

SHORTER NOTICE OF EXTRA ORDINARY GENERAL MEETING

To,
The Members,
The Board of Directors and
The auditors of the Company

NOTICE is hereby given that an (03/2025-26) Extra-Ordinary General Meeting of the Company will be held at Shorter notice on Saturday, 19th July, 2025 at 11.30 a.m. at the registered office of the Company at 20A, Ashutosh Choudhury Avenue, Kolkata - 700019, West Bengal, India through hybrid mode i.e. Physical as well as Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the Special Business as specified below:-

SPECIAL BUSINESS

ITEM NO. 1: APPROVAL AND AUTHORIZATION FOR CREATION, OFFER, ISSUE AND ALLOTMENT OF SERIES B CCPS BY WAY OF PREFERENTIAL ALLOTMENT ON PRIVATE PLACEMENT BASIS

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 55, 62 and 179 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules and regulations made thereunder including Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the memorandum of association, articles of association of the Company and such other approval(s), consent(s), permission(s) and/ or sanction(s) of such other statutory/ regulatory or other authorities, if so, required and further subject to such terms, alterations, conditions, changes, variations and/ or modifications as may be prescribed, the approval of the members be and is hereby accorded to create, offer, issue and allot on cash basis: 1,88,154 (One Lakh Eighty Eight Thousand One Hundred and Fifty Four) Series B CCPS (Compulsorily Convertible Preference Shares) of the Company having a face value of INR 10 (Indian Rupees Ten), each at an issue price of INR 7047.46 (Indian Rupees Seven Thousand Forty Seven and Forty Six Paise) per Series B CCPS including premium of INR 7037.46 (Indian Rupees Seven Thousand Thirty Seven and Forty Six Paise) per Series B CCPS ("Subscription CCPS") to ValueQuest SCALE Fund and its affiliates ("Investors"), as follows:

JUPITER INTERNATIONAL LIMITED

Manufacturing Unit I: Plot No. 137/7, 138/1, Village: Katha, P.O. & Tehsil: Baddi, District: Solan, Himachal Pradesh - 173 205, India
Manufacturing Unit II: Village: Katha, P.O. & Tehsil: Baddi, District: Solan, Himachal Pradesh - 173 205, India; P: +91 1795 245678/79
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S.No.	Name of Investor	Type of shares	Number of shares	Total subscription amount for Subscription CCPS (in INR)
1.	VALUEQUEST S.C.A.L.E FUND	Series B CCPS	35,474	25,00,01,596.04
2.	Kalpraj Damji Dharamshi Harsha Hemang Dharamshi Paolomi Kalpraj Dharamshi (C/o Tidecrest Partners)	Series B CCPS	1,41,895	99,99,99,336.70
3.	Shradha Agarwal	Series B CCPS	142	10,00,739.32
4.	Pravin Ratanlalji Jain	Series B CCPS	5,676	4,00,01,382.96
5.	Kili Ventures LLP	Series B CCPS	3,548	2,50,04,388.08
6.	Lords Multigrowth Fund	Series B CCPS	1,419	1,00,00,345.74
	Total		1,88,154	132,60,07,788.84

RESOLVED FURTHER THAT the Series B compulsorily convertible preference shares to be created, offered, issued and allotted by the Company through private placement and on a preferential allotment basis shall rank pari passu with the existing equity shares and compulsorily convertible preference shares of the Company in all respects, including dividend, and shall be subject to the provisions of the memorandum and articles of association of the Company;

RESOLVED FURTHER THAT the particulars required to be disclosed as per Rule 9(2) of the Companies (Share Capital and Debenture) Rules, 2014 pursuant to the issuance of Series B CCPS are as under:

- The priority with respect to payment of dividend or repayment of capital vis-a-vis equity shares - As per the terms of Series B CCPS.
- The participation in surplus fund - As per the terms of Series B CCPS.
- The participation in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid - As per the terms of Series B CCPS.
- The payment of dividend on cumulative or non-cumulative basis - As per the terms of Series B CCPS.
- The conversion of preference shares into equity shares - As per the terms of Series B CCPS.
- The voting rights - As per the terms of Series B CCPS.
- The redemption of preference shares - As per the terms of Series B CCPS.

