

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 (06/2025-26) Extra-Ordinary General Meeting of the Company will be held at Shorter notice on Tuesday, 23rd December, 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: APPOINTMENT OF MR. ALOK GARODIA (DIN: 00081848), MANAGING DIRECTOR AS CHAIRMAN OF THE BOARD OF DIRECTORS 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 the Companies Act, 2013, the Articles of Association of the Company, and other applicable laws for the time being in force, consent of the members be and is hereby accorded to the Board of Directors of the Company to appoint Mr. Alok Garodia (DIN: 00081848), Managing Director of the Company, as the Chairman of the Board of Directors and shall hold office as such in addition to his existing position as Managing Director, with effect from 11th November, 2025;

RESOLVED FURTHER THAT the Board places on record its appreciation for the valuable services rendered by Mr. Garodia as Managing Director and expresses confidence that the Company will continue to benefit from his able leadership and guidance in the dual capacity of Managing Director and Chairman;

RESOLVED FURTHER THAT Mr. Ashish Kumar Dhandhanya, Company Secretary of the Company be and is hereby authorised to file necessary forms with the Registrar of Companies, make necessary entries in the statutory registers, and do all such acts, deeds, and things as may be necessary to give effect to this resolution."

ITEM NO. 2: INCREASE IN INVESTMENT LIMITS FOR NON-RESIDENT INDIAN OR OVERSEAS CITIZEN OF INDIA

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

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"RESOLVED THAT pursuant to the applicable provisions of Foreign Exchange Management Act, 1999, as amended, and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended the Consolidated FDI Policy Circular of 2020 dated October 15, 2020, as amended, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and the rules made thereunder, each as amended and all other applicable acts, rules, regulations, provisions and guidelines, circulars (including any statutory modifications or re-enactments thereof for the time being in force) and subject to notification of the Reserve Bank of India, and such other statutory/regulatory compliances and approvals as may be necessary, and subject to such conditions as may be prescribed by any of the said concerned authorities while granting such approvals, permissions or sanctions which may be agreed to by the Board, and as approved by the shareholders of the Company, the limit of investment by non-resident Indian ("NRI") or overseas citizen of India ("OCI") in the share capital of the Company, including, without limitation, on repatriation basis, on a recognised stock exchange in India, be increased from 10% (per cent) to 24% (per cent) of the paid-up equity share capital of the Company, provided however, that the shareholding of each NRI or OCI shall not exceed 5 percent of the total paid-up equity capital of the Company on a fully diluted basis, and the total holdings of all NRIs and OCIs put together shall not exceed 24% percent of the total paid-up equity capital on a fully diluted basis or such other limit as may be stipulated by RBI in each case, from time to time;

RESOLVED FURTHER THAT any one Director or Company Secretary of the Company be and is hereby severally authorised to do all such acts, things and deeds on behalf of the Company and make such filings with the regulatory authorities, including the Reserve Bank of India, to effectively implement this resolution."

ITEM NO. 3 - APPROVAL FOR RECORDING ADJUSTMENT TO THE TERMS OF COMPULSORILY CONVERTIBLE PREFERENCE SHARES AND SERIES-B COMPULSORILY CONVERTIBLE PREFERENCE SHARES ("CCPS")

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

"RESOLVED THAT in supersession to all other resolutions passed by the Board of Directors and shareholders of the Company in this regard and pursuant to the provisions of Section 48, 55 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, and in accordance with the Articles of Association of the Company, consent of the members be and is hereby accorded to change the conversion ratio of the CCPS to 9:1 i.e. 9 Equity Shares of face value of Rs. 2/- for every 1 CCPS of face value of Rs. 2/- each;

RESOLVED FURTHER THAT the 11,71,75,005 number of equity shares of face value of Rs. 2/- each be issued and allotted by the Company to the CCPS holders as on record date as may be fixed/determined by the Board;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorized on behalf of the Company to file the necessary e-forms and other necessary documents as may be required with the Registrar of Companies and any other applicable authorities,

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and to do all such acts, deeds, matters and things as deemed necessary or expedient to give effect to the above resolution;

RESOLVED FURTHER THAT any one Director or Nishant Bajaj - CFO or Mr. Ashish Kumar Dhandhanya - Company Secretary of the Company be and is hereby severally authorized to enter into, negotiate, finalize and execute any agreements, documents, and other arrangements with the CCPS holders, as may be required to implement the new conversion ratio of CCPS effectively."

ITEM NO. 4 – APPOINTMENT OF MR. DINESH CHANDER PATWARI (DIN: 10060352) AS AN INDEPENDENT DIRECTOR

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 149, 150 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment), rules made thereunder, each as amended ("Companies Act"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), and other applicable provisions of law, if any, and pursuant to the provisions of the articles of association of the Company, and based on the recommendation of the nomination and remuneration committee, Mr. Dinesh Chander Patwari (DIN:10060352), who was appointed as an additional director (Category – Independent Director) of the Company with effect from 11th November, 2025 and who possesses relevant expertise and experience and signified his consent to act as independent director of the Company, and has submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act (including the rules framed thereunder) and the SEBI Listing Regulations, and is eligible for appointment, approval of the members be and is hereby accorded for appointment of Mr. Dinesh Chander Patwari as an Independent Director on the Board, who shall hold office for a term of five consecutive years commencing 11th November, 2025, and shall not be liable to retire by rotation. Mr. Dinesh Chander Patwari shall be entitled to receive commission and sitting fees for attending meetings of the Board or any committees thereof as may be determined by the Board from time to time;

RESOLVED FURTHER THAT any one Director or Ashish Kumar Dhandhanya, Company Secretary of the Company be and is hereby severally authorised to file necessary forms with the Registrar of Companies, West Bengal at Kolkata and do all the acts, deeds and things which are necessary for the appointment of Mr. Dinesh Chander Patwari as an Independent Director of the Company;

