



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: 91-9872172032/7888413917 Phone: 0172-5096032

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NOTICE OF EXTRAORDINARY GENERAL MEETING

DEAR SHAREHOLDER(S),

NOTICE IS HEREBY GIVEN THAT AN EXTRA ORDINARY GENERAL MEETING OF JONJUA OVERSEAS LIMITED WILL BE HELD ON WEDNESDAY, THE 18TH DAY OF MARCH, 2026 AT 04:30 P.M. AT 545, JUBILEE WALK, SECTOR 70, S.A.S. NAGAR (MOHALI), PUNJAB, INDIA 160071 TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. RE-APPOINTMENT OF INDEPENDENT DIRECTOR

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) as amended and as per the recommendations of the Nomination and Remuneration Committee, Mr. Narinder Pal Singh (DIN: 08470916), be and is hereby re-appointed as an Independent Director of the Company, to hold office for a term of five consecutive years from conclusion of previous term."



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"RESOLVED FURTHER THAT Major Harjinder Singh Jonjua Managing Director (DIN 00898324), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

2. APPROVAL OF APPOINTMENT OF THE MANAGING DIRECTOR - MAJOR HARJINDER SINGH JONJUA, RETD. AS CHAIRMAN-CUM-MANAGING DIRECTOR (CMD)

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

"RESOLVED THAT pursuant to the provisions of Sections 104 and other applicable provisions, if any, of the Companies Act, 2013 and any other law for time being in force, and subject to such approvals as may be required, consent of the members of the Company be and is hereby accorded to the appointment of Major Harjinder Singh Jonjua, Retd. (DIN: 00898324) - Managing Director as Chairman-cum-Managing Director (CMD) of the Company, on the terms and conditions including remuneration as approved by the Board of Directors."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration, subject to the provisions of the Companies Act, 2013."

"RESOLVED FURTHER THAT Major Harjinder Singh Jonjua, Retd., Managing Director (DIN 00898324), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."



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3. APPROVAL OF APPOINTMENT OF SECRETARIAL AUDITOR, M/S. S.K. SIKKA & ASSOCIATES

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

“**RESOLVED THAT** pursuant to the provisions of Section 204, Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members of the Company be and is hereby accorded for the appointment of M/s. S.K. Sikka & Associates, Company Secretaries (FCS 4241 and C.P. No.: 3582), as Secretarial Auditor of the Company to hold the office for a period of five years (Financial Year 2025-26 to Financial Year 2029-30) to conduct Secretarial Audit Work of the Company at the remuneration decided by Board of Directors.”

“**FURTHER RESOLVED THAT** Major Harjinder Singh Jonjua, Retd., Managing Director (DIN:00898324) be and is hereby authorized, to do all such acts, deeds, things, matters and to sign and execute all necessary documents and to file E-forms for the purpose of giving the effect to the aforesaid resolution with the ROC - Chandigarh,”

4. APPROVAL OF VALUATION REPORTS

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

“**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and other applicable laws, the members of the Company hereby approve the valuation reports of Brand Name “MAJOR HSJONJUA” dated 30.06.2025 and Valuation Report of the Trade Secret dated 22.01.2026 prepared by Registered Valuers, who are duly registered under



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the Insolvency and Bankruptcy Board of India (IBBI) and qualified to act as valuers under the Companies Act, 2013, as placed before the meeting.

“RESOLVED FURTHER THAT the object is greater shareholder knowledge about activities of company.”

“RESOLVED FURTHER THAT Major Harjinder Singh Jonjua, Retd., Managing Director (DIN:00898324) be and is hereby authorized to take all necessary steps, actions, and do all such acts, deeds, and things as may be required to give effect to this resolution.”

ON BEHALF OF THE BOARD OF DIRECTORS

PLACE: MOHALI.

DATE: 20.02.2026.

MAJOR HARJINDER SINGH JONJUA, RETD.

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 and such proxy need not 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 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 the 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.



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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.

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 names appear in the Register of Members / list of beneficiaries received from the depositories at the end of business hours on 13.02.2026.