RESOLVED FURTHER THAT subject to applicable law and approval of the members of the Company, the Series B CCPS shall carry such rights as set out in herein below:

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1. **Redemption**: The Series B CCPS issued to the respective Investor shall be compulsorily converted into Equity Shares.
2. **Face Value**: Each Series B CCPS shall have a face value of INR 10 (Indian Rupees Ten Only) only.
3. **Tenure**: The tenure of Series B CCPS shall be till 31 March 2045.
4. **Dividend**: The Series B CCPS shall carry a pre-determined cumulative dividend at the rate of 0.01% on face value per annum, which shall be payable only if the Company declares dividend on Equity Shares, and in such a case, in preference to Equity Shares.
5. **Rounding Off**: For the purpose of conversion of Series B CCPS to Equity Shares rounding off shall be the next higher 1 (One) share.
6. **Rank of Series B CCPS**: Subject to Distribution Preference as per the Restated SHA, the Series B CCPS shall rank in pari passu on a Fully Diluted Basis with existing preference shares issued by the Company, Equity Shares, and any other Shares issued by the Company at a future date to the existing Shareholders with respect to all share activities including but not limited to, voting rights, dividend rights and bonus shares.
7. **Voting Rights**: The Series B CCPS holders shall be entitled to voting rights on a Fully Diluted Basis. The Series B CCPS holders shall carry such voting rights as are exercisable by persons holding Equity Shares in the Company and shall be treated pari-passu with the equity shares on all voting matters.
8. **Conversion Period**: The Series B CCPS are compulsorily convertible into Equity Shares at the option of the holder thereof, exercisable with written notice of 15 (fifteen) Business Days within the Tenure.
9. **Conversion Ratio**: The holder of the Series B CCPS shall be entitled to convert the Series B CCPS into Equity Shares as per the conversion ratio set out below (the "**Series B CCPS Conversion Ratio**") anytime at the option of holder of Series B CCPS, and in all cases, in accordance with Applicable Laws. The Series B CCPS Conversion Ratio will be suitably adjusted on anti-dilution.

Conversion Ratio:

- (i) The 'Conversion Ratio' shall be 1:1, i.e. 1 (one) Series B CCPS convertible into 1 (one) Equity Share, unless adjusted in accordance with (ii) below.
- (ii) The 'Conversion Ratio' shall be adjusted based on the profit after tax ("**PAT**") of the Company for the financial year ended March 31, 2026 and the financial year ended March

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31, 2027 (each as per the audited financials of the Company for the relevant financial year), and be computed as follows:

- (a) If (A) the PAT of the Company for the financial year ended March 31, 2026 exceeds INR 750,00,00,000 (Indian Rupees Seven Hundred and Fifty Crores), and (B) the PAT of the Company for the financial year ended March 31, 2027 exceeds INR 1750,00,00,000 (Indian Rupees One Thousand Seven Hundred and Fifty Crores), then the Conversion Ratio shall be adjusted downwards such that the Conversion Ratio shall be 1:0.77;
- (b) If (I) the conditions specified in (a) are not fulfilled, or (II) an IPO or a Distribution Event occurs on or prior to the finalization of the audited financials of the Company for the financial year ended March 31, 2027, then the Conversion Ratio shall remain unchanged, i.e. the Conversion Ratio shall be 1:1.

It is hereby agreed and confirmed that for (a) to apply, both the conditions set out in (A) and (B) need to be fulfilled, and if only one of the two conditions in (A) or (B) are satisfied and the other condition is not satisfied, the provisions of (b) above shall apply. It is hereby clarified that for the purpose of calculating PAT under (a) above, any increase in the shareholding of the Company in AMPIN in excess of 54.4% shall not be accounted.

10. **Alteration of terms:** For any amendment/alteration of the terms of the Series B CCPS, the prior written consent of the holder of the Series B CCPS shall be necessary.
11. **Anti-Dilution:** The Series B CCPS Conversion Ratio shall be adjusted in accordance with the anti-dilution provisions set out in clause 8 of the Restated SHA, rights issue, stock splits, stock dividends etc. (hereinafter referred to as the "Adjustment").
12. Upon the occurrence of the Adjustment of the Series B CCPS Conversion Ratio, the Company shall promptly compute such Adjustment in accordance with the terms hereof and prepare and furnish to the holder of the Series B CCPS a certificate setting forth the details of the Adjustment. If the holder of the Series B CCPS does not agree with the computation of the Adjustment, the Parties shall resolve the same in accordance with the dispute resolution section of the Agreement.
13. Before the holder of the Series B CCPS are able to convert the Series B CCPS into equity shares pursuant to this Schedule, it shall, transfer such Series B CCPS from its depository to the depository of the Company, and shall give written notice to the Company at its principal corporate office, of the election to convert the same. The holder shall also provide standard information required to allow the Company to issue such shares in dematerialized form. Any conversion (in the case of a conversion at such holder's option) shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the certificate representing the Series B CCPS to be converted, and the person or persons entitled to receive the Equity Shares issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Equity Shares as of such date.

