



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)

03/09/2025.

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

Trading Symbol: JONJUA

Scrip Code: 542446

Subject: Annual Report for the Financial Year 2024-2025.

Dear Sir/Madam,

We wish to inform you that the 33rd Annual General Meeting (“AGM”) of the Company will be held on Saturday, 27th September, 2025 at 04:00 PM at the Registered Office of the Company at 545, Jubilee Walk, Sector 70, Mohali 160071 Punjab. Pursuant to Regulation 34 (1) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company along with the Notice of AGM for the Financial Year 2024 – 2025 which is being sent to members of the Company by permitted mode(s).

You are requested to please take the above information on record.

Thanking you.

Very truly yours,

For JONJUA OVERSEAS LIMITED

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



JONJUA OVERSEAS LIMITED

ਜੰਜੂਆ

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CIN: L51909PB1993PLC013057

REGD. & CORPORATE OFFICE:

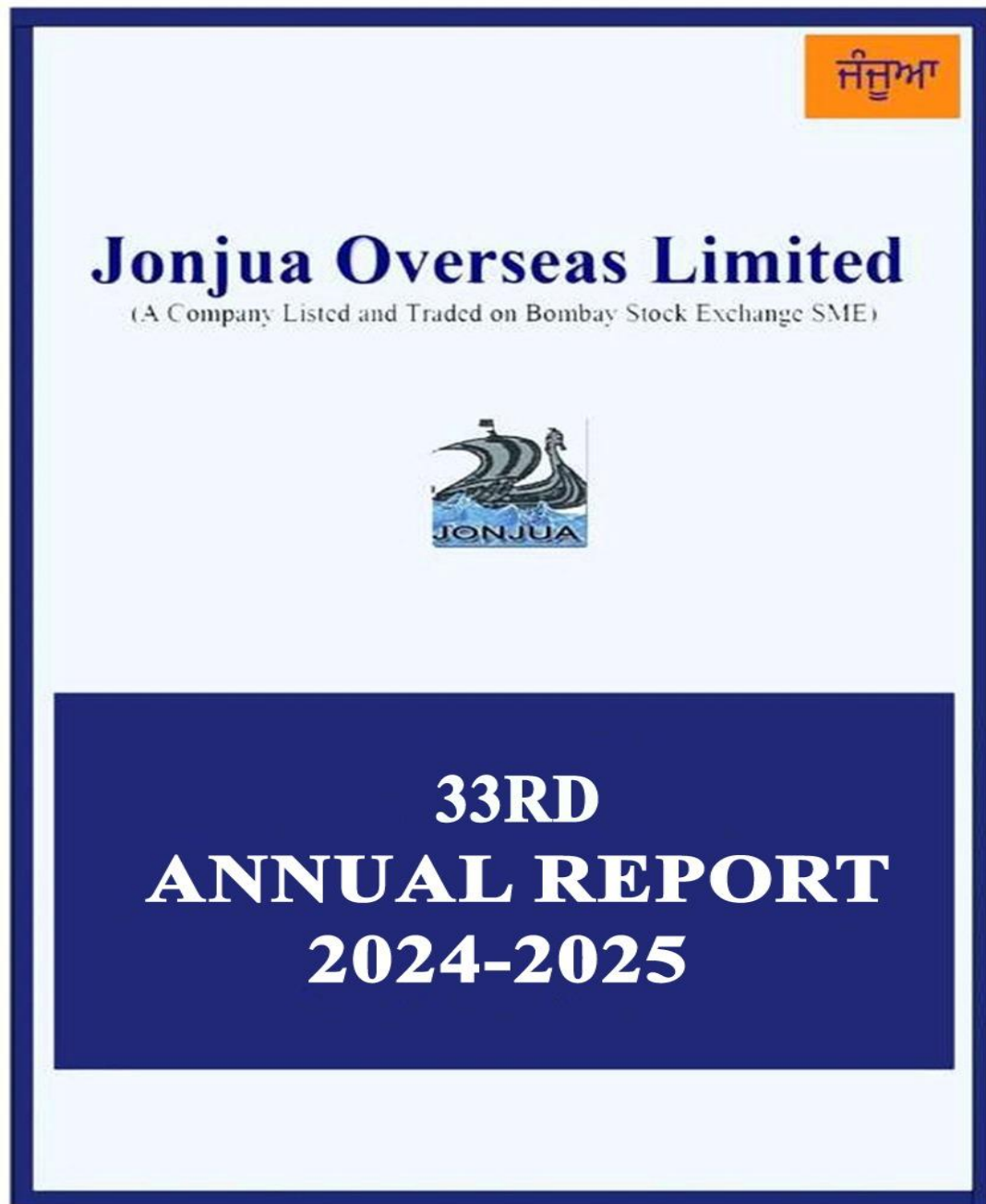
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MAJOR HSJONJUA

ਜੰਜੂਆ ਸ਼ੇਅਰ ਦੀ ਦੁਕਾਨ since 1990



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CORPORATE INFORMATION - JONJUA OVERSEAS LIMITED

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Board of Directors

- Major Harjinder Singh Jonjua (Retd.)
- Mrs. Maninder Kaur Jonjua
- Mr. Harmanpreet Singh Jonjua
- Mr. Vinod Kumar Kalia
- Mr. Narinder Pal Singh
- Mr. Dinesh Sharma

Chief Financial Officer

- Mrs. Ranbir Kaur Jonjua

Statutory Auditors

- M/s Jain and Associates

Bankers

- Karnataka Bank Limited

Solicitors

- Atul Mandhar & Associates

Tax, Finance and Corporate Law Adviser

- Mr. Harmanpreet Singh Jonjua, Advocate

Company Secretary in Practice

- SK Sikka & Associates

Company Secretary and Compliance Officer

- Ms. Vaishali Rani

Registered Office Address

- 545, Jubilee Walk, Sector 70, Mohali 160071 Punjab

Corporate Office Address

- 545, Jubilee Walk, Sector 70, Mohali 160071 Punjab
- Phone: 00-91-172-4026849 WhatsApp: 9872172032
- Fax: 00-91-172-5096032
- Email: contactus@jonjua.com
- Website: www.jonjua.com

MAJOR HSONJUA

ਜੰਜੂਆ ਸ਼ੇਅਰ ਦੀ ਦੁਕਾਨ since 1990



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Managing Director's Message

Dear Shareholders,

I am pleased to inform you that we have performed credibly in a challenging business environment.

Reviewing 2024 – 2025

Total income of the Company has increased from **Rs. 418.72 Lakhs to Rs. 654.38 Lakhs**. Further, Profit after Tax has increased from **Rs. 120.63 lakhs to Rs. 245.78 lakhs** during the year ended 31st March, 2025. There is a substantial improvement in performance of the Company.

Growth Drivers

I am happy to inform you that apart from existing verticals we are looking at working with other Group Companies specially related to Aviation. The Company has increased focus on increasing its range of services and goods to increase its geographical coverage. The Global In-house Centre and Business Library shall give the Company a cutting edge over competition in the years ahead.

Future Prospects

I have a positive view about the future of the company. We are actively seeking new markets, products, and services to expand the Company's business.

Finally, I thank all shareholders, employees and clients for their continued patronage and support and hope that all stakeholders will continue to support the Company in the year ahead to make it a global force to reckon with.

With warm regards,

Sincerely,

Major Harjinder Singh Jonjua, Retd.

Managing Director

MAJOR H.S. JONJUA

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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:



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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 HSONJUA AEROINFRA Private Limited and HSONJUA 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 HSONJUA

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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 paise 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



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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 HJSJONJUA

ਜੰਜੂਆ ਸ਼ੇਅਰ ਦੀ ਦੁਕਾਨ since 1990



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

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COMPANY SECRETARIAT

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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 H S JONJUA ਜੰਜੂਆ ਸ਼ੇਅਰ ਦੀ ਦੁਕਾਨ since 1990



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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



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DIRECTORS' REPORT

To,
The Members
Jonjua Overseas Limited.

Your Directors are pleased to present the 33rd Annual Report on the business and operations of the Company together with the Audited Financial Accounts for the Financial Year ended 31 March, 2025.

1. FINANCIAL HIGHLIGHTS:

The Table below depicts the financial performance of your Company for the year ended 31st March, 2025.

Particulars	2024-2025 (Rs. in lacs)	2023-2024 (Rs. in lacs)
Net Revenue from Operations	476.97	394.56
Other Revenue	177.41	24.16
Total Revenue	654.38	418.72
Expenses	268.51	223.46
Earnings before Interest, Tax, Depreciation and Amortization (EBITDA)	385.87	195.26
Finance Cost	25.40	0.33
Depreciation and Amortization Expense	38.13	32.47
Profit Before exceptional items and tax	322.34	162.46
Exceptional Items	0	0
Profit before tax	322.34	162.46
Tax Expense	76.56	41.83
Profit After Tax	245.78	120.63

There is a great positive improvement in the performance of the company.



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2. STATE OF COMPANY'S FINANCIAL AFFAIRS:

During the year under review, the Company has recorded total revenue of Rs. 654.38 Lakhs as compared to the previous year amount of Rs. 418.72 Lakhs. The company intends to foray into new ventures specially involving Global In-house Centre, Business Library, digital and paper book sector, providing Aviation and Agro consultancy services, etc. The Company is looking forward to increase its numbers in the coming financial years with the support of all the Stakeholders of the Company.

3. MATERIAL CHANGES AND COMMITMENTS, IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY, HAVING OCCURRED SINCE THE END OF THE FINANCIAL YEAR TILL THE DATE OF THIS REPORT:

No material changes and commitments affecting the financial position of the Company have occurred between the end of the Financial Year and the date of this report.

4. BONUS ISSUE:

During the Financial Year under review, no Bonus Issue on the BSE SME Platform has been issued by the Company

5. FUTURE OUTLOOK:

Your Company is doing well in its segment and can tap the export thrust prevailing today in India. Your Company is also looking for new opportunities in Service Exports, Printed Books, e-Books, Business Library, Global In-house Centre, Corporate Consultancy, Aviation, and Agriculture so that it can use its experience and goodwill to penetrate deeper in the segment.

6. NATURE OF BUSINESS:

Your Company is into the Service Exports, Corporate Consultancy, Agriculture, Business Library, Global In-house Centre, e-Books along with sale of Printed Books. The Services and products of the Company are commanding premium value due to their uniqueness.

7. DEMATERIALISATION OF EQUITY SHARES:

Equity Shares of the Company are in Dematerialized form with either of the depositories viz. NSDL and CDSL. The ISIN No. allotted is **INE793Z01027**.



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8. TRANSFER TO RESERVES:

The Company has transferred balance amount to Other Equity from Profit and Loss Account for the Financial Year ended 31 March, 2025.

9. SHARE CAPITAL:

During the year under review, on 05th September, 2024, the Authorized Share Capital of the Company has increased from Rs. 8,00,00,000/- (Rupees Eight Crore only) divided into 80,00,000 (Eighty Lakhs) equity shares of Rs. 10/- each to Rs. 16,00,00,000/- (Rupees Sixteen Crore only) divided into 1,60,00,000 (One Crore Sixty Lakhs) equity shares of Rs. 10/- each. On 11th February, 2025 the Authorized Share Capital of the Company has increased from Rs. 16,00,00,000/- (Rupees Sixteen Crores Only) divided into 1,60,00,000 (One Crore Sixty Lakhs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 24,95,00,000/- (Rupees Twenty-Four Crores Ninety-Five Lakhs Only) divided into 2,49,50,000 (Two Crore Forty-Nine Lakhs Fifty Thousand) equity shares of Rs. 10/- (Rupees Ten only) each.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

S. No.	Designation	Name
1	Managing Director	MAJOR HARJINDER SINGH JONJUA, RETD.
2	Whole Time Director	MANINDER KAUR JONJUA
3	Non-Executive Director	HARMANPREET SINGH JONJUA
4	Independent Director	VINOD KUMAR KALIA
5	Independent Director	NARINDER PAL SINGH
6	Independent Director	DINESH SHARMA
7	Chief Financial Officer	RANBIR KAUR JONJUA
8	Company Secretary and Compliance Officer	VAISHALI RANI

MAJOR H.S. JONJUA

ਜੰਜੂਆ ਸ਼ੇਅਰ ਦੀ ਦੁਕਾਨ since 1990



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During the year under review, on January 07, 2025, Brig. Satwinder Singh Gill, Retd., Non-Executive Director, has resigned from the post of Non-Executive Director of the Company.

