



JONJUA OVERSEAS LIMITED

(A Company Listed and Traded on BSE SME)

CIN: L51909PB1993PLC013057

REGD. & CORPORATE OFFICE:

**545, JUBILEE WALK, SECTOR 70, MOHALI 160071
PUNJAB (INDIA).**

E-mail: contactus@jonjua.com Website: www.jonjua.com

Cell: 00-91-9872172032 Phone: 00-91-172-50996032

(A BANK DEBT FREE COMPANY)

NOTICE OF EXTRAORDINARY GENERAL MEETING

DEAR SHAREHOLDER(S),

NOTICE IS HEREBY GIVEN THAT AN EXTRAORDINARY GENERAL MEETING OF JONJUA OVERSEAS LIMITED WILL BE HELD ON TUESDAY, THE 11TH DAY OF FEBRUARY, 2025 AT 04:00 P.M. AT 545, JUBILEE WALK, SECTOR 70, S.A.S.NAGAR (MOHALI), PUNJAB, INDIA, 160071 TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. Approval for increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association:

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

“RESOLVED THAT pursuant to Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 as amended, and the rules made thereunder from time to time including any statutory modifications or re-enactment thereof for the time being in force (**“Companies Act”**), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the provisions of the Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 24,95,00,000/- (Rupees Twenty Four Crores Ninety Five Lakhs Only) divided into 2,49,50,000 (Two Crore Forty-Nine Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten only) each ranking pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT the existing Clause 5 of the Memorandum of Association of the Company be and is hereby substituted as follows:



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“5. The Authorized Share Capital of the Company is Rs. 24,95,00,000/- (Rupees Twenty Four Crores Ninety Five Lakhs Only) divided into 2,49,50,000 (Two Crore Forty-Nine Lakhs Fifty Thousand) Number of Equity Shares of Face Value Rs. 10/- (Rupees Ten only) each.”

RESOLVED FURTHER THAT Major Harjinder Singh Jonjua Retd. as authorized by the Board be and is hereby severally authorised to sign the necessary agreements, documents as the case may be, obtain necessary permissions, approvals as the case may be, and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution.”

2. TO APPROVE ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO SPECIFIED INVESTORS:

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

“RESOLVED THAT pursuant to Sections 62(1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended (“SEBI ICDR Regulations”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and/or any other governmental authorities (hereinafter referred to as **“Applicable Regulatory Authorities”**) from time to time to the extent applicable and subject to such approval(s), consent(s),



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permission(s) and / or sanction(s), if any, of any statutory / regulatory authorities, Stock Exchange, MCA, SEBI, institutions, or bodies, as may be required and subject to such terms and condition(s), alteration(s), correction(s), change(s) and / or modification(s) as may be prescribed by any of them while granting such consent(s), permission(s) or approval(s) and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which terms shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its power including the powers conferred by this Resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot on a preferential basis, up to a maximum of 72,41,468 (Seventy Two Lakhs Forty One Thousand Four Hundred and Sixty Eight) equity shares of the Company of face value of Rs. 10/- each on preferential basis at a price of Rs. 12.25 (including premium of Rs. 2.25 for a total consideration of Rs. 8,87,07,983 (Rupees Eight Crore Eighty Seven Lacs Seven Thousand Nine Hundred Eighty Three) in one or more tranches and on such other terms and conditions that the Board may deem appropriate in its absolute discretion and without requiring any further approval or consent from the Members.

Sl. No.	Name of the Allottees	Category	No. of Equity Shares
1	Jonjua Air Limited	Promoter Group	15,67,488
2	Harmanpreet Singh Jonjua	Promoter	2,61,248
3	Harjinder Singh Jonjua	Promoter	16,32,800
4	Amrit Gill	Public	2,40,838
5	Deepinder Singh Brar	Public	81,640
6	Manoj Tanwar	Public	81,640
7	Harvinder Singh Nain	Public	2,04,100
8	Mega Flex Plastics Ltd	Public	4,00,036
9	Channel Plastics Pvt Ltd	Public	1,63,280
10	Sampati Devi Jain	Public	2,00,018
11	Sneha Bothra	Public	61,230



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12	Rosy Sethia	Public	40,820
13	Sonal Bhura	Public	36,738
14	Pushpa Bhaju	Public	22,69,592

RESOLVED FURTHER THAT in terms of the provisions of Chapter V read with Regulation 161 of the SEBI (ICDR) Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is Friday, January 10, 2025, being the trading day 30 days prior to the date of this Extra - Ordinary General Meeting ("**Relevant Date**") on which this special resolution is proposed to be passed.