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14. The Company shall, as soon as practicable after conversion under this Clause, for the Series B CCPS converted, issue and deliver to the holder of the Series B CCPS, evidence that such Equity Shares have been deposited in the dematerialized` account of the respective holder of the Series B CCPS.
15. The Company shall at all times reserve and keep available out of its authorized but unissued Equity Shares, solely for the purpose of effecting the conversion of the Series B CCPS, such number of its Equity Shares as shall from time to time be sufficient to effect the conversion of all issued and outstanding Series B CCPS; and if at any time the number of authorized but unissued Equity Shares shall not be sufficient to effect the conversion of all then outstanding Series B CCPS, in addition to such other remedies as shall be available to the respective holder of the Series B CCPS, the Company will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued equity Share capital to such number of shares as shall be sufficient for such purposes.
16. **Distribution Preference:** The holder of the Series B CCPS shall be entitled to distribution preference as set out in Clause 12 of the Restated SHA.

Capitalized terms used but not defined here shall have the same meaning as assigned to it under the Restated SHA.

RESOLVED FURTHER THAT any of the directors or Company Secretary of the Company be and is hereby severally authorized to sign and issue the private placement offer cum application letter in form PAS-4 to the aforementioned investors to subscribe to Subscription Shares in accordance with Sections 42 and 62(1)(c) of the Companies Act, 2013 and be authorised to maintain a complete record of private placement offer in form PAS-5;

RESOLVED FURTHER THAT the entire amount representing the value of the Subscription CCPS to be allotted pursuant to the preferential issue shall be payable at the time of subscription to Subscription CCPS, making them fully paid up at the time of allotment pursuant to Section 42(6) of the Companies Act, 2013 and rules made thereunder;

RESOLVED FURTHER THAT the aforesaid Subscription CCPS shall be issued and allotted by the Company only in dematerialized form, subject to receipt of full consideration and valid application from the Investors;

RESOLVED FURTHER THAT any one of the Director or Mr. Ashish Kumar Dhandhanya, Company Secretary of the Company, be and is hereby severally authorized to (i) execute and deliver such documents on behalf of the Company to the investors whose names are identified herein above in relation to the proposed offer, (ii) file a certified copy of the resolution in relation to the proposed offer with the concerned Registrar of Companies, in the prescribed form and make such other filings with the concerned Registrar of Companies, as may be required under applicable law, and (iii) do all such other acts, deeds, matters or things as may be necessary, appropriate, expedient or desirable to give effect to this resolution.”

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ITEM NO. 2: APPROVAL FOR BORROW MONEY IN EXCESS OF PAID UP SHARE CAPITAL FREE RESERVES AND SECURITIES PREMIUM UNDER SECTION 180(1)(C) OF THE COMPANIES ACT, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to such other approvals as may be necessary, approval of shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money, from time to time for the purpose of the business of the Company which, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital, free reserves and securities premium, provided that the total amount so borrowed by the Board shall not at any time exceed INR 1500 Crores (Indian Rupees One Thousand Five Hundred Crores) or such amount as may be approved by the shareholders of the Company from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/ agreements as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate all or any of the above powers to persons authorised/a committee constituted/to be constituted by the Board and/or any member of such committee/Board and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

ITEM NO. 3: APPROVAL FOR CREATION OF SECURITIES ON THE PROPERTIES OF THE COMPANY BOTH PRESENT AND FUTURE IN FAVOUR OF LENDERS UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, approval of the members of the Company be and is accorded to the Board of Directors of the Company for creation of charge / mortgage / pledge / hypothecation / security in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and / or immovable properties,

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tangible or intangible assets of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company, as the case may be in favour of the Lender(s), Agent(s) and Trustee(s), for securing the borrowings availed / to be availed by the Company by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and/or non-convertible debentures or other debt instruments), issued / to be issued by the Company from time to time, subject to the limits approved under Section 180(1)(c) of the Act together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s) /Trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s)/Trustee(s)/State Government(s)/ Agency(ies) representing various state government and/or other agencies etc. in respect of the said loans/borrowings/debentures/securities and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the Lender(s)/Agent(s)/Trustee(s) /State Government(s)/Agency(ies), etc.;

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any directors or CFO or Company Secretary of the Company be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

ITEM NO. 4: APPROVAL FOR INCREASE THE LIMIT OF INTERCORPORATE LOAN (ICDs), INVESTMENTS GUARANTEE AND SECURITY UNDER SECTION 186 OF THE COMPANIES ACT, 2013

