



JONJUA OVERSEAS LIMITED
(A Company listed and traded on the BSE SME)

CIN: L51909PB1993PLC013057
REGD.OFFICE: HM 228, PHASE 2, SAS NAGAR
MOHALI 160055 PUNJAB, INDIA.
E-MAIL ID: contactus@jonjua.com
PHONE: 0172-5096032, 4026849, 9872172032, 9988355330
website.www.jonjua.com

(A ZERO BANK DEBT COMPANY)
COMPANY SECRETARIAT

29-10-2021.

To,
The Listing Department,
The BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001.

Trading Symbol: **JONJUA**

Scrip Code: **542446**

Subject: EGM Notice is attached.

Dear Sir/Madam,

Notice of EGM dated 29-10-2021 for EGM to be held on 26-11-2021 is attached.

Kindly take the above information on record. .

Thanking you.

Very truly yours, **For Jonjua Overseas Limited**

For Jonjua Overseas Limited

Director

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





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NOTICE

NOTICE IS HEREBY GIVEN THAT EXTRA ORDINARY GENERAL MEETING OF THE COMPANY BE AND IS HEREBY CONVENED TO BE HELD ON FRIDAY, THE 26TH DAY OF NOVEMBER, 2021 AT 2:00 PM AT THE CORPORATE OFFICE OF THE COMPANY AT SCF 52, PHASE 2, MOHALI 160055 PUNJAB TO TRANSACT THE FOLLOWING BUSINESS(ES):

1. AMENDMENTS/REVISIONS OF THE ARTICLES OF ASSOCIATION:

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

"RESOLVED THAT in accordance with Section 14 of Companies Act, 2013 or any other applicable law for the time being in force the following amendments/revisions to the Articles of Association are made:

Article 3(i) to be amended/revised and to read as below thereafter:

3. (i) If any share certificate be worn out, defaced, mutilated or torn or if there be no further space on the back for endorsement of transfer, then upon production and surrender thereof to the company, a new certificate may be issued in lieu thereof, and if any certificate is lost or destroyed then upon proof thereof to the satisfaction of the company and on execution of such indemnity as the company deems adequate, a new certificate in lieu thereof shall be issued. Every certificate under this Article shall be issued on payment of Rs. 20/- (Rupees Twenty) for each certificate and postage, courier and handling charges in an amount to be decided by the Managing Director in his sole discretion and his decision shall be final and



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binding in the matter.

Article 38(b)(ii)(B) to be amended/revised and to read as below thereafter:

(B) paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid-up bonus shares, to and amongst such members in the proportions aforesaid;

FURTHER RESOLVED THAT Major Harjinder Singh Jonjua Retd, Managing Director of the Company be and is hereby authorized to sign and file all the requisite e-forms including Form MGT 14 along with such other documents as may be required, with the Registrar of Companies and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this aforesaid resolution”.

2. ADDITIONS TO THE ARTICLES OF ASSOCIATION:

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

"RESOLVED THAT in accordance with Section 14 of Companies Act, 2013 or any other applicable law for the time being in force the following additions to the Articles of Association are made:

Others

92. Buy-Back of Shares:

Notwithstanding anything contained in these Articles of Association of the company but subject to the provisions of the Companies Act, 2013 or any other applicable law for the time being in force, the



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company may purchase its own shares or other specified securities.

93. Notwithstanding anything contained in these Articles of Association of the company but subject to the provisions of the Companies Act, 2013 or any other applicable law for the time being in force, the charges for a document supplied by the company to a shareholder on request shall be such amount as maximum allowed under various legal provisions and if no such amount is specified then Rs. 10 per page of the document for a copy to be provided and postage, courier and handling charges in an amount to be decided by the Managing Director in his sole discretion and his decision shall be final and binding in the matter. Further, every such request for a document made to the company by the shareholder shall state details of the document requested including legal provisions under which the request is made.

94. Managing Director and/or Whole Time Director will have the power to sign various contracts, agreements, Memorandum of Understanding, bank and charge documents and such other documents as may be required in the running of business of the company.

FURTHER RESOLVED THAT Major Harjinder Singh Jonjua Retd, Managing Director of the Company be and is hereby authorized to sign and file all the requisite e-forms including Form MGT 14 along with such other documents as may be required, with the Registrar of Companies and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this aforesaid resolution”.

Place: Mohali

Dated: 29.10.2021

CERTIFIED TRUE COPY

For **JONJUA OVERSEAS LIMITED**

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



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Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) are annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ 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) for two hours up to the date of Extra ordinary 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



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Board Resolution together with their 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 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.

9. 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.

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 Client ID number with DPID number, as the case may be.

11. 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 29th October, 2021.

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



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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 Notice 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/company.

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.

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

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 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.

19. 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



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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 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 November 19, 2021 to November 26, 2021. The Members of the Company holding shares on the “cut-off date” of November 19, 2021, 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 EGM and also 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 EGM subject to the receipt of the requisite number of votes in favour of the resolutions.



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Explanatory Statement pursuant to section 102 of the Companies Act, 2013:

Item No. 1 & 2

The Company proposes for the Amendments/Revisions/Additions to the existing set of Articles of Association of the company for the betterment and in the best interests of the shareholders.

As per the provisions of Section 14 of the Companies Act 2013, approval of the members is required to be accorded for the Alteration of Articles of Association of the Company by way of passing a Special Resolution, hence, the resolution is put up for members approval.

None of the directors or the Key Managerial persons of your company and their relatives are concerned or interested financially or otherwise in this resolution set out at Item No. 1 and 2 of this Notice except to the extent of their Shareholding or performance of their duty as a part of Board.

CERTIFIED TRUE COPY

Place: Mohali

For **JONJUA OVERSEAS LIMITED**

Dated: 29.10.2021

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