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

ITEM NO. 5 – APPOINTMENT OF MR. ARVIND BAHETI (DIN: 08094824) AS AN INDEPENDENT DIRECTOR

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

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“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment), rules made thereunder, each as amended (**“Companies Act”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and other applicable provisions of law, if any, and pursuant to the provisions of the articles of association of the Company, and based on the recommendation of the nomination and remuneration committee, Mr. Arvind Baheti (DIN:08094824), who was appointed as an additional director (Category – Independent Director) of the Company with effect from 11th November, 2025 and who possesses relevant expertise and experience and signified his consent to act as independent director of the Company, and has submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act (including the rules framed thereunder) and the SEBI Listing Regulations, and is eligible for appointment, approval of the members be and is hereby accorded for appointment of Mr. Arvind Baheti as an Independent Director on the Board, who shall hold office for a term of five consecutive years commencing 11th November, 2025, and shall not be liable to retire by rotation. Mr. Arvind Baheti shall be entitled to receive commission and sitting fees for attending meetings of the Board or any committees thereof as may be determined by the Board from time to time;

RESOLVED FURTHER THAT any one Director or Ashish Kumar Dhandhanya, Company Secretary of the Company be and is hereby severally authorised to file necessary forms with the Registrar of Companies, West Bengal at Kolkata and do all the acts, deeds and things which are necessary for the appointment of Mr. Arvind Baheti as an Independent Director of the Company;

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company.”

ITEM NO. 6 – APPOINTMENT OF MR. RAJESH KUMAR BUBNA (DIN: 00468038) AS AN INDEPENDENT DIRECTOR

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 149, 150 and 152 read with Schedule IV, Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments, modifications or re-enactment), rules made thereunder, each as amended (**“Companies Act”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**), and other applicable provisions of law, if any, and pursuant to the provisions of the articles of association of the Company, and based on the recommendation of the nomination and remuneration committee, Mr. Rajesh Kumar Bubna (DIN:00468038), who was appointed as an additional director (Category – Independent Director) of the Company with effect from 11th November, 2025 and who possesses relevant expertise and experience and signified his consent to act as independent director of the Company, and has submitted a declaration that he meets the criteria for appointment as an independent director under the Companies Act (including the rules framed thereunder) and the SEBI Listing Regulations, and is eligible for appointment, approval of the members be and is hereby accorded for appointment of Mr. Rajesh Kumar Bubna as an

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Independent Director on the Board, who shall hold office for a term of five consecutive years commencing 11th November, 2025, and shall not be liable to retire by rotation. Mr. Rajesh Kumar Bubna shall be entitled to receive commission and sitting fees for attending meetings of the Board or any committees thereof as may be determined by the Board from time to time;

RESOLVED FURTHER THAT any one Director or Ashish Kumar Dhandhanya, Company Secretary of the Company be and is hereby severally authorised to file necessary forms with the Registrar of Companies, West Bengal at Kolkata and do all the acts, deeds and things which are necessary for the appointment of Mr. Rajesh Kumar Bubna as an Independent Director of the Company;

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

ITEM NO. 7 - PAYMENT OF COMMISSION TO INDEPENDENT DIRECTORS OF THE COMPANY

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

"RESOLVED THAT pursuant to Sections 197 and 198 and other applicable provisions of the Companies Act, 2013 (Act) and rules framed there under and based on the recommendation of the nomination and remuneration committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company, to make payment of commission to Mr. Rajesh Kumar Bubna, Mr. Dinesh Chander Patwari and Mr. Arvind Baheti, Independent Directors of the Company, up to 0.25 percent of the Net profits of the Company in a financial year computed in the manner laid down u/s 198 of the Act and other applicable provisions of the Companies Act, 2013, or such amount as may be determined by the Board from time to time, subject to an overall cap of ₹12,00,000/- (Rupees Twelve Lakhs only) for each aforesaid Independent Director in aggregate for a financial year which shall be inclusive of all other payments made to such Independent Director (if any);

RESOLVED FURTHER THAT Mr. Alok Garodia, Chairman and Managing Director, Mr. Akash Garodia, Wholetime Director or Mr. Ashish Kumar Dhandhanya, Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

ITEM NO. 8 - ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY

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 5, 14, 15 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended, the applicable provisions of the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, and other applicable provisions, if any and in order to align the articles of association of the Company with the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the listing

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requirements of the stock exchange(s) where the securities of the Company are proposed to be listed and in accordance with the enabling provisions of the memorandum and articles of association, subject to receipt of any necessary statutory approvals from any statutory, regulatory or governmental authority and other applicable law, if any, the consent of the shareholders be and is hereby accorded for substitution of existing set of articles of association of the Company with the new set of articles of association placed before the shareholders of the Company and the same be approved and be adopted as new articles of association of the Company;

RESOLVED FURTHER THAT Mr. Alok Garodia, Chairman & Managing Director, Mr. Akash Garodia, Wholetime Director or Mr. Ashish Kumar Dhandhanya, Company Secretary of the Company be and are hereby severally authorized to file, verify and execute necessary forms with the Registrar of Companies, West Bengal at Kolkata and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, and confirmed;

ITEM NO. 9 – APPROVAL OF THE FRESH ISSUE

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

“RESOLVED THAT in accordance with the provisions of Sections 23, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, (including any statutory modifications or re-enactment thereof, for the time being in force) (the “Companies Act”), and in accordance with and subject to the provisions of the Securities Contracts (Regulation) Act, 1956, as amended (“SCRA”) and the Securities Contracts (Regulation) Rules, 1957, as amended (“SCRR”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), the Foreign Exchange Management Act, 1999, as amended (the “FEMA”), and the rules and regulations made thereunder, and any other applicable rules, regulations, guidelines, clarifications, circulars and notifications issued by the Securities and Exchange Board of India (the “SEBI”), the Reserve Bank of India (the “RBI”), Government of India (“GoI”) and any foreign investment law or policy or guidelines issued by RBI and any other applicable laws, rules and regulations, in India or outside India (including any amendment thereto or re-enactment thereof, for the time being in force) (collectively, the “Applicable Laws”), and in accordance with the provisions of the Memorandum of Association and the Articles of Association of the Company and the uniform listing agreements to be entered into between the Company and the respective stock exchanges where the equity shares are proposed to be listed (the “Stock Exchanges”), and subject to any approvals, consents, permissions and sanctions as may be required from the Registrar of Companies, West Bengal at Kolkata (“RoC”), SEBI, RBI, the Department for Promotion of Industry and Internal Trade (“DPIIT”), Ministry of Commerce and Industry, GOI, the Stock Exchanges and all other appropriate statutory authorities and departments (collectively the “Regulatory Authorities”), any third parties including but not limited to lender(s) of the Company, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the board of directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include the IPO