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

"RESOLVED THAT in accordance with the provisions of Section 186 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the memorandum of association and articles of association of the Company, approval of the shareholders of the Company be and is hereby accorded to the Board of Directors of the Company for giving loans to any person or body corporate or for issuing any guarantee or providing any security in the form of mortgage, pledge, hypothecation or any other charge in connection with a loan made to any person or body corporate or for acquiring by way of subscription, purchase or otherwise, the securities of anybody corporate, from time to time, on such terms and conditions as may be deemed fit by the Board, notwithstanding that such investments and/or loans made and/or guarantees and/or securities provided, together with all other

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investment(s)/loan(s) so far made and guarantee or security so far provided to or in all other persons and/or bodies corporate, shall exceed the limits prescribed under Section 186 of the Companies Act, 2013; provided, however, that the total amount of such investments, loans, guarantees and/or securities shall not exceed the limit of INR 4000 Crores (Indian Rupees Four Thousand Crores only) outstanding at any point of time;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to discuss, negotiate, modify and finalise terms and conditions on which the Company shall give loans or issue any guarantee or provide any security in connection with a loan made to any person or body corporate and also to negotiate, finalise, settle, modify, amend and execute such documents / deeds / writings / papers / agreements as may be required for the same and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary, usual or expedient for this purpose;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and matters including but not limited to preparing and filing of statutory forms, if any, with the concerned Registrar of Companies and such other things as may be necessary or expedient to implement this resolution."

ITEM NO. 5: APPROVAL AND ADOPTION FOR THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

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

"RESOLVED THAT in accordance with the provisions of Sections 5, 14 and such other applicable provisions of the Companies Act, 2013 and the rules framed thereunder (including any statutory amendment, modification or re-enactment thereof), the draft of the amended and restated articles of association incorporating the provisions of the Restated and Amended Shareholders' Agreement of the Company dated 9th April, 2025, a copy of which has been placed before the Board and initialled by the Chairperson for the purposes of identification, be and is hereby approved by the Members and adopted as the articles of association of the Company in substitution for, and to the exclusion of the existing articles of association of the Company;

RESOLVED FURTHER THAT that the amended and restated articles of association of the Company is hereby approved and shall become effective immediately;

RESOLVED FURTHER THAT any one of the Director of the Company or Mr. Ashish Kumar Dhandhanya, Company Secretary of the Company be and is hereby severally authorised to do all such other acts, deeds, matters and things as may be necessary, incidental and/or consequential, to give effect to the above resolution and comply with the applicable statutory requirements, including filings with the Registrar of Companies, Ministry of Corporate Affairs if any."

ITEM NO. 6: APPROVAL TO ADVANCE ANY LOAN/GIVE GUARANTEE/PROVIDE SECURITY UNDER SECTION 185 OF THE COMPANIES ACT, 2013

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


"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for advancing loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by Jupiter Solar Power Limited which is a Subsidiary Company of Jupiter International Limited, up to a sum not exceeding Rs.1 Crore [Rupees One Crore Only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company;

RESOLVED FURTHER THAT any of the director or CFO or Company Secretary of the Company, be and is hereby severally authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid loans/guarantees/securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all such acts, deeds or things incidental or expedient thereto for the purpose of giving effect to this resolution."

**By Order of the Board of Directors
For Jupiter International Limited**

**Place: Kolkata
Date: 14th July, 2025**




Ashish Kumar Dhandhanya
Company Secretary
Mem. No. A29105

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NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circulars, Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No.33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular no. 21/2021 dated December 14, 2021 and General Circular no. 2/2022 & 3/2022 dated May 05, 2022, General Circular no. 09/2023 dated September 25, 2023 and General Circular no. 09/2024 dated September 19, 2024 (collectively referred to as "MCA Circulars") permitted the holding of the Extra-ordinary General Meeting ("EGM") through VC / OAVM.
2. A member entitled to attend and vote at the Extraordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.
3. Since this meeting is also convened through VC / OAVM, the facility for appointment of proxies by the member attending this meeting through VC / OAVM, shall not be available.
4. Members are requested to download the "Microsoft Teams App" at their Electronic Device such as Computer, Cellphone etc. and may join the meeting on the date and time mentioned above with the Meeting ID "473 576 286 419 4" and Password "Gs3rH2Jk". The members may call at the helpline Number +91- 6292244564 for any assistance in using the technology before or during the meeting.
5. The facility of joining the EGM through VC/ OAVM for the members who wish to participate through VC/OAVM, will be opened 15 minutes before the scheduled start time of the EGM.
6. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
7. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
8. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. Hence, members can attend and participate in the EGM physically or through VC/OAVM also.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members are requested to notify immediately any change in their address to the Company. In all correspondence with the Company, Members are requested to quote their Account/Folio Numbers.

