

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 (04/2025-26) Extra-Ordinary General Meeting of the Company will be held at Shorter notice on Wednesday, 3rd September, 2025 at 4:00 p.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: 1,59,885 (One Lakh Fifty Nine Thousand Eight Hundred and Eighty Five) 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:

S.No.	Name of Investor	Type of shares	Number of shares	Total subscription amount for Subscription CCPS (in INR)
1.	Vishal Harshad Vora Radha Vishal Vora	Series B CCPS	2,661	18,753,291.06

JUPITER INTERNATIONAL LIMITED

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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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2.	Ashit Harshad Vora Anmol Ashit Vora	Series B CCPS	2,661	18,753,291.06
3.	Deepak Valji Gala Harsha Deepak Gala	Series B CCPS	2,217	15,624,218.82
4.	Harsha Deepak Gala Panbai Valji Gala	Series B CCPS	2,217	15,624,218.82
5.	Ashit Mahesh Shah	Series B CCPS	4,434	31,248,437.64
6.	Vivek Jitendra Khona	Series B CCPS	2,838	20,000,691.48
7.	Vikram J Khona	Series B CCPS	2,838	20,000,691.48
8.	Ashokkumar Vasantilal Shah	Series B CCPS	2,838	20,000,691.48
9.	Kishore Manoharlal Sethia	Series B CCPS	1,064	7,498,497.44
10.	Hinesh Bhavanji Lodaya Nital Hinesh Lodaya	Series B CCPS	709	4,996,649.14
11.	Meera Nilesh Maisheri	Series B CCPS	709	4,996,649.14
12.	Malti Nileshkumar Maisheri Nileshkumar Shantial Maisheri	Series B CCPS	1,419	10,000,345.74
13.	Punit Jaysinh Soni	Series B CCPS	1,419	10,000,345.74
14.	Rupesh Motichand Khona Jitesh Motichand Khona	Series B CCPS	709	4,996,649.14
15.	Best Corporation Pvt. Ltd.	Series B CCPS	10,642	74,999,069.32
16.	M Pallonji Logistics Pvt. Ltd.	Series B CCPS	2,128	14,996,994.88
17.	Hiten Pravin Shah Gopi Hiten Shah C/o Weil Investments	Series B CCPS	2,128	14,996,994.88
18.	Phani Kumar Mantha	Series B CCPS	1,419	10,000,345.74
19.	Times United Pvt. Ltd.	Series B CCPS	4,789	33,750,285.94
20.	VISTRA ITCL (INDIA) LTD C/o Winner Family Pvt. Trust	Series B CCPS	4,434	31,248,437.64
21.	Manohar Lal Agarwal & Others C/o ARA Investments	Series B CCPS	7,095	50,001,728.70
22.	Graphite India Ltd.	Series B CCPS	3,547	24,997,340.62
23.	Ashish Baheti Sarika Baheti	Series B CCPS	709	4,996,649.14
24.	Atul Ladha Sunita Ladha	Series B CCPS	709	4,996,649.14
25.	Dosch Pharmaceuticals Pvt. Ltd.	Series B CCPS	14,190	100,003,457.40