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investors under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- i. Equity Shares proposed to be issued:
 - a) Shall be fully paid up; and
 - b) Shall rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof; and
 - c) Shall be subject to the requirements of all applicable laws; and
 - d) shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- ii. Equity Shares proposed to be issued shall be subject to a lock-in as determined in accordance with Chapter V of the SEBI ICDR Regulations.
- iii. The pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- iv. The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold/transferred, hypothecated or encumbered in any manner during the



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period of lock-in as provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

- v. Each Proposed Allottee shall be required to bring in their entire consideration towards the subscription of Equity Shares offered to them on or before the date of allotment thereof and such consideration shall be paid to the Company by the Proposed Allottees from their respective bank account only. In case of Allottee Harmanpreet Singh Jonjua (Promoter), Harjinder Singh Jonjua (Promoter) and Jonjua Air Limited (Promoter Group) as there is a unsecured loan payable on demand, therefore, their loan amount is adjusted against amount due from them in this allotment. The outstanding unsecured loans extended by the proposed allottee(s) shall be adjusted towards the subscription/allotment of equity shares, meaning thereby an amount required to be paid towards the consideration for the equity shares shall be set off from the outstanding unsecured loan at the time of subscription of the equity shares.
- vi. Equity Shares so allotted shall be listed on stock exchanges where the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- vii. Proposed issue of Equity Shares shall be governed by Memorandum & Articles of Association of the Company and the respective provisions of the Companies Act, 2013 read with the rules made thereunder, SEBI ICDR Regulations, SEBI Listing Regulations as well as the circulars, guidelines issued by SEBI or any other regulatory authority as the case may be, or any modifications thereof.

RESOLVED FURTHER THAT the Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of allotment provided that where the allotment of Equity Shares is subject to receipt of any approval from any applicable regulatory authority,



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the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals.

RESOLVED FURTHER THAT the subscription money that shall be received by the Company from the Proposed Allottees towards application of Equity Shares pursuant to this preferential allotment shall be kept by the Company in a separate Bank Account.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Major Harjinder Singh Jonjua (Retd.), Managing Director DIN 00898324 may authorize be and is hereby authorized to agree, make and accept all such term(s), condition(s) and alteration(s) as it may deem fit, including condition(s), modification(s) and alteration(s) stipulated or required by any relevant authorities or by their bye-laws, rules regulations or guidelines and Major Harjinder Singh Jonjua (Retd.), Managing Director is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such offer, issue and allotment, to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental as he in his absolute discretion may deem fit and his decision shall be final and binding in the matter without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.



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RESOLVED FURTHER THAT all actions taken by the Major Harjinder Singh Jonjua Retd. Managing Director DIN 00898324 in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects without need for any further approval, ratification or confirmation. Further, Major Harjinder Singh Jonjua Retd. – Managing Director DIN 00898324 will have full authority to determine any matter and make such changes as are required including if he deems necessary change and/or replacement of any proposed allottee(s) or change in share issue price or quantum of allotment to any proposed allottee(s) or such terms and conditions as he may deem necessary as well as modification of object(s) clause as he may deem necessary keeping in view the best interests of the company and his decision shall be final and binding in any matter.

RESOLVED FURTHER THAT in case of any dispute or otherwise decision of Major Harjinder Singh Jonjua Retd. DIN 00898324 shall be final and binding.”

3. Inter-Corporate Deposits:

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

“**RESOLVED THAT** pursuant to provisions of Companies Act 2013 and any other law for time being in force the board is authorised to place funds in corporate deposit including corporates which may have common director or promoter or both up to a maximum limit allowed under law or sixty percent of paid up capital and free reserves.”

4. Re-Appointment of Mr. Vinod Kalia as Independent Director:

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

“**RESOLVED THAT** in accordance with provisions of Companies act 2013 and any other law for time being in force the appointment of Mr. Vinod Kalia is approved as Independent



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Director for a period of five years.”

ON BEHALF OF THE BOARD OF DIRECTORS

PLACE: MOHALI.

MAJOR HARJINDER SINGH JONJUA, RETD.)

DATE: 18/01/2025.

DIRECTOR, DIN: 00898324

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) are annexed.
 2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need to be a member of the Company.
 3. The instrument of Proxy in order to be effective and valid, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
- Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 members provided shareholding of those members in aggregate should not be more than 10% of the total share capital of the Company



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carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Shareholder.

