



# 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](mailto:contactus@jonjua.com) Website: [www.jonjua.com](http://www.jonjua.com)

Cell: 91-9872172032/7888413917 Phone: 0172-5096032

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## COMPANY SECRETARIAT 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 13TH DAY OF JANUARY, 2026 AT 03:30 P.M. AT 545, JUBILEE WALK, SECTOR 70, S.A.S. NAGAR (MOHALI), PUNJAB, INDIA 160071 TO TRANSACT THE FOLLOWING BUSINESSES:

#### SPECIAL BUSINESS:

#### 1. ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution**.

“**RESOLVED THAT** pursuant to the provision of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modification or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded to alter the Other Objects Clause of the Memorandum of Association of the Company by inserting the following new object:

**46. In furtherance of the Main Objects to buy, sell, develop, permanent transfer, lease or otherwise deal in goods including movable or immovable, tangible or intangible goods.**

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may in its sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty



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that may arise with regard to the alteration of Memorandum of Association of the Company as aforesaid or any other matter incidental or consequential thereto and its decision shall be binding.”

### **2. Bonus:**

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 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable regulations and guidelines issued by SEBI and Reserve Bank of India (RBI), as amended from time to time, Articles of Association of the Company, subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities, approval of Members of the Company be and is hereby accorded for issuance of bonus shares by capitalization of General and/or Securities Premium and/or balance in Profits and/or Free Reserves of the Company to issue fully paid up Bonus Shares in the ratio of 5 bonus share for every 40 equity shares held by the Shareholder i.e. holder of 40 equity shares Shareholder shall be issued 5 fully paid equity shares each, aggregating to further issue of 30,30,844 equity shares of Rs. 10/- each by capitalizing the General and/or Securities Premium and/or balance in Profits and/or Free Reserves to the extent of Rs. 3,03,08,440 or such other amount as the Board may determine for distribution among the holders of existing fully paid equity shareholders of the Company, whose names will be appearing in the Register of Members/Beneficial Owners Position of the Company on the Record Date determined by the Board of the Company.

**RESOLVED FURTHER THAT** the New Equity Shares of Rs. 10/ (Rupees Ten) each to be so allotted as Bonus Shares shall be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with and carry the same rights as the existing equity shares and shall be entitled to participate in full in any dividends and any other corporate action declared after the allotment of New Equity Shares;

**RESOLVED FURTHER THAT** the New Equity Shares will be provided to the shareholders, within the prescribed period;



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**RESOLVED FURTHER THAT** Major Harjinder Singh Jonjua, Retd. - Managing Director be and is hereby authorized to take necessary steps for listing of the New Equity Shares on the Stock Exchanges where the securities of the Company are presently listed, as per the provisions of the SEBI/ Listing Regulations and other applicable guidelines, rules and regulations;

**RESOLVED FURTHER THAT** Major Harjinder Singh Jonjua, Retd. - Managing Director be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as may be necessary or desirable and to settle all questions or difficulties whatsoever that may arise with including determination of fractional entitlement with regard to the issue, allotment, distribution and listing of the New Equity Shares and his decision shall be final and binding including grant of an extra share (s) or reduced number of shares (s) to be granted to any shareholder or to anyone. Further he has sole authority to determine lock-in including its duration on any shares issued;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, Major Harjinder Singh Jonjua, Retd. - Managing Director DIN 00898324 or any one appointed by him be and is hereby authorized to make public announcement and to do all such acts, deeds, matters and things whatsoever, including settling any question, doubt or difficulties that may arise with regard to or in relation to the issue or allotment of the bonus shares and to accept on behalf of the Company, any conditions, modifications, alterations, changes, variations in this regard as prescribed by the statutory authority(ies) which he/she thinks fit and proper.”

**ON BEHALF OF THE BOARD OF DIRECTORS**

PLACE: MOHALI.

**(MAJOR HARJINDER SINGH JONJUA, RETD.)**

DATE: 18.12.2025.

MANAGING DIRECTOR, DIN: 00898324



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### 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.

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 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



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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.

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 it's 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 it's 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 12.12.2025.

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 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:

E-voting will be provided by the company. The Company has appointed National Securities Depository Limited (NSDL) to provide e-voting facility for the Extra-Ordinary General Meeting. E-voting will open on Saturday 10-01-2026 at 09:00 AM and will close on Monday 12-01-2026 at 05:00 PM. to members whose name appears on 02-01-2026. The e- voting module shall be disabled by NSDL for voting thereafter. During this period, the members holding shares either in physical form or in dematerialized form, as on the cut-off date for e-voting may cast their votes electronically. Members can be present in person or proxy and those who have not done e-voting may vote in EGM at office of the company. Shareholders may be required to present necessary identity proof for verification. Chairman of the meeting will have full power to determine any matter and his decision shall be final and binding.

21. Mr. Abhishek Gupta, Advocate shall act as Scrutinizer for the meeting.



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22. Books of the company shall remain closed from 03-01-2026 To 13-01-2026 The Members of the Company holding shares on the “cutoff date” of 02-01-2026 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.

23. 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 communicated to the stock exchange, where the shares of the Company are listed.

24. 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 favor of the resolutions.

### ON BEHALF OF THE BOARD OF DIRECTORS

PLACE: MOHALI.

(MAJOR HARJINDER SINGH JONJUA, RETD.)

DATE: 18.12.2025.

MANAGING DIRECTOR, DIN: 00898324



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### EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

#### ITEM No. 1

The Board considers change in other objects of the company so that it may carry business activities more effectively. The Board therefore recommends change of Other Objects of the company.

The Company wants to add new clause in Other Objects so that main object may be carried out more efficiently and economically.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alteration is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days up to the date of the Meeting.

Directors of the company recommend the Resolution No. 1 as Special Resolution for your approval. None of the directors or the Key Managerial persons of your company and their relatives are concerned or interested financially or otherwise in this resolution except to the extent of their shareholdings.

#### ITEM No. 2

The equity shares of the Company are listed and actively traded on SME Platform of Bombay Stock Exchange. With a view to rewarding existing shareholders and to encourage the participation of small investors by making equity shares of the Company affordable and increasing the liquidity of the equity shares, the Board in its Meeting held on 18-12-2025 recommended an issue of Bonus Shares in the proportion of 5:40 (5 fully paid up equity shares as bonus for every 40 fully paid up equity held by the shareholder subject to the shareholder and other regulatory authorities approval in the ensuing Extra-ordinary General Meeting of the Company on the Record Date set by the Board, by capitalization of the amount standing of General and/or Securities Premium and/or balance in Profits and/or Free Reserves of the Company of the company. The Bonus Issue is requested to be approved. None of the Directors or Key Managerial Personal is interested in the resolution except to the extent of bonus shares on their shareholding.





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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 office:** 545, Jubilee Walk, Sector 70, Mohali, Punjab, India 160071.

**Corp. Office:** 545, Jubilee Walk, Sector 70, Mohali, Punjab, India 160071.

**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, 13th January, 2026 at 545, Jubilee Walk, Sector 70, S.A.S. Nagar (Mohali), Punjab - 160071 at 03:30 P.M., and at any adjournment thereof in respect of such resolutions as are indicated below:

### Special Business:

1. Alteration of Memorandum of Association of the Company.
2. Bonus.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2026

Signature of Shareholder

Signature of Proxy holder(s)

Revenue  
Stamp