



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

COMPANY SECRETARIAT

(A BANK DEBT FREE COMPANY)

JONJUA OVERSEAS LIMITED

NOTICE

DEAR SHAREHOLDERS,

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of **JONJUA OVERSEAS LIMITED** will be held on Saturday, the 27th day of September, 2025 at 04:00 P.M. at the Registered Office of the Company located at 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, 2025:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 March, 2025 together with the Reports of the Board of Directors and Auditors thereon.

2. RATIFICATION OF STATUTORY AUDITORS OF THE COMPANY:

To ratify statutory auditors M/s. Jain and Associates, Chartered Accountants (Firm Registration No. F.R.N.: 001361N) of the company for the financial year 2024-25.

3. TO CONSIDER AND RECOMMEND FINAL DIVIDEND, IF ANY FOR THE FINANCIAL YEAR ENDED 2024-25.

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

“RESOLVED THAT final dividend @ Re. 0.10 (1%) (10 paisa per equity share of Rs.10/-) as recommended by the Board of Directors be and is hereby declared out of the profits of the Company for the financial year 2024-25.”

SPECIAL BUSINESS:

4. RE-APPOINTMENT OF MR. HARMANPREET SINGH JONJUA, AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION:

MAJOR HSJONJUA

ਜੰਜੂਆ ਸ਼ੇਅਰ ਦੀ ਦੁਕਾਨ since 1990



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

“RESOLVED THAT Mr. Harmanpreet Singh Jonjua, Non-Executive Director (DIN: 05193545) who retires by rotation at this Annual General Meeting be and is hereby re-appointed as a Non-Executive Director of the Company and that his period of office be liable to determination by retirement of Directors by rotation.”

“RESOLVED FURTHER THAT Major Harjinder Singh Jonjua, Retd. – Managing Director (DIN 00898324) be and is hereby authorized to do all such acts, deeds, things, matters and execute all such documents as may be required to give effect to the aforesaid Resolution.”

5. TO APPOINT MR. CHETAN SHARMA AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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 149, 150, 152 read with schedule IV and Section 161(1) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), the consent of the members of the company be and is hereby accorded for appointment of Mr. Chetan Sharma as an Independent Director of the Company, from the conclusion of this Annual General Meeting (“AGM”) for a period of five years, and the terms of payment and such remuneration as may be determined by the Board of Directors.”

“RESOLVED FURTHER THAT Major Harjinder Singh Jonjua, Retd. – Managing Director (DIN: 00898324) be and is hereby authorized to do all such acts, deeds, things, matters and execute all such documents as may be required to give effect to the aforesaid resolution.”

6. TO CONVERT AND TRADE INVESTMENT OF SHARES AS STOCK:

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 the Companies Act, 2013, Income Tax Act, SEBI Guidelines and any other applicable laws rules or regulations, if any, applicable the consent of the Shareholders be and is hereby accorded to convert the existing investments held by the Company in HSJONJUA AEROINFRA Private Limited and HSJONJUA INNOVATEAGRO Private Limited into stock-in-trade either completely or in parts, and thereafter to sell, transfer, buy or otherwise deal in

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such securities in one or more tranches at such terms as may be deemed appropriate by Managing Director of the Company include purchasing additional stocks.”

“**RESOLVED FURTHER THAT** Jonjua Air Limited investment may also be converted into stock in trade as and when Managing Director of the Company deems fit including to buy or sell it after converting it into stock.”

“**RESOLVED FURTHER THAT** Major Harjinder Singh Jonjua, Retd. - Managing Director (DIN: 00898324) is authorised to do any of the acts to give effect to above resolution including past, present or future acts. Further his decision shall be considered final and binding in the matter.”

7. FINANCING FROM PROMOTERS OR PROMOTER GROUP OR RELATED PARTIES:

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 or any other law for time being in force the Company may with approval from Managing Director seek sale of goods or services whereby client can receive financial arrangement whereby any of the promoters or promoter group companies or related party may pay or promise to pay the Company on behalf of client on terms to be determined in the course of business.”

“**RESOLVED FURTHER THAT** decision of Managing Director shall be final and binding in the matter. It is also approved that any financial arrangement received by client shall be at sole discretion of any of the promoters or promoter group companies or related parties.”