4. All the documents referred to in the accompanying Notice and the explanatory statement are open for inspection at the Registered Office of the Company on all working days (except holidays) between 02.30 p.m. to 04.30 p.m. up to the date of the General Meeting.
5. Pursuant to the requirement of the SEBI (Listing Obligations and Disclosure Requirements), 2015 the Company declares that its equity shares are listed on the Stock Exchange at BSE — SME Platform.
6. Corporate Members intending to send their authorized representative to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified true copy of Board Resolution together with their specimen signature authorizing their representative to attend and vote on their behalf at the meeting.
7. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
8. 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.



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9. The notice of EGM is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository Participant(s) unless any member has requested for a physical copy of the same. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.
10. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs, as the case may be, immediately the change in the residential status on return to India for permanent settlement.
11. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their client ID number with DPID number, as the case may be.
12. This Notice is being sent to all members of the Company whose name appears in the Register of Members/list of beneficiaries received from the depositories at the end of business hours on 10-01-2025.
13. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorized representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including Client ID and DP ID, and signed. Duplicate attendance slips will not be issued.
14. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's Website, being <https://jonjua.com/>. Kindly bring your copy of Notice to the meeting.



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15. Rule 3 of the Companies (Management and Administration) Rules 2014 mandates that the register of members of all companies should include details pertaining to email address, permanent account number (PAN) or CIN, unique identification number, if any; father's/mother's/spouse's name, occupation, status, nationality; in case member is a minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective Depository.
16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in respect of the shares held by them.
17. No gifts shall be provided to members before, during or after the EGM.
18. Members may pursuant to Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 file nomination in prescribed form SH-13 with the respective Depository Participant.
19. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
20. Voting System:

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 and sub-Reg. (1) & (2) of Reg. 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015, the Company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the EGM. Therefore, in terms the provisions of Section 108 of the Companies Act, 2013, at any general meeting, a resolution put



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to the vote of the meeting shall, unless a poll is demanded under Section 109 or the voting is carried out electronically, be decided on a show of hands. A declaration by the Chairman of the meeting of the passing of a Resolution or otherwise by show of hands under sub-section (1) and an entry to that effect in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.

Every Member entitled to vote on a Resolution and present in person shall, on a show of hands, have only one vote irrespective of the number of shares held by him.

Proxy cannot vote on a show of hands.

A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.

21. Books of the company shall remain closed from 01-02-2025 to 11-02-2025. The Members of the Company holding shares on the “**cutoff date**” of 31-01-2025 are entitled to vote on the Resolutions proposed. Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this Notice for information purposes only.

- a. The results of the voting will be placed by the Company on its Website <https://jonjua.com/> within 48 hours from the conclusion of the EGM and also communicated to the stock exchange, where the shares of the Company are listed.

The Resolutions proposed will be deemed to have been passed on the date of the EGM subject to the receipt of the requisite number of votes in favour of the resolutions.

ON BEHALF OF THE BOARD OF DIRECTORS

PLACE: MOHALI.

DATE: 18/01/2025.

MAJOR HARJINDER SINGH JONJUA, RETD.)

MANAGING DIRECTOR, DIN: 00898324



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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE NOTICE DATED 11.02.2025 (THE "NOTICE")

ITEM 1: Approval for increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association:

In order to meet the increasing capital needs of the company, it is requested to increase authorised capital of the company to Rs. 24,95,00,000 (Rupees Twenty Four Crore Ninety Five Lakhs) divided into 2,49,50,000 (Two Crore Forty Nine Lakh Fifty Thousand) equity shares of Rs. 10 each. This will require amendment in Capital Clause of Memorandum of Association and therefore the same is also requested to be approved. The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item No. 1 of the accompanying notice.

The Board recommends the aforesaid resolution for the approval by the shareholders as special resolution.

ITEM NO. 2: TO APPROVE ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO SPECIFIED INVESTORS:

In order to meet the Capital Adequacy requirement of the Company, while sustaining the projected business growth, the Company proposes to raise capital by issuing up to 72,41,468 (Seventy Two Lakhs Forty One Thousand Four Hundred and Sixty Eight) equity shares ("Equity Shares") of the face value of INR 10 at a price of INR 12.25 each (Face value INR 10 and Premium of INR 2.25) to the following subscribers:

Sl. No.	Name of the Allottees	Category	No. of Equity Shares
1	Jonjua Air Limited	Promoter Group	15,67,488



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2	Harmanpreet Singh Jonjua	Promoter	2,61,248
3	Harjinder Singh Jonjua	Promoter	16,32,800
4	Amrit Gill	Public	2,40,838
5	Deepinder Singh Brar	Public	81,640
6	Manoj Tanwar	Public	81,640
7	Harvinder Singh Nain	Public	2,04,100
8	Mega Flex Plastics Ltd	Public	4,00,036
9	Channel Plastics Pvt Ltd	Public	1,63,280
10	Sampati Devi Jain	Public	2,00,018
11	Sneha Bothra	Public	61,230
12	Rosy Sethia	Public	40,820
13	Sonal Bhura	Public	36,738
14	Pushpa Bhaju	Public	22,69,592

on a preferential basis through preferential allotment which has been approved by the Board of Directors of the Company at its meeting held on January 18, 2025.

