfer, during the Renunciation Period. Such renunciation shall result in renouncement of the Rights Equity Shares. The Investors should have the demat Rights Entitlements credited/lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Our Company accepts no responsibility to bear or pay any cost, applicable taxes, charges, and expenses (including brokerage), and such costs will be incurred solely by the Investors.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

#### ***(i) On Market Renunciation***

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock broker in the same manner as the existing Equity Shares of our Company.

In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Rights Issue Circulars, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the Stock Exchanges under the ISIN that shall be allotted for the Rights Entitlement subject to requisite approvals. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time. The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is one Rights Entitlements. The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., at timings designated by the stock exchanges from December 13, 2024 to December 17, 2024 (both days inclusive).

The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock brokers by quoting the ISIN - INE793Z20019 (for Rights Entitlement) that shall be allotted for the Rights

Entitlement and indicating the details of the Rights Entitlements they intend to sell. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of BSE under automatic order matching mechanism and on 'T+2 rolling settlement basis, where 'T' refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.

**(ii) Off Market Renunciation**

The Investors may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off-market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN (for Rights Entitlement) that shall be allotted for the Rights Entitlement, the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account. The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants. The detailed rules for transfer of Rights Entitlements through off-market transfer shall be as specified by the NSDL and CDSL from time to time.

**Options available to the Eligible Equity Shareholders**

The Rights Entitlement Letter will clearly indicate the number of Equity Shares that the Eligible Equity Shareholder is entitled to. If the Eligible Equity Shareholder applies in this Issue, then such Eligible Equity Shareholder can:

- i. apply for its Equity Shares to the full extent of its Rights Entitlements; or
- ii. apply for its Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
- iii. apply for Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
- iv. apply for its Equity Shares to the full extent of its Rights Entitlements and apply for additional Equity Shares; or
- v. renounce its Rights Entitlements in full

**Additional Rights Equity Shares**

Investors are eligible to apply for additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Rights Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. The Rights Entitlements comprise of 1 (One) Rights Equity. Where the number of additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for additional Rights Equity Shares shall be considered and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner prescribed under the section "*Basis of Allotment*" on page 182 of the Letter of Offer.

**Eligible Equity Shareholders who renounce their Rights Entitlements partly or fully cannot apply for additional Rights Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares.**

**Investors to kindly note that after purchasing the Rights Entitlements through On Market Renunciation/Off Market Renunciation, an application has to be made for subscribing to the Rights Equity Shares. If no such Application is made by the renounee on or before Issue Closing Date, then such Rights Entitlements will get lapsed and shall be extinguished after the Issue Closing Date and no Rights Equity Shares for such lapsed Rights Entitlements will be credited. For procedure of Application by shareholders who have purchased the Right Entitlement through On Market Renunciation / Off Market Renunciation, please refer to the heading titled "*Procedure for Application through the ASBA process*" on page No. 172 of the Letter of Offer.**

### ***Withdrawal of Application***

An Investor who has applied in this Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, may withdraw their Application post the Issue Closing Date.

### ***Intention and extent of participation by the Company's Promoters and Promoter Group***

Our Promoter(s) and entities forming part of our Promoter Group have, vide their letters dated 14 August, 2024 (the "Subscription Letters") undertaken to: (a) subscribe, jointly and/ or severally to the full extent of their Rights Entitlement and subscribe to the full extent of any Rights Entitlement that may be renounced in their favour by any other Promoter or member(s) of the Promoter Group of our Company; and (b) subscribe to, either individually or jointly and/ or severally with any other Promoter or member of the Promoter Group, for additional Rights Equity Shares, including subscribing to unsubscribed portion (if any) in the Issue. Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such participation of additional Rights Equity Shares (including any unsubscribed portion of the Issue) is exempt in terms of Regulation 10(4)(b) of the Takeover Regulations as conditions mentioned therein have been fulfilled and shall not result in a change of control of the management of our Company in accordance with provisions of the Takeover Regulations. However, any such participation of additional Rights Equity Shares (including any unsubscribed portion of the Issue) shall not result in a breach of the minimum public shareholding requirement stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015."

