



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

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 MONDAY, THE 21ST DAY OF JULY, 2025 AT 12:45 P.M. AT 545, JUBILEE WALK, SECTOR 70, S.A.S. NAGAR (MOHALI), PUNJAB, INDIA 160071 TO TRANSACT THE FOLLOWING BUSINESSES:

SPECIAL BUSINESS:

1. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

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

***“RESOLVED THAT** pursuant to the provisions of section 61 and other applicable provisions of the Companies Act, 2013 and the Rules framed there under, the Authorized Share Capital of the Company be and is hereby increased from Rs. 24,95,00,000 (Rupees Twenty-Four Crores Ninety-Five Lakhs only) divided into 2,49,50,000 (Two Crores Forty-Nine Lakhs Fifty Thousand) equity shares of Rs. 10 each to 49,95,00,000 (Forty-Nine Crores Ninety-Five Lakhs only) divided into 4,99,50,000 (Four Crores Ninety-Nine Lakhs Fifty Thousand) equity shares of Rs. 10 each.*

***RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Major Harjinder Singh Jonjua, Retd. - Managing Director (DIN: 00898324) be and is hereby authorized to do all such acts, deeds, matters and things, finalize and execute all documents and writings as may be necessary, desirable or expedient as he may in his absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders or authorize to the end and intent that the*



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shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

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 Section 13 and other applicable provisions of the Companies Act, 2013 and the Rules framed there under, the existing Clause V of the Memorandum of Association of the Company relating to the Authorized Share Capital be amended and read as under:

"The Authorized Share Capital of the Company is Rs. 49,95,00,000 (Forty-Nine Crores Ninety-Five Lakhs only) divided into 4,99,50,000 (Four Crores Ninety-Nine Lakhs Fifty Thousand) equity shares of Rs. 10 each."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Major Harjinder Singh Jonjua, Retd. - Managing Director (DIN: 00898324) be and is hereby authorized to do all such acts, deeds matters and things, finalize and execute all documents and writings as may be necessary, desirable or expedient as he may in his absolute discretion deem fit, proper or desirable without being required to seek any further consent or approval of the shareholders or authorize to the end and intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

3. AUTHORISATION TO THE BOARD OF DIRECTORS TO MAKE LOANS, INVESTMENTS AND/OR INTERCORPORATE LOANS

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



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“RESOLVED THAT subject to Section 185, 186 and other applicable provisions of the Companies Act, 2013 (*“the Act”*) read with the Companies (Meetings of Board and its Powers) Rules, 2014, any amendments/enactments/re-enactments thereof as are applicable, consent of the Company be and is hereby accorded to the Board of Directors of the Company to do the following transactions:

- i) To convert amount paid as security/advance and interest as inter corporate loan;*
- ii) To acquire by way of subscription, purchase or otherwise the securities of any of the promoter group company;*
- iii) To give loans to any of its promoter group company and further to allow subsidiary(ies)/joint venture(s)/associate company(ies)/ any other body corporate(s), and/or to give guarantees or provide security in connection with loan(s) given by any other person to any of its subsidiary (ies)/joint venture(s)/associate company (ies)/any other body corporate(s);*

up to its paid up share capital and free reserves as per last audited balance sheet subject to any limit which provisions of Companies Act 2013 as may be prescribed by Companies Act 2013 for such investments/loans/guarantees, notwithstanding that the aggregate of the investments and loans so far made or to be made and the guarantees so far given or to be given by the company and securities so far provided and to be provided, exceeds the limits/will exceed the limits laid down by the Act read with the Rules there under.”