Pursuant to provisions of Section 62 of Companies Act, 2013, any offer or issue of shares of the Company to persons other than the existing holders of the equity shares of a Company requires prior approval of the Shareholders in general meeting by way of a Special Resolution. The Listing Agreement executed by the Company with the Stock Exchange also provides that the Company shall, in the first instance, offer all securities for subscription on proportionate basis to the Shareholders unless the Shareholders in a general meeting decide otherwise.

As per Regulation 164(1) for the purpose of computation of the price per equity share, the higher of the average of the weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the 90 trading days preceding the relevant date; or the average of the weekly high and low of the volume weighted average prices of the related equity shares quoted on a recognized stock exchange during the 10 trading days preceding the relevant date is to be considered. Board



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has determined the price of Rs. 12.25 per Equity Share including a premium of Rs. 2.25 which is higher than the price required under Regulation 164(1).

Further details of the proposed offer are disclosed below:

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of 62 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014:

1. Particulars of the offer including date of passing of Board Resolution:

The Board has pursuant to its resolution dated January 18, 2025 accorded its approval for raising funds by issuing up to 72,41,468 Equity Shares of face value of INR 10 (Rupees Ten) each on preferential basis through preferential allotment, at a price of INR 12.25 (Rupees Ten Only) including a premium of INR 2.25 (Rupees Two and Twenty Five paise) per Equity Share, such price being not less than the minimum price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations. The Equity Shares, if any, allotted in the Offer shall rank in all respects pari passu with the existing equity shares.

2. The Objects of the issue:

The proceeds from the issue will be utilized for meeting requirements of funds for repayment of amount due on account of unsecured loan payable on demand to Promoters Harjinder Singh Jonjua and Harmanpreet Singh Jonjua and Promoter Group Company Jonjua Air Limited. The Promoters and Promoter Group Company of the Company have requested the Board of the Company to either make payment of their loans outstanding or to convert their outstanding unsecured loan amount due to the Company in to Equity Shares. In view of the current financial position of the Company, the Board of Directors of the Company have decided to partly convert unsecured loans in to Equity Shares and balance outstanding will be repaid to the



JONJUA OVERSEAS LIMITED

(A Company Listed and Traded on BSE SME)

CIN: L51909PB1993PLC013057

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extent possible from the proceeds of the Preferential Issue, which is in the best interest of the Company and it will also strengthen the financial position of the Company by reducing liabilities and it will also result in increase of net worth of the Company.

Allocation of Preferential Issue funds:

Objects of the Issue	Amount (in Rs.)
Repayment of Amount due on account of Unsecured Loan payable on Demand	4,55,96,184/-*
Unsecured loan to be adjusted against subscription amount	4,24,03,816*
To meet Issue Expenses	7,07,983/-

Company has obtained a Chartered Accountant certificate from Singh Verma & Co. dated 16-January-2025 and also verified from loan ledger of applicants and therefore intends to repay part of loan amount through preferential issue.

* The total Issue Size is Rs. 8,87,07,983/- (including issue related expense of Rs. 7,07,983/-), out of which loan amount of Rs. 4,24,03816/- will be converted into equity shares & the remaining amount of Rs. 4,55,96,184/- will be repayment of loan as mentioned above.

Schedule of implementation and Deployment of Funds: Since present preferential issue is pursuant to Repayment of Amount due in accordance with terms of the provisions of Chapter V of the SEBI (ICDR) Regulation therefore all the outstanding loans which are proposed to be repaid shall be paid immediately after the issue. Further, the shares allotted against adjustment of amount due may immediately be treated to be deployed on allotment of equity shares.



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Interim Use of Proceeds: Not applicable as the said issue is for repayment of amount due.

Appraisal and Monitoring Agency: As the requirement of monitoring agency is not mandatory if the Issue size is up to Rs.100 Crores and the size of this Issue is below Rs. 100 Crores, our Company has not appointed any monitoring agency for this Issue.