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Committee ("IPO Committee"), if any, or any other duly constituted committee of the Board, consent of the members of the Company be and is hereby accorded to create, issue, offer, allot and/or transfer the equity shares of face value of ₹ 2 (Two) each of the Company ("Equity Shares") consisting fresh issue of Equity Shares aggregating upto Rs. 26,000.00 million by the Company (the "Fresh Issue") and by way of an offer for sale of up to 2,17,39,131 Equity Shares by certain existing shareholders ("Selling Shareholders") ("Offer for Sale" and together with the Fresh Issue, the "Offer"), for cash either at par or premium, with an option to the Company to retain an over-subscription to the extent of 1% of the net Offer size, or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer while finalising the basis of allotment) including any issue and allotment of Equity Shares to the stabilizing agent pursuant to a green shoe option and/or any other person pursuant to any pre-IPO placement in terms of the SEBI ICDR Regulations at a price to be determined, by the Company, in consultation with the book running lead managers so appointed ("BRLMs") by the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such price per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the BRLMs in accordance with the SEBI ICDR Regulations. The Offer structure will be finalized at the absolute discretion of the Board (which reference shall include any duly constituted committee thereof);

RESOLVED FURTHER THAT in accordance with Applicable Laws, the Offer may include, without limitation, issuance and allotment of Equity Shares to a stabilising agent pursuant to a green shoe option, if any, in terms of the SEBI ICDR Regulations and reservation of a certain number of Equity Shares to be issued to such person or persons, who may or may not be the members of the Company and as the Board may at its discretion decide in consultation with the BRLMs and as may be permissible under Applicable Laws;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, matters, deeds and things and negotiate, finalise and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable in relation to the Offer and the consequent listing of the Equity Shares on the recognized Stock Exchanges on behalf of, and in the best interests, of the Company and the Selling Shareholder(s), including determination of the terms of the Offer, the timing, size and price, in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such price per Equity Share as may be fixed and determined by the Board in consultation with the BRLMs in accordance with the SEBI ICDR Regulations, to any category of persons who are eligible investors, who may or may not be the shareholder(s) of the Company as the Board may, in consultation with the BRLMs decide, including anchor investors and qualified institutional buyers as defined under Regulations 2(1)(c) and 2(1)(ss) respectively of the SEBI ICDR Regulations, foreign / resident investors (whether institutions, incorporated bodies, mutual funds and / or individuals or otherwise), Hindu undivided families, employees working in India or abroad, non-resident Indians, registered foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, alternative investment funds, venture capital funds, foreign venture capital investors, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development Authority of India, insurance funds set up and managed by the Department of Posts, India, provident funds, pension funds, national investment fund, insurance funds set up by army, navy, or air force of the Union of India, trusts / societies registered under the Societies Registration Act, 1860, members of group companies, development financial institutions, multilateral and bilateral financial institutions, middle or upper layer (systematically important) non-banking financial companies, bodies corporate, companies, private or public or other entities whether incorporated or not, authorities and to such other persons, including high net worth individuals, retail individual bidders or other entities, in one or more

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combinations thereof, or any other category of investors who are permitted to invest in the Equity Shares as per Applicable Law (collectively referred to as the "Investors"), through an offer document and/or prospectus, if any, and the decision to determine the category or categories of investors to whom the allotment / transfer shall be made to the exclusion of all other categories of investors and in such manner as the Board may in its discretion, deem fit, including in consultation with BRLMs, underwriters, placement agents and / or other advisors as may be appointed for the Offer on such terms as may be deemed appropriate by the Board, the number of securities to be allotted, issue price, listing on one or more stock exchanges in India as the Board in its absolute discretion deem(s) fit in relation to the Offer, in consultation with the BRLMs, and approve and appoint intermediaries in relation to the Offer, incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise, with respect to the Offer, including in relation to utilization of the proceeds of the Fresh Issue, if applicable, and such other activities as may be necessary in relation to the Offer, and to accept and to give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions, as it may, in its absolute discretion, deem fit and proper in the best interest of the Company, without requiring any further approval of the members, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board, including the IPO Committee (if any);

RESOLVED FURTHER THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, the SEBI ICDR Regulations and other Applicable Laws and subject to such further corporate and other approvals as may be required, the Board, either by itself or the IPO Committee thereof, be and is hereby authorised, on behalf of the Company, subject to such regulatory and/or corporate approvals that may be required, to undertake a pre-IPO placement of Equity Shares ("Pre-IPO Placement") to certain investors aggregating up to an amount of 5,200.00 million and at such price as the Board may determine, in consultation with the BRLMs, in light of the then prevailing market conditions and in accordance with the Applicable Laws, and in the event of the consummation of the Pre-IPO Placement, the size of the Fresh Issue would be reduced to the extent of Equity Shares issued and subscribed under the Pre-IPO Placement, and to take any and all actions in connection with the Pre-IPO Placement as the Board or the IPO Committee may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement, and any amendments, supplements, notices or corrigenda thereto, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board or the IPO Committee may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution. It is clarified that, in the event of a Pre-IPO Placement, the size of the Offer would be reduced, only from the Fresh Issue portion of the Offer to the extent of Equity Shares issued under the Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under the SCRR and applicable law;

RESOLVED FURTHER THAT the Board either by itself or through the IPO Committee thereof, be and is hereby authorised, on behalf of the Company at its sole discretion, to make available for allocation a portion of the Offer to any category(ies) of persons permitted under Applicable Law, including without limitation to the eligible employees (the "Reservation") or to provide a discount to the Offer price to retail individual bidders, retail individual shareholders, eligible employees or such other eligible categories of investors (the "Discount"), and to take any and all actions in connection with any Reservation or Discount as the Board may think fit or proper in its absolute discretion, including, without limitation, to seek any consent or approval required or necessary, to give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its

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absolute discretion, think necessary, appropriate, or desirable, and to settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing resolution."