11. MEETINGS OF THE BOARD AND COMMITTEES:

During the Financial Year 2024-2025, total of 14 Bonus Meetings was held. The maximum time-gap between any two consecutive meetings did not exceed 120 days. The details of the Board Meetings are:

Board of Directors Meeting	
Date	No. of Directors Present
10/05/2024	7
22/05/2024	7
12/08/2024	7
05/09/2024	7
17/09/2024	7
20/09/2024	7
12/11/2024	7
21/11/2024	7
23/12/2024	7
15/01/2025	6
17/01/2025	6
18/01/2025	6
14/03/2025	6
15/03/2025	6

12. COMMITTEES:

The Company has constituted an Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee.



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I. Audit Committee:

The Company has a duly constituted Audit Committee. The Board of Directors have accepted all the recommendations given by the Audit Committee during the FY 2024-2025. During the year, Four Audit Committee meetings took place on the dates as stated in the Table.

Audit Committee Meetings		
S. No.	Date	Attendance
1.	22-05-2024	3
2.	12-08-2024	3
3.	12-11-2024	3
4.	15-01-2025	3
4.	14-03-2025	3

II. Stakeholders Relationship Committee:

The Board has constituted a Stakeholders Relationship Committee as required under Securities Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (**“the Regulations”**). The Board of Directors has accepted all the recommendations given by the Stakeholders Relationship Committee during the FY 2024 – 2025. During the year, four Stakeholders Relationship Committee meetings took place on the dates as stated in the Table.

Stakeholders Relationship Committee Meetings		
S. No.	Date	Attendance Directors
1)	22-05-2024	3
2)	12-08-2024	3
3)	12-11-2024	3
4)	14-03-2025	3



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COMPANY SECRETARIAT

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III. Nomination and Remuneration Committee:

The Board has constituted a Nomination and Remuneration Committee as required under Securities Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (**“the Regulations”**). The Board of Directors has accepted all the recommendations given by the Nomination and Remuneration Committee during the FY 2024-2025. During the year, four Nomination and Remuneration Committee meetings took place on the dates as stated in the Table.

Nomination and Remuneration Meetings		
S. No.	Date	Attendance
1.	22-05-2024	4
2.	12-08-2024	4
3.	12-11-2024	4
4.	14-03-2025	4

13. BOARD EVALUATION:

The Companies Act, 2013 and SEBI (LODR) Regulations, 2015 mandates that the Board carry out an annual evaluation of its own performance, the Board Committees, and the individual Directors pursuant to the provisions of the Act. The performance of the Board was evaluated by the Board after seeking inputs from all the Directors based on the criteria such as the Board composition and structure, effectiveness of Board processes, information flow, frequency of meetings, and functioning, etc. The Board and the Nomination and Remuneration Committee reviewed the performance of the individual Directors based on the criteria such as the contribution of the individual Director to the Board and Committee Meetings. The Managing Director was also evaluated on the key aspects of his role. In a separate meeting of Independent Directors, held on performance of Non-Independent Directors, performance of the Board as a whole and performance of the Managing Director was evaluated, considering the views of Executive Directors and Non-Executive Directors.



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14. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has always believed in providing a safe and harassment free workplace for every individual working in the premises and always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment. Under the said Act, every Company is required to set up an Internal Complaints Committee to investigate complaints relating to sexual harassment at work place of any women employee. During the year ended 31st March, 2025, the Company has not received any complaint pertaining to sexual harassment.

15. DETAILS OF REMUNERATION TO DIRECTORS:

The remuneration paid to the Directors is in accordance with the provisions of the Companies Act, 2013 and any other re-enactment(s) for the time being in force. The information relating to remuneration of Directors and details of the ratio of the remuneration of each Director to the median employees' remuneration and other details as required pursuant to Section 197(12) of the Companies Act, 2013 and the Rules made thereunder read along with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as under:

Major Harjinder Singh Jonjua (Retd.)	
Salary (Rs.)	Ratio
75,000	1:4

Maninder Kaur Jonjua	
Salary (Rs.)	Ratio
75,000	1:4

I. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year:



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i. The percentage increase in remuneration of each Director, Chief Financial Officer (CFO), Company Secretary and Compliance officer:

There is no increase in remuneration beyond limits allowed pursuant to applicability of section 197 of the Companies Act, 2013.

ii. The percentage increase in the median remuneration of employees in the Financial Year:

Increase in salary and remuneration is 2.4 times (The figure is calculated by comparing median remuneration of FY 2023-2024 with median remuneration of 2024-2025).

iii. The number of permanent employees on the rolls of Company: 4.

The total number of employees including Whole-Time Director and Managing Director as on 31 March, 2025 is 6.

iv. The Company has formulated a remuneration policy as per provisions of Companies Act, 2013 during the Financial Year and henceforth the remuneration will be accordance with such policy.

16. VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES:

Your Company is committed to highest standards of ethical, moral, and legal business conduct. Accordingly, the Board of Directors has formulated a Whistle Blower Policy which follows the provisions of Section 177(10) of the Companies Act, 2013. Employees can raise concerns regarding any discrimination, harassment, victimization, any other unfair practice being adopted against them or any instances of fraud by or against your Company. It also provides for adequate safeguards against the victimization of employees who avail of the mechanism and allows direct access to the Chairman of the Audit Committee in exceptional cases.



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17. RISK MANAGEMENT POLICY:

The Company has formulated a Risk Management Policy and a Risk Management Committee for dealing with different kinds of risks which it faces in day-to-day operations of the Company. Risk Management Policy of the Company outlines different kinds of risks and risk mitigating measures to be adopted by the Board. The Company has adequate Internal Control Systems and procedures to combat the Risk. The Risk Management procedure will be reviewed by the Audit Committee and Board of Directors on time-to-time basis.

18. POLICY ON PRESERVATION OF THE DOCUMENTS:

The Company has formulated a Policy to Regulation 9 of the Securities Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 ("Regulations") on Preservation of the Documents to ensure safekeeping of the records and safeguard the Documents from getting mutilated or destroyed, while at the same time avoiding superfluous inventory of Documents.

19. POLICY ON CRITERIA FOR DETERMINING MATERIALITY OF EVENTS:

The Policy is framed in accordance with the requirements of the Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("Regulations"). The objective of the Policy is to determine materiality of events or information of the Company and to ensure that such information is adequately disseminated in pursuance with the Regulations and to provide an overall governance framework for such determination of materiality.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

During the year under review, all the Related Party Transactions were in the ordinary course of the business and at arm's length basis and, therefore, the provisions of Section 188 are not applicable. Those transactions were placed before the Audit Committee of Directors for prior approval in the form of Omnibus Approval.



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21. RELATED PARTY TRANSACTIONS UNDER ACCOUNTING:

Material Related Party Transactions are disclosed in Annexure-1 in Form AOC-2 pursuant to clause (h) of subsection (3) of Section 134 read with Rule 8(2) of Companies (Accounts) Rules, 2014.

22. AUDITORS' AND AUDITORS' REPORT

Statutory Auditors:

The Company has appointed **M/s. Jain and Associates, Chartered Accountants**, as Statutory Auditors of the Company. They have confirmed that they are not disqualified from continuing as Auditors of the Company. The Notes on Financial Statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, or adverse remark.

23. Internal Audit Controls and their Adequacy:

The Company had appointed Internal Auditors in accordance with provisions of Companies Act, 2013. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of process for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. Internal Auditors findings are discussed with the process owners and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

24. Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed **SK Sikka and Associates**, a Practicing Company Secretary bearing Membership No. 4241 and CP No. 3582 to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit carried out is annexed herewith as **Annexure-2** as Secretarial Audit Report. The Report does not contain any



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observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013. During the period under review, the Company has complied with the applicable Secretarial Standards notified by the Institute of Company Secretaries of India.

25. PARTICULARS OF EMPLOYEES:

Your directors' place on record, their deep appreciation for the contribution made by the employees of the Company at all levels. The information on employees' particulars as required under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended), is forming part of this Directors' Report. There are no employees drawing remuneration more than the limits prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

26. CORPORATE GOVERNANCE:

As per Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance is not applicable to the Company listed on the SME Platform (BSE). Hence, the Company is not required to disclose information as covered under Para (C), (D) and (E) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As per Para (F) of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to have the Demat Suspense Account neither Unclaimed Suspense Account. However, the Company is maintaining these accounts.

27. PUBLIC DEPOSITS:

During the Financial Year 2024 – 2025, the Company has not accepted any deposit within the meaning of Sections 73 and 76 of the Act, read together with the Companies (Acceptance of Deposits) Rules, 2014.



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28. BANK DEBT:

During the financial year ended 31st March, 2025, the Company is a Bank Debt Free Company and has No Government Subsidy.

29. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

There is no technology absorption required under Section 134 (3)(m) of the Companies Act 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014. However, the details forming part of Conservation of Energy, Foreign Exchange Earnings and Outgo is annexed herewith as ‘Annexure 3.’

30. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company is fully in compliance with the applicable Secretarial Standards (SS) viz. SS-1 & SS-2 on Meetings of the Board of Directors and General Meetings respectively.

31. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY’S OPERATIONS IN FUTURE:

There were no significant and material Orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company’s operations in future.

32. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS UNDER SECTION 186:

The particulars of loans, guarantees and investments have been disclosed in the Financial Statements.

33. PROCEEDINGS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016:

There were no Proceedings Pending Under the Insolvency and Bankruptcy Code, 2016.



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34. DIFFERENCE IN VALUATION:

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

35. MATERNITY BENEFIT:

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

36. EMPLOYEES RELATIONS:

The relationship with the staff and workers continued to be cordial during the entire year. The Directors wish to place on record their appreciation of the valuable work done and co-operation extended by them at all levels. Further, the Company is taking necessary steps to recruit the required personnel from time to time.

37. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND:

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore, there are no funds which are required to be transferred to Investor Education and Protection Fund (IEPF).

38. CONSOLIDATION OF ACCOUNTS:

As on the reporting day, your Company does not have any subsidiary. Further, where ever required under Indian Accounting Standards necessary accounting treatment has been complied with.

39. INSIDER TRADING REGULATIONS:

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992 read with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the code of



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)

conduct for prevention of Insider Trading and the Code for Fair Disclosure (“Code”), as approved by the Board from time to time, are in force by the Company. The objective of this Code is to protect the interest of shareholders at large, to prevent misuse of any price sensitive information and to prevent any Insider Trading activity by dealing in shares of the Company by its Directors, designated employees, and other employees. The Company also adopts the concept of Trading Window Closure, to prevent its designated employees and other employees from trading in the securities of Jonjua Overseas Limited at the time when there is unpublished price sensitive information.

40. MANAGEMENT DISCUSSION AND ANALYSIS:

A detailed Report on the Management Discussion and Analysis is provided as a separate “Annexure-4” in the Annual Report.

41. EXTRACT OF ANNUAL RETURN:

In accordance with Section 134(3)(a) of the Companies Act, 2013, an Extract of the Annual Return as per Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 in the prescribed Form MGT-9 is appended as “Annexure-5” to the Board’s Report.