“RESOLVED FURTHER THAT the Major Harjinder Singh Jonjua, Retd. - Managing Director DIN 00898324 of the Company be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above mentioned transactions including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer, sale, recall, renewal, divestment or otherwise, either in part or in full, as he may, in his absolute discretion, deem appropriate, subject to the specified limits, take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and thereto, and to sign and to execute deeds, applications,



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documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

4. 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 Free reserves of the Company to issue fully paid up Bonus Shares in the ratio of 1 bonus share for every 20 equity shares held by Shareholder i.e. holder of 20 equity shares Shareholder shall be issued 1 fully paid equity share each, aggregating to further issue of 11,54,607 shares of Rs. 10/- each by capitalizing the General and/or Free Reserves to the extent of Rs. 1,15,46,070/- 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;



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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. - 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."

5. LOAN BY PROMOTER AND PROMOTER GROUP

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 applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof



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for the 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 that amount due towards promoter and promoter group shall be eligible to be adjusted against amount due on subscription in part or full, against equity shares or other securities of the Company.

RESOLVED FURTHER THAT Major Harjinder Singh Jonjua, Retd. - Managing Director DIN 00898324 of the Company be and is hereby authorized to determine the terms and conditions of such loan(s) and to take all such actions and steps as may be necessary to give effect to this resolution and his decision shall be full and binding in every respect."

6. ACQUISITION OF TRADE NAME

MAJOR HSJONJUA

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 applicable provisions of the Companies Act, 2013 read with applicable rules and regulations thereunder (including any statutory modification(s) or re-enactment thereof), and the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of

Directors of the Company to acquire the Trade Name **MAJOR HSJONJUA**, including but not limited to its intellectual property rights, associated know-how, trade business and all related rights upon such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT Harmanpreet Singh Jonjua, Director (DIN 05193545) be and is hereby authorized to finalize and execute the necessary documentation including agreements, deeds, or other instruments, and to do all acts, deeds, matters, and things as may be necessary, desirable, or expedient to give effect to this resolution and his decision shall be final and binding."



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7. TO SET LIMIT FOR RELATED PARTY TRANSACTIONS 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, sale including sale and lease back or purchase of goods including intellectual property and intangible property and rights of any type or kind, 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 of Rs. 50,00,00,000 (Rupees Fifty Crores).*

***RESOLVED FURTHER THAT** Harmanpreet Singh Jonjua Director (DIN 05193545) 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 and his decision shall be final and binding.”*



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8. TO SET LIMIT FOR RELATED PARTY TRANSACTIONS 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 including amount due 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 or to adjust amount due against issue of shares, sale including sale and lease back or purchase of goods including intellectual property and intangible property and rights of any type or kind, 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 of Rs. 50,00,00,000 (Rupees Fifty Crores).*

***RESOLVED FURTHER THAT** Major Harjinder Singh Jonjua Retd. Managing Director (DIN 00898324) 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 and his decision shall be final and binding.”*



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9. TO SET LIMIT FOR RELATED PARTY TRANSACTIONS 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 or to adjust amount due against issue of shares, sale including sale and lease back or purchase of goods including intellectual property and intangible property and rights of any type or kind, services, lease or shares/stocks or securities entered into or to be entered into from time to time by the Company with Mr. Harmanpreet Singh Jonjua, up to the maximum amounts and other terms and conditions as detailed in the explanatory statement annexed to this Notice of Rs. 50,00,00,000 (Rupees Fifty Crores).*

***RESOLVED FURTHER THAT** Major Harjinder Singh Jonjua, Retd. - Managing Director (DIN 00898324) 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 and his decision shall be final and binding.”*



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10. TO SET LIMIT FOR RELATED PARTY TRANSACTIONS 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 including amount due 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 or to adjust amount due against issue of shares, sale including sale and lease back or purchase of goods including intellectual property and intangible property and rights of any type or kind, services, lease or shares/stocks or securities entered into or to be entered into from time to time by the Company with Mrs. Ranbir Kaur Jonjua, up to the maximum amounts and other terms and conditions as detailed in the explanatory statement annexed to this Notice of Rs. 50,00,00,000 (Rupees Fifty Crores).*