“**RESOLVED FURTHER THAT** Major Harjinder Singh Jonjua, Retd. - Managing Director (DIN: 00898324) is authorised to do any of the acts to give effect to above resolution including past, present or future acts. Further his decision shall be considered final and binding in the matter.”

8. TRADING OF GOODS OR SERVICES:

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

“**RESOLVED THAT** pursuant to provisions of Companies Act, 2013 and any other law for time being in force the company may in one or more tranches perform sale or purchase of goods or services.”

“**RESOLVED FURTHER THAT** sale or purchase may be with any promoter or promoter group companies or related parties within limits approved in EGM dated 21st July, 2025 including past, present or future actions.”

MAJOR HSJONJUA

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“**RESOLVED FURTHER THAT** Major Harjinder Singh Jonjua, Retd. - Managing Director (DIN: 00898324) is authorised to do any of the acts to give effect to above Resolution including past, present or future acts. Further, his decision shall be considered final and binding.”

Date: 03 September, 2025.
Place: Mohali.

**For and on behalf of
Jonjua Overseas Limited**

Major Harjinder Singh Jonjua, Retd.
Managing Director (DIN: 00898324)

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 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.



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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 14:30 P.M to 16:30 P.M 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 2024-2025 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.
 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.

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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 2024 – 2025 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 29th August, 2025.

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, being 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,



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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.

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

17. 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.

18. 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.

19. 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.

20. 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.

21. 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 minute 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, 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.



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- Books of the company shall remain closed from '20th September, 2025 to 27th September, 2025' both days inclusive. The Members of the Company holding shares on the 'cut-off date' of 20th September, 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 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.

22. Dividend

The Board of Directors, in its Meeting held on 03rd September, 2025 has recommended a final dividend @ Re. 0.10 (1%) (10 paisa per equity share of Rs.10/-) out of the profits of the Company for the financial year 2024-25.

Date: 03 September, 2025.
Place: Mohali.

**For and on behalf of
Jonjua Overseas Limited**

Major Harjinder Singh Jonjua, Retd.
Managing Director (DIN: 00898324)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

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ITEM No. 4:

In view of the provisions of the Companies Act, 2013, Mr. Harmanpreet Singh Jonjua, Non-Executive Director (DIN: 05193545) retires by rotation at the meeting and being eligible for re-appointment, the Nomination and Remuneration Committee of the Board of Directors recommends re-appointment.

Your Directors Major Harjinder Singh Jonjua, Retd., Mrs. Maninder Kaur Jonjua, Mr. Harmanpreet Singh Jonjua may be interested in the said Resolution.

The Board seeks members approval for the Resolution.

ITEM No. 5:

Shareholders consent is sought to appoint Mr. Chetan Sharma as an Independent Director from the conclusion of this Annual General Meeting (“AGM”) for a period of five years. He is a post graduate with over a decade of experience in the corporate world. Mr. Chetan Sharma possesses requisite knowledge, experience and skill for the position of Independent Director as per required criteria under the Act and Rules & Regulations made thereunder. Mr. Chetan Sharma is not disqualified from being appointed as an Independent Director of the company. He has given his consent to act as an Independent Director of the Company. The Nomination and Remuneration Committee of the Board of Directors recommends his appointment. The remuneration will be paid as may be decided by the Board.

Except Mr. Chetan Sharma, no other Directors, Key Managerial Personnel of the company and their relatives thereof are interested or concerned financially or otherwise in the proposed Resolution.

The Board seeks members approval for the Resolution.

Item 6:

It is believed that it may be in the interest of company to convert investment into stock and then sell to any party including that of Promoters or Promoter Group Companies as approved by Shareholders in EGM dated 21 July 2025. Valuation Report, if any as and when available will be placed on Website of

MAJOR HSJONJUA

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the Company. Passing or not of this Resolution does not affect or modify the earlier passed Resolution as it is in furtherance of the earlier Resolution. Although not specifically required but keeping in view the philosophy of the management where the decisions of Shareholders are being implemented and for better Shareholder participation in decision making the Company seeks approval of above Resolution. Further, the said Resolution will be deemed to be in compliance with “Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)” as notified by SEBI vide its circular dated February 14, 2025, effective from July 01, 2025 or such other date as may be notified by SEBI) or as amended from time to time or such other laws as may be applicable in the given situation.