3. The total number of Equity Shares to be Issued:

72,41,468 Equity Shares of face value of INR 10 (Rupees Ten) each on preferential basis through preferential allotment, at a price of INR 12.25 (Rupees Twelve and twenty five paise Only) including a premium of INR 2.25 (Two Rupees Twenty Five Paise) per Equity Share.

4. Kinds of securities offered and the price at which security is being offered:

Equity Shares ranking pari passu with the existing Equity Shares are offered at a price of INR 10 (Rupees Ten) including a premium of INR 2.25 (Two Rupees and Twenty Five paise) per Equity Share.

5. Basis or justification on which the price has been arrived at (including premium) at which the offer or invitation is being made, along with report of the registered valuer:

The proposed allotment will be made on cash basis, since the shares will be issued upon conversion of unsecured loan of the proposed allottee/adjustment of amount due against subscription to Harmanpreet Singh Jonjua, Harjinder Singh Jonjua and Jonjua Air Limited and to others on payment in bank.

The Equity Shares of the Company are listed on BSE Limited (BSE) and are frequently traded in terms of the SEBI ICDR Regulations. The value of Equity Shares for the proposed preferential issue of Jonjua Overseas Limited has been determined as per the Valuation Report dated 16 January 2025 prepared by Registered Valuer



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Brij Agnihotri IBBI Reg. No.: IBBI/RV/03/2022/14942 having office at #3454, SECTOR-40/D, CHANDIGARH-160036 and is made in accordance with the requirements of the SEBI (ICDR) Regulations.

The value per share arrived is Rs. 12.09 as per the above-mentioned valuation report. The price at which the Equity Share are being issued is Rs. 12.25 (Twelve Rupees and Twenty Five Paise) which is higher than the price determined in accordance with Regulation 164(1) of the SEBI ICDR Regulations.

The value of Equity Shares for the proposed preferential issue of Jonjua Overseas Limited has been determined as per the Valuation Report prepared by Ms. Brij Agnihotri, an Independent Registered Valuer [IBBI Registration No. IBBI/RV/03/2022/14942 having office at #3454, Sector-40/D, Chandigarh-160036 being made in accordance with the requirements of the SEBI (ICDR) Regulations.

The valuation report shall be available electronically for inspection without any fee by the members from the date of dispatch of this notice up to the date of EGM and will also be made available on the Company's Website and can be accessed at www.jonjua.com. The members desirous to inspect the valuation report may send an email to contactus@jonjua.com, for inspection of said Report Certificate electronically during the EGM, at least 5 days before the date of EGM, in advance.

Since the Equity Shares of the Company have been listed on the recognized Stock Exchange for a period of more than 90 Trading Days prior to the Relevant Date, it is not required to re-compute the issue price per Equity Share and therefore, the Company is not required to submit the undertakings specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.

Price arrived as per Fair Value method. A copy of the valuation report dated January 16, 2025 by IBBI Reg. No.: IBBI/RV/03/2022/14942 shall be available for inspection



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at the Registered Office of the Company during business hours from 02:30 PM to 4:30 PM.

6. Amount which the company intends to raise by way of such securities:

Rs. 8,87,07,983 (Rupees Eight Crore Eighty Seven Lacs Seven Thousand Nine Hundred Eighty Three).

7. Proposed time schedule for which the offer letter is valid:

Within 30 days.

8. Contribution being made by the promoters or directors either as part of the Offer or separately in furtherance of objects/Intent of the promoters, directors or key management personnel of the Issuer to Subscribe to the Offer:

Contribution is being made by the promoters or directors either as part of the Offer or separately in furtherance of objects.

Sl. No.	Name of the Allottees	Category	No. of Equity Shares
1	Jonjua Air Limited	Promoter Group	15,67,488
2	Harmanpreet Singh Jonjua	Promoter	2,61,248
3	Harjinder Singh Jonjua	Promoter	16,32,800

9. Principle terms of assets charged as securities:

There is no charge on assets as a result of this issue.

10. Name and address of valuer who performed valuation:

The valuation of the Equity Shares has been carried out by Ms. Brij Agnihotri, Registered Valuer, [Reg No : IBBI/RV/03/2022/14942] having her office at # 3454, Sector-40D, Chandigarh-160036. The valuation report is dated January 16, 2025.

11. Relevant date with reference to which the price has been arrived at:

The Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations, 2018 for the determination of issue price of Equity Shares is 10th January, 2025, i.e. 30 days prior to the date of EGM.



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12. The class or classes of persons to whom the allotment is proposed to be made:

The Preferential Issue of equity shares is proposed to be made to the Proposed Allottees, belonging to Promoter, Promoter Group & Non-Promoter (Public) category.