***RESOLVED FURTHER THAT** Major Harjinder Singh Jonjua, Retd. - Managing Director (DIN 00898324) 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 and his decision shall be final and binding.”*



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11. TO SET LIMIT FOR RELATED PARTY TRANSACTIONS 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 including amount due 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 or to adjust amount due against issue of shares, sale including sale and lease back or purchase of goods including intellectual property and intangible property and rights of any type or kind, 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 of Rs. 50,00,00,000 (Rupees Fifty Crores).*

***RESOLVED FURTHER THAT** Major Harjinder Singh Jonjua, Retd. - Managing Director (DIN 00898324) 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 and his decision shall be final and binding.”*



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12. TO SET LIMIT FOR RELATED PARTY TRANSACTIONS 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 including amount due 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 or to adjust amount due against issue of shares, sale including sale and lease back or purchase of goods including intellectual property and intangible property and rights of any type or kind, 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 of Rs. 50,00,00,000 (Rupees Fifty Crores).*

***RESOLVED FURTHER THAT** Major Harjinder Singh Jonjua, Retd. - Managing Director (DIN 00898324) 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 and his decision shall be final and binding.”*



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13. TO SET LIMIT FOR RELATED PARTY TRANSACTIONS IN RESPECT OF HSJONJUA AEROINFRA PRIVATE 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 including amount due 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 or to adjust amount due against issue of shares, sale including sale and lease back or purchase of goods including intellectual property and intangible property and rights of any type or kind, services, lease or shares/stocks or securities entered into or to be entered into from time to time by the Company with HSJONJUA AEROINFRA PRIVATE LIMITED, up to the maximum amounts and other terms and conditions as detailed in the explanatory statement annexed to this Notice of Rs. 50,00,00,000 (Rupees Fifty Crores).

RESOLVED FURTHER THAT Major Harjinder Singh Jonjua, Retd. - Managing Director (DIN 00898324) 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 and his decision shall be final and binding.”



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14. TO SET LIMIT FOR RELATED PARTY TRANSACTIONS IN RESPECT OF HSONJUA INNOVATEAGRO PRIVATE 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 including amount due 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 or to adjust amount due against issue of shares, sale including sale and lease back or purchase of goods including intellectual property and intangible property and rights of any type or kind, services, lease or shares/stocks or securities entered into or to be entered into from time to time by the Company with HSONJUA INNOVATEAGRO PRIVATE LIMITED, up to the maximum amounts and other terms and conditions as detailed in the explanatory statement annexed to this Notice of Rs. 50,00,00,000 (Rupees Fifty Crores).*

***RESOLVED FURTHER THAT** Major Harjinder Singh Jonjua, Retd. - Managing Director (DIN 00898324) 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 and his decision shall be final and binding.”*



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(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

ON BEHALF OF THE BOARD OF DIRECTORS

PLACE: MOHALI.

MAJOR HARJINDER SINGH JONJUA, RETD.)

DATE: 26.06.2025.

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 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



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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. 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.



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

11. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company or its RTA quoting their Folio number or their client ID number with DPID number, as the case may be.

12. This Notice is being sent to all members of the Company whose name appears in the Register of Members / list of beneficiaries received from the depositories at the end of business hours on 20.06.2025.

13. The entry to the meeting venue will be regulated by means of attendance slips. For attending the meeting, members, proxies and authorized representatives of the members, as the case may be, are requested to bring the enclosed attendance slip completed in all respects, including Client ID and DP ID, and signed. Duplicate attendance slips will not be issued.

14. All members are requested to support Green Initiative of the Ministry of Corporate Affairs, Government of India and register their email addresses to receive all these documents electronically from the Company in accordance with Rule 18 of the Companies (Management & Administration) Rules 2014 and Rule 11 of the Companies (Accounts) Rules 2014. All the aforesaid documents have been uploaded on and are available for download from the Company's Website, being <https://jonjua.com/>. Kindly bring your copy of Notice to the meeting.