42. DIRECTORS’ RESPONSIBILITY STATEMENT:

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company state:

- In preparation of the Annual Accounts for the Financial Year ended 31 March 2025, the applicable Accounting Standards have been followed along with proper explanation to material departures;
- The Directors have selected Accounting Policies, in consultation with the Statutory Auditors and applied them consistently and made judgments and estimates that are reasonable and prudent to give a true and fair view of the state of affairs of the Company as at end of the financial year and of the profit or loss of the Company, for the period;
- The Directors have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the



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Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d) The Directors have prepared the Annual Accounts of the Company on a going concern basis;
- e) The Directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) There is a proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

43. POLICIES:

The Companies Act, 2013 along with the SEBI (LODR) Regulations, 2015 mandate formulations of certain policies for all listed Companies. Accordingly, the Company has formulated the Policies for the same as the Company's belief is to retain and encourage high level of ethical standard in business transactions.

44. ACKNOWLEDGEMENT:

Your directors' place on records their appreciation for the overwhelming co-operation and assistance received from investors, customers, business associates, bankers, vendors, as well as regulatory and governmental authorities. Your directors also thank the employees at all levels, our consistent growth was made possible by their hard work, solidarity, co-operation, and support.

Date: 03 September, 2025.
Place: Mohali.

For and on behalf of
Jonjua Overseas Limited

Maninder Kaur Jonjua
Whole Time Director (DIN: 01570885)

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



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Annexure-1

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

- I. There are no contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 which are not at arm's length basis.

Material Contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 which are at arm's length basis are as follows:



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DISCLOSURE AS PER IND AS-24 RELATED PARTY				
A.	Details of Related Parties	Nature of Relationship	Nature of Relationship	
i.	Jonjua Air Limited formerly Jonjua Air Private Limited	Entity with substantial Control	Entity with substantial Control	
ii.	Harjinder Singh Jonjua	Managing Director	Managing Director	
iii.	Maninder Kaur Jonjua	Whole Time Director	Whole Time Director	
iv.	Harmanpreet Singh Jonjua	Director	Director	
v.	HSJONJUA AEROINFRA PRIVATE LIMITED (Formerly Jonjua Agro Private Limited)	Entity with substantial Control	Entity with substantial Control	
vi.	HSJONJUA INNOVATEAGRO PRIVATE LIMITED	Entity with substantial Control	Entity with substantial Control	
vii.	Ranbir Kaur Jonjua	Promoter	Promoter	
viii.	HS Jonjua & Sons HUF	HUF of Promoters	HUF of Promoters	
B.	Transactions with Related Parties			
	Party	Nature	FY 2024-25	FY 2023-24
i.	Jonjua Air Limited formerly Jonjua Air Private Limited	Security deposit/advance/ Inter corporate Loan	220.00	132.50
		Purchase of goods	35.00	10.40
		Sale of Goods and Services	3.54	8.70
		Purchase of Trade Name (unsecured loan)	400.00	-
		Sale of Shares including rights	23.20	-
		Interest paid	15.45	-
		Payment of Liquidated Damages	-	18.42
ii.	HSJONJUA INNOVATEAGRO PRIVATE LIMITED	Sale of goods or services printed books and unlisted	66.26	-
iii.	HSJONJUA AEROINFRA PRIVATE LIMITED	Sale of goods or services including printed books and unlisted shares	94.40	-
		Security Deposit	67.50	-
		Advance for goods	40.00	-
		Purchase of Goods	-	150.00
iv.	Harjinder Singh Jonjua	Purchase of goods including library books	85.00	-
		Purchase of Shares	82.50	-
		Salary	0.75	-
		Intangibles	450.52	-
		Interest paid	6.96	-
		Loan through bank account	223.00	-
		Agriculture Expenses/Rent	-	1.40
		Sale of unlisted Shares	-	199.91
		Original Content Copyright 1988	-	20.00
		Received liquidated damages	-	18.72
v.	Maninder Kaur Jonjua	Salary	0.75	-
		Purchase of stock in trade	30.24	23.58
		Sale of goods	0.45	-



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vi	Hammanpreet Singh Jonjua	Rent Office Premises	2.40	-
		Professional fees	6.00	-
		Sale of goods or services	4.99	-
		Rent equipment	0.10	-
		Loan through bank account	34.80	-
		Office Rent Lease Expense	-	1.20
vii	Ranbir Kaur Jonjua	Salary	6.00	-
		Professional fees	1.00	-
viii	HS Jonjua & Sons HUF	Purchase of Goods	35.00	70.50
		Agriculture expense	3.41	
		Interest	1.44	
		Sale of unlisted shares	183.73	
		Sale of Goods	25.92	

Necessary legal compliances have been performed and approval of shareholders was taken in this regard.



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Annecure-2

SUSHIL KUMAR SIKKA

M.Com., F.C.S.

S.K. SIKKA & ASSOCIATES

Company Secretaries

5441, Sector 38 (West), Chandigarh – 160014

Mobile: 98142-61166

E-mail: sikkasushil@gmail.com

Form No. MR – 3

SECRETARIAL AUDIT REPORT (Form No. MR-3)

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

For the financial year ended 31st March 2025

To,
The Members

Jonjua Overseas Limited

(CIN L51909PB1993PLC013057)

545, Jubilee Walk Sector 70

Mohali, Punjab, India, 160071.

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 as “**the Company**”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, registers, papers, minute books, forms and returns filed and other records maintained by the Company available on MCA portal and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit and clarifications given to me and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the Financial Year ended on 31st March 2025, complied with the applicable statutory provisions listed hereunder and also that the Company has proper Board-



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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 the Company, which were shared with me, for the financial year ended on 31 March, 2025 according to the provisions of the following Acts/Laws/Regulations and the amendments thereof, if any:

- (1) The Companies Act, 2013 (the Act) and the rule made thereunder;
- (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (3) The Depositories Act, 2018 and the Regulations and bye-laws framed thereunder;
- (4) 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 reportable event during the financial year under review;**
- (5) 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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
 - (d) 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 Registrar to an Issue and Share Transfer Agent during the financial year under review;**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not applicable as there was no reportable event during the financial year under review;**
 - (f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not applicable as there was no reportable event during the financial year under review;**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not applicable as there was no reportable event during the financial year under review;**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not applicable as there was no reportable event during the financial year under review; and**
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The shares of the Company are listed on BSE SME Exchange.

MAJOR H S JONJUA

ਜੰਜੂਆ ਸ਼ੇਅਰ ਦੀ ਦੁਕਾਨ since 1990



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

(j) Secretarial Standard issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered by the Company with Bombay Stock Exchange read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the applicable 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 including a Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices were given to all Directors to schedule the Board Meetings, along with agenda and detailed notes on agenda 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 by the directors. The decisions are carried unanimously.

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, there were following specific events/actions having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines and standards and the Company has duly complied with the applicable laws, rules and regulations with respect to the following:

During the audit period, on 28th December, 2024, the company has made Rights Issue of 79,25,339 (Seventy-Nine Lakhs Twenty-Five Thousand Three Hundred Thirty-Nine only) fully paid-up equity shares of Rs. 10/- each amount to Rs. 7,92,53,390/- (Seven Crores Ninety-Two Lakhs Fifty-Three Thousand Three Hundred Ninety only).

During the audit period, on 15th March, 2025, the company has made allotment for Preferential Issue of 72,41,468 (Seventy-Two Lakhs Forty-One Thousand Four Hundred and Sixty-Eight only) fully paid-up equity shares of face value of Rs. 10/- each at a price of Rs. 12.25/- (Rupees Twelve and paise Twenty-five only) each (including a premium of Rs. 2.25 per share) for a total consideration of up to Rs.



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8,87,07,983/- (Rupees Eight Crores Eighty-Seven Lakhs Seven Thousand Nine Hundred and Eighty-Three only).

I further report that during the audit period; there were no instances of:

- Public/Bonus Issue of Shares/Debentures/Sweat Equity.
- Redemption/Buy-Back of Securities.
- Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- Merger / Amalgamation / Reconstruction etc.
- Foreign Technical Collaborations.

This Report is to be read with our letter of even date which is annexed as **Annexure-A** and forms an integral part of this report.

For S.K. SIKKA & ASSOCIATES
Company Secretaries

Place: Chandigarh.

Date: 29.08.2025.

Sushil Kumar Sikka
Company Secretary

FCS 4241

CP 3582

Peer Review Certificate No.: 1057/2021

UDIN: F004241G001113668

Annexure – A to Secretarial Auditors' Report

To,

The Members

Jonjua Overseas Limited

(CIN L51909PB1993PLC03057)

Office 545, Jubilee Walk Sector 70 Mohali, Punjab, India, 160071.

My Secretarial Audit Report for Financial Year ended on 31st March 2025 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.



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2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of event etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For S.K. SIKKA & ASSOCIATES
Company Secretaries

Place: Chandigarh.
Date: 29.08.2025.

Sushil Kumar Sikka
Company Secretary
FCS 4241
CP 3582

Peer Review Certificate No.: 1057/2021
UDIN: F004241G001113668



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Annecure-3

Foreign Exchange Transactions

FOREIGN EXCHANGE TRANSACTIONS	Standalone as at 31.03.2025 (Amount in Lacs)
(a) Value of imports calculated on CIF basis by the company during the financial year in respect of:	
1. Raw Materials	-
2. Components and Spare Parts	-
3. Capital Goods	-
(b) Expenditure in Foreign Currency	-
(c) Earning in Foreign Currency	Rs. 343.33



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Annexure-4

Management Discussion and Analysis

A. Industry Outlook

India is the world's largest sourcing destination for the Information Technology (IT) industry. It employs nearly four million people. Indian IT and BPM industry is expected to grow to US \$ 350 billion by 2025. More importantly, the industry has led the economic transformation of the country and altered the perception of India in the global economy. India's cost competitiveness in providing IT services, which is approximately 3-4 times cheaper than the US, continues to be the mainstay of its Unique Selling Proposition (USP) in the global outsourcing market. However, India is also gaining prominence in terms of intellectual capital with several global IT firms setting up their innovation centres in India.

Government Initiatives

Government has made publishing of books and agriculture a Nil rated item in GST and placed exports under Zero rated item. Further, publication of brochures and similar material has been placed at 5%. Company will have huge leverage with the lower rates of GST. Government is promoting last mile connectivity in aviation.

The Ministry of Commerce and Industry, Government of India has eased the approval mechanism for foreign direct investment (FDI) proposals by doing away with the approval of Department of Revenue and mandating clearance of all proposals requiring approval within 10 weeks after the receipt of application.

B. Opportunities & Threats, Risks, & Concerns

Currency movement can have significant impact on the operations of the Company. Further, growth of global trade tensions and change in tax structure will impact the operations of the Company.



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C. Performance

There has been increase in total revenues of the Company year on year on account of better performance.

D. Outlook

With export thrust of the present government along with political stability the outlook of the industry seems to be positive and your company is well placed to tap this opportunity going forward.

E. Internal Control Systems and their Adequacy

The Company's Internal Financial Control framework is commensurate with the size and the nature of its operations. These have been designed to provide reasonable assurance about recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use, executing transactions with proper authorization and ensuring compliance of corporate policies. The Company has laid down procedures and policies to guide the operations of the business. The operating management assessed the effectiveness of the Company's internal controls over financial reporting as of 31 March, 2025. **M/s. Jain and Associates**, the Statutory Auditor of the Company audited the Financial Statements included in this Annual Report and issued a report on the internal controls over financial reporting (as defined in Section 143 of the Companies Act, 2013). The Company has appointed a reputed Internal Auditor to carry out Internal Audit. The Audit is based on focused and risk based Internal Audit Plan, which is reviewed each year after consulting the Audit Committee. In line with international practice, the conduct of Internal Audit is oriented towards the review of internal controls and risks in the operations of its business. The internal audit function endeavours to make meaningful contributions to the organization's overall governance, risk management and internal controls.

