JONJUA OVERSEAS LIMITED

NOTICE

DEAR SHAREHOLDERS,

NOTICE is hereby given that the 34th Annual General Meeting of the Members of **JONJUA OVERSEAS LIMITED** will be held on Friday, the 21st day of August, 2026 at 04:30 P.M. at the Registered Office of the Company located at OS 545, Jubilee Walk, Sector 70, Mohali 160071 Punjab to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2026:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2026 together with the Reports of the Board of Directors and Auditors thereon.

2. REAPPOINTMENT OF HARMANPREET SINGH JONJUA (DIN 05193545) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION:

To reappoint Harmanpreet Singh Jonjua (DIN 05193545) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, M/s APT & Co. LLP, Chartered Accountants (Firm Registration No.014621C/N500088) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting ('AGM') for a period of Five years subject to ratification as to the said appointment at every Annual General Meeting, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT Major Harjinder Singh Jonjua, Retd. - Chairman-cum-Managing Director of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

4. TO APPROVE ISSUE OF BONUS SHARES:

To consider and, if thought fit, to pass, with or without modifications, 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 Free reserves of the Company to issue fully paid up Bonus Shares in the ratio of 7 bonus shares for every 24 equity shares held by a Shareholder i.e. holder of 24 equity shares (shareholder) shall be issued 7 fully paid equity bonus shares each, aggregating to further issue up to 79,55,966 shares of Rs. 10/- each by capitalizing the General and/or Free Reserves to the extent of Rs. 7,95,59,660/- 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;

RESOLVED FURTHER THAT Major Harjinder Singh Jonjua, Retd. - Chairman-cum-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. - Chairman-cum-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. - Chairman-cum-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."

5. TO SET LIMIT FOR RELATED PARTY TRANSACTION IN RESPECT OF MAJOR HARJINDER SINGH JONJUA (RETD.):

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, (including any modification and re-enactment thereof for the time being in force), and as approved by the Audit Committee and Board of Directors of the Company, consent and approval of the Members of the Company be and is hereby accorded to one or more contract(s) / arrangement(s) / transaction(s) / agreement(s) including but not limited to transactions involving loan with or without an option under Section 62 (3) of Companies Act, 2013 as a term attached to the loan raised by the company to convert such loan into equity shares in the company, adjustment of amount due against subscription of shares including by assignees of amount due (including by sale or gift) may also adjust the said amount against subscription of shares, sale or purchase of goods, services, lease or shares/stocks or securities entered into or to be entered into from time to time by the Company with Major Harjinder Singh Jonjua (Retd.), up to the maximum amounts and other terms and conditions as detailed in the explanatory statement annexed to this Notice;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, including delegation of powers, in the best interests of the Company."

6. **TO SET LIMIT FOR RELATED PARTY TRANSACTION IN RESPECT OF MRS. MANINDER KAUR JONJUA:**

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, (including any modification and re-enactment thereof for the time being in force), and as approved by the Audit Committee and Board of Directors of the Company, consent and approval of the Members of the Company be and is hereby accorded to one or more contract(s) / arrangement(s) / transaction(s) / agreement(s) including but not limited to transactions involving loan with or without an option under Section 62 (3) of Companies Act, 2013 as a term attached to the loan raised by the company to convert such loan into equity shares in the company, sale or purchase of goods, services, lease or shares/stocks or securities entered into or to be entered into from time to time by the Company with Mrs. Maninder Kaur Jonjua, up to the maximum amounts and other terms and conditions as detailed in the explanatory statement annexed to this Notice;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, including delegation of powers, in the best interests of the Company."

7. TO SET LIMIT FOR RELATED PARTY TRANSACTION IN RESPECT OF MR. HARMANPREET SINGH JONJUA:

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, (including any modification and re-enactment thereof for the time being in force), and as approved by the Audit Committee and Board of Directors of the Company, consent and approval of the Members of the Company be and is hereby accorded to one or more contract(s) / arrangement(s) / transaction(s) / agreement(s) including but not limited to transactions involving loan with or without an option under Section 62 (3) of Companies Act, 2013 as a term attached to the loan raised by the company to convert such loan into equity shares in the company, sale or purchase of goods, services, lease or shares/stocks or securities entered into or to be entered into from time to time by the Company with the Mr.