Sl. No.	Name of the Allottees	Category	No. of Equity Shares
1	Jonjua Air Limited	Promoter Group	15,67,488
2	Harmanpreet Singh Jonjua	Promoter	2,61,248
3	Harjinder Singh Jonjua	Promoter	16,32,800
4	Amrit Gill	Public	2,40,838
5	Deepinder Singh Brar	Public	81,640
6	Manoj Tanwar	Public	81,640
7	Harvinder Singh Nain	Public	2,04,100
8	Mega Flex Plastics Ltd	Public	4,00,036
9	Channel Plastics Pvt Ltd	Public	1,63,280
10	Sampati Devi Jain	Public	2,00,018
11	Sneha Bothra	Public	61,230
12	Rosy Sethia	Public	40,820
13	Sonal Bhura	Public	36,738
14	Pushpa Bhaju	Public	22,69,592

13. Intention of promoters, directors or key managerial personnel to subscribe to the Offer:

Promoters Harjinder Singh Jonjua Retd. and Harmanpreet Singh Jonjua along with Jonjua Air Limited Promoter Group Company have proposed to subscribe to the offer.



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14. The proposed time within which the allotment shall be completed:

The equity shares shall be allotted within a period of 15 days from the date of passing of the Resolution by the Shareholders provided where the allotment is pending on account of any approval from any Regulatory Authority / Body the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

15. The Identity of the proposed allottees and the percentage of post preferential issue capital that may be held by them:

Proposed Allottees	Category of Persons	Natural persons who are the ultimate beneficial owners	Pre Allotment	% Pre Allotment	Allotment	Post Allotment	% Post Allotment
Jonjua Air Limited	Promoter	Harjinder Singh Jonjua	23,02,248	14.52	15,67,488	3869736	16.76
Harmanpreet Singh Jonjua	Promoter	Not Applicable	5,66,286	3.57	2,61,248	827534	3.58
Harjinder Singh Jonjua	Promoter Group	Not Applicable	30,75,310	19.4	16,32,800	4708110	20.39
Amrit Gill	Public	Not Applicable	-		2,40,838	240838	1.04
Deepinder Singh Brar	Public	Not Applicable	-		81,640	81640	0.35
Manoj Tanwar	Public	Not Applicable	-		81,640	81640	0.35
Harvinder Singh Nain	Public	Not Applicable	-		2,04,100	204100	0.88
Mega Flex Plastics Ltd	Public	1. Rakesh Sethia 2. Nilima Sethia 3. Usha Sethia 4. Hukum Chand Bothra 5. Rajesh Bothra	-		4,00,036	400036	1.73
Channel Plastics Pvt Ltd	Public	1. Rakesh Sethia 2. Nilima Sethia, 3. Usha Sethia	-		1,63,280	163280	0.71
Sampati Devi Jain	Public	Not Applicable	-		2,00,018	200018	0.87



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Sneha Bothra	Public	Not Applicable	-		61,230	61230	0.27
Rosy Sethia	Public	Not Applicable	-		40,820	40820	0.18
Sonal Bhura	Public	Not Applicable	-		36,738	36738	0.16
Pushpa Bhaju	Public	Not Applicable	2,00,018	1.26	22,69,592	2469610	10.69

The Company has obtained and verified the details of the Permanent Account Number (PAN) of each of the Proposed Allottee.

The proposed preferential allotment will not result in any change in management control of the Company as Jonjua Air Limited, Harmanpreet Singh Jonjua, Harjinder Singh Jonjua belongs to Promoter and Promoter group.

16.. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the Proposed Allottees:

- Harjinder Singh Jonjua is the person who ultimately controls Jonjua Air Limited which is amongst the proposed allottees
- Rakesh Sethia, Nilima Sethia, Usha Sethia, Hukum Chand Bothra and Rajesh Bothra are the persons who ultimately control Mega Flex Plastics Limited which is amongst the proposed allottees
- Rakesh Sethia, Nilima Sethia and Usha Sethia are the persons who ultimately control Channel Plastics Pvt Ltd which is amongst the proposed allottees.