The Audit Committee reviews reports submitted by Internal Auditor. Suggestions to improve any process are considered by the management and the Audit Committee follows up on corrective actions taken by the management. The Audit Committee also meets the Company's Statutory Auditor to ascertain, inter alia, their views on the adequacy of internal control systems and keeps the Board of Directors informed of its major observations periodically. Based on its evaluation (as provided under

MAJOR HSJONJUA

ਜੰਜੂਆ ਸ਼ੇਅਰ ਦੀ ਦੁਕਾਨ since 1990



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Section 177 of the Companies Act, 2013 and Clause 18 of SEBI Listing Regulations), the Audit Committee has concluded that as of 31 March 2025, the Internal Financial Controls were adequate and operating effectively.

F. Financial and Operational Performance

The total revenue of the Company has increased to Rs. 654.38 lakhs from Rs. 418.72 lakhs. The Company is looking forward to increase its business profits in the coming Financial Years with the support of all the stakeholders of the Company.

G. Significant Changes in Financial Ratios

During the year, the financial ratios have improved positively.

H. Material Developments in Human Resources/Industrial Relations Front and Number of People Employed

The manpower strength of the Company as on 31 March, 2025 was 6. The Company maintained harmonious industrial relations during the Financial Year 2024-2025.

I. Cautionary Statement

Certain statements made in the Management Discussion and Analysis Report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations whether expressed or implied. Several factors could make significant difference to the Company's Operations. These include climatic and economic conditions affecting demand and supply, Government regulations, taxations, and natural calamities over which the Company does not have any direct control.

Date: 03 September, 2025.

Place: Mohali.

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

Maninder Kaur Jonjua
Whole Time Director (DIN: 01570885)

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



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Annexure-5

FORM No. MGT-9

EXTRACT OF ANNUAL RETURN

(As on the financial year ended on 31st March, 20025)

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies

(Management and Administration) Rules, 2014]

1. REGISTRATION AND OTHER DETAILS:

- i) CIN: L51909PB1993PLC013057.
- ii) Registration Date: 16/02/1993.
- iii) Name of the Company: Jonjua Overseas Limited.
- iv) Category / Sub-Category of the Company: Company Limited by Shares.
- v) Address of the Registered office and contact details:
545, Jubilee Walk, Sector 70, Mohali, Punjab, India, 160071.
Cell: 9872172032.
- vi) Whether listed company Yes / No: Yes.
- vii) Name, Address and Contact details of Register and Transfer Agent, If any:
Zuari Finserv Limited
Plot No. 2, Zamrudpur Community Centre, Kailash Colony Extn.,
New Delhi – 110048
E-mail: invest@adventz.zuarimoney.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

S. No.	Name and Description of main products/services	NIC Code of the Product/service	% of total turnover of the Company
1.	Printed Books, e-Books, etc.	18112	35.38

MAJOR H S JONJUA

ਜੰਜੂਆ ਸ਼ੇਅਰ ਦੀ ਦੁਕਾਨ since 1990



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)

2.	Sale of Securities	13010	59.70
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III. PARTICULARS OF HOLDING, SUSIDIARY AND ASSOCIATE COMPANIES:

S.No	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associates	% of shares held	Applicable Section
1	--	--	--	--	--
2	--	--	--	--	--

Jonjua Overseas Limited is a shareholder in Jonjua Air Limited, HSJONJUA AEROINFRA Private Limited and HSJONJUA INNOVATEAGRO Private Limited. Promoters of Jonjua Overseas Limited are also promoters of all three companies and they along with the company have majority stake in all three companies.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i) Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year April 01, 2024				No. of Shares held at the end of the year March 31, 2025				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	



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COMPANY SECRETARIAT
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A. Promoters and Promoter group	19,13,026	---	19,13,026	24.14	1,01,84,528	---	1,01,84,528	44.10	19.96
(1) Indian									
a) Individual/ HUF									
a) Central Govt									
b) State Govt									
c) Bodies Corp.									
d) Banks/FI									
e) Any Other. Sub- total (A) (1):	19,13,026		19,13,026	24.14	1,01,84,528		1,01,84,528	44.10	19.96

Category of Shareholders	No. of Shares held at the beginning of the year April 01, 2024				No. of Shares held at the end of the year March 31, 2025				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other....									
Sub-total (A) (2): Total shareholding of Promoter(A)= (A)(1)+(A)(2)	19,13,026		19,13,026	24.14	1,01,84,528		1,01,84,528	44.10	19.96



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holding nominal share capital up to Rs. 2 lakhs									
ii) Individual shareholders holding nominal share capital in excess of Rs 2 Lakh	27,65,445	1,51,561	29,17,006	36.81	79,59,126	1,03,602	80,62,728	34.91	(1.9)
c) Others (specify)									
Sub-total (B)(2):	3,27,252	1,96,092	3,27,252	4.12	12,49,674	-	12,49,674	5.42	1.3
	58,16,221	1,96,092	60,12,313	75.86	1,28,04,016	1,03,602	1,29,07,618	55.90	19.96
Total Public Shareholding (B)	58,16,221	1,96,092	60,12,313	75.86	1,28,04,016	1,03,602	1,29,07,618	55.90	19.96
= (B)(1) + (B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	77,29,247	1,96,092	79,25,339	100	2,29,88,544	1,03,602	230,92,146	100	

(ii) Shareholding of Promoter & Promoter Group:

S. No.	Shareholder's Name	Shareholding at the beginning of the year	Shareholding at the end of the year	
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		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	% change in share-holding during the year
1	Harjinder Singh Jonjua	10,29,563	12.99	NIL	47,08,110	20.39	NIL	7.4
2	Harmanpreet Singh Jonjua	4,69,146	5.92	NIL	8,27,534	3.58	NIL	(2.34)
3	Maninder Kaur Jonjua	1,70,372	2.15	NIL	1,70,372	0.74	NIL	(1.41)
4	HS Jonjua & Sons HUF	65,685	0.83	NIL	4,28,678	1.86	NIL	1.03
5	Ranbir Kaur Jonjua	1,78,260	2.25	NIL	1,78,260	0.77	NIL	(1.48)
6.	Jonjua Air Limited	-	-	-	38,69,736	16.76	NIL	16.76
7.	HSJONJUA AEROINFRA PRIVATE LIMITED	-	-	-	1,838	0.01	NIL	0.01
	Total	19,13,026	24.14	NIL	1,01,84,528	44.11	NIL	19.97

(iii) Change in Promoters' Shareholding (please specify, if there is no change):

S. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year*	19,13,026	24.14	19,13,026	8.28



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	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):			82,71,502	35.82
	At the End of the year (March 31, 2025)			1,01,84,528	44.10

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year April 01, 2024		Cumulative Shareholding during the year March 31, 2025	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Hayaanpratap Singh Jonjua	-	-	7,84,616	3.40
2	Kailashben Ashokkumar Patel	-	-	4,40,856	1.91
3	Priyanka Singh Nain	2,08,242	2.63	2,04,160	0.88
4	Pushpa Bhaju	-	-	2,00,018	0.87
5	Pratyush Mittal	3,06,636	3.87	1,96,422	0.85
6	Ajay Kumar Gupta	1,94,036	2.45	1,94,036	0.84
7	Jyoti Ajay Gupta	-	-	1,69,525	0.73
8	Singh Mohinder Nain	1,03,004	1.30	1,35,660	0.59
9	Retesh Vatrana	-	-	1,30,624	0.56
10	Vishwadeep Mohanlal Sharma HUF	1,26,737	1.60	1,26,737	0.55



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COMPANY SECRETARIAT
(A BANK DEBT FREE COMPANY)

a) Shareholding of Directors and Key Managerial Personnel:

S. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year April 01, 2024		Cumulative Shareholding during the year March 31, 2025	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year*	18,47,341	23.30	18,47,341	8
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity, etc.)	---	---	21,42,887	9.28
	At the End of the year	---	---	39,90,228	17.28

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding Deposits	Unsecured Loans (Amount in INR '000)	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-----	-----	-----	
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-----	-----	-----	
Change in Indebtedness during the financial year		-----	-----	
• Addition				
• Reduction				
Net Change	----	-----	-----	



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Indebtedness at the end of the financial year	----	-----	-----	
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	----	-----	-----	

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

S. N	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Major Harjinder Singh Jonjua (Retd.)	Maninder r Jonjua Kau	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	75,000	75,000	1,50,000
2.	Stock Option	---	---	---
3.	Sweat Equity	---	---	---
4.	Commission - as % of profit - others, specify	---	---	---
5.	Others, please specify	---	---	---
	Total (A)			
	Ceiling as per the Act			

B. Remuneration to other Directors:

S. No.	Particulars of Remuneration	Name of Directors	Total Amount
	1. Independent Directors	---	---



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	• Fee for attending board committee meetings • Commission • Others, please specify	---	---
	Total (1)	---	---
	2. Other Non-Executive Directors	---	---
	• Fee for attending board committee meetings • Commission • Others, please specify	---	---
	Total (2)	---	---
	Total (B) = (1 + 2)	---	---
	Total Managerial Remuneration	---	---
	Overall Ceiling as per the Act	---	---

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTd

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 b) Value of perquisites u/s 17(2) Income-tax Act, 1961 c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	---	Rs. 4,13,471/-	Rs. 6,00,000/-	Rs. 10,13,471
2.	Stock Option	--	--	--	--
3.	Sweat Equity	--	--	--	--
4.	Commission - as % of profit - others, specify	--	--	--	--
5.	Others, please specify	--	--	--	--
	Total	---	Rs. 4,13,471/-	Rs. 6,00,000/-	Rs. 10,13,471/-



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COMPANY SECRETARIAT

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VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCL T/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
B. DIRECTORS					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
C. OTHER OFFICERS IN DEFAULT					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

INDEPENDENT AUDITORS' REPORT

To
The Members,
Jonjua Overseas Limited

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements of Jonjua Overseas Limited ("**the Company**"), which comprises the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended March 31, 2025, and a summary of significant accounting policies and other explanatory information. (Here in after referred to as "**the financial statements**").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("**the Act**") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("**Ind AS**") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.



**JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS**

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Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SA's) specified under Section 143(10) of the Act (Sas). Our responsibilities under those Standards are further described in the Audit or's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no key audit matters to be communicated in our report:



Information Other Than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure(s) to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our Auditor's Report thereon. The Company's annual report is expected to be made available to us after the date of this Audit Report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section



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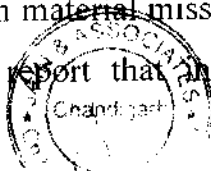
134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable



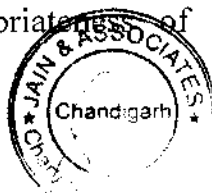
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assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's and board of



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director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report.

However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have



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complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditor's Report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our Report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of



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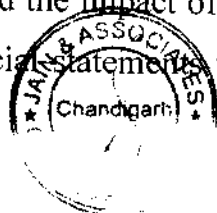
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account;

- (d) In our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with the Companies (Accounting Standards) Rules, 2021.
- (e) On the basis of written representations received from the directors as on May 23, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025, from being appointed as a director in terms of section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: No remuneration is being paid by the Company to its directors during the year, therefore the reporting requirement under section 197 of the act is not applicable.