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11. A Corporate Member intending to send its authorized representatives to attend the EGM in terms of Section 113 of the Companies Act, 2013 is requested to send to the Company a certified copy of the Board Resolution authorizing such representative to attend and vote on its behalf at the EGM.
12. All documents referred to in the accompanying notice and explanatory statements are open for inspection at the registered office of the Company on all workings days, except Bank holidays, Saturdays and Sundays from 11 am to 1 pm upto the date of the meeting and will also be available for inspection at the meeting.
13. A route map to the venue of the meeting is attached herewith

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

In order to sustain and accelerate the current growth rate and to maintain capital adequacy at an optimum level and also to fuel the future growth of the Company, it is proposed to raise the existing capital of the Company by way of issuing Series B compulsorily convertible preference shares to the investors whose name are recorded in the proposed resolution. The Board of Directors of the Company at its meeting held on 14th July, 2025, has approved the offer and issuance of 1,88,154 (One Lakh Eighty Eight Thousand One Hundred and Fifty Four) Series B compulsorily convertible preference shares of the Company (Series B CCPS) having a face value of INR 10 (Indian Rupees Ten) each at an issue price of INR 7047.46 (Indian Rupees Seven Thousand Forty Seven and Forty Six Paise) including premium of INR 7037.46 (Indian Rupees Seven Thousand Thirty Seven and Forty Six Paise) per Series B CCPS to VALUEQUEST SCALE FUND and its assignees ("Investors").

S.No.	Name of Investor	Type of shares	Number of shares	Total subscription amount for Subscription CCPS (in INR)
1.	VALUEQUEST S.C.A.L.E FUND	Series B CCPS	35,474	250,001,596.04
2.	Kalpraj Damji Dharamshi Harsha Hemang Dharamshi Paolomi Kalpraj Dharamshi (C/o Tidecrest Partners)	Series B CCPS	1,41,895	999,999,336.70
3.	Shradha Agarwal	Series B CCPS	142	10,00,739.32
4.	Pravin Ratanlalji Jain	Series B CCPS	5,676	4,00,01,382.96
5.	Kili Ventures LLP	Series B CCPS	3,548	2,50,04,388.08
6.	Lords Multigrowth Fund	Series B CCPS	1,419	1,00,00,345.74
	Total		1,88,154	132,60,07,788.84

Section 62 of the Companies Act 2013, provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the Equity Shares of the Company in proportion to the capital paid-up on that date and in the manner laid down under Section 62(1) of the Act, unless the members in a general meeting decide otherwise by way of a Special Resolution as stated in Section 62 (1) (c) of the Companies Act, 2013. Furthermore, as per section 42 of the Act, read with the rules made thereunder, a company offering or making an invitation to subscribe to securities on a private placement basis, is required to obtain the prior approval of the members for each of the offer and invitation.

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In accordance with Sections 23, 42 and 62 of the Act read with the Rules made thereunder, approval of the members is sought by way of a special resolution for the office and issuance of 1,88,154 (One Lakh Eighty Eight Thousand One Hundred and Fifty Four) Series B compulsorily convertible preference shares of the Company (Series B CCPS) having a face value of INR 10 (Indian Rupees Ten) each at an issue price of INR 7047.46 (Indian Rupees Seven Thousand Forty Seven and Forty Six Paise) including premium of INR 7037.46 (Indian Rupees Seven Thousand Thirty Seven and Forty Six Paise) per Series B compulsorily convertible preference shares to the aforesaid proposed investors.

Accordingly, in terms of the provisions of Section 62 and 55 read with rule 9 and 13 of the Companies (Share Capital and Debenture) Rules, 2014 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 the required particulars of private placement of securities on preferential basis are given herein below:

1. The object of the issuance:

The Company requires additional funds for the growth and expansion of its business.

2. The total number of shares or other securities to be issued:

The Company is proposed to issue 1,88,154 (One Lakh Eighty-Eight Thousand One Hundred and Fifty-Four) Series B compulsorily convertible preference shares of the Company (Series B CCPS) having a face value of INR 10 (Indian Rupees Ten) each.

3. The price or price band at/within which the allotment is proposed:

The Company shall issue and allot 1,88,154 (One Lakh Eighty Eight Thousand One Hundred and Fifty Four) Series B compulsorily convertible preference shares of the Company (Series B CCPS) having a face value of INR 10 (Indian Rupees Ten) each at an issue price of INR 7047.46 (Indian Rupees Seven Thousand Forty Seven and Forty Six Paise) per compulsorily convertible preference shares including premium of INR 7037.46 (Indian Rupees Seven Thousand Thirty Seven and Forty Six Paise) per Series B compulsorily convertible preference shares to the proposed investors.