Harmanpreet Singh Jonjua, up to the maximum amounts and other terms and conditions as detailed in the explanatory statement annexed to this Notice;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, including delegation of powers, in the best interests of the Company."

8. TO SET LIMIT FOR RELATED PARTY TRANSACTION IN RESPECT OF MRS. RANBIR KAUR JONJUA:

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, (including any modification and re-enactment thereof for the time being in force), and as approved by the Audit Committee and Board of Directors of the Company, consent and approval of the Members of the Company be and is hereby accorded to one or more contract(s) / arrangement(s) / transaction(s) / agreement(s) including but not limited to transactions involving loan with or without an option under Section 62 (3) of Companies Act, 2013 as a term attached to the loan raised by the company to convert such loan into equity shares in the company, sale or purchase of goods, services, lease or shares/stocks or securities entered into or to be entered into from time to time by the Company with the Mrs. Ranbir Kaur Jonjua, up to the maximum amounts and other terms and conditions as detailed in the explanatory statement annexed to this Notice;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, including delegation of powers, in the best interests of the Company."

9. TO SET LIMIT FOR RELATED PARTY TRANSACTION IN RESPECT OF HS JONJUA & SONS (HUF):

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, (including any modification and re-enactment thereof for the time being in force), and as approved by the Audit Committee and Board of Directors of the Company, consent and approval of the Members of the Company be and is hereby accorded to one or more contract(s) / arrangement(s) / transaction(s) / agreement(s) including but not limited to transactions involving loan with or without an option under Section 62 (3) of Companies Act, 2013 as a term attached to the loan raised by the company to convert such loan into equity shares in the company, sale or purchase of goods, services, lease or shares/stocks or securities entered into or to be entered into from time to time by the Company with HS Jonjua and Sons (HUF), up to the maximum amounts and other terms and conditions as detailed in the explanatory statement annexed to this Notice;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, including delegation of powers, in the best interests of the Company."

10. TO SET LIMIT FOR RELATED PARTY TRANSACTION IN RESPECT OF JONJUA AIR LIMITED:

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, (including any modification and re-enactment thereof for the time being in force), and as approved by the Audit Committee and Board of Directors of the Company, consent and approval of the Members of the Company be and is hereby accorded to one or more contract(s) / arrangement(s) / transaction(s) / agreement(s) including but not limited to transactions involving loan with or without an option under Section 62 (3) of Companies Act, 2013 as a term attached to the loan raised or granted by the company to convert such loan into equity shares in the company, sale or purchase of goods, services, lease or shares/stocks or securities entered into or to be entered into from time to time by the Company with Jonjua Air Limited, up to the maximum amounts and other terms and conditions as detailed in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, including delegation of powers, in the best interest of the Company."

11. <u>TO SET LIMIT FOR RELATED PARTY TRANSACTION IN RESPECT OF HSJONJUA AEROINFRA PRIVATE LIMITED:</u>

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, (including any modification and re-enactment thereof for the time being in force), and as approved by the Audit Committee and Board of Directors of the Company, consent and approval of the Members of the Company be and is hereby accorded to one or more contract(s) / arrangement(s) / transaction(s) / agreement(s) including but not limited to transactions involving loan with or without an option under Section 62 (3) of Companies Act, 2013 as a term attached to the loan raised or granted by the company to convert such loan into equity shares in the company, sale or purchase of goods, services, lease or shares/stocks or securities entered into or to be entered into from time to time by the Company with the HSJONJUA AEROINFRA PRIVATE LIMITED, up to the maximum amounts and other terms and conditions as detailed in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, including delegation of powers, in the best interest of the Company."