With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements to the Ind AS financial statements

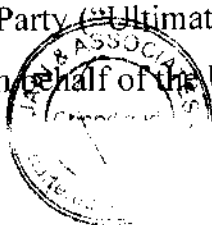


**JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS**

S.C.O. 178, Sector-5, Panchkula 134109
Phone: 0172- 2575761, 2575762
Email: jainassociatesca@gmail.com

(Refer to Note 20 of Financial statements);

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. There has been no delay in transferring amounts and equity shares, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The Management and board of directors has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- (b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;



**JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS**

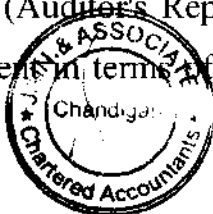
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(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

v. The company has not declared or paid any dividend during the year in contravention of the provisions of section 123 of the Companies Act, 2013.

vi. Based on our examination which included test checks, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective software. Further, for the periods audit trail (edit log) facility was enabled and operated throughout the year for the respective accounting software, we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

2. As required by the Companies (Auditor's Report) Order, 2020 ("**the Order**") issued by the Central Government in terms of Section 143(11) of the Act, we

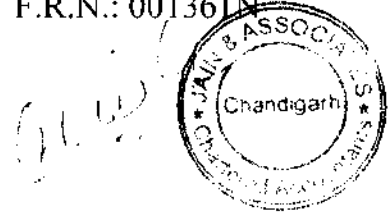


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give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For Jain & Associates
Chartered Accountants
F.R.N.: 001361N



Date: 23.05.2024
Place: Panchkula
UDIN: 25513236BMJPJZ5010

KRISHAN MANGAWA
PARTNER
M. No. 513236

**JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS**

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Annexure 'A' to the Independent Auditor's Report

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Jonjua Overseas Limited of even date).

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

Opinion

We have audited the internal financial controls over financial reporting of Jonjua Overseas Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

In our opinion and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.



**JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS**

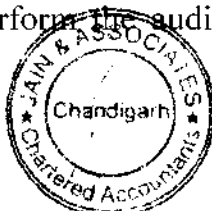
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Management's and Board of Director's Responsibility for the Internal Financial Controls

The Management and Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "**Guidance Note**") and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about



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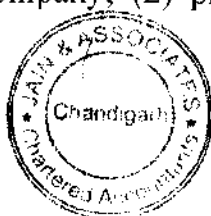
whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that



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transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Date: 23.05.2025

Place: Panchkula.

UDIN:25513236BMJPJZ5010

For Jain & Associates

Chartered Accountants

F.R.N.: 001361N

KRISHAN MAHAWA

PARTNER

M. No. 513236



Annexure “B” to the Independent Auditors’ Report

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Jonjua Overseas Limited of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

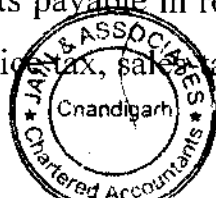
- 1) In respect of the Company’s Property, Plant and Equipment and Intangible Assets:
 - a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
(B) The Company has maintained proper records showing full particulars of intangible assets.
 - b) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) According to information and explanations given by the management, the title deeds of immovable properties included in fixed assets are held in the name of the Company.
 - d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.



- e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- 2) (a) As explained to us, the inventories, excluding stocks with some of the third parties, were physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on physical verification. In respect of inventories lying with third parties, these have substantially been confirmed by them.
- (b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- 3) a) The company has, during the year, made investments in private companies, and has not granted any loans, secured or unsecured, or advances in the nature of loans, or provided any guarantee to other parties during the year.
- b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made during the year are, prima facie, not prejudicial to the interest of the Company.
- c) The Company has not granted any loan during the year, hence reporting under clause 3(iii)(c) of the Order is not applicable.
- d) The Company has not granted any loan during the year, hence reporting under clause 3(iii)(d) of the Order is not applicable.
- e) The Company has not granted any loan during the year, hence reporting under clause 3(iii)(e) of the Order is not applicable.



- f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year. Hence, reporting under clause 3(iii)(f) is not applicable.
- 4) In our opinion and according to the information and explanations given to us, the Company has complied with provisions of Sections 185 and 186 of the Act, with respect to investment made.
- 5) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Act and the Rules framed there under. Accordingly, reporting under clause 3 (v) of the Order is not applicable to the Company.
- 6) The company is not eligible for maintenance of cost records u/s 148(1) of Companies Act, 2013. Hence, reporting under clause 3(vi) of the Order is not applicable.
- 7) In respect of statutory dues:
- (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it.
- (b) There were no undisputed amounts payable in respect of Provident fund, Income-tax, Goods and Services Tax, service tax, sales tax, duty of custom, duty of excise,



value added tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable

(c) According to the records of the Company, there are no dues outstanding on account of Income-tax, Goods and Services Tax, sales-tax, service tax, duty of custom, duty of excise, value added tax and cess.

8) According to the information and explanations given to us, Company has not surrendered or disclosed any transaction, previously unrecorded in the books of accounts, in the tax assessments under the Income Tax Act, 1961, as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

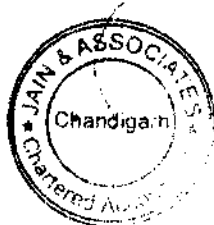
9) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company has not accepted any term loans during the reported financial year. Hence reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.

(e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix) (e) of the Order is not applicable to the Company.



(f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on Clause 3(ix) (f) of the Order is not applicable to the Company.

10) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) During the year, the company has made allotment of equity shares through preferential allotment. In our opinion, the company has complied with the provisions of Sections 42 and 62 of the Companies Act, 2013, as applicable, in respect of such allotment. The funds raised have been used for the purposes for which they were raised. The company has not made any private placement of shares.

11) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

(c) According to the information & explanations and representation made by the management, no whistle- blower complaints have been received during the year (and up to the date of the report) by the Company.

12) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

13). In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and



the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

14) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.

(b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

15) During the year the Company has not entered into any non-cash transaction with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

16) (a) In our opinion, the Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.

(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.

17). The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.

18) There has been no resignation of the statutory auditors of the Company during the year and there were no issues, objections or concerns raised by the outgoing auditors for consideration.

19). On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans

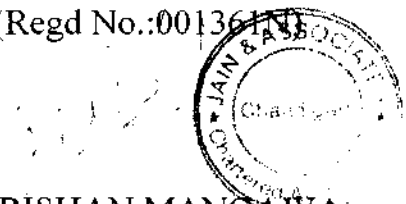


and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20). The company does not fulfill the conditions of section 135(i) of the Companies Act, 2013 and does not qualify for CSR expenditure Accordingly, provisions of clause (xx)(a) & (b) of the Order are not applicable to the Company..

Date: 23.05.2025
Place: PANCHKULA
UDIN: 25513236BMJPJZ5010

For JAIN & ASSOCIATES
Chartered Accountants
(Regd No.:00136183)



KRISHAN MANGAWA
Partner
(Membership No.: 513236)

JONJUA OVERSEAS LIMITED
(Formerly Jonjua Overseas Private Limited)
CIN : LS1909PB1993PLC013057
BALANCE SHEET AS ON 31st March, 2025

Amount in INR lacs

S No.	Particulars	Note	Standalone as at 31.03.2025	Standalone as at 31.03.2024
A) ASSETS				
1	Non-Current assets			
	(a) Property, Plant & Equipment	1	451.47	303.68
	(b) Other Intangible Assets	2	990.41	165.07
	(c) Financial assets			
	(i) Investments	3	411.72	137.46
	Total non-current assets		1,853.59	606.21
2	Current assets			
	(a) Inventories			
	(i) Stock in Trade		484.86	424.86
	(b) Financial assets			
	(i) Trade receivables	4	160.66	119.70
	(ii) Cash & Cash Equivalents	5	275.72	268.67
	(iii) Other Bank Balances	6	124.96	19.96
	(c) Other current assets	7	266.76	5.24
	Total current assets		1,312.96	838.42
	Total assets		3,166.55	1,444.63
B) EQUITY AND LIABILITIES				
1	Equity			
	(a) Equity Share Capital	8	2,309.21	792.53
	(b) Other Equity	9	612.37	203.59
	Total equity		2,921.58	996.13
2	Non-current Liabilities			
	(b) Deferred tax liabilities (Net)	10	73.30	46.77
	Total non-current liabilities		73.30	46.77
3	Current Liabilities			
	(a) Financial liabilities			
	(i) Borrowings	11	3.06	9.06
	(ii) Trade Payables	12	1.23	9.18
	(iii) Other financial liabilities	13	112.97	374.68
	(b) Current Tax Liabilities	14	54.41	8.82
	Total current liabilities		171.67	401.74
	TOTAL EQUITY AND LIABILITIES		3,166.55	1,444.63

Notes on Financial Statements & Significant Accounting Policies (1-33)

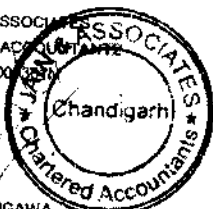
AUDITORS REPORT

As per our separate report of even date.

FOR JAIN & ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Reg.No. 0000000000



KRISHAN MANGAWA

(Partner)

Membership No. 513236

Place : PANCHKULA

DATE: 23.05.2025

UDIN: 25513236BMJPJ25010

For and on behalf of the board

HARJINDER SINGH
JONJUA
(MANAGING
DIRECTOR)
Din No. : 00898324

MANINDER KAUR
JONJUA
(WHOLE TIME
DIRECTOR)
Din No. : 1570885

RANBIR KAUR
JONJUA
CFO

Vaishali

CS VAISHALI RANI

(Company Secretary)
M No. - A74379

JONJUA OVERSEAS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2025

Amount in INR lacs except EPS

Particulars	Note	Standalone as at 31.03.2025	Standalone as at 31.03.2024
Revenue from operations	15	476.87	394.56
Other income	16	177.41	24.16
Total Income		654.38	418.72
Expenses:			
Cost of materials consumed		214.00	173.92
Change in F.G, WIP, and Stock-in-Trade		-	-
Employee Benefit Expenses	17	20.13	8.32
Finance costs	18	25.40	0.33
Depreciation and amortization expense	1 & 2	38.13	32.47
Other expenses	19	34.39	41.22
Total expenses		332.04	256.26
Profit before exceptional items and tax		322.34	162.47
Exceptional items			
Profit before tax		322.34	162.47
Tax expense:			
(1) Current tax		54.39	8.82
(2) Deferred tax		26.54	31.55
Income tax of Previous Year		(4.36)	1.48
Profit after tax		245.78	120.63
Other comprehensive income			
(i) Items that will not be re-classified to profit or loss:			
-Changes in fair value of equity instruments through other comprehensive income		0.06	(410.14)
- Reversal of MAT credit entitlement		-	-
(ii) Items that may be re-classified to profit or loss:			
-Income tax relating to items that may be reclassified to profit or loss		-	-
Total other comprehensive income (net of tax)		0.06	(410.14)
Total comprehensive income		245.84	(289.50)
Earnings per equity share for continuing operations			
-Basic		2.43	1.52
-Diluted		2.43	1.52
-Nominal Value of each share		10.00	10.00

Notes on Financial Statements & Significant Accounting Policies: (1-33)

AUDITORS REPORT

As per our separate report of even date.