Our Promoters, Mr. Harjinder Singh Jonjua, HS Jonjua & Sons HUF and Promoter Group Company Jonjua Air Limited had requested and confirmed to our Company that the unsecured loan of Rs 599.70 Lakh given by them shall be adjusted towards subscription/application for their or any other promoter/s, entitlement in this Issue and towards additional subscription, if any, to the aggregate amount of Rs. 599.70 Lakh, instead of seeking repayment of the same. Thus, a portion of the Issue Proceeds is proposed to be utilised for adjusting the unsecured loans amounting to Rs. 599.70 lakhs availed from our Promoters by way of adjustment towards Promoters or member of Promoter Groups Rights entitlement subscription/application money and towards additional subscription, if any and consequently, no fresh Issue proceeds would be received by our Company to such an extent.

The Promoters and members of the Promoter Group of our Company through its letters dated 14th August, 2024 (the "Subscription Letters"), have agreed to subscribe to the full extent of its Rights Entitlement in this Issue and that they shall not renounce their Rights Entitlements except within the Promoter Group, in accordance with the provisions of Regulation 86 of the SEBI (ICDR) Regulations; and at their sole discretion apply for and subscribe for additional Equity Shares, and any such subscription for additional Rights Equity Shares shall be over and above their Rights Entitlement. Further Our Promoters/ Promoter Group, Harjinder Singh Jonjua, HS Jonjua & Sons HUF and Promoter Group Company Jonjua Air Limited had requested and confirmed to our Company that the unsecured loan of Rs 599.70 Lakh given by them shall be adjusted towards subscription/application for their or any other promoter/s, entitlement in this Issue and towards additional subscription, if any, to the aggregate amount of Rs. 599.70 Lakh, instead of seeking repayment of the same. Thus, a portion of the Issue Proceeds is proposed to be utilised for adjusting the unsecured loans amounting to ₹599.70 lakhs availed from our Promoters/Promoter Group, by way of adjustment towards Promoters or member of Promoter Groups Rights entitlement subscription/application money and consequently, no fresh Issue proceeds would be received by our Company to such an extent. Our Promoters Maninder Kaur Jonjua and Harmanpreet Singh Jonjua have confirmed via communication vide letter dated August 14, 2024 that their Rights Entitlement is renounced in favour of Promoter Harjinder Singh Jonjua and Promoter Ranbir Kaur Jonjua has confirmed via communication vide letter dated August 14, 2024 that her Rights Entitlement is renounced in favour Promoter HS Jonjua & Sons HUF and the Rights Entitlement of Promoters so renounced has been added to the Rights Entitlement of Promoter Harjinder Singh Jonjua and Promoter HS Jonjua & Sons HUF, respectively for adjustment of Rights entitlement against unsecured loan amount due in form of fully paid ₹ 10/- equity shares in the Rights Issue to them.

### **11. Any other important information as per the Issuer: NIL**

## DECLARATION BY THE COMPANY

We, hereby declare that no statement made in this Abridged Letter of Offer contravenes any of the provisions of the Companies Act, 2013 and the rules made thereunder. All the legal requirements connected with the issue as also the guidelines, instructions etc., issued by SEBI, Government and any other competent authority in this behalf, have been duly complied with.

We further certify that all the statements in this Abridged Letter of Offer are true and correct.

**SIGNED BY THE DIRECTORS, COMPANY SECRETARY AND COMPLIANCE OFFICER AND CHIEF FINANCIAL OFFICER OF THE COMPANY**

Name and Designation	Signature
<b>Mr. Harjinder Singh Jonjua</b> DIN: 00898324 Designation: Chairman and Managing Director	Sd/-
<b>Mrs. Maninder Kaur Jonjua</b> DIN: 01570885 Designation: Vice Chairman and Whole-time Director	Sd/-
<b>Mr. Harmanpreet Singh Jonjua</b> DIN: 05193545 Designation: Non-Executive Director	Sd/-
<b>Mr. Satwinder Singh Gill</b> DIN: 08258599 Designation: Non-Executive Director	Sd/-
<b>Mr. Dinesh Sharma</b> DIN: 09706168 Designation: Non-Executive Independent Director	Sd/-
<b>Mr. Vinod Kumar Kalia</b> DIN: 08262540 Designation: Non-Executive Independent Director	Sd/-
<b>Mr. Narinder Pal Singh</b> DIN: 08470916 Designation: Non-Executive Independent Director	Sd/-

<b>SIGNED BY THE COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b> Sd/-  _____ <b>Ms. Vaishali Rani</b>	<b>SIGNED BY CHIEF FINANCIAL OFFICER</b> Sd/-  _____ <b>Mrs. Ranbir Kaur Jonjua</b>
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**Date: November 26, 2024**

**Place: Mohali, Punjab, India**