4. Basis on which the price has been arrived at along with report of the registered valuer:

The Series B compulsorily convertible preference shares are being issued at their fair market value and the same has been derived on the basis of the valuation report dated 8th April, 2025 received from M/s. Omnifin Valuation Services (OPC) Pvt. Ltd, Registered Valuer, IBBI Registration No. IBBI/RV-E/01/2022/160 and RVM - RVOESMA/REM/2022/0004. The said valuation reports have been taken on record by the Board in its meeting held on 9th April, 2025 and available for inspection.

5. Relevant date with reference to which the price has been arrived at:

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28th February, 2025.

6. The class or classes of persons to whom the allotment is proposed to be made:

As refer to para 9 below

7. Intention of promoters, directors or key managerial personnel to subscribed to the offer:

No promoters, directors or key managerial personnel of the Company are subscribing shares in the proposed offer.

8. The proposed time within which the allotment shall be completed:

The allotment shall be completed within 60 days of receipt of subscription money.

9. The names of the proposed allottees and the percentage of post preferential share capital that may be held by them:

Post preferential share capital on fully diluted basis are as below:

Sl No.	Name of the proposed Allottees	Nature of Shares	Post Issue shareholding		Class/Classes of Person
			No of Shares	Percentage	
1.	VALUEQUEST S.C.A.L.E FUND	Series B CCPS	35,474	0.216	AIF
2.	Kalpraj Damji Dharamshi Harsha Hemang Dharamshi Paolomi Kalpraj Dharamshi (C/o Tidecrest Partners)	Series B CCPS	1,41,895	0.864	Partnership Firm
3.	Shradha Agarwal	Series B CCPS	142	0.001	Individual
4.	Pravin Ratanlalji Jain	Series B CCPS	5,676	0.035	Individual
5.	Kili Ventures LLP	Series B CCPS	3,548	0.022	LLP
6.	Lords Multigrowth Fund	Series B CCPS	1,419	0.009	Body Corporate

10. Change in control, if any in the Company that would occur consequent to the preferential offer:

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No change in control would occur within the Company consequent to the preferential offer.

11. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

The Company has made the following allotment on preferential basis during the year.

No of Persons	Date of Allotment	Nature of Shares	No of Shares	Issue Price including premium (in Rs.)
12	08/05/2025	Series B CCPS	2,09,371	7047.46
2	16/05/2025	Series B CCPS	19,866	7047.46
10	08/07/2025	Series B CCPS	1,97,872	7047.46
5	12/07/2025	Series B CCPS	24,051	7047.46

12. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

The proposed allotment to be made on cash basis, hence this clause is not applicable for this offer.

13. The pre issue and post issue shareholding pattern of the Company in the following format:

The Pre issue and post issue shareholding pattern of the company on fully diluted basis are as follows:

Sl. No.	Category	Pre-issue		Post-issue	
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters' holding	-	-	-	-
1.	Indian	-	-	-	-
	Individual	9,03,354	5.56	903,354	5.50
	Bodies Corporate	1,00,30,700	61.77	1,00,30,700	61.06
	Sub-total	1,09,34,054	67.33	1,09,34,054	66.56
2.	Foreign Promoters	-	-	-	-
	Sub-total (A)	1,09,34,054	67.33	1,09,34,054	66.56
B	Non-Promoters' Holding	-	-	-	-
1.	Institutional Investors	-	-	-	-
2.	Non-institutional Investors	-	-	-	-
	Private Corporate Bodies	3,65,516	2.25	3,70,483	2.26
	Directors and Relatives	22,41,010	13.80	22,41,010	13.64
	Indian Public	26,73,264	16.46	28,56,451	17.39
	Others (Including NRIs)	26,226	0.16	26,226	0.16
	Sub Total(B)	53,06,016	32.67	54,94,170	33.44
	GRAND TOTAL	16,240,070	100.00	16,428,224	100.00

The Board recommends approving of the Resolution as mentioned in item no. 1 above as a Special Resolution.

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None of the directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution in item no. 1, except by way of their shareholding in the Company.

ITEM NO. 2 & 3

Jupiter International Limited ("Company") is engaged in manufacture of Solar Cells. To support its ambitious growth plans which include expansion of manufacturing facilities, investment in new technologies, increase in working capital requirements, funding for new projects, acquisitions, diversification, etc. the Company anticipates a need for additional financial resources from Bank, Financial Institutions, Firms, Bodies Corporate and Other Persons/ Entities which will exceed the aggregate of the paid-up share capital, free reserves and Securities Premium of the Company.