12. <u>TO SET LIMIT FOR RELATED PARTY TRANSACTION IN RESPECT OF HSJONJUA INNOVATEAGRO PRIVATE LIMITED:</u>

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made there under, (including any modification and re-enactment thereof for the time being in force), and as approved by the Audit Committee and Board of Directors of the Company, consent and approval of the Members of the Company be and is hereby accorded to one or more contract(s) / arrangement(s) / transaction(s) / agreement(s) including but not limited to transactions involving loan with or without an option under Section 62 (3) of Companies Act, 2013 as a term attached to the loan raised OR granted by the company to convert such loan into equity shares in the company, sale or purchase of goods, services, lease or shares/stocks or securities entered into or to be entered into from time to time by the Company with HSJONJUA INNOVATEAGRO PRIVATE LIMITED, up to the maximum amounts and other terms and conditions as detailed in the explanatory statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, including delegation of powers, in the best interest of the Company."

13. Approval for Acquisition of 'INNOVATIVE ECO-FRIENDLY TECHNOLOGY FOR VTOL/STOL HELIPADS AND AIRSTRIPS' ("TRADE SECRET") from Major Harjinder Singh Jonjua Retd. Chairman-cum-Managing Director

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

"**RESOLVED THAT** in accordance with provisions of Companies Act 2013, SEBI Guidelines and any other law for time being in force for acquisition of intangible good **'INNOVATIVE ECO.FRIENDLY TECHNOLOGY FOR VTOL/STOL HELIPADS AND AIRSTRIPS' ("TRADE SECRET")** is hereby approved.

RESOLVED FURTHER THAT the said acquisition at the cost of Rs. 19,13,62,000/- is approved. The said price is determined in accordance with valuation report of registered valuer CS Brij Agnihotri (IBBI Registration No. IBBI/RV/03/2022/14942) from Major Harjinder Singh Jonjua Retd. Chairman-cum-Managing Director (DIN 00898324). The said valuation report is also approved. The said amount may be paid on demand or may be adjusted against amount due or may be adjusted against subscription of shares of the amount due to either Major Harjinder Singh Jonjua Retd. or any of his assignees.

RESOLVED FURTHER THAT Major Harjinder Singh Jonjua Retd. Chairman-cum-Managing Director (DIN 00898324) may do all such acts in compliance of above resolution as is necessary to give effect to above resolution."

14. Amendment in Object Clause of Memorandum of Association:

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013("Act") and rules made thereunder including any statutory modification(s) or re- enactment(s) thereof for the time being in force and such other approvals, consent, sanction and permission of the appropriate statutory regulators, as may be necessary, the consent of the Members of the Company be and is hereby accorded for amendment in the main object Clause i.e. Clause III (A) of the Memorandum of Association ("MOA") of the Company by replacing word "merchants" with word "goods" in following manner:

"To carry on the business as agents, importers, exporters, distributors, stockists, contractors, suppliers, dealers, merchants of commodities, service, articles, ~~merchants~~ goods and products of all kinds and nature."

RESOLVED FURTHER THAT Major Harjinder Singh Jonjua Retd. Chairman-cum-Managing Director (DIN 00898324) may do all such acts in compliance of above resolution as is necessary to give effect to above resolution."

ON BEHALF OF THE BOARD OF DIRECTORS

PLACE: MOHALI. **(MAJOR HARJINDER SINGH JONJUA, RETD.)**
DATE: 28-07-2026. **CHAIRMAN-CUM-MANAGING 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/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE **PROXY** NEED NOT BE A MEMBER OF THE COMPANY.

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.

3. 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 Saturdays and holidays) between 2:30 PM to 4:30 PM up to the date of Annual General Meeting.

4. 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.**

5. 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.

6. 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.

7. 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.

8. The notice of AGM along with Annual Report for 2025-2026 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 permitted modes.

9. Non-resident Indian members are requested to inform the Company or its RTA or to the concerned DPs immediately the change in the residential status on return to India for permanent settlement.

10. 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 ClientID number with DPID number, as the case may be.

11. This Notice along with Annual Report for **2025 - 2026** is being sent to all members of the Company whose name appears in the Register of Members/list of beneficiaries received from the depositories on 14th August, 2026.

12. 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.

13. 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, www.jonjua.com .Kindly bring your copy of Annual Report to the meeting.

14. 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.

15. 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.

15. No gifts shall be provided to members before, during or after the AGM.

16. 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.

17. In case of joint holders attending the AGM, 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.

18. Members seeking any information about the accounts are requested to write to the Company at an early date, to enable the Management to keep the information ready at the AGM.