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



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download from the Company's Website, being <https://jonjua.com/>. Kindly bring your copy of Notice to the meeting.

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 facility is being provided.

- Every Member is entitled to vote on a Resolution.
- 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.
- Books of the company shall remain closed from 07-03-2026 to 18-03-2026. The Members of the Company holding shares on the "cut-off date" of 06-03-2026 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.



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- The Company has appointed National Securities Depository Limited (NSDL) to provide VC/OAVM facility and e-voting facility for the Extra-Ordinary General Meeting. As per the provisions of Section 103 of the Act, shareholders attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum.
- Voting through electronic means:
- Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company has provided a facility to its members to cast their votes on resolutions as set forth in the Notice convening the Extra-Ordinary General Meeting to be held on Wednesday, 18th Day of March, 2026 at 04:30 PM, electronically through the e-voting service provided by NSDL. Resolution(s) passed by the Members through e-voting is/are deemed to have been passed as if they have been passed at the Extra-Ordinary General Meeting. The e-voting facility will commence from 09:00 A.M. (IST) on Friday, 15th Day of March, 2026 and end at 05:00 P.M. (IST) on Sunday, 17th Day of March, 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.
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 favor of the resolutions.

ON BEHALF OF THE BOARD OF DIRECTORS

PLACE: MOHALI.

MAJOR HARJINDER SINGH JONJUA, RETD.)

DATE: 20.02.2026.

MANAGING DIRECTOR, DIN: 00898324



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INSTRUCTIONS FOR E-VOTING

Step 1: How to Log-in to NSDL e-Voting website?

I. Login method for e-Voting for Individual members holding securities in demat mode
In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by listed companies, individual members holding securities in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail address in their demat account(s) in order to access e-Voting facility.

Login method for individual members holding securities in demat form is given below:

Type of members	Login Method
Individual members holding securities in demat mode with NSDL	<p>A. Users registered for NSDL IDeAS facility:</p> <p>For OTP based login:</p> <p>a) You can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp.</p> <p>b) You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN, Verification code and generate OTP.</p> <p>c) Enter the OTP received on registered email id/mobile number and click on login.</p> <p>d) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p> <p>e) Click on Company name i.e. Jonjua Overseas Limited or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>User name & password:</p>



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<p>a) Visit the e-Services website of NSDL i.e. https://eservices.nsd.com either on a personal computer or on a mobile device. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section.</p> <p>b) You will be prompted to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page.</p> <p>c) Click on the Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>B. Users not registered for NSDL IDeAS facility: Option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>e-Voting website of NSDL</p> <p>a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.</p> <p>b) A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</p>



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	<p>c) Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>e-Voting mobile application of NSDL. Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual members holding securities in demat mode with CDSL</p>	<p>Existing users who have opted for Easi/Easiest</p> <p>a) Login through their User ID and password. Option will be made available to reach e-Voting page without any further authentication.</p> <p>b) The URL for users to login to Easi/Easiest is www.cdslindia.com and click on login icon & My Easi New (Token) tab, and then use their existing Easi/Easiest username & password.</p> <p>c) After successful login of Easi/ Easiest the user will be also able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the e-Voting period. Additionally, there is also a link provided to access the system of all e-Voting service providers, so that the user can visit the e-Voting service providers' website directly. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>Users not registered for Easi/Easiest</p> <p>Option to register is available at www.cdslindia.com and click on login & My Easi New (Token) tab and then click on registration option.</p>



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	<p>Visit the e-Voting website of CDSL</p> <p>a) Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile Number & Email address, as recorded in the demat Account.</p> <p>b) After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual members (holding securities in demat mode) login through their Depository Participant(s)	<p>a) Members can also login using the login credentials of their demat account through Depository Participant(s) registered with NSDL/CDSL for e-Voting facility.</p> <p>b) Upon logging in, you will be able to see e-Voting option.</p> <p>c) Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>d) Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use 'Forget User ID' and 'Forget Password' options available at above mentioned website. Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual members	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022



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holding securities in demat mode with NSDL	- 4886 7000.
Individual members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800-21-09911.