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



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minor, name of guardian and the date of birth of the member, and name and address of nominee. All members are requested to update their details as aforesaid with their respective Depository.

16. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in respect of the shares held by them.

17. No gifts shall be provided to members before, during or after the EGM.

18. Members may pursuant to Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014 file nomination in prescribed form SH-13 with the respective Depository Participant.

19. In case of joint holders attending the EGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

20. Voting System:

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 and sub-Reg. (1) & (2) of Reg. 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015, the Company is not required to provide mandatorily to its members the electronic facility to exercise their right to vote at the EGM. Therefore, in terms the provisions of Section 108 of the Companies Act, 2013, at any general meeting, a resolution put to the vote of the meeting shall, unless a poll is demanded under Section 109 or the voting is carried out electronically, be decided on a show of hands. A declaration by the Chairman of the meeting of the passing of a Resolution or otherwise by show of hands under sub-section (1) and an entry to that effect



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in the books containing the minutes of the meeting of the Company shall be conclusive evidence of the fact of passing of such resolution or otherwise.

- Every Member entitled to vote on a Resolution and present in person shall, on a show of hands, have only one vote irrespective of the number of shares held by him.
- A Proxy cannot vote on a show of hands.
- A Member who is a related party is not entitled to vote on a Resolution relating to approval of any contract or arrangement in which such Member is a related party.
- Books of the company shall remain closed from 12-07-2025 to 21-07-2025. The Members of the Company holding shares on the "cutoff date" of 11-07-2025 are entitled to vote on the Resolutions proposed. Cut-off date means the date on which the right of voting of the members shall be reckoned and a person who is not a member as on the cut-off date should treat this Notice for information purposes only.

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

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

ON BEHALF OF THE BOARD OF DIRECTORS

PLACE: MOHALI.

MAJOR HARJINDER SINGH JONJUA, RETD.)

DATE: 26.06.2025.

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 Nos. 1 & 2

In order to enable the Company to raise additional finance for issue of securities/equity shares in the domestic/international markets, the existing Authorized Share Capital may not be sufficient for the purpose. It is, therefore, considered necessary to increase the Authorized Share Capital of the Company to the extent mentioned in Item No. 1 of the Notice, with the consequential alterations in the Capital Clauses of the Memorandum of Association of the Company as set out in Items 1&2 of the Notice.

The provisions of the Companies Act, 2013 required the Company to seek the approval of the members for increase in the Authorized Share Capital and for the alteration of Capital Clause of the Memorandum of Association of the Company.

Your Directors recommend the above Resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution other than being Shareholders.

ITEM No. 3

Pursuant to the provisions of Section 186(2) of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

- (a) Give any loan to any person or other body corporate;



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(b) Give any guarantee or provide security in connection with a loan to any other body corporate or person; and

(c) Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

Exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186(3) of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186(2) of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary. In terms of Rule No.11(1) of the Companies (Meeting of Board and its Powers) Rules ('Rules'), where a loan or guarantee is given or security has been provided by a company to its wholly-owned subsidiary or a joint venture, or acquisition is made by a holding company, by way of subscription of securities of its wholly-owned subsidiary, the requirement of Section 186(3) of the 'Act' shall not apply, however it will be included for the purpose of overall limit. In the normal course of business, the Company may be required to give loans or guarantees or make investments in excess of the limits specified in Section 186(2) of the 'Act'.

Accordingly, it is proposed to seek prior approval of Members vide an enabling Resolution to provide loans, guarantees and make investments up to its share capital, free reserves and securities premium account as per last audited balance sheet or up to limit allowed under Companies Act or any other law for time being in force at any point of time including to promoter or promoter group companies.

None of the Directors or Key Managerial Personal except those belonging to the Promoter Group is deemed to be interested or concerned in the resolution.

The Board of Directors recommends the Special Resolution as set out at Item No. 3 of the Notice for approval by the members.