17. The current and proposed status of the allottee(s) post the preferential issues namely, Promoter or Non promoter

Sl. No.	Name of the Allottees	Pre-Preferential Issue	Post-Preferential Issue
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		Current Status	Proposed Status
1	Jonjua Air Limited	Promoter Group	Promoter Group
2	Harmanpreet Singh Jonjua	Promoter	Promoter
3	Harjinder Singh Jonjua	Promoter	Promoter
4	Amrit Gill	-	Public
5	Deepinder Singh Brar	-	Public
6	Manoj Tanwar	-	Public
7	Harvinder Singh Nain	-	Public
8	Mega Flex Plastics Ltd	-	Public
9	Channel Plastics Pvt Ltd	-	Public
10	Sampati Devi Jain	-	Public
11	Sneha Bothra	-	Public
12	Rosy Sethia	-	Public
13	Sonal Bhura	-	Public
14	Pushpa Bhaju	-	Public

18. The change in control, if any, in the company that would occur consequent to the preferential offer:

As a result of the proposed preferential issue there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

19. The terms of redemption, including the tenure of redemption of shares at premium and if the preference shares are convertible, the terms of conversion:

Not Applicable.

20. Certificate from Practising Company Secretary:

The certificate from CS Brij Agnihotri, Practising Company Secretary, certifying that the preferential issue of shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The said Certificate shall be available for inspection at the registered office of the Company on all working days (excluding Saturday) during



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02:30 PM to 04:30 P.M. up to the date of EGM and shall also be available during the EGM. The members desirous to inspect the certificate may send an email to contactus@jonjua.com, for inspection of said certificate electronically during the EGM, at least 5 days before the date of EGM, in advance. The copy of said certificate is made available on the Company's Website at <https://jonjua.com/bse-sme>.

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

From 1st April 2024 till the date of the EGM Notice, the Company has not issued any Equity Shares on preferential basis.

22. Other disclosures:

i) The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.

ii) The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 Trading days preceding the Relevant Date. None of the members of the promoter/promoter group of the Company has sold any equity shares of the Company during the 90 Trading days preceding the Relevant Date. The Company is in compliance with the conditions for continuous listing.

iii) Neither the Company nor any of its Directors or Promoters are categorized as willful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

iv) None of the Company's Directors or promoters is a fugitive economic offender as defined under the ICDR Regulations.



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- v) The Company does not have any outstanding dues to SEBI or the depositories.
- vi) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Allottees, before an application seeking in-principle approval is made by the Company to the stock exchange where its equity shares are listed;
- vii) The Company shall be making application seeking in-principle approval to the stock exchange, where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- viii) This preferential issue is not ultra-vires to the provisions of the Articles of Association of the Company.
- ix) The consideration, in the form of issue price, for Equity Shares shall be paid on cash basis including adjustment against unsecured loan payable on demand.
- x) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.
- xi) Principal terms of assets charged as securities: Not applicable.
- xii) Material term of raising equity shares: No material terms other than as stated in the resolution & explanatory statement.
- xiii) As the amount for which the funds are being raised by way of preferential issue on a private placement basis does not exceed Rs. 100 crores, our Company has not appointed any monitoring agency to monitor the use of proceeds raised through this Preferential Issue.
- xiv) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.



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xv) The Company shall re-compute the price of the relevant shares to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so.

xvi) If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant shares to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

23. Lock-in Period:

The pre-preferential allotment shareholding of the proposed allottees and the Equity Shares to be allotted on preferential basis to the proposed allottees shall be subject to lock-in', in accordance with Regulation 167 of the SEBI ICDR Regulations, 2018.

24. The pre-issue and post-issue shareholding pattern of the company:

Sr. No.	Category	Pre - issue holding	% Pre issue holding	Post - issue holding	% Post issue holding
A	Promoters holding:				
1	Indian:				
	Individual/HUF	44,18,906	27.88	63,12,954	27.34
	Bodies Corporate	23,02,248	14.52	38,69,736	16.76
	Sub Total				
2	Foreign Promoters				
	Sub Total (A)	67,21,154	42.40	1,01,82,690	44.10
B	Non - Promoters holding				
1	Institutional Investors				
2	Non Institution				
	Corporate Bodies	1,77,135	1.12	7,40,451	3.20
3	Indian Public	89,52,389	56.48	1,21,69,005	52.70
4	Others				
	Sub Total (B)	91,29,524	57.60	1,29,09,456	55.90



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Grand Total A+B	1,58,50,678	100	2,30,92,146	100
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25. The proposed resolution is recommended for the consideration of and approval by the shareholders of the Company by passing special resolution in the meeting.

26. None of the Directors, key managerial personnel of the Company or the relatives are in any way materially or financially concerned or interested in the resolution otherwise as reflected above.

ITEM 3: Inter Corporate Deposit:

Inter Corporate Deposit presents unique way to invest and earn and also increases investment portfolio of the company.

27. Board of Directors may be interested in the resolution. Board requests passing of above resolution as special resolution.