The Board requires approval of the Shareholders by way of a special resolution pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 to avail the facility and to create security in favour of the Lender in terms of Section 180 (1) (a) of the said act, respectively.

The Board recommends approving of the Resolution as mentioned in item no. 2 & 3 above as a Special Resolution.

None of the directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution in item no. 2 & 3, except by way of their shareholding in the Company.

ITEM NO. 4

In terms of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate or give guarantee or provide security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

It is also informed to the members that, the Company is in expansion mode and planning to multiple expansion in the company or in its subsidiary companies and to meet the funding requirement including giving corporate guarantee or providing security which may need to be extended for any facility taken by the subsidiary Companies or other body corporate, approval of the Shareholders by way of special resolution is required to the Board of Directors of the Company pursuant to the provisions of Section 186 exceeding the limit as envisaged i.e. exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

The Board of the Company, therefore, recommends the Resolution under item no. 4 to be passed as Special Resolution.

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None of the directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution in item no. 4, except by way of their shareholding in the Company.

ITEM NO. 5

The existing articles of association ("AOA") of the Company shall be substituted with amended and restated articles of association of the Company in order to encapsulate the provisions of the Amended and Restated Shareholders' Agreement dated 9th April, 2025 entered between the Company, ValueQuest SCALE Fund, Mr. Alok Garodia, Mr. Akash Garodia, Stuti Tie-Up Pvt Ltd and Dayanidhi Management Pvt. Ltd. in the articles of association of the Company.

The Board therefore, recommends the resolution set out at item no. 5 as a special resolution for the approval of the members of the Company.

The existing AOA and the proposed restated draft AOA can be inspected by the members at the registered office of the Company in business hours till the date of the meeting.

None of the directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution in item no. 5, except by way of their shareholding in the Company.

ITEM NO. 6

It is informed to the members of the Company that pursuant to provisions of section 185 of the Companies Act, 2013, a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2) of the Act, after passing a special resolution in the general meeting.

To meet the requirement for business and operations of Jupiter Solar Power Limited, it is proposed to make loan(s) including loan represented by way of book debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by above company in whom any of the director of the Company is interested as specified in the explanation to Section 185(2) of the Act, from time to time, within the limit as specified in the resolution.

The Members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time, only for principal business activities of such Company.

The Board therefore, recommends the resolution set out at item no. 6 as a special resolution for the approval of the members of the Company.

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None of the directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution in item no. 6, except by way of their shareholding in the Company.

**By Order of the Board of Directors
For Jupiter International Limited**

**Place: Kolkata
Date: 14th July, 2025**




**Ashish Kumar Dhandhanya
Company Secretary
Mem. No. A29105**

JUPITER INTERNATIONAL LIMITED

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ATTENDANCE SLIP

Meeting No: 03/2025-26 Date: 19th July, 2025

NAME (IN BLOCK LETTERS)	
ADDRESS	
REGISTERED FOLIO NO. / DP ID & CLIENT ID	
SHAREHOLDER / PROXY/ AUTHORISED REPRESENTATIVE	

I/We hereby record my/our presence at the (03/2025-26) **Extra-ordinary General Meeting** of the Company held on Saturday, the 19th July, 2025 at 11.30 a.m. at the registered office at '20A Ashutosh Chowdhury Avenue, Kolkata - 700019, West Bengal.

Signature of the Shareholder / Proxy / Authorised Representative

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting venue.

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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	U51109WB1978PLC031668
Name of the Company	Jupiter International Limited
Registered Office	20A Ashutosh Chowdhury Avenue, Kolkata 700019, West Bengal

Name of the Member	
Registered address	
E-mail Id	
Folio No./Client Id	
DP ID	NA

I/We, being the member(s) of (.....) shares of the above named company, hereby appoint

1	Name	
	Address	
	Email ID	
	Signature	

Or failing him/her;

2	Name	
	Address	
	Email ID	
	Signature	

Or failing him/her;

3	Name	
	Address	
	Email ID	
	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on Saturday, the 19th July, 2025 at 11.30 a.m. at the registered office at 20A, Ashutosh Choudhury Avenue, Kolkata 700019, West Bengal through hybrid mode i.e. Physical as well as Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and at any adjournment thereof in respect of such resolution as are indicated below:

1. Approval and authorisation for issuance of Series B Compulsory Convertible Preference Shares by way of Preferential allotment on Private Placement basis.
2. Approval for borrow money in excess of paid up share capital, free reserves and securities premium under section 180 (1) (c) of the Companies Act, 2013.
3. Approval for Creation of Security on the properties of the Company, both Present and future, in favour of lenders under section 180(1) (a) of the Companies Act, 2013.
4. Approval for Increase the limit for Intercompany Loan (ICDs), Investments, Gurantee and Security under Section 186 of the Companies Act.