FOR JAIN & ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Reg.No. 001461/15



KRISHAN MANGAWA

(Partner)

Membership No. 513236

Place : PANCHKULA

DATE: 23.05.2025

UDIN: 25513236MUPJ25010

For and on behalf of the board

[Signature]

HARJINDER SINGH
JONJUA

(MANAGING
DIRECTOR)

Din No. : 00888324

MANINDER KAUR
JONJUA

(WHOLE TIME
DIRECTOR)

Din No. : 1570885

RANBIR KAUR
JONJUA

CFO

[Signature]

CS VAISHALI RANI

(Company Secretary)

M No. - A74379

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2025

A EQUITY SHARE CAPITAL

1	Current Reporting Period									
	Balance at the beginning of the current reporting period	782.53	Change in equity share capital due to prior period errors	*	Restated balance at the beginning of the current reporting period	782.53	Change in equity share capital during the current year	1,518.68	Balance at the end of the current reporting period	2,308.21
2	Previous Reporting Period									
	Balance at the beginning of the previous reporting period	671.64	Change in equity share capital due to prior period errors	*	Restated balance at the beginning of the previous reporting period	671.64	Change in equity share capital during the current year	120.90	Balance at the end of the previous reporting period	792.53

STATEMENT OF CHANGES IN EQUITY FOR 2024-25

PARTICULARS	ATTRIBUTABLE TO EQUITY SHARE HOLDERS							TOTAL EQUITY ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE COMPANY
	EQUITY SHARE CAPITAL	OTHER EQUITY			OTHER COMPREHENSIVE INCOME	TOTAL OTHER EQUITY		
		SECURITIES PREMIUM	RESERVE & SURPLUS					
			RETAINED EARNINGS	Reserves & Surplus				
As at March 2023	871.64	10.54	423.87	-	476.74	613.09	1,285.63	
Profit for the period			120.83	-	-	120.83	120.83	
Transfer to Profit & Loss a/c			-	-	-	-	-	
Changes in fair value of equity instruments through other comprehensive income			-	-	(410.14)	(410.14)	(410.14)	
Securities Premium Received on Shares Issued			(120.90)	-	-	-	-	
Retained earnings utilised on issue of bonus shares			-	-	-	-	-	
Bonus shares issued during the year	120.90					120.90	120.90	
As At 31st March 2024	792.53	10.54	123.41	-	68.60	603.58	896.13	
Share Issued During The Year	1,518.68		245.78	-	-	245.78	1,518.68	
Profit for the period			-	-	-	-	-	
Transfer to Profit & Loss a/c			-	-	-	-	-	
Changes in fair value of equity instruments through other comprehensive income			-	-	0.06	0.06	0.06	
Securities Premium Received on Shares Issued			-	-	-	-	-	
Reserved Earnings Utilised on Bonus Shares Issued During the Year	1,518.68				-	-	-	
Bonus Shares Issued during the year	3,828.90	173.52	365.19	-	69.67	612.37	4,438.28	
At 31st March 2025								

AUDITORS REPORT
As per our separate report of 25/03/25

For and on behalf of the Board

JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS
FIRM - 00138116
ChandigarhKRISHAN MANGAL
(Partner)
M.No - 513236
Place - PANCHKULA
UDIN - 2513236BMDP-250910MANINDER SINGH JONJUA
(Managing Director)
Din No. 0089824M.K. JONJUA
(Managing Director)
Din No. 1570885MANINDER KAUR JONJUA
(WHOLE TIME DIRECTOR)
Din No. 1570885RAJNIR Kaur JONJUA
(Chief Financial Officer)

CASH FLOW STATEMENT FOR THE YEAR ENDING 31.03.2025

Particulars	Year Ended 31.03.2025	Year Ended 31.03.2024
CASH FLOW FROM OPERATING ACTIVITIES:		
PROFIT AFTER TAX	245.78	120.63
ADJUSTMENTS TO RECONCILE PROFIT BEFORE TAX TO NET CASH PROVIDED BY OPERATING ACTIVITIES:		
INCOME TAX CHARGED IN PROFIT AND LOSS A/C	76.56	41.83
DEPRECIATION AND AMORTIZATION	38.13	32.47
FINANCE COSTS	25.40	0.33
LOSS/(PROFIT) ON SALE OF FIXED ASSETS	-	-
INTEREST INCOME RECEIVED	(4.79)	(0.77)
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	381.08	194.50
CHANGES IN OPERATING ASSETS AND LIABILITIES:		
TRADE RECEIVABLES	(40.96)	40.14
OTHER RECEIVABLES	(261.53)	6.12
INVENTORY	(60.00)	(60.50)
PROVISIONS	-	-
SHORT TERM BORROWINGS	(6.00)	7.58
TRADE AND OTHER PAYABLES	(269.65)	124.67
CASH GENERATED FROM OPERATIONS	(257.06)	312.51
INCOME TAX PAID (NET)	4.44	4.89
NET CASH FLOW FROM OPERATING ACTIVITIES (A)	(261.50)	307.62
CASH FLOW FROM INVESTING ACTIVITIES:		
NET PURCHASE OF FIXED AND INTANGIBLE ASSETS	(1,011.26)	(337.02)
CHANGE IN INVESTMENTS	(274.20)	150.34
INTEREST INCOME RECEIVED	4.79	0.77
NET CASH FLOW FROM INVESTING ACTIVITIES (B)	(1,280.67)	(185.91)
CASH FLOW FROM FINANCING ACTIVITIES:		
NET PROCEEDS FROM ISSUE OF EQUITY SHARES	1,679.61	-
CASH FLOW FROM FINANCING ACTIVITIES:		
PROCEEDS/(REPAYMENT) FROM LONG-TERM BORROWINGS	-	-
FINANCE COST	(25.40)	(0.33)
NET CASH FLOW FROM FINANCING ACTIVITIES (C)	1,654.22	(0.33)
NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	112.05	121.38
OPENING CASH AND CASH EQUIVALENTS	288.63	167.25
CLOSING CASH AND CASH EQUIVALENTS	400.68	288.63

Notes:

- 1) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard-7 on Statement of Cash Flow
- 2) Additions of fixed assets include movement of Capital work-in-progress during the year
- 3) Proceeds/(repayment) of Short-term borrowings have been shown on net basis.
- 4) Figure in brackets represents cash outflow from respective activities.



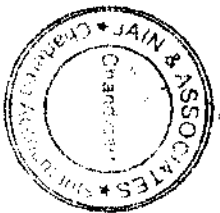
Note 1**Property, Plant & Equipment**

	Furniture & Fixture	Books	Vehicle	Other Equipments	Computer	Total
<u>Gross Carrying Amount</u>						
Balance as at April 1, 2023	-	-	7.75	1.46	-	9.21
Additions	0.28	316.34	-	0.40	-	317.02
Disposals	-	-	-	-	-	-
Balance as at March 31st, 2024	0.28	316.34	7.75	1.86	-	326.23
Additions	3.60	155.50	-	-	1.64	160.74
Disposals	-	-	-	-	-	-
Balance as at March 31st, 2025	3.88	471.84	7.75	1.86	1.64	486.96
<u>Accumulated Depreciation</u>						
Balance as at April 1, 2023	-	-	7.10	1.38	-	8.48
Depreciation charged for the year	0.03	13.66	0.26	0.11	-	14.07
Disposals	-	-	-	-	-	-
Balance as at March 31st, 2024	0.03	13.66	7.36	1.49	-	22.55
Depreciation charged for the year	1.00	11.61	-	0.14	0.20	12.95
Disposals	-	-	-	-	-	-
Balance as at March 31st, 2025	1.03	25.27	7.36	1.63	0.20	35.49
<u>Net Carrying Amount</u>						
Balance as at March 31st, 2025	2.85	446.56	0.39	0.23	1.44	451.47
Balance as at March 31st, 2024	0.25	302.68	0.39	0.37	-	303.68



Note 2**Other Intangible Asset**

Gross Carrying Amount	Intellectual Rights	Websites	Copyrights	Trade Mark-IP	Moral Right	Total
Balance as at April 1, 2023						
Additions	192.36	53.77	62.50	-	-	308.63
Disposals	-	-	20.00	-	-	20.00
Balance as at March 31st, 2024	192.36	53.77	82.50	-	-	328.63
Additions	-	-	-	700.00	150.52	850.52
Disposals	-	-	-	-	-	-
Balance as at March 31st, 2025	192.36	53.77	82.50	700.00	150.52	1,179.16
Accumulated Depreciation						
Balance as at April 1, 2023	97.71	45.68	1.77	-	-	145.16
Depreciation charged for the year	11.83	3.05	3.53	-	-	18.41
Disposals	-	-	-	-	-	-
Balance as at March 31st, 2024	109.54	48.73	5.29	-	-	163.56
Depreciation charged for the year	10.18	1.63	3.76	5.13	4.49	25.18
Disposals	-	-	-	-	-	-
Balance as at March 31st, 2025	119.72	0.42	0.08	-	-	188.75
Net Carrying Amount						
Balance as at March 31st, 2025	72.64	53.35	82.42	700.00	150.52	990.41
Balance as at March 31st, 2024	82.82	5.04	77.21	-	-	165.07

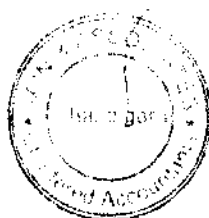


NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2025

NOTE	3 NON CURRENT INVESTMENTS	Standalone as at 31.03.2025	Standalone as at 31.03.2024
1)	<u>Investment in Equity Instruments</u>		
	(At Fair Value Through Other Comprehensive Income)		
	UNQUOTED		
	AMERICANBLUE.COM (5% Common Stock)	0.21	0.21
	Thrifty Pagesua.Com Inc. 32105 common stock at no par value	0.21	0.21
	Peservicelink.com Inc .025% common stock	0.23	0.23
	STT Ent. Inc 1% Common Stock	0.23	0.23
	IKON Intl. Inc. 1% Common Stock	0.23	0.23
	Lugano AAG Trust Inc. 2% Common Stock	0.23	0.23
	Jonjua Air Private Limited* (Formerly Jonjua Global Sources Pvt. Ltd.)	377.88	136.11
	Hsjonjua Aeroinfra Private Limited	31.99	-
	Hsjonjua Innovate Agro Private Limited	0.50	-
		411.72	137.46



NOTE	4	TRADE RECEIVABLES	Standalone as at 31.03.2025	Standalone as at 31.03.2024
		Trade Receivables considered good - Unsecured	160.66	119.70
		TOTAL	160.66	119.70
		Trade Receivables Ageing Schedule		
Particulars		Outstanding for following periods from due date of transaction		
	(a)	Undisputed Trade Receivables - considered good		
		Less than 6 months	160.66	111.70
		6 Months-1 Year		7.99
NOTE	5	CASH & CASH EQUIVALENTS	Standalone as at 31.03.2025	Standalone as at 31.03.2024
(a)		Balances with Banks		
		-In Current Accounts	1.41	0.43
		- Cheques in Hand	176.14	189.26
(b)		Cash in hand	98.16	78.98
		TOTAL	275.72	268.67
NOTE	6	Other Bank Balances	Standalone as at 31.03.2025	Standalone as at 31.03.2024
(a)		Fixed Deposits		
		Maturing within 12 Months	124.96	19.96
		TOTAL	124.96	19.96
NOTE	7	Other Current Assets	Standalone as at 31.03.2025	Standalone as at 31.03.2024
		Advances other than capital advances:		
		Advance (Others)	223.00	-
		Other current assets	43.76	5.24
		TOTAL	266.76	5.24
NOTE	8	EQUITY SHARE CAPITAL	Standalone as at 31.03.2025	Standalone as at 31.03.2024
A)		AUTHORISED		
		24,95,00,000 Equity shares of Rs. 10/-each (PY 80,00,000 Equity shares of Rs. 10/-each)	2,495.00	800.00
		B) ISSUED SUBSCRIBED & PAID UP		
		(23092146 Equity shares of Rs. 10/-each) (PY 6716389 Equity shares of Rs. 10/-each)	2,309.21	792.53
			2,309.21	792.53
B)		RIGHT OF SHAREHOLDERS		
		i) Each Shareholder is entitled to one vote per share.		
		ii) Each Shareholder has the right in profit/surplus in proportion to amount paid up with respect to share holding.		
		iii) In the event of winding up, the equity shareholders will be entitled to receive the remaining balance of assets, if any, in proportionate to their individual shareholding in the paid up equity capital of the company.		