ITEM 4: Re-Appointment of Mr. Vinod Kalia as Independent Director:

Mr. Vinod Kalia is the Independent Director of the Company. Other than Mr. Vinod Kalia none of the other directors is interested in the said resolution. The board recommends passing of this resolution as special resolution.

28. As required by Section 102(3) of the Companies Act, 2013, the documents with regard to the preferential issue shall be available for inspection at the Registered Office of the Company during business hours from 02:30PM to 04:30 P.M.



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Proxy Form

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

CIN: L51909PB1993PLC013057.

Name of the Company: JONJUA OVERSEAS LIMITED.

Registered and Corporate Office: 545, Jubilee Walk, Sector 70, Mohali 160071 Punjab.

Name of the Member(s):

Registered address:

Appoint

Name: _____

Address: _____

Email ID: _____

Signature: _____

or failing him

Name: _____

Address: _____

Email ID: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of members of the company, to be held on Tuesday, 11th February, 2025 at 545, Jubilee Walk, Sector 70, S.A.S.Nagar (Mohali), Punjab – 160071 at 04:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

1. Approval for increase in the Authorised Share Capital and consequent amendment to the Memorandum of Association.



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2. To approve issuance of Equity Shares on a Preferential Basis to Specified Investors.
3. Inter-Corporate Deposits.
4. Re-appointment of Mr. Vinod Kalia as Independent Director.

Signed this _____ day of _____ 2025

Signature of Shareholder

Signature of Proxy holder(s)

Revenue
Stamp

JONJUA SHARE SHOP ਜੰਜੂਆ ਸ਼ੇਅਰ ਦੀ ਦੁਕਾਨ since 1990

ਜੰਜੂਆ



JONJUA OVERSEAS LIMITED

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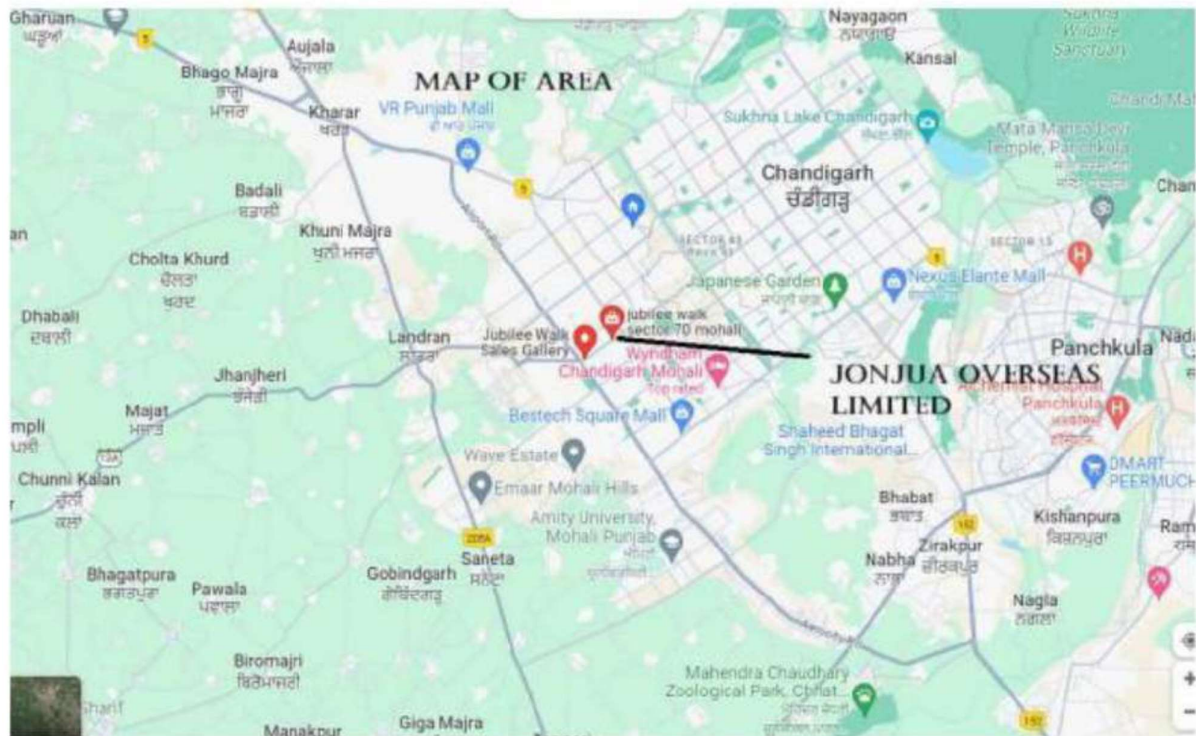
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