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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

Mr. Narinder Pal Singh (DIN: 08470916), be and is hereby re-appointed as an Independent Director of the Company, to hold office for a term of five consecutive years from conclusion of previous term. It is requested that the said resolution be passed as a special resolution. Other than Mr. Narinder Pal Singh (DIN: 08470916) none of the directors is interested in said resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholdings, in the resolution set out at Item No. 1.

Item No. 2

The Board of Directors of the Company at its meeting held on 20th February, 2026, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Major Harjinder Singh Jonjua (Retd.) as Chairman-cum-Managing Director of the Company, subject to approval of members. Major Harjinder Singh Jonjua (Retd.) possesses extensive leadership, strategic and administrative experience. The Board is of the opinion that his experience, vision and management capabilities will be beneficial to the operations and growth of the Company. With a view to increase shareholders decision-making, the Company is seeking approval of above Resolution.

The appointment and remuneration are in compliance with the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act, 2013.

Other than Major Harjinder Singh Jonjua (Retd.), Harmanpreet Singh Jonjua, Maninder



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Kaur Jonjua and Ranbir Kaur Jonjua none of the Directors or KMP of the Company and their relatives are concerned or interested, financially or otherwise, except to the extent of their shareholdings, in the resolution set out at Item No. 2.

The Board recommends the Special Resolution set out at Item No. 2 for approval of the Members.

Item No. 3

The Board of Directors at its meeting held on 20th February, 2026 has, subject to the approval of members, proposed the appointment of M/s. S.K. Sikka & Associates, Company Secretaries (FCS 4241 and C.P. No.: 3582), as Secretarial Auditor of the Company to hold the office for a period of five years (Financial Year 2025-26 to 2029-30).

The proposed Secretarial Auditor has conveyed their consent to act as Secretarial Auditor of the Company and confirmed that the appointment, if made, would be within the limits prescribed under the Companies Act, 2013 and the rules made thereunder.

The Board considers that the appointment of M/s. S.K. Sikka & Associates as Secretarial Auditor is in the best interest of the Company and recommends the Special Resolution set out at Item No. 3 for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, except to the extent of their shareholdings, in the resolution set out at Item No. 3.

Item No. 4

The Company has obtained valuation reports from registered valuers in respect of approval of Brand Name "MAJOR HSJONJUA" and Trade Secret. The Valuation Reports of Brand Name "MAJOR HSJONJUA" dated 30.06.2025 and Valuation of the Trade Secret dated 22.01.2026, have been issued by Registered Valuers who are duly registered under the



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: 91-9872172032/7888413917 Phone: 0172-5096032

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Insolvency and Bankruptcy Board of India (IBBI) and qualified to act as valuers under the Companies Act, 2013. Company places from time-to-time valuation report on its website in compliance of various regulations and otherwise. In view of greater Shareholder transparency and opinion of shareholders the board sought to obtain their consent. The Board recommends that the members approve the said valuation reports.

Other than Major Harjinder Singh Jonjua (Retd.), Harmanpreet Singh Jonjua, Maninder Kaur Jonjua and Ranbir Kaur Jonjua none of the Directors of the Company and their relatives are concerned or interested, financially or otherwise, except to the extent of their shareholdings, in the resolution set out at Item No. 4.



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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 160071 Punjab.

Corp. 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 the Extraordinary General Meeting of members of the company, to be held on Wednesday, 18th March, 2026 at 545, Jubilee Walk, Sector 70, S.A.S. Nagar (Mohali), Punjab - 160071 at 12:45 P.M., and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

Special Resolution

1. Re-Appointment of Independent Director.



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2. Approval of the appointment of the Managing Director - Major Harjinder Singh Jonjua, Retd. as Chairman-cum-Managing Director (CMD).
3. Approval of the appointment of Secretarial Auditor, M/s. S.K. Sikka & Associates.
4. Approval of Valuation Reports.

Signed this ____ day of ____ 2026

Signature of Shareholder

Signature of Proxy holder(s)





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