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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 26-06-2025 recommended an issue of Bonus Shares in the proportion of 1:20 (1 fully paid up equity shares as bonus for every 20 fully paid up equity held by the shareholder) subject to the shareholder and other regulatory authorities approval in the ensuing Extraordinary 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 resolution except to the extent of bonus shares on their shareholding.

ITEM No. 5

The Company has received support from its Promoter and Promoter Group from time to time in the form of advances and unsecured loan including amount due to meet its working capital, capital payments and operational requirements or supply of goods, services or assets or payment made on behalf of company. This will also provide the Company with flexibility to consider converting these loans into equity shares or other permissible instruments in accordance with applicable provisions of law.

The Board recommends this resolution for approval of the members. None of the Directors or Key Managerial Personal except those belonging to the Promoter Group is deemed to be interested or concerned in the resolution.

ITEM No. 6

The Company is actively pursuing growth strategies and diversification within financial service sector especially unlisted shares or acquisition of new business ventures. In line with this vision, the Board proposes the acquisition of the brand **MAJOR HSJONJUA**, a reputed and recognized name in its segment, possessing established market presence, consumer



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recall, and valuable intellectual assets. The trade name is well established name since early 1990's in global field of its work.

This acquisition is expected to enable the Company to strengthen its brand portfolio and enter or deepen its reach into new markets. The trade name value, trademarks, customer goodwill, proprietary know-how, and related intangible assets will form part of the acquisition. 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. The said amount due may also be adjusted against subscription of amount due against application and or allotment of equity shares in part or full.

None of the Directors or Key Managerial Personal except those belonging to the Promoter Group is deemed to be interested or concerned in the resolution.

The Board of Directors recommends the Special Resolution as set out at Item No. 6 of the Notice for approval by the members.

ITEM Nos. 7 to 14

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 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	Rs.50,00,00,000/- (Rupees Fifty Crores)



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	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.	
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 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.50,00,00,000/- (Rupees Fifty Crores)
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	Rs.50,00,00,000/- (Rupees Fifty Crores)



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		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.	
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.50,00,00,000/- (Rupees Fifty Crores)
HS Jonjua & Sons (HUF)		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	Rs.50,00,00,000/- (Rupees Fifty Crores)



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		lease back, salary, fees, and such other transactions as is required in the ordinary course of business.	
Jonjua Limited	Air	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.50,00,00,000/- (Rupees Fifty 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 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	Rs.50,00,00,000/- (Rupees Fifty Crores)



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	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.50,00,00,000/- (Rupees Fifty 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.



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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 Extraordinary General Meeting of members of the company, to be held on Monday, 21st July, 2025 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:

1. Increase in Authorised Share Capital of the Company.
2. Alteration of Memorandum of Association of the Company.



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3. Authorisation to the Board of Directors to make Loans, Investments and/or Intercompany Loans.
4. Loan by Promoter and Promoter Group.
5. Bonus Issue
6. Acquisition of Brand **MAJOR HSJONJUA**.
7. To Set Limit for Related Party Transactions in Respect of Major Harjinder Singh Jonjua (Retd.).
8. To Set Limit for Related Party Transactions in Respect of Mrs. Maninder Kaur Jonjua.
9. To Set Limit for Related Party Transactions in Respect of Mr. Harmanpreet Singh Jonjua.
10. To Set Limit for Related Party Transactions in Respect of Mrs. Ranbir Kaur Jonjua.
11. To Set Limit for Related Party Transactions in Respect of HS Jonjua & Sons HUF.
12. To Set Limit for Related Party Transactions in Respect of Jonjua Air Limited.
13. To Set Limit for Related Party Transactions in Respect of HSJONJUA AEROINFRA Private Limited.
14. To Set Limit for Related Party Transactions in Respect of HSJONJUA INNOVATEAGRO Private Limited.

Signed this ____ day of ____ 2025

Signature of Shareholder

Signature of Proxy holder(s)

Revenue
Stamp



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