C) DETAIL OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES		As at 31.03.2025	As at 31.03.2024
		No. of Shares held (Rs. 10 each)	No. of Shares held (Rs. 10 each)
1.	Harjinder Singh Jonjua	47,08,110	10,29,563
2.	Jonjua Air Limited	38,69,736	4,69,146
3.	Pushpa Bhaju	24,69,610	65,685

D) Reconciliation of number of shares and amount outstanding at the beginning and at the end of the reporting period:

Subscribed and fully paid up Equity Shares:	Number	Number
As at April 1, 2024	79,25,339	67,16,389
Add: Bonus Shares Issued	1,51,66,807	12,08,950
As at March 31, 2025	2,30,92,146	79,25,339

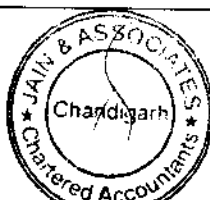
E) Details of shareholding by the Promoters of the Company

Shares held by Promoters at the end of the year

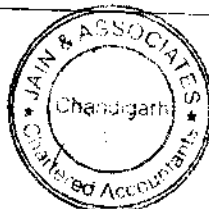
S.No.	Name	No. of Shares Held as on 31.03.2025	No. of Shares Held as on 31.03.2024	Percentage of Change During The Year*	Percentage of Total Shares as on 31.03.2025	Percentage of Total Shares as on 31.03.2024
1	Harjinder Singh Jonjua	4708110	1029563	36.29	20.39	12.99
2	Maninder Kaur Jonjua	170372	170372	-191.41	0.74	2.15
3	Harmanpreet Singh Jonjua	827534	469146	-65.20	3.58	5.92
4	Ranbir Kaur Jonjua	178260	178260	-191.47	0.77	2.25
5	H S Jonjua & HUF	428678	65685	55.29	1.86	0.83
	TOTAL	6312954	1913026	+356.50	27.34	24.14

NOTE	9 OTHER EQUITY	Standalone as at 31.03.2025	Standalone as at 31.03.2024
A)	SECURITY PREMIUM	173.52	10.58
B)	OTHER COMPREHENSIVE INCOME		
	Investment in Equity Instruments through OCI	69.67	69.60
C)	Reduction in deferred tax asset (opting new tax scheme 115BAA)		
D)	PROFIT & LOSS ACCOUNT		
	As Per Last Balance Sheet	123.41	123.67
	Net Profit during the year	245.78	120.63
	Less : Bonus Shares	-	120.90
	Closing balance	369.19	123.41
	TOTAL OTHER EQUITY (A+B+C+D)	612.37	203.59

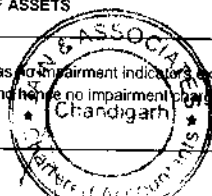
NOTE	10 DEFERRED TAX LIABILITY (NET)	Standalone as at 31.03.2025	Standalone as at 31.03.2024
A.	Deferred Tax Liability		
	On Account of Timing Difference due to Depreciation	73.30	46.77
B.	Deferred Tax Asset		
	On Account of Carry Forward of losses under the Income Tax Act		
	Net Deferred Tax Liability (A-B-C)	73.30	46.77



NOTE	11 SHORT TERM BORROWINGS (AT AMORTIZED COST)	Standalone as at 31.03.2025	Standalone as at 31.03.2024
	UNSECURED		
8)	Amount payable to directors (expenses payable/loan)	1.55	9.06
	Amount Payable to Others	1.52	-
		3.06	9.06
NOTE	12 TRADE PAYABLES	Standalone as at 31.03.2025	Standalone as at 31.03.2024
	Sundry Creditors		
i)	Total outstanding dues of Micro and Small Scale Industrial Enterprises	-	-
ii)	Total outstanding dues of Creditors other than Micro and Small Scale Industrial Enterprises	1.23	9.18
		1.23	9.18
	Trade Payables Ageing Schedule		
Particulars	Outstanding for following periods from due date of transaction		
	Less than 1 year		
	(i) MSME		
	(ii) Others		
		1.23	9.18
NOTE	13 OTHER FINANCIAL LIABILITIES	Standalone as at 31.03.2025	Standalone as at 31.03.2024
	Expenses Payable	1.75	0.20
	Inter corporate deposit/security/Funds in trust	111.22	374.48
	TOTAL	112.97	374.68
NOTE	14 CURRENT TAX LIABILITY	Standalone as at 31.03.2025	Standalone as at 31.03.2024
	Income Tax Provision	54.41	8.82
	TOTAL	54.41	8.82
NOTE	15 DETAIL OF REVENUE FROM OPERATIONS	Standalone as at 31.03.2025	Standalone as at 31.03.2024
	Air Travel Ticket	-	3.36
	Agriculture Income	-	4.40
	Sale of Products	4.23	145.46
	Sale of Services (Overseas)	168.75	9.48
	Sale of Services (Domestic)	3.43	31.95
	Sale of Unlisted Shares/Securities**	15.78	199.91
		284.78	394.56
		476.97	394.56
NOTE	16 OTHER INCOME	Standalone as at 31.03.2025	Standalone as at 31.03.2024
	Interest Income	4.79	0.77
	Other non-operative Income		
	Gift Received	162.67	-
	Other income	10.05	4.67
	Compensation for Liquidated Damages	-	18.72
	TOTAL	177.41	24.16
NOTE	17 EMPLOYEE BENEFIT EXPENSES	Standalone as at 31.03.2025	Standalone as at 31.03.2024
	Salaries	18.63	8.32
	Remuneration to Directors	1.50	-
	TOTAL	20.13	8.32



NOTE			Standalone as at 31.03.2025	Standalone as at 31.03.2024
	18 FINANCE COST			
	Interest Expense		24.70	0.31
	Other Borrowing Cost			
	Bank Charges		0.70	0.01
	TOTAL		25.40	0.33
NOTE			Standalone as at 31.03.2025	Standalone as at 31.03.2024
	19 OTHER EXPENSES			
	Operating Expenses			
	Electricity & Water Charges		0.28	0.24
	Total A		0.28	0.24
	Selling Expenses			
	Advertising & Promotion Expenses		3.76	0.12
	Total B		3.76	0.12
	Administrative & Other Expenses			
	Rent		2.50	1.20
	Insurance		0.05	0.06
	Contractual Services		0.54	3.13
	Air vendor		-	3.15
	Office Expenses		4.90	0.43
	Liquidated Damages		-	18.47
	Money Transfer Expenses		0.28	0.22
	Professional Charges		5.47	8.92
	Agriculture Expense		3.41	2.32
	Postage & Courier expenses		0.12	0.06
	Internet & Telephone Expenses		0.11	0.12
	Fees and Taxes		6.97	0.92
	Audit Fee		0.25	0.30
	Printing, Stationery & publishing		0.68	0.18
	Travelling & Conveyance		0.99	0.42
	Vehicle fuel		0.95	0.92
	Repair Vehicle		3.14	0.08
	Repair Computer		-	0.01
	Total C		30.35	40.86
	Grand Total (A+B+C)		34.39	41.22
NOTE			Standalone as at 31.03.2025	Standalone as at 31.03.2024
	20 CONTINGENT LIABILITIES			
	a) In respect of unassessed cases of Income Tax, Sales Tax, Excise Duty & Service Tax		NIL	NIL
	b) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)		NIL	NIL
NOTE				
	21 REMUNERATION PAID TO DIRECTORS			
	NAME	DESIGNATION	As at 31.03.2025	As at 31.03.2024
	HARJINDER SINGH JONJUA	MANAGING DIRECTOR	0.75	-
	MANINDER KAUR JONJUA		0.75	-
			1.50	-
NOTE				
	22 PAYABLES & RECEIVABLES			
	Balance of certain sundry debtors, loans & advances (including capital advances), creditors and other liabilities are in process of confirmation/reconciliation. The management is of the opinion that adjustment, if any, arising out of such reconciliation would not be material.			
NOTE				
	23 ADVANCES RECOVERABLE			
	In the opinion of the Board, the current assets, loans and advances are approximately of the value stated. If realized in the ordinary course of business. The provision for known liabilities is adequate and not in excess of amount reasonably necessary.			
NOTE				
	24 DISCLOSURE AS PER IND AS - 36 IMPAIRMENT OF ASSETS			
	In terms of Ind AS 36 on impairment of assets, there was no impairment indicators as of reporting date as per the internal management estimates done and hence no impairment charge is recognised during the year under review.			



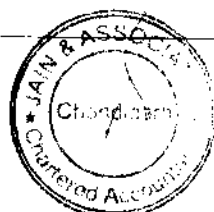
NOTE		Standalone as at 31.03.2025	Standalone as at 31.03.2024
	25 DISCLOSURE AS PER IND AS-33 EARNING PER SHARE		
	Profit During the Year (In Rs.)	2,45,77,972	1,20,63,481
	Weighted average number of equity shares	1,01,08,240	79,25,339
	Face Value (In Rs.)	10	10
	Basic/Diluted Earning Per Shares (In Rs)	2.43	1.52
(During the financial year the company had issued bonus shares at 9:50, as per IND AS 33, in case of issue of bonus shares, the number of ordinary shares outstanding before the event is adjusted for the proportionate change in number of ordinary shares outstanding as if the event had occurred at the beginning of earliest period reported)			
NOTE		Standalone as at 31.03.2025	Standalone as at 31.03.2024
	26 Income Tax Expense		
	A Income Tax Expense		
	Current Tax		
	Current Tax on Profits for the Year	54.39	8.82
	Adjustments	1.46	1.46
	Total Current Tax Expense	55.85	10.29
	Deferred Tax		
	Deferred Tax Charge/(Income)	28.54	31.55
	Total Tax Expense	82.38	41.83
	B Reconciliation of tax expense and the accounting profit		
	Profit Before Tax	322.34	162.47
	Income Tax	81.13	40.89
	Tax Effect of :		
	- Income Exempt from Tax	(1.06)	(1.11)
	- Expense not allowed as per Income Tax Act	10.46	8.76
	- Others	(8.14)	(6.71)
	Income Tax Expense	82.38	41.83
	27 DISCLOSURE AS PER INDAS-108 SEGMENT REPORTING		
The Company Operates in a single segment, therefore Requirements of IND AS 108, are not applicable on the company			