RESOLVED FURTHER THAT subject to such regulatory approvals as may be required, the Offer shall be to such persons, who may or may not be shareholders of the Company, as the Board may, in its sole discretion decide, whether individual(s), companies, bodies corporate or institutions including foreign portfolio investors / Indian financial institutions, qualified institutional buyers, as defined under the SEBI ICDR Regulations, resident Indians, non-resident Indians, mutual funds, banks, insurance companies, permanent employees of the Company, and other persons or entities, as may be permissible under Applicable Law, including reservation for any permissible persons or categories of investors, for cash at a price to be determined by the book building process in accordance with the provisions of the SEBI ICDR Regulations, and in such manner and on such terms and conditions as the Board may think fit, in accordance with the provisions of the Companies Act, as amended, the SCRA, SCRR and FEMA;

RESOLVED FURTHER THAT the Equity Shares so allotted or transferred pursuant to the Offer, shall be listed on one or more recognized stock exchanges in India;

RESOLVED FURTHER THAT the Equity Shares allotted and/or transferred pursuant to the Offer as aforesaid (including pursuant to green shoe option) shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares in all respects, including rights in respect of dividend;

RESOLVED FURTHER THAT in consultation with the stock exchanges and as may be permitted under the SEBI ICDR Regulations or any other Applicable Laws, the Company will have an option to retain an over-subscription, to the extent of 1% of the net Offer size or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer, while finalizing the basis of allotment;

RESOLVED FURTHER THAT all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of the Offer referred to in Section 40(3) of the Companies Act, and if the application monies received pursuant to the Offer are not refunded within such time, as specified by SEBI and in accordance with Applicable Laws, the Company and/or the selling shareholders shall pay interest on failure thereof, as per Applicable Laws;

RESOLVED FURTHER THAT subject to the provisions of the SEBI ICDR Regulations, such Equity Shares as are not subscribed and/or not transferred by way of the Offer, may be disposed off by the Board to such persons and in such manner and on such terms as the Board may, in its absolute discretion, think most beneficial to the Company, including offering or placing them with banks / financial institutions / investment institutions / mutual funds / foreign portfolio investors / bodies corporate / such other persons or otherwise, in accordance with Applicable Laws, without the approval of the members of the Company;

RESOLVED FURTHER THAT the Board be and is hereby further authorized to delegate all or any of the powers herein conferred to a committee of the Board or any other officer or officers of the Company to do such acts, deeds and things as may be necessary to give effect to the aforesaid resolutions and accept any alteration(s) or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to the Offer;

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RESOLVED FURTHER THAT in connection with any of the foregoing resolutions, the members of the Board, and/or a duly constituted committee thereof, including the IPO committee (if any) and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized to execute and deliver any and all other documents, papers or instruments and to do or cause to be done any and all acts or things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Offer, and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing, and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be;

RESOLVED FURTHER THAT the powers of the Board set forth herein above are inclusive and not exclusive, and shall not be deemed to be restricted to, or be constrained by the provisions of any other part of this resolution;

RESOLVED FURTHER THAT Mr. Ashish Kumar Dhandhanya, Company Secretary and Compliance Officer be and is hereby authorized to file, verify and execute necessary forms with the Registrar of Companies, West Bengal at Kolkata and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution.;

RESOLVED FURTHER THAT certified copies of this resolution be provided to those concerned under the hands of a director or Company Secretary wherever required and to settle any question or difficulty that may arise with regard to the aforesaid purpose and which it may deem fit in the interest of the Company."

**ITEM NO. 10 – APPROVAL OF REVISED JUPITER INTERNATIONAL LIMITED
EMPLOYEE STOCK OPTION PLAN, 2025**

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

"RESOLVED THAT based on the recommendation of the nomination and remuneration committee at its meeting held on 20th December, 2025 and pursuant to Section 62(1)(b) of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and all other applicable provisions of the Companies Act, 2013, to the extent notified, including any statutory modification or re-enactment thereof, for the time being in force and subject to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations") for the time being in force and as may be modified from time to time, and other rules, regulations and guidelines of any statutory/ regulatory authority(ies) that are or may become applicable (collectively referred herein as the "Applicable Law") and all applicable approvals and permissions of regulatory authorities, including the Reserve Bank of India, as may be required and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the board of directors of the Company (hereinafter referred to as the "Board", which term shall include a committee constituted by the Board to exercise its powers including the powers conferred by this resolution), the Jupiter International Limited Employee Stock Option Plan, 2025 ("JIL ESOP 2025") have been revised in order to ensure compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, be and is hereby approved;

JUPITER INTERNATIONAL LIMITED

RESOLVED FURTHER THAT Nomination and Remuneration Committee (NRC) of the board of directors of the Company be and is hereby authorized to administering, monitoring and revising the JIL ESOP 2025 in accordance with the applicable laws:

RESOLVED FURTHER THAT the Nomination and Remuneration Committee (NRC) be and is hereby authorized to make modifications, changes, variations, alterations or revisions in the ESOP Plan as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, Memorandum and Articles of Association of the Company and any other applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby further authorised to issue and allot equity shares upon exercise of stock option from time to time in accordance with the plan and such equity shares shall rank pari-passu in all respects with the then existing equity shares of the Company;

RESOLVED FURTHER THAT the Company Secretary of the Company are authorized to update, maintain and preserve 'The Register of Employee Stock Options' in the prescribed format pursuant to Section 62(1)(b) of the Companies Act, 2013 and rule 12(10) of The Companies (Share Capital and Debentures) Rules, 2014 and SEBI SBEB Regulations;

RESOLVED FURTHER THAT to give effect to the above resolutions any director of the Company or Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things, including to settle any question, difficulty or doubt that may arise and to finalise and execute all documents and writings as may be necessary;

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director and/or the Company Secretary, be forwarded to any governmental, statutory or regulatory authorities for necessary action as may be required from time to time."