Your Directors Major Harjinder Singh Jonjua, Retd., Mrs. Maninder Kaur Jonjua, Mr. Harmanpreet Singh Jonjua may be interested in the said Resolution.

The Board seeks members approval for the Resolution.

Item 7:

With a view to increase business of the Company, and to adjust various requirements of clients this provision will enable the Company to increase its clients base and scope of business. As the Company’s business of trading of goods caters to a niche segment where increased flexibility may be required to increase sale and business scope of the company therefore all such acts of past, present, or future are covered in this Resolution. Passing or not of this Resolution does not affect or modify earlier passed Resolutions in this matter by the Shareholders as it is in furtherance of the earlier Resolutions. Valuation Report, if any as and when available will be placed on the Website of the Company. Although not specifically required but keeping in view the philosophy of management where the decisions of Shareholders are being implemented and for better Shareholder participation in decision making the company seeks approval of the above resolution. Further said resolution will be deemed to be in compliance with “Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)” as notified by SEBI vide its circular dated February 14, 2025, effective from July 01, 2025 or such other date as may be

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notified by SEBI) or as amended from time to time or such other laws as may be applicable in the given situation.

Your Directors Major Harjinder Singh Jonjua, Retd., Mrs. Maninder Kaur Jonjua, Mr. Harmanpreet Singh Jonjua may be interested in the said Resolution.

The Board seeks members approval for the Resolution.

Item 8:

During the course of business various business services or goods are availed or purchased or sold or provided by the Company to its Promoters or Promoter Group Companies or related parties. In the interest of business, the said transactions are placed for approval of members including all past, present, or future transactions. Valuation Report, if any as and when available will be placed on the Website of the Company. Passing or not of this Resolution does not affect or modify earlier passed Resolutions as it is in furtherance of earlier Resolutions. Although not specifically required but keeping in view the philosophy of management where the decisions of Shareholders are being implemented and for better Shareholder participation in decision making the Company seeks the approval of above Resolution. Further, the said Resolution will be deemed to be in compliance with “Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)” as notified by SEBI vide its circular dated February 14, 2025, effective from July 01, 2025 or such other date as may be notified by SEBI) or as amended from time to time or such other laws as may be applicable in given situation. Your Directors Major Harjinder Singh Jonjua, Retd., Mrs. Maninder Kaur Jonjua, Mr. Harmanpreet Singh Jonjua may be interested in the said Resolution. The Board seeks members approval for the Resolution.

Date: 03 September, 2025.
Place: Mohali.

**For and on behalf of
Jonjua Overseas Limited**

Major Harjinder Singh Jonjua, Retd.
Managing Director (DIN: 00898324)

MAJOR HSJONJUA

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Form No. MGT – 11

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, SAS Nagar, Mohali – 160071 Punjab.

Corporate Office: 545 Jubilee Walk, Sector – 70, SAS Nagar, Mohali – 160071 Punjab.

Name of the Member(s):

Registered address:

Appoint

1. Name:.....

Address:

E-mail Id:

Signature.....,

or failing him

2. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 33rd Annual General Meeting of members of the Company, to be held on Saturday, 27th day of September, 2025 at 04:00

MAJOR HSJONJUA

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P.M. at the Registered Office of the Company located at 545, Jubilee Walk, Mohali 160071 Punjab, and at any adjournment thereof in respect of such Resolutions as are indicted below:

Ordinary Business:

1. ADOPTION OF THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2025.
2. RATIFICATION OF STATUTORY AUDITORS OF THE COMPANY.
3. TO CONSIDER AND RECOMMEND FINAL DIVIDEND IF ANY FOR THE FINANCIAL YEAR ENDED 2024-25.

Special Business:

4. RE-APPOINTMENT OF MR. HARMANPREET SINGH JONJUA, AS A NON-EXECUTIVE DIRECTOR OF THE COMPANY LIABLE TO RETIRE BY ROTATION.
5. TO CONFIRM APPOINTMENT OF MR. CHETAN SHARMA AS AN INDEPENDENT DIRECTOR OF THE COMPANY.
6. TO CONVERT AND TRADE INVESTMENT OF SHARES AS STOCK.
7. FINANCING FROM PROMOTERS OR PROMOTER GROUP OR RELATED PARTIES.
8. TRADING OF GOODS OR SERVICES.

Signed this day of2025

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

MAJOR HSJONJUA

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