



JONJUA OVERSEAS LIMITED

(Formerly Jonjua Overseas Private Limited)

CIN: L51909PBI993PLC013057

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

31st May, 2022.

To:
The Listing & Compliance Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai — 400023.

TradingSymbol: **JONJUA**

Scrip Code: **542446**

Subject: **Annual Secretarial Compliance Report for the year ended March 31, 2022 as per Regulation 24A of SEBI (Listing and Obligations and Disclosure Requirements) Regulations, 2015 (“ Listing Regulations”)**.

We enclose herewith the Compliance Certificate of the Company (“**Jonjua Overseas Limited**”) pursuant to Regulation 24A of the Listing Regulations read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, Please find enclosed the annual secretarial compliance report for the year ended March 31, 2022 duly signed by Practicing Company Secretary of the Company.

You are requested to 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)



SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022.

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To:

The Board of Directors

Jonjua Overseas Limited

Regd. Office: HM-228, Phase-2, SAS Nagar, Mohali-160055 Punjab.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Jonjua Overseas Limited** (hereinafter called the '**Company**'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Based on my verification of the **Jonjua Overseas Limited** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2022** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **Jonjua Overseas Limited ("The Company")** for the financial year ended on **31st March, 2022** according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws Framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not Applicable - as there was no such event in the Company);
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not Applicable - as there was no such event in the Company);
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share

Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not Applicable - as the company is not registered as RTA);

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not Applicable - as there was no such event in the Company); and
- h) The Securities and Exchange Board of India (Buyback of Securities Regulations), 1998; (Not Applicable - as there was no such event in the Company);

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors, if any, that took place during the period under review were carried out in compliance with the provisions of the Act.

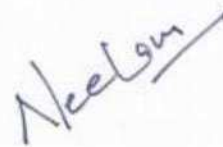
Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the Minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has made bonus issue of 6,81,115 shares of Rs. 10/- each amounts to Rs. 68,11,150/-

Date: 13.05.2022.
Place: Panchkula



Neelam Beniwal, ACS
Practising Company Secretary
Membership No: A29494
C.P. No. 14039
UDIN: A029494D000318409