ITEM NO. 11 - APPROVAL FOR EXTEND THE BENEFITS OF "JUPITER INTERNATIONAL LIMITED EMPLOYEE STOCK OPTION PLAN 2025" TO THE EMPLOYEES OF SUBSIDIARY(IES)

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b), and all other applicable provisions, of the Companies Act 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and, the Memorandum and Articles of Association of the Company, subject to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations") for the time being in force and as may be modified from time to time, and other rules, regulations and guidelines of any statutory/ regulatory authority(ies) that are or may become applicable (collectively referred herein as the "Applicable Law") and all applicable approvals and permissions of regulatory authorities, including the Reserve Bank of India, as may be required and such conditions and modifications as may be prescribed, and such other approvals, permissions and sanctions as may be necessary including modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, and based on the recommendation of the nomination and remuneration Committee and the approval of the Board of Directors of the Company, consent of the members be and is hereby accorded to extend the benefits of the "Jupiter International Limited Employee Stock Option Plan 2025" ("JIL ESOP 2025") subject to overall limits specified in the Plan to the present and future employees, officers and director(s) of the Company's Subsidiaries, whether working in India or not, whether whole time director or not but excluding Promoter(s) or persons belonging to the Promoter Group, Independent Directors and Directors holding directly or indirectly more than 10% of the

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outstanding equity shares of the Company;

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds, things that are necessary to give effect to this resolution."

ITEM NO. 12 – APPROVAL FOR MAKING CONTRIBUTION TO BONAFIDE CHARITABLE TRUST AND OTHER FUNDS

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

"RESOLVED THAT in supersession to all earlier resolution passed by the board and shareholders in the regard and pursuant to the provisions of section 181 and other applicable provisions including any modification or re-enactment thereof, if any, of the Companies Act, 2013 & rules made thereunder (the Act), consent of the members of the Company be and is hereby accorded to the Board of Directors to contribute, donate, subscribe or otherwise provide assistance from time to time to any charitable, public, social, benevolent or general fund, society, association, institution, trust, organization, not directly relating to the business of the Company or the welfare of its employee, for taking up of any programme, activities of social, cultural, educational, sports, economic, rural development of people at large and/ or incur any expenditure on their behalf, in any financial year, notwithstanding the fact that said amount may exceed 5% of the Company's average net profit as determined in accordance with the provisions of the Companies Act, 2013 during the three years immediately preceding of the relevant financial year;

RESOLVED FURTHER THAT any Director or Mr. Ashish Kumar Dhandhanya, Company Secretary of the Company be and is hereby authorised to do all such acts, deeds and things as may be expedient to give effect to this resolution."

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



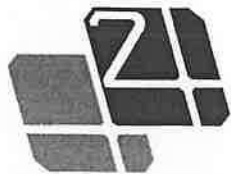
Ashish Kumar Dhandhanya
Company Secretary
Mem. No. A29105

Place: Kolkata
Date: 20th December, 2025

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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, General Circular no. 09/2024 dated September 19, 2024 and General Circular no. 03/2025 dated September 22, 2025 (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 "464 590 074 760 7" and Password "BB9Tk9tK". 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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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 working 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

It is informed to the members that Mr. Alok Garodia, who is presently serving as the Managing Director of the Company, has been instrumental in leading the Company's operations and strategic initiatives. considering his extensive experience, leadership capabilities, and continued contribution to the growth and governance of the Company, the Board at its meeting held on 11th November, 2025 have appointed him as the Chairman of the Board of Directors in addition to his existing responsibilities as Managing Director subject to the approval of the shareholders in general meeting in terms of the provisions of the Articles of Association of the Company.

The Board therefore, recommends the resolution set out at item no. 1 as an **Ordinary resolution** for the approval of the members of the Company.

None of the directors/key managerial personnel of the Company / their relatives (except Mr. Akash Garodia) 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

In relation to the proposed initial public offering ("Offer"), the Company proposes to increase the aggregate limit of investment by non-resident Indians (NRIs) and Overseas Citizen of India (OCIs) on repatriation basis in the Company from 10% (ten percent) to 24% (twenty-four percent) of the paid-up equity share capital. This would allow non-resident Indians or overseas citizen of India to acquire to a greater extent to the equity shares proposed to be offered in the Offer and also allow effective post-listing trading in the Equity Shares by non-resident Indians (NRIs) and Overseas Citizen of India (OCIs).

The Board therefore, recommends the resolution set out at item no. 2 as a **Special resolution** for the approval of the members of the Company.

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, except by way of their shareholding in the Company.

ITEM NO. 3

The Company has issued and allotted and allotted 26,03,889 compulsorily convertible preference shares including Series B Compulsorily Convertible Preference Shares (CCPS) of face value of INR 10/- each to the investors under the terms of the Share Subscription Agreement dated 3rd May, 2024 as amended and Restated and Amended Shareholders 'Agreement dated 9th April, 2025.

Further, in the process of capital re-alignment pursuant to IPO, a proposal for change in conversion terms has been considered by the Board and members of the Company at its respective meeting held on 24th September, 2025 and 27th September, 2025 whereby 8 Equity Shares of face value of Rs. 2/- for every 1 CCPS of face value of Rs. 2/- each was proposed to be issued and allotted as on record date as may be fixed/determined by the Board.

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However, instead of issuing 8 equity shares of face value of Rs. 2/- each for every 1 CCPS of face value of Rs. 2/- each, approval for issuing 9 equity shares of face value of Rs. 2/- each for every 1 CCPS of face value of Rs. 2/- should have been taken each in terms of the compliance of restated SHA executed with the Investors and terms of CCPS on fully diluted basis.

Now, the Board in its meeting held on 11th November, 2025 had re-considered the matter and approved the revised conversion terms/ratio subject to the approval of the shareholders of the Company.

The Board therefore, recommends the resolution set out at item no. 3 as a **Special resolution** for the approval of the members of the Company.

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. 3, except by way of their shareholding in the Company.

ITEM NO. 4

Mr. Dinesh Chander Patwari (DIN: 10060352), based on the recommendation of the nomination and remuneration committee, was appointed as an Additional Director (Category - Independent Director) on the Board of Directors of the Company on 11th November 2025 for a period of 5 (five) consecutive years subject to the approval of the shareholders at its general meeting.