19. A route map showing direction to reach the venue of the AGM is given at the end of this notice as per the requirement of Secretarial Standards - 2 on General Meeting.

20. Voting System:

The company's shares are listed on **BSE SME Platform** and it has been determined to avail the facility of e-voting. Voting in accordance with provisions of Companies Act, 2013 may be by voting cast on a resolution including e-voting or by show of hands or such other method as may be required. A declaration by the Chairman of the meeting of the passing of a Resolution or otherwise by show of hands 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.

Remote e-Voting Start Date	18-08-2026
Remote e-Voting Start Time	9:00 AM
Remote e-Voting End Date	20-08-2026
Remote e-Voting End Time	5:00 PM
Date of AGM/ EGM	21-08-2026
Time of AGM	04:30 PM

- 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.
- Every Member entitled to vote on a Resolution and present in person shall, be entitled to vote based upon his shareholding.
- 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 "10th August, 2026 to 21st August, 2026," both days inclusive. The Members of the Company holding shares on the "cut-off date" of 7th August, 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.
- The results of the voting will be placed by the Company on its Website www.jonjua.com within 48 hours from the conclusion of the AGM and communicated to the stock exchanges, where the shares of the Company are listed.

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

ON BEHALF OF THE BOARD OF DIRECTORS

PLACE: MOHALI. **MAJOR HARJINDER SINGH JONJUA, RETD.)**

DATE: 28-07-2026. **CHAIRMAN-CUM-MANAGING DIRECTOR,**

DIN: 00898324

INSTRUCTIONS FOR E-VOTING

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

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	**A. Users registered for NSDL IDeAS facility:** For OTP based login: a) You can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. b) You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN, Verification code and generate OTP. c) Enter the OTP received on registered email id/mobile number and click on login. d) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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. User name & password: a) Visit the e-Services website of NSDL i.e. https://eservices.nsdl.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. 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. 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. **B. Users not registered for NSDL IDeAS facility:** Option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp e-Voting website of NSDL a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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. 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. 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. 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. NSDL Mobile App is available on App Store Google Play
Individual members holding securities in demat mode with CDSL	**A. Existing users who have opted for Easi/Easiest:** a) Login through their User ID and password. Option will be made available to reach e-Voting page without any further authentication. 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. 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. **B. Users not registered for Easi/Easiest:** Option to register is available at www.cdslindia.com and click on login & My Easi New (Token) tab and then click on registration option. **C. Visit the e-Voting website of CDSL:** 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. 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.
Individual members (holding securities in demat mode) login through their Depository Participant(s)	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. b) Upon logging in, you will be able to see e-Voting option. 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. 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.

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 holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 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.

EXPLANATORY STATEMENT

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

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

ITEM No. 2

Harmanpreet Singh Jonjua is non executive director of the company. The company is subject to retire director by rotation at every AGM. Harmanpreet Singh Jonjua is a director liable to retire by rotation and is eligible for reappointment. The Nomination and Remuneration Committee and the Board recommends his re-appointment based on the outcome of performance evaluation.

ITEM No. 3

The Statutory Auditors Jain and Associates have resigned because of non-renewal of Peer Review of their Audit Firm and therefore new Audit Firm was required to be appointed. In this regard, the Board has appointed APT & Co LLP peer review chartered accountant firm as statutory auditor of the Company. Company has received consent from the auditors.

None of the Directors or Key Managerial Personal is interested in the resolution.

ITEM No. 4

The equity shares of the Company are listed and actively traded on Bombay Stock Exchange of India Limited. With a view 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 28-07-2026 recommended an issue of Bonus Shares in the proportion of 7:24 (7 fully paid up equity shares as bonus for every 24 fully paid up equity shares held by the shareholder) subject to the shareholder and other regulatory authorities approval in the ensuing Annual General Meeting of the Company on the Record Date set by the Board, by capitalizing the amount standing to the credit of General Reserve and/or free reserves of the Company. 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.