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5. Approval and Adoption for the amended and restated articles of association of the Company. and
6. Approval to advance any loan/give guarantee/provide security under section 185 of the Companies Act, 2013.

Signed this..... day of..... 2025.

Signature of shareholder: Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

JUPITER INTERNATIONAL LIMITED

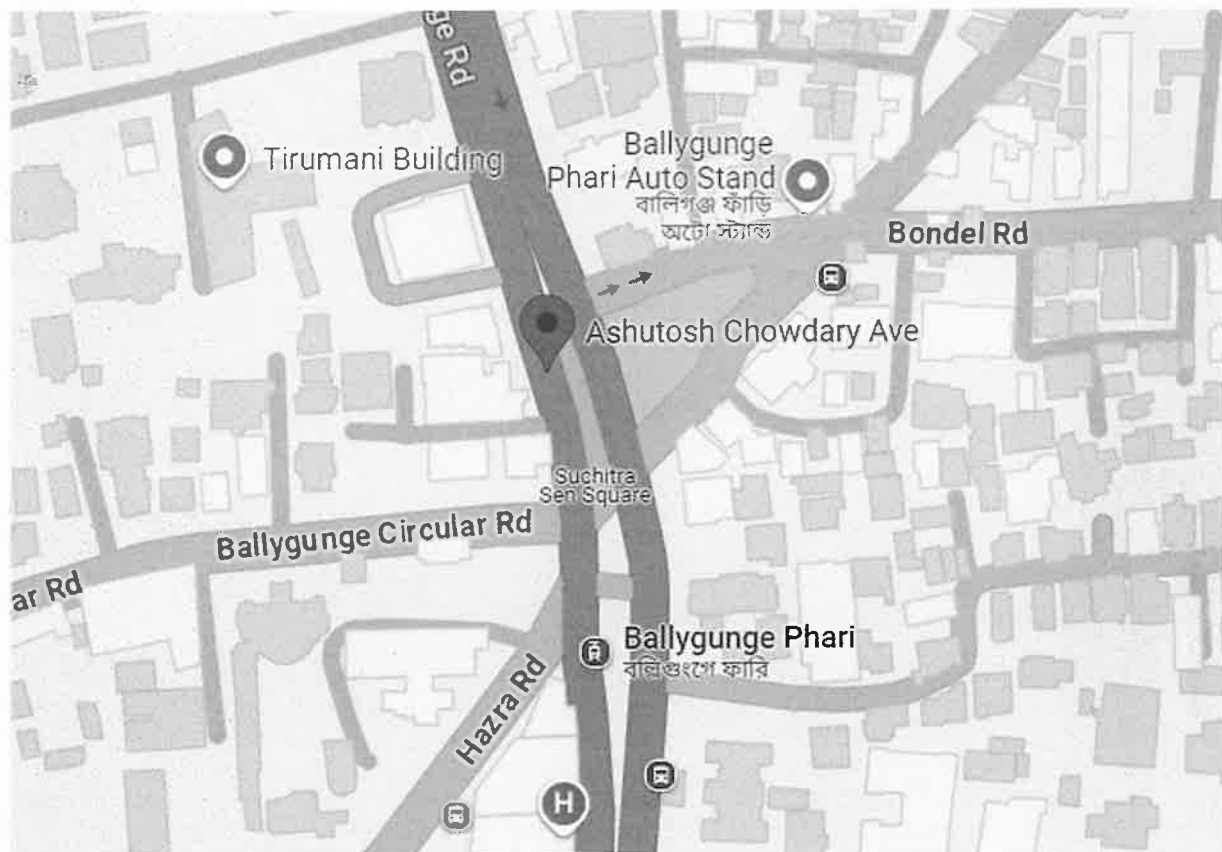
Manufacturing Unit I: Plot No. 137/7, 138/1, Village: Katha, P.O. & Tehsil: Baddi, District: Solan, Himachal Pradesh - 173 205, India
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ROUTE MAP



Registered Office:

Jupiter International Limited
20A, Ashutosh Chowdhury Avenue,
Kolkata, 700019, West Bengal, India

JUPITER INTERNATIONAL LIMITED

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