Now, in terms of the applicable sections of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), each as amended, Mr. Patwari be appointed as an Independent Director of the Company by means of resolution to be passed by the shareholders of the Company. Mr. Dinesh Chander Patwari (DIN: 10060352) fulfils the criteria for being appointed as an independent director as set out in the Companies Act, 2013 and the SEBI Listing Regulations. Mr. Dinesh Chander Patwari is independent of the management of the company.

Mr. D. C. Patwari is an accomplished Indian Revenue Service (IRS) officer with a distinguished career spanning over 36 years. Throughout his tenure, he has served in various key positions across multiple government departments across India, gaining extensive experience in taxation, finance, and public administration. He is also the author of the book "Options & Futures in an Indian Perspective," which reflects his deep understanding of financial markets and derivative instruments.

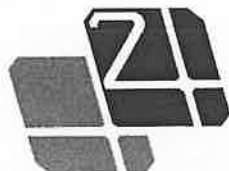
Academically, Mr. Patwari holds an MBA in Public Policy and Management from the prestigious Indian Institute of Management (IIM), Ahmedabad, where he honed advanced skills in public policy formulation, strategic management, and evidence-based decision-making. He also completed a specialization in Treasury and Forex Management from ICFAI, demonstrating expertise in financial risk management, foreign exchange markets, and treasury operations.

In addition, Mr. Patwari has earned two Master of Commerce (M. Com) degrees from Rajasthan University. The first, in Accounts and Business Statistics, equipped him with a solid foundation in financial accounting, statistical analysis, and data interpretation. The second, in Financial Management, emphasized corporate finance, investment analysis, and financial planning—skills vital for sound financial resource management.

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He began his academic journey with a Bachelor of Commerce (B. Com) degree from Rajasthan University, which provided a strong grounding in business principles, accounting, economics, and commerce, forming the cornerstone of his academic and professional excellence.

The Company has received the consents in writing from Mr. Dinesh Chander Patwari (DIN: 10060352) to act as a Director, intimations to the effect that he is not disqualified to be appointed as a director and declarations in writing to the effect that he meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the SEBI Listing Regulations.

The Board of Directors has approved and recommended his appointment as Independent Director for a term of five consecutive years, subject to such Director continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules notified thereunder and the SEBI Listing Regulations. He shall not be liable to retire by rotation.

The Board therefore, recommends the resolution set out at item no. 4 as a **Special resolution** for the approval of the members of the Company.

None of the directors and key managerial personnel of the Company and their relatives (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, other than the proposed appointee.

ITEM NO. 5

Mr. Arvind Baheti (DIN: 08094824), based on the recommendation of the nomination and remuneration committee, was appointed as an Additional Director (Category - Independent Director) on the Board of Directors of the Company on 11th November, 2025 for a period of 5 (five) consecutive years subject to the approval of the shareholders at its general meeting.

Now, in terms of the applicable sections of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), each as amended, Mr. Baheti be appointed as an Independent Director of the Company by means of resolution to be passed by the shareholders of the Company. Mr. Arvind Baheti fulfils the criteria for being appointed as an independent director as set out in the Companies Act, 2013 and the SEBI Listing Regulations. Mr. Arvind Baheti is independent of the management of the company.

Mr. Baheti specializes in supply chain taxes (i.e. the GST), import duties and trade tariffs (i.e. the Customs/ Anti-dumping/Safeguard duties). Arvind also focusses on wage related regulations, laws governing industrial relations (industrial disputes, standing orders, Trade Union), specific occupational health/safety laws and social security laws. His area of specialization covers both contentious and non-contentious aspects associated with indirect tax and employment laws.

Mr. Baheti has also advised clients on wage rationalization, employee exits, provident fund contribution structuring, setting up and mergers of private provident fund, superannuation and gratuity trusts, plant closure, POSH, policy documentation, standard operating procedures, and other nuanced aspects of employment law.

The Company has received the consents in writing from Mr. Baheti to act as a Director, intimations to the effect that he is not disqualified to be appointed as a director and declarations in writing to the effect

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that he meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the SEBI Listing Regulations.

The Board of Directors has recommended his appointment as Independent Director for a term of five consecutive years subject to such Director continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules notified thereunder and the SEBI Listing Regulations and shall not be liable to retire by rotation.

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.

None of the directors and key managerial personnel of the Company and their relatives (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, other than the proposed appointee.

ITEM NO. 6

Mr. Rajesh Kumar Bubna (DIN 00468038), based on the recommendation of the nomination and remuneration committee, was appointed as an Additional Director (Category - Independent Director) on the Board of Directors of the Company on 11th November, 2025 for a period of 5 (five) consecutive years subject to the approval of the shareholders at its general meeting.

Now, in terms of the applicable sections of the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), each as amended, Mr. Rajesh Kumar Bubna be appointed as an Independent Director of the Company by means of resolution to be passed by the shareholders of the Company. Mr. Rajesh Kumar Bubna fulfils the criteria for being appointed as an independent director as set out in the Companies Act, 2013 and the SEBI Listing Regulations. Mr. Rajesh Kumar Bubna is independent of the management of the company.

He holds a bachelor's degree in commerce from St. Xavier's College, Calcutta and a master's degree in commerce from University of Calcutta. He is a fellow of Institute of Chartered Accountants of India since 1992, an associate of the Institute of Cost and Works Accountants of India, and Licentiate of the Institute of Company Secretaries of India. He has over three decades of experience as a practicing-chartered accountant.

The Company has received the consents in writing from Mr. Bubna to act as a Director, intimations to the effect that he is not disqualified to be appointed as a director and declarations in writing to the effect that he meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the SEBI Listing Regulations.

The Board of Directors has recommended his appointment as Independent Director for a term of five consecutive years subject to such Director continuing to satisfy the criteria of independence in terms of the Companies Act, 2013, the rules notified thereunder and the SEBI Listing Regulations and shall not be liable to retire by rotation.

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.

JUPITER INTERNATIONAL LIMITED

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Reg. & Corporate Office: UNNAYANAM, 20A Ashutosh Chowdhury Avenue, Kolkata, West Bengal - 700 019, India

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None of the directors and key managerial personnel of the Company and their relatives (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, other than the proposed appointee.