ITEM Nos. 5 to 12

All the proposed transactions put up for approval are in ordinary course of business and at arm’s length. Though the transactions mentioned are in ordinary course of business and at prevailing market prices, as a matter of abundant caution the Board of Directors thought it prudent to seek shareholder's approval further in this matter:

Name	Particulars	Amount
Major Harjinder Singh Jonjua	Purchase and/or sale of goods and products, services, investments, stocks, shares, securities, tangible or intangible assets, intellectual property and intangible goods/property and rights of any type or kind, providing or obtaining lease, loans with or without an option under Section 62(3) of Companies Act, 2013 as a term attached to the loan raised by the company to convert such loan into equity shares in the company, adjustment of amount due against subscription of shares including by assignees of amount due (including by sale or gift) may also adjust the said amount against subscription of shares, sale or purchase of goods, services, lease or shares/stocks or securities entered into or to be entered into from time to time and lease back, salary, fees, and such other transactions as is required in the ordinary course of business.	Rs.1,00,00,00,000/- (Rupees One Hundred Crores)
Maninder Kaur Jonjua	Purchase and/or sale of goods and products, services, investments, stocks, shares, securities, tangible or intangible assets, intellectual property and intangible property and rights of any type or kind, providing or obtaining lease, loans with or without an option under Section 62(3) of Companies Act, 2013 as a term attached to the loan raised by the company to convert such loan including amount due into equity shares in the company or to	Rs.1,00,00,00,000/- (Rupees One Hundred Crores)

	adjust against subscription of shares, gifts, sale and lease back, salary, fees, and such other transactions as is required in the ordinary course of business.	
Harmanpreet Singh Jonjua	Purchase and/or sale of goods and products, services, investments, stocks, shares, securities, tangible or intangible assets, intellectual property and intangible property and rights of any type or kind, providing or obtaining lease, loans with or without an option under Section 62(3) of Companies Act, 2013 as a term attached to the loan raised by the company to convert such loan including amount due into equity shares in the company or to adjust against subscription of shares, gifts, sale and lease back, salary, fees, and such other transactions as is required in the ordinary course of business.	Rs.1,00,00,00,000/- (Rupees One Hundred Crores)
Ranbir Kaur Jonjua	Purchase and/or sale of goods and products, services, investments, stocks, shares, securities, tangible or intangible assets, intellectual property and intangible property and rights of any type or kind, providing or obtaining lease, loans with or without an option under Section 62(3) of Companies Act, 2013 as a term attached to the loan raised by the company to convert such loan including amount due into equity shares in the company or to adjust against subscription of shares, gifts, sale and lease back, salary, fees, and such other transactions as is required in the ordinary course of business.	Rs.1,00,00,00,000/- (Rupees One Hundred Crores)
HS Jonjua & Sons (HUF)	Purchase and/or sale of goods and products, services, investments, stocks, shares, securities, tangible or intangible	Rs.1,00,00,00,000/- (Rupees One Hundred Crores)

	assets, intellectual property and intangible property and rights of any type or kind, providing or obtaining lease, loans with or without an option under Section 62(3) of Companies Act, 2013 as a term attached to the loan raised by the company to convert such loan including amount due into equity shares in the company or to adjust against subscription of shares, gifts, sale and lease back, salary, fees, and such other transactions as is required in the ordinary course of business.	
Jonjua Air Limited	Purchase and/or sale of goods and products, services, investments, stocks, shares, securities, tangible or intangible assets, intellectual property and intangible property and rights of any type or kind, providing or obtaining lease, loans with or without an option under Section 62(3) of Companies Act, 2013 as a term attached to the loan raised by the company to convert such loan including amount due into equity shares in the company or to adjust against subscription of shares, gifts, sale and lease back, salary, fees, and such other transactions as is required in the ordinary course of business.	Rs.1,00,00,00,000/- (Rupees One Hundred Crores)
HSJONJUA AEROINFRA PRIVATE LIMITED	Purchase and/or sale of goods and products, services, investments, stocks, shares, securities, tangible or intangible assets, intellectual property and intangible property and rights of any type or kind, providing or obtaining lease, loans with or without an option under Section 62(3) of Companies Act, 2013 as a term attached to the loan raised by the company to convert such loan including amount due	Rs.1,00,00,00,000/- (Rupees One Hundred Crores)