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26.	Nareshkumar Ramjibhai Patel	Series B CCPS	3,547	24,997,340.62
27.	Chetankumar Chhaganlal Vaghasia	Series B CCPS	3,547	24,997,340.62
28.	Pushkar Jauhari Shruti Jauhari	Series B CCPS	2,000	14,094,920.00
29.	Abhinav Khanna Shikha Khanna	Series B CCPS	1,064	7,498,497.44
30.	Chirag Chimanlal Shah	Series B CCPS	1,419	10,000,345.74
31.	Hiten Virchand Gala	Series B CCPS	355	2,501,848.30
32.	Ankit Manilal Gala	Series B CCPS	1,064	7,498,497.44
33.	Anand Jitendra Barbhaya Jigna Anand Barbhaya	Series B CCPS	425	2,995,170.50
34.	Pranav Dharmesh Mehta	Series B CCPS	355	2,501,848.30
35.	Chirag Dinesh Lodaya	Series B CCPS	496	3,495,540.16
36.	Abhishek Mahesh Trivedi	Series B CCPS	1,208	8,513,331.68
37.	Kunal Azad Sarupria	Series B CCPS	567	3,995,909.82
38.	Vishal Thanvi	Series B CCPS	710	5,003,696.60
39.	Anirudh Jagdish Sarda	Series B CCPS	567	3,995,909.82
40.	Sonia Lalwani	Series B CCPS	510	3,594,204.60
41.	Raunak Anil Nagda Varsha Anil Nagda	Series B CCPS	1,419	10,000,345.74
42.	ValueQuest Investment Advisors Pvt. Ltd. C/o VQ JIL Employee Trust	Series B CCPS	11,721	82,603,278.66
43.	Ashok Ramnarayan Boob Parth Ashok Maheshwari C/o PAM Family Trust	Series B CCPS	2,838	20,000,691.48
44.	Krishnakumar Ramnarayan Boob Shradha Anish Kariwala C/o Shradha Family Trust	Series B CCPS	1,419	10,000,345.74
45.	Milind Khaitan	Series B CCPS	142	1,000,739.32
46.	Mahendra Kumar Chajjer	Series B CCPS	142	1,000,739.32
47.	Pinkey Mahensaria	Series B CCPS	709	4,996,649.14
48.	Ankit Mahensaria	Series B CCPS	355	2,501,848.30

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49.	Huvishka Saraogi (Guardian – Pratik Rajesh Saraogi)	Series B CCPS	5,676	40,001,382.96
50.	Saint Capital Fund	Series B CCPS	2,838	20,000,691.48
51.	Sanjay Kumar Agarwal	Series B CCPS	71	500,369.66
52.	Mukesh Kumar Tulsian	Series B CCPS	142	1,000,739.32
53.	Akhilesh Jain	Series B CCPS	11,352	80,002,765.92
54.	Aman Jain	Series B CCPS	11,352	80,002,765.92
55.	Sarvesh jain	Series B CCPS	11,352	80,002,765.92
Total			159,885	1,126,783,142.10

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:

- Redemption:** The Series B CCPS issued to the respective Investor shall be compulsorily converted into Equity Shares.
- Face Value:** Each Series B CCPS shall have a face value of INR 10 (Indian Rupees Ten Only) only.

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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 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

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(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.
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

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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.”

ITEM NO. 2: INCREASE IN THE AUTHORIZED SHARE CAPITAL AND CONSEQUENTIAL AMENDMENT IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules and regulations made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and enabling provisions

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of the Memorandum and Articles of Association, consent of the members be and is hereby accorded to increase the authorized share capital of the Company from Rs. 18,50,00,000 (Eighteen Crores fifty Lakhs Only) divided into 1,55,00,000 (One Crore Fifty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 175,00,00,000/- (Rupees One Hundred and Seventy-Five Crores) divided into 17,20,00,000 (Seventeen Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten Only) each by creating an additional 15,65,00,000 (Fifteen Crores and Sixty-Five Lakh) equity shares of Rs. 10/- (Rupees Ten only) each;

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules and regulations made thereunder (including any statutory modification or re-enactment thereof for the time being in force), and subject to consent of the members at an extra-ordinary general meeting, the existing clause V of the Memorandum of Association of the Company be altered and substituted by the following new Clause;

V. The Authorized Share Capital of the Company is Rs. 175,00,00,000/- (Rupees One Hundred and Seventy-Five Crores) divided into 17,20,00,000 (Seventeen Crore Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten Only) each with such right, privileges and conditions attaching thereto as provided by the regulations of the company for the time being, with power to increase and decrease the capital of the company and to divide the shares in capital for the time being into several classes and to attach thereto respectively such preferential, rights, privileges or conditions as may be determined by or in accordance with the Articles of the company for the time being and to modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Act, or provided by the Articles of the company for the time being.

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, including signing and filing all the necessary forms (including e-form SH - 7) and other documents, as may be required with statutory authorities including the registrar of companies, incidental and/or consequential to give effect to the above resolution.”

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

**Place: Kolkata
Date: 29th August, 2025**



Ashish Dhandhanya
**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 "**423 916 213 034 3**" and Password "**Ep9WX34F**". 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

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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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 29th August, 2025, has approved the offer and issuance of 1,59,885 (One Lakh Fifty Nine thousand Eight Hundred and Eighty Five) 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**").

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.

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 offer and issuance of 1,59,885 (One Lakh Fifty Nine Thousand Eight Hundred and Eighty Five) 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:

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The Company is proposed to issue 1,59,885 (One Lakh Fifty-Nine Thousand Eight Hundred and Eighty-Five) 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 1,59,885 (One Lakh Fifty Nine thousand Eight Hundred and Eighty Five) 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:

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:

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Sl No.	Name of the proposed Allottees	Nature of Shares	Post Issue shareholding		Class/Classes of Person
			No of Shares	Percentage	
1.	Vishal Harshad Vora Radha Vishal Vora	Series B CCPS	2,661	0.016	Individual
2.	Ashit Harshad Vora Anmol Ashit Vora	Series B CCPS	2,661	0.016	Individual
3.	Deepak Valji Gala Harsha Deepak Gala	Series B CCPS	2,217	0.013	Individual
4.	Harsha Deepak Gala Panbai Valji Gala	Series B CCPS	2,217	0.013	Individual
5.	Ashit Mahesh Shah	Series B CCPS	4,434	0.027	Individual
6.	Vivek Jitendra Khona	Series B CCPS	2,838	0.017	Individual
7.	Vikram J Khona	Series B CCPS	2,838	0.017	Individual
8.	Ashokkumar Vasantilal Shah	Series B CCPS	2,838	0.017	Individual
9.	Kishore Manoharlal Sethia	Series B CCPS	1,064	0.006	Individual
10.	Hinesh Bhavanji Lodaya Nital Hinesh Lodaya	Series B CCPS	709	0.004	Individual
11.	Meera Tilesh Maisheri	Series B CCPS	709	0.004	Individual
12.	Malti Nileshkumar Maisheri Nileshkumar Shantial Maisheri	Series B CCPS	1,419	0.009	Individual
13.	Punit Jaysinh Soni	Series B CCPS	1,419	0.009	Individual
14.	Rupesh Motichand Khona Jitesh Motichand Khona	Series B CCPS	709	0.004	Individual
15.	Best Corporation Pvt. Ltd.	Series B CCPS	10,642	0.064	Corporate
16.	M Pallonji Logistics Pvt. Ltd.	Series B CCPS	2,128	0.013	Corporate
17.	Hiten Pravin Shah Gopi Hiten Shah C/o Weil Investments	Series B CCPS	2,128	0.013	Partnership
18.	Phani Kumar Mantha	Series B CCPS	1,419	0.009	Individual
19.	Times United Pvt. Ltd.	Series B CCPS	4,789	0.029	Corporate
20.	VISTRA ITCL (INDIA) LTD C/o Winner Family Pvt. Trust	Series B CCPS	4,434	0.027	Trust
21.	Manohar Lal Agarwal & Others C/o ARA Investments	Series B CCPS	7,095	0.043	Partnership
22.	Graphite India Ltd.	Series B CCPS	3,547	0.021	Corporate
23.	Ashish Baheti	Series B CCPS	709	0.004	Individual

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	Sarika Baheti				
24.	Atul Ladha Sunita Ladha	Series B CCPS	709	0.004	Individual
25.	Dosch Pharmaceuticals Pvt. Ltd.	Series B CCPS	14,190	0.086	Corporate
26.	Nareshkumar Ramjibhai Patel	Series B CCPS	3,547	0.021	Individual
27.	Chetankumar Chhaganlal Vaghasia	Series B CCPS	3,547	0.021	Individual
28.	Pushkar Jauhari Shruti Jauhari	Series B CCPS	2,000	0.012	Individual
29.	Abhinav Khanna Shikha Khanna	Series B CCPS	1,064	0.006	Individual
30.	Chirag Chimanlal Shah	Series B CCPS	1,419	0.009	Individual
31.	Hiten Virchand Gala	Series B CCPS	355	0.002	Individual
32.	Ankit Manilal Gala	Series B CCPS	1,064	0.006	Individual
33.	Anand Jitendra Barbhaya Jigna Anand Barbhaya	Series B CCPS	425	0.003	Individual
34.	Pranav Dharmesh Mehta	Series B CCPS	355	0.002	Individual
35.	Chirag Dinesh Lodaya	Series B CCPS	496	0.003	Individual
36.	Abhishek Mahesh Trivedi	Series B CCPS	1,208	0.007	Individual
37.	Kunal Azad Sarupria	Series B CCPS	567	0.003	Individual
38.	Vishal Thanvi	Series B CCPS	710	0.004	Individual
39.	Anirudh Jagdish Sarda	Series B CCPS	567	0.003	Individual
40.	Sonia Lalwani	Series B CCPS	510	0.003	Individual
41.	Raunak Anil Nagda Varsha Anil Nagda	Series B CCPS	1,419	0.009	Individual
42.	ValueQuest Investment Advisors Pvt. Ltd. C/o VQ JIL Employee Trust	Series B CCPS	11,721	0.071	Trust
43.	Ashok Ramnarayan Boob Parth Ashok Maheshwari C/o PAM Family Trust	Series B CCPS	2,838	0.017	Trust
44.	Krishnakumar Ramnarayan Boob Shradha Anish Kariwala C/o Shradha Family Trust	Series B CCPS	1,419	0.009	Trust
45.	Milind Khaitan	Series B CCPS	142	0.001	Individual
46.	Mahendra Kumar Chajjer	Series B CCPS	142	0.001	Individual
47.	Pinkey Mahensaria	Series B CCPS	709	0.004	Individual
48.	Ankit Mahensaria	Series B CCPS	355	0.002	Individual
49.	Huvishka Saraogi	Series B CCPS	5,676	0.034	Individual

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	(Guardian – Pratik Rajesh Saraogi)				
50.	Saint Capital Fund	Series B CCPS	2,838	0.017	Body Corporate
51.	Sanjay Kumar Agarwal	Series B CCPS	71	0.000	Individual
52.	Mukesh Kumar Tulsian	Series B CCPS	142	0.001	Individual
53.	Akhilesh Jain	Series B CCPS	11,352	0.068	Individual
54.	Aman Jain	Series B CCPS	11,352	0.068	Individual
55.	Sarvesh Jain	Series B CCPS	11,352	0.068	Individual
			1,59,885	0.964	

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

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
5	23/07/2025	Series B CCPS	1,88,012	7047.46
1	26/07/2025	Series B CCPS	142	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	-	-	-	-

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1.	Indian	-	-	-	-
	Individual	9,03,354	5.50	903,354	5.45
	Bodies Corporate	1,00,30,700	61.06	1,00,30,700	60.47
	Sub-total	1,09,34,054	66.56	1,09,34,054	65.92
2.	Foreign Promoters	-	-	-	-
	Sub-total (A)	1,09,34,054	66.56	1,09,34,054	65.92
B	Non-Promoters' Holding	-	-	-	-
1.	Institutional Investors	-	-	-	-
2.	Non-institutional Investors	-	-	-	-
	Private Corporate Bodies	3,70,483	2.26	4,09,387	2.47
	Directors and Relatives	22,41,010	13.64	22,40,910	13.51
	Indian Public	28,56,451	17.39	29,74,694	17.93
	Others (Including NRIs)	26,226	0.16	29,064	0.17
	Sub Total(B)	54,94,170	33.44	56,54,055	34.08
	GRAND TOTAL	16,428,224	100.00	16,588,109	100.00

The Board recommends approving of the Resolution as mentioned in item no. 1 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. 1, except by way of their shareholding in the Company.

ITEM NO. 2

At present the Authorised Share Capital of the Company stands at Rs.18,50,00,000 (Eighteen Crore Fifty Lakhs Only) divided into 1,55,00,000 (One Crore Fifty-Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each and 30,00,000 (Thirty lakhs) Preference Shares of Rs 10/- (Rupees Ten Only)

In order to broad base the Capital Structure and to meet funding requirements of the Company and to enable the Company to issue further shares, it is proposed to increase the Authorised Share Capital from Rs. 18,50,00,000 (Rupees Eighteen Crore Fifty Lakhs) divided into 1,55,00,000 (One Crore Fifty-Five Lakhs) Equity Shares of face value of Rs. 10/- each (Rupees Ten only) and 30,00,000 (Thirty lakhs) Preference Shares of Rs 10/- each (Rupees Ten Only) to 175,00,00,000/- (Rupees One Hundred and Seventy-Five Crore) divided into 17,20,00,000 (Seventeen Crore and Twenty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- (Rupees Ten Only)

As per the provisions of Section 13 and 61 of the Companies Act, 2013 the alteration in the Memorandum of Association of the Company has to be approved by the Members of the Company. The increase in Authorised Share Capital also necessitates alteration of existing Clause V of the Memorandum of Association upon approval of Members of the Company.