ITEM NO. 7

The Board have appointed Independent Directors on its Board in accordance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Independent Directors play a vital role in providing unbiased guidance, oversight, and high standards of governance.

Under Section 197 and Section 149(9) of the Act, the Company is permitted to pay remuneration to Independent Directors by way of sitting fees, reimbursement of expenses for participation in Board/Committee meetings, and commission, subject to approval of the shareholders.

In order to suitably compensate the Independent Directors for the time and expertise they dedicate to the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, have proposed the payment of commission not exceeding 0.25% of the net profits of the Company or an amount not exceeding 12 Lakhs (Rupees Twelve Lakhs) to each Independent Directors namely: Mr. Rajesh Kumar Bubna, Mr. Dinesh Chander Patwari and Mr. Arvind Baheti, subject to approval by the members in the ensuing general meeting of the company, to be payable the Independent Directors in such manner as the Board may determine.

The proposed remuneration is considered fair and commensurate with the roles, duties, and responsibilities of Independent Directors and is in line with industry practice and governance requirements.

The Board therefore, recommends the resolution set out at item no. 7 as a **Special resolution** for the approval of the members of the Company.

None of the directors and key managerial personnel of the Company and their relatives (as defined in the Companies Act, 2013) are concerned or interested in the proposed resolution, other than the Independent Directors in the proposed resolution.

ITEM NO. 8

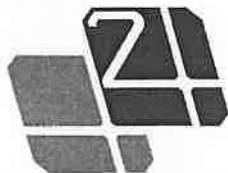
In relation to the proposed initial public offer of Equity Shares of the Company, the articles of association of the Company would need to be amended to reflect the requirements of the stock exchanges with which the Company intends to list its Equity Shares, requirements of the Companies Act, 2013 and the Securities Contracts (Regulation) Rules, 1957. Accordingly, the Board hereby recommends that the new articles of association placed before the shareholders be approved and adopted in replacement of the existing set of articles.

Copy of existing and revised Articles of Association will be made available for inspection in physical form at the registered office of the Company during the working hours of the Company on any working day up to the date of the extra-ordinary general meeting and copies thereof shall also be made available for inspection in physical or electronic form at the Registered Office of the company.

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The Board therefore, recommends the resolution set out at item no. 8 as a **Special resolution** for the approval of the members of the Company.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel are concerned or interested in the proposed resolution, except in the ordinary course of business.

ITEM NO. 9

The Company intends to list its equity shares ("Equity Shares") on one or more recognized stock exchanges by way of initial public offering to enable the shareholders to have a formal market place for dealing with the Company's equity shares. The Company intends to undertake the Offer and list the Equity Shares at an opportune time in consultation with the book running lead managers ("BRLMs") and other advisors in relation to the Offer and subject to Applicable Laws and regulatory approvals.

In view of the above and in terms of Sections 23, 42, 62(1)(c), and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, each as amended (the "Companies Act"), the approval of the members of the Company is required through a special resolution.

The Company proposes to create, offer, issue, allot and/or transfer such number of Equity Shares, including by way of a fresh issuance of such number of Equity Shares aggregating up to ₹ 26,000 million (including share premium) and by way of an offer for sale of up to 2,17,39,131 Equity Shares by certain existing shareholders ("Selling Shareholders") ("Offer for Sale" and together with the Fresh Issue, the "Offer") at the Offer price, out of the authorized share capital of the Company ("Fresh Issue"), as may be determined at the Board's discretion after considering the prevailing market conditions and other relevant factors (the "Offer"), on such terms and at such price or prices and at such time as may be considered appropriate by the board of directors of the Company ("Board") or a duly authorised committee thereof in consultation with the BRLMs appointed for the Offer, to the various categories of permitted investors who may or may not be the shareholder(s) of the Company in the initial public issue by way of book building method under the SEBI ICDR Regulations. The Equity Shares, if any, allotted vide the Offer shall rank in all respects pari passu with the existing equity shares of the Company.

The proceeds from the Fresh Issue will be utilised for the purposes that shall be disclosed in the draft red herring prospectus to be filed with the Securities and Exchange Board of India in connection with the Offer. The Board has the authority to modify the objects on the basis of the requirements of the Company, subject to Applicable Laws. The price at which the Equity Shares will be allotted through the Offer, as well as the price band within which bidders in the Offer will be able to put in bids for Equity Shares offered in the Offer shall be determined and finalised by the Company in consultation with the BRLMs to the Offer in accordance with the SEBI ICDR Regulations, on the basis of the book building process.

The Company will not make an issue of Equity Shares to any of the Promoters, or members of the Promoter Group of the Company in the Offer. However, except for the directors who are Promoters or part of the Promoter Group, directors or key managerial personnel of the Company may apply for the Equity Shares in the various categories under the Offer in accordance with the SEBI ICDR Regulations, the Companies Act, and any other Applicable Laws.

Other than through their participation in the Offer as mentioned above, none of the directors and key managerial personnel of the Company and their relatives of (as defined in the Companies Act) are concerned or interested in the proposed resolution.

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No change in control of the Company or its management of its business is intended or expected pursuant to the Offer.

The allotment of Equity Shares pursuant to the Offer shall be completed within such time period as may be prescribed under applicable laws.

The Board therefore, recommends the resolution set out at item no. 9 as **Special resolution** for the approval of the members of the Company.

None of the directors, key managerial personnel, senior management and relatives of directors and/or key managerial personnel (as defined in the Companies Act, 2013) and / or the senior management are concerned or interested in the proposed resolution, except in the ordinary course of business.

ITEM NO. 10

In view of the proposed initial public offering of the equity shares of the Company ("Offer"), the Company is required to make certain amendments to the existing Jupiter International Limited Employee Stock Option Plan, 2025 of the Company to ensure compliance with the requirements of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. Further, the Company is adopting the said plan in accordance with the requirements of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

The Board of Directors of the Company at its meeting held on 20th December, 2025, based on the recommendation of the nomination and remuneration committee has approved the said revised plan subject to the approval of the members at its ensuing general meeting.

The Board therefore, recommends the resolution set out at item no. 10 as **Special resolution** for the approval of the members of the Company.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel are concerned or interested in the proposed resolution, except in the ordinary course of business.