	into equity shares in the company or to adjust against subscription of shares, gifts, sale and lease back, salary, fees, and such other transactions as is required in the ordinary course of business.	
HSJONJUA INNOVATEAGRO PRIVATE LIMITED	Purchase and/or sale of goods and products, services, investments, stocks, shares, securities, tangible or intangible assets, intellectual property and intangible property and rights of any type or kind, providing or obtaining lease, loans with or without an option under Section 62(3) of Companies Act, 2013 as a term attached to the loan raised by the company to convert such loan including amount due into equity shares in the company or to adjust against subscription of shares, gifts, sale and lease back, salary, fees, and such other transactions as is required in the ordinary course of business.	Rs.1,00,00,00,000/- (Rupees One Hundred Crores)

The Board recommends these resolutions for approval of the members. None of the Directors or Key Managerial Personal except those belonging to Promoters and Promoter Group are deemed to be interested or concerned in the Resolution.

Item No. 13

It is believed that use of trade secret intangible good involving technology on a going concern basis is a key growth driver for the Company. In hilly and border areas such technology is useful for low-cost aviation operations. Innovation and technology which brings key growth to the company is therefore required.

The Board recommends these resolutions for approval of the members. None of the Directors or Key Managerial Personal except those belonging to Promoters and Promoter Group are deemed to be interested or concerned in the Resolution.

Item 14

Object clause contains word merchant two times. Second time the word merchant does not remain in sync with wording of Object clause and therefore the Object clause is altered to include word ‘goods’ instead of ‘merchant’ in Object Clause of Memorandum of Association.

The Board recommends this Resolutions for approval of the members. None of the

Directors or Key Managerial Personal are deemed to be interested or concerned in the Resolution except to the extent of their shareholding.

ON BEHALF OF THE BOARD OF DIRECTORS

PLACE: MOHALI. **MAJOR HARJINDER SINGH JONJUA, RETD.)**

DATE: 28-07-2026. **CHAIRMAN-CUM-MANAGING DIRECTOR, DIN: 00898324**

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: OS 545, Jubilee Walk, Sector 70, Mohali 160071 Punjab.

Corp. Office: OS 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 Annual General Meeting of members of the company, to be held on Friday, 21st August, 2026 at OS 545, Jubilee Walk, Sector 70, S.A.S. Nagar (Mohali), Punjab - 160071 at 04:30 P.M., and at any adjournment thereof in respect of such resolutions as are indicated below:

<u>Ordinary Business:</u>

1. Adoption of the Audited Financial Statements for the Financial Year Ended 31 March, 2026.

2. Reappointment of Harmanpreet Singh Jonjua (DIN 05193545) as a director liable to retire by rotation.

<u>Special Business:</u>.

3. Appointment of Statutory Auditors of the Company.

4. To approve issue of Bonus Issue.
5. To Set Limit for Related Party Transactions in Respect of Major Harjinder Singh Jonjua (Retd.).
6. To Set Limit for Related Party Transactions in Respect of Mrs. Maninder Kaur Jonjua.
7. To Set Limit for Related Party Transactions in Respect of Mr. Harmanpreet Singh Jonjua.
8. To Set Limit for Related Party Transactions in Respect of Mrs. Ranbir Kaur Jonjua.
9. To Set Limit for Related Party Transactions in Respect of HS Jonjua & Sons (HUF).
10. To Set Limit for Related Party Transactions in Respect of Jonjua Air Limited.
11. To Set Limit for Related Party Transactions in Respect of HSJONJUA AEROINFRA Private Limited.
12. To Set Limit for Related Party Transactions in Respect of HSJONJUA INNOVATEAGRO Private Limited.
13. Approval for Acquisition of 'INNOVATIVE ECO.FRIENDLY TECHNOLOGY FOR VTOL/STOL HELIPADS AND AIRSTRIPS' ("TRADE SECRET") from Major Harjinder Singh Jonjua, Retd. - Chairman-cum-Managing Director:
14. Amendment in Object Clause of Memorandum of Association:

Signed this _____day of _____2026

Signature of Shareholder

Revenue Stamp

Signature of Proxy holder(s)