NOTE

28 DISCLOSURE AS PER IND AS-24 RELATED PARTY

A. Details of Related Parties		Nature of Relationship	Nature of Relationship
i.	Jonjua Air Limited formerly Jonjua Air Private Limited	Entity with substantial Control	Entity with substantial Control
ii.	Harjinder Singh Jonjua	Managing Director	Managing Director
iii.	Maninder Kaur Jonjua	Whole Time Director	Whole Time Director
iv.	Harmanpreet Singh Jonjua	Director	Director
v.	HSJONJUA AEROINFRA PRIVATE LIMITED (Formerly Jonjua Agro Private Limited)	Entity with substantial Control	Entity with substantial Control
vi.	HSJONJUA INNOVATEAGRO PRIVATE LIMITED	Entity with substantial Control	Entity with substantial Control
vii.	Ranbir Kaur Jonjua	Promoter	Promoter
viii.	HS Jonjua & Sons HUF	HUF of Promoters	HUF of Promoters
B. Transactions with Related Parties			
Party	Nature	FY 2024-25	FY 2023-24
i. Jonjua Air Limited formerly Jonjua Air Private Limited	Security deposit/advance/ Inter corporate Loan	220.00	132.50
	Purchase of goods	35.00	10.40
	Sale of Goods and Services	3.54	8.70
	Purchase of Trade Name (unsecured loan)	400.00	-
	Sale of Shares including rights	23.20	-
	Interest paid	15.45	-
	Payment of Liquidated Damages	-	18.42
ii. HSJONJUA INNOVATEAGRO PRIVATE LIMITED	Sale of goods or services printed books and unlisted	66.26	-
iii. HSJONJUA AEROINFRA PRIVATE LIMITED	Sale of goods or services including printed books and unlisted shares	94.40	-
	Security Deposit	67.50	-
	Advance for goods	40.00	-
	Purchase of Goods	-	150.00
iv. Harjinder Singh Jonjua	Purchase of goods including library books	85.00	-
	Purchase of Shares	82.50	-
	Salary	0.75	-
	Intangibles	450.52	-
	Interest paid	6.96	-
	Loan through bank account	223.00	-
	Agriculture Expenses/Rent	-	1.40
	Sale of unlisted Shares	-	199.91
	Original Content Copyright 1988	-	20.00
	Received liquidated damages	-	18.72
v. Maninder Kaur Jonjua	Salary	0.75	-
	Purchase of stock in trade	30.24	23.58
	Sale of goods	0.45	-



vi	Harmanpreet Singh Jonjua	Rent Office Premises	2.40	-
		Professional fees	6.00	-
		Sale of goods or services	4.99	-
		Rent equipment	0.10	-
		Loan through bank account	34.80	-
		Office Rent Lease Expense	-	1.20
vii	Ranbir Kaur Jonjua	Salary	6.00	-
		Professional fees	1.00	-
viii	HS Jonjua & Sons HUF	Purchase of Goods	35.00	70.50
		Agriculture expense	3.41	
		Interest	1.44	
		Sale of unlisted shares	193.73	
		Sale of Goods	25.92	
Transactions reflected in Profit and Loss and Balance Sheet are in accordance with shareholders resolution and at arms length.				
			31.03.2025	31.03.2024
C	Balance with Related Parties			
	Loans / Amount due /Trade payable			
	Jonjua Air Private Limited		111.22	374.48
	Major Harjinder Singh Jonjua Retd		2.77	18.24
	Trade Receivable			
	HS JONJUA AEROINFRA PRIVATE LIMITED		94.40	
	HS JONJUA INNOVATEAGRO PRIVATE LIMITED		66.26	
	* Refer Note 24 for Disclosure relating to Remuneration to Directors			
NOTE	29 FOREIGN EXCHANGE TRANSACTION		Standalone as at 31.03.2025	Standalone as at 31.03.2024
	(a) Value of imports calculated on CIF basis by the company during the financial year in respect of :			
	1. Raw Materials		-	
	2. Components and Spare Parts		-	
	3. Capital Goods		-	
	(b) Expenditure in Foreign Travelling		-	
	(c) Earning in Foreign Currency		3.43	9.48
NOTE	30 MICRO SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006			
	The company has not received intimation from suppliers regarding the status under Micro Small and Medium Enterprises Act 2006 and hence disclosures if any, relating to as required under the said Act have not been given unpaid as at the year end together with Development interest paid/payable amounts.			
NOTE	31 REGROUPING OF FIGURES			
	The previous year figures have been recast/ regrouped whenever considered necessary to facilitate comparison with revised Schedule III Division II.			



NOTE	32 DISCLOSURE OF RATIOS	Explanation for change more than 25%	% Change	Standalone as at 31.03.2025	Standalone as at 31.03.2024
1	Current Ratio Current Assets / Current Liabilities	Due to Increase in Current Assets.	265.94%	7.65	2.09
2	Debt Equity Ratio Total Debt (Current And Non Current) / Total Equity (Total Equity: Equity Share Capital+Other Equity)	Due to decrease in Debt	-88.47%	0.00	0.01
3	Debt Service Coverage EBITDA / (Interest + Principal Repayment) (EBITDA: Earnings before Tax+Interest Expense on non-current borrowings+Depreciation & Amortisation Expense)	na	na	na	na
4	Return on Equity Ratio Profit after Tax / Total Equity (Total Equity: Equity Share Capital+Other Equity)	Due to higher Increase in Total Equity against increase in PAT	30.53%	0.08	0.12
5	Inventory Turnover Ratio Cost Of Goods Sold / Average Inventory (Cost of Goods Sold: Opening Inventory+Purchases+Manufacturing Expenses-Closing Inventory) Average Inventory: (Opening Inventory+Closing Inventory)/2	Due to higher inventory movement	38.91%	0.47	0.29
6	Trade Receivables Turnover Ratio Revenue from Operations / Average Trade Receivables Average Trade Receivables: (Opening Trade Receivables + Closing Trade Receivables)/2	na	20.53%	3.40	2.82
7	Payables Turnover Ratio Purchases / Average Trade Payables Average Trade Payables: (Opening Trade Payables + Closing Trade Payables)/2	Decrease in Closing Trade Payables	67.52%	41.14	13.36
8	Net Capital Turnover Ratio Revenue from Operations / Working Capital Working Capital: Current Assets-Current Liabilities	Due to Increase in Working Capital	53.75%	0.42	0.90
9	Net Profit Ratio Net Profit / Revenue from Operations	Due to Increase in Net Profit against Increase in Revenue	-68.54%	0.52	0.31
10	Capital Employed Profit Before Interest & Tax / Capital Employed Capital Employed=Equity Share Capital+Other Equity+Non Current Borrowings+Current Borrowings	Due to increase in PBIT over increase in Capital Employed	-26.59%	0.12	0.16
11	Return on Investment Net Profit / Capital Employed Equity+Non Current Borrowings+Current	na	-7.93%	0.08	0.09



Note 33 - Significant Accounting Policies

A. STATEMENT OF COMPLIANCE WITH IND AS

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

B. BASIS OF PRESENTATION:

The accompanying financial statements have been presented for the year ended 31st March, 2019 along with comparative information for the year ended 31st March, 2018. These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) on going concern basis under the historical cost convention on the accrual basis of accounting and the relevant provisions prescribed in the Companies Act 2013, besides the pronouncements/guidelines of the Institute of Chartered Accountants of India and of the Securities and Exchange Board of India. The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The accounting policies have been consistently applied by the Company except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy thereto in use.

C. FUNCTIONAL AND PRESENTATION CURRENCY

The financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency.

D. USE OF ESTIMATES:

In preparing the Company's financial statements in conformity with Ind AS, the Company's management is required to make estimates, judgements and assumptions that affect the application of accounting policies, the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period, the actual results could differ from those estimates.

Difference between actual results and estimates are recognised in the period in which the results are known or materialise and if material, their effects are disclosed in the notes to the financial statements.

E. PROPERTY, PLANT AND EQUIPMENT:

Property, plant and equipment (Tangible and Intangible) are stated at cost less accumulated depreciation. Cost comprises the purchase price and any cost attributable to bringing the asset to the location and condition necessary for its intended use. Expenditure incurred during construction period has been added to the cost of the assets. These expenses have been allocated to the sugar and distillery units on a reasonable basis.

F. DEPRECIATION:

Depreciation is provided in the manner prescribed in Schedule II of the Companies Act, 2013. The Carrying Value of Fixed assets are depreciated over the revised remaining useful lives.

G. INVESTMENTS:

Non-Current Investments are valued at Fair Value through other Comprehensive Income.

H. INVENTORIES:

Inventories are valued as follows:

Raw materials, stores and spares, Material in transit and packing materials

Valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on FIFO Basis.

Finished goods

Valued at lower of cost and net realizable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity.

Work-in-process

Valued at lower of cost up to estimated stage of process and net realisable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

By-products

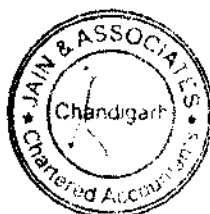
By-products are valued at Net realisable value.

I. REVENUE RECOGNITION:

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue from sale of goods is recognised when the significant risks and rewards of ownership of the goods are transferred to the customer and is stated net of trade discounts, sales returns.

Based on Ind AS 18, the company has assumed that recovery of excise duty flows to the company on its own account. This is for the reason that it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the group on its own account, revenue includes excise duty.

However, sales tax/ value added tax (VAT)/Goods and Services Tax(GST) is not received by the company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.



Income against claims of the company, viz., export incentives, insurance claims, etc., is recognised on accrual/right to receive basis.

J. EMPLOYEE BENEFITS:

Short-term employee benefits are recognised as an expense at the undiscounted amount in the statement of profit and loss of the year in which the related service is rendered.

The eligible employees of the Company are entitled to receive benefits under the Provident Fund and employee state insurance corporation, a defined contribution plan in which both the employees and the Company make monthly contributions at a specified percentage of the covered employees' salary. The Company recognises such contributions as expense of the year in which the liability is incurred.

The Company has an obligation towards Gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes provision for gratuity on the basis of valuation by a Qualified actuary.

K. INCOME TAX:

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Deferred income tax reflects the impact of current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier periods. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the Minimum Alternate tax (MAT) credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each Balance Sheet date.

L. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

Provisions are recognised for liabilities that can be measured only by using a substantial degree of estimation, if

- The Company has a present obligation as a result of a past event
- A probable outflow of resources is expected to settle the obligation and
- The amount of the obligation can be easily estimated.

Contingent Liability is disclosed in the case of

- A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation.
- A possible obligation, unless the probability of outflow of resources is remote.

Depending on facts of each case and after due evaluation of relevant legal aspects, claims against the Company not acknowledged as debts are disclosed as contingent liabilities. In respect of statutory matters, contingent liabilities are disclosed only for those demand(s) that are contested by the Company.

Contingent Assets are neither recognised nor disclosed.

M. EARNINGS PER SHARE:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted for events of bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

N. IMPAIRMENT OF ASSETS:

As at each balance sheet date, the carrying amount of assets is tested for impairment so as to determine.

- a. The provision for impairment loss, if any, required or
 - b. The reversal, if any, required of impairment loss recognised in previous periods.
- Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount.

O. CLASSIFICATION OF ASSETS AND LIABILITIES AS CURRENT AND NON-CURRENT:

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, 12 months has been considered by the Company for the purpose of current, non-current classification of assets and liabilities.

P. Financial Instruments

Initial Measurement:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of financial asset or financial liabilities, as appropriate, on initial recognition.



Subsequent Measurement:

Financial Assets carried at amortised cost :

A financial asset is subsequently measured at amortised cost if it is held in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets carried at fair value through other comprehensive income (FVTOCI):

A financial asset is subsequently measured at Fair Value through other comprehensive income if it is held for both collecting contractual cash flows & selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Investment in subsidiaries and Joint Venture:

Investment in subsidiaries is carried at cost less impairment, if any, in the separate financial statements.

Financial assets carried at fair value through profit or loss (FVTPL):

A financial asset which is not classified in any of the above categories are subsequently measured at fair value through profit or loss

Financial liabilities :

within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

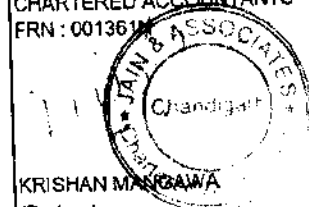
De-recognition of financial instruments :

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

AUDITORS REPORT

As per our separate report of even date.

FOR JAIN & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN : 001361M





KRISHAN MANGAWA
(Partner)

M. No. : 513236


Place : PANCHKULA

UDIN: 25513236BMJPJZ5010


HARJINDER SINGH JONJUA
(Managing Director)
DIN No. : 00898324


MANINDER KAUR JONJUA
(WHOLE TIME DIRECTOR)
DIN No. : 1570885

For & on behalf of the board


RANBIR KAUR JONJUA
(CHIEF FINANCIAL OFFICER)


CS VAISHALI RANI
(Company Secretary)
M No. -A74379