ITEM NO. 11

The Company has implemented an Employee Stock Option Plan i.e. Jupiter International Limited Employee Stock Option Plan, 2025 ("JIL ESOP 2025") duly approved by the Board of Directors and shareholders at its meeting held on 10th January, 2025 and 11th March, 2025 respectively, in accordance with the provisions of Section 62(1)(b) of the Companies Act, 2013.

Further in terms of the provisions of rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, read with SEBI SBEB Regulations, a company may extend stock options to employees of its subsidiary company(ies), subject to separate approval of the shareholders of the Company.

The Board of Directors has, after due consideration, proposed extending ESOP eligibility to employees of subsidiary companies for the following reasons:

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- To promote long-term value creation through enhanced alignment of subsidiary employees with the Group's overall performance.
- To strengthen talent recruitment, retention, and reward mechanisms across the Group.
- To ensure consistency and uniformity in equity-based compensation across the Company and its subsidiaries.
- To foster a shared sense of ownership and accountability toward shareholders' interests.

The Board therefore, recommends the resolution set out at item no. 11 as **Special resolution** for the approval of the members of the Company.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel are concerned or interested in the proposed resolution, except in the ordinary course of business.

ITEM NO. 12

The Board of Directors of the Company may, from time to time, make donations/contributions to bonafide charitable trusts, institutions, or funds for purposes such as social, educational, cultural, environmental, health, and other public welfare activities.

Pursuant to Section 181 of the Companies Act, 2013, the Board of Directors may contribute to charitable and other funds, provided that if the contributions exceed the limits specified under the Act, prior approval of the shareholders is required.

The proposed resolution seeks the approval of the shareholders to enable the Board to make contributions exceeding five percent of its average net profits for the three immediately preceeding financial year, at its discretion, to such charitable trusts, institutions, and other funds, as and when deemed appropriate by the Board, to fulfill the Company's social responsibility and support initiatives for public welfare.

The Board believes that this will provide flexibility in contributing to meaningful causes in a timely and effective manner.

The Board therefore, recommends the resolution set out at item no. 12 as an **Ordinary resolution** for the approval of the members of the Company.

None of the Directors, key managerial personnel and relatives of Directors and/or key managerial personnel are concerned or interested in the proposed resolution, except in the ordinary course of business.

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

**Place: Kolkata
Date: 20th December, 2025**



Ashish Dhandhanya

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

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ANNEXURE TO ITEMS NO. 4 TO 6 OF THE NOTICE

Details of Directors seeking appointment at the (06/2025-26) Extra Ordinary General Meeting of
Jupiter International Limited
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Secretarial Standards 2 issued by the Institute of Company Secretaries of India.]

Name of Director	Dinesh Chander Patwari	Arvind Baheti	Rajesh Kumar Bubna
DIN	10060352	08094824	00468038
Date of Birth/Age	1st August, 1962 (63 Years)	18th October, 1977 (48 Years)	14th June, 1964 (61 Years)
Nationality	Indian	Indian	Indian
Date of First Appointment on the Board	11th November, 2025	11th November, 2025	11th November, 2025
Qualifications	Post Graduate Diploma Master of Commerce (M. Com) Bachelor of Commerce (B. Com)	Chartered Accountant (CA)	Chartered Accountant (CA)
Experience & Expertise	Public policy formulation, strategic management, and evidence-based decision-making corporate finance, investment analysis, and financial planning.	Specialized in Indirect tax and Employment and Industrial Laws	Over 38 years of professional experience in Audit, Taxation and Corporate Laws matter.
Terms & Conditions of Appointment	Proposed to be appointed as Independent Director	Proposed to be appointed as Independent Director	Proposed to be appointed as Independent Director
Number of Shares held in the Company	Nil	Nil	Nil
Remuneration proposed to be paid	Sitting fee and Commission as decided by Board within the ceiling approved by shareholders.	Sitting fee and Commission as decided by Board within the ceiling approved by shareholders.	Sitting fee and Commission as decided by Board within the ceiling approved by shareholders.
Last drawn remuneration 2024-25	N.A.	N.A.	N.A.
Relationship with other directors, manager and key managerial personnel	Nil	Nil	Nil
Number of Board meetings attended during the year	2	2	2

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List of Directorship held in other Companies	Jana Small Finance Bank Limited Sangam (India) Limited Metropolitan Stock Exchange of India Limited	Rupa & Company Ltd. Gillanders Arbuthnot & Co. Ltd.	Highgrowth Dealers Private Limited P K K Dealers Private Limited RKB Services Pvt. Ltd.
Chairman / Member in the Committees of the Board of companies in which he is a Director	Jana Small Finance Bank Limited: Chairman- Audit Committee Member- Stakeholders Committee Sangam (India) Limited: Chairman- Audit Committee Member- Stakeholders Relationship Committee Metropolitan Stock Exchange of India Limited 1. Member- Audit Committee 2. Member- Stakeholders Relationship Committee	Rupa & Company Ltd. Member – Audit Committee Member – Nomination and Remuneration Committee Gillanders Arbuthnot & Co. Ltd. Chairman- Audit committee Member – Corporate Social Responsibility Committee	Nil
Resignation of directorships from listed entities during past three years	Nil	Nil	Dollar Industries Limited Budge Budge Company Limited

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ATTENDANCE SLIP

Meeting No: 06/2025-26 Date: 23rd December, 2025

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

I/We hereby record my/our presence at the (06/2025-26) **Extra-ordinary General Meeting** of Jupiter International Limited held on Tuesday, the 23rd December, 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 Tuesday, 23rd December, 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 Appointment of Mr. Alok Garodia (DIN: 00081848) Managing Director as Chairman of the Board of Directors of the Company.
- 2 Increase in Investments Limit for Non-Resident Indians or Overseas Citizen of India.
- 3 Approval for recording adjustment to the terms of Compulsorily Convertible Preference Shares and Series-B Compulsorily Convertible Preference Shares ("CCPS").
- 4 Appointment of Mr. Dinesh Chander Patwari (DIN: 10060352) as Independent Director.
- 5 Appointment of Mr. Arvind