The new set of Memorandum of Association is available for inspection at the Registered Office of the Company on any working day during business hours.

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The Board of the Company, therefore, recommends the Resolution under item no. 2 to be passed as Ordinary Resolution.

None of the Directors & Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise in the proposed resolution.

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

**Place: Kolkata
Date: 29th August, 2025**



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

JUPITER INTERNATIONAL LIMITED

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ATTENDANCE SLIP

Meeting No: 04/2025-26 Date: 3rd September, 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 (04/2025-26) **Extra-ordinary General Meeting** of the Company held on Wednesday, the 3rd September, 2025 at 4:00 p.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.

**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 Wednesday, 3rd September, 2025 at 4:00 p.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:

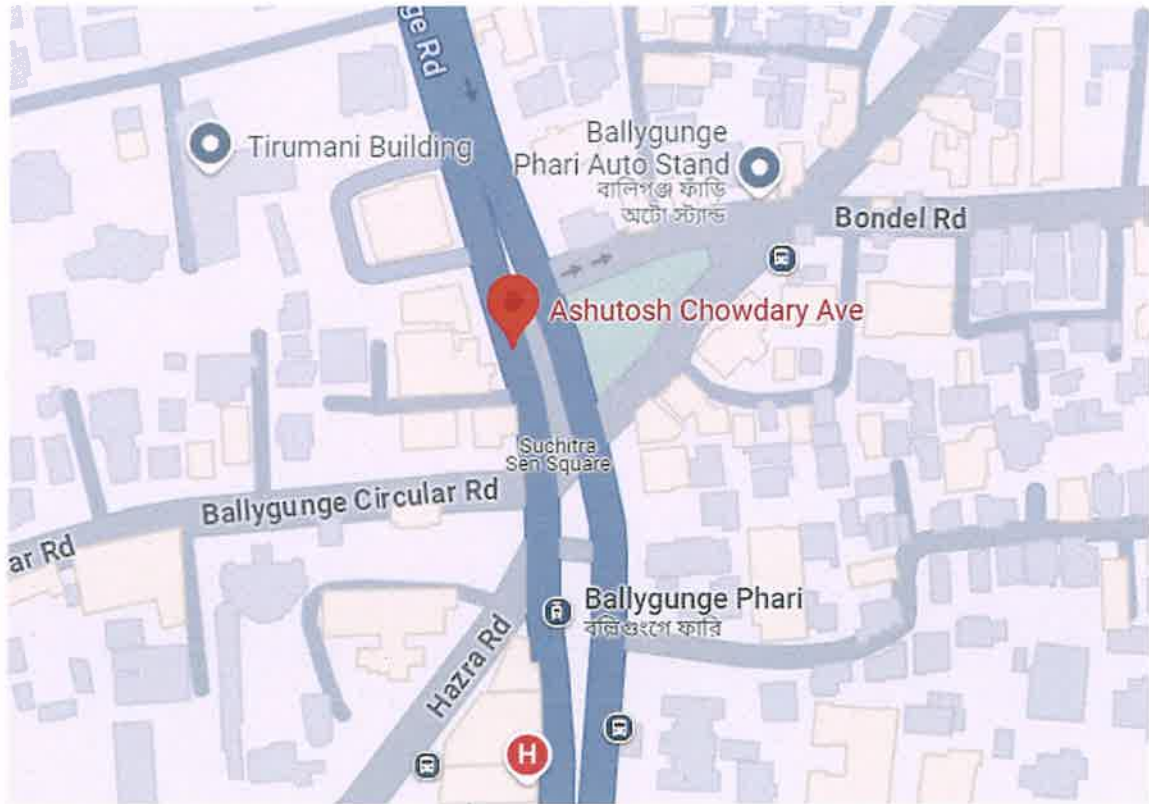
1. Approval and authorisation for issuance of Series B Compulsorily Convertible Preference Shares by way of Preferential allotment on Private Placement basis.
2. Increase in authorized share capital and consequential amendment in the Memorandum of Association of the Company

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.

ROUTE MAP



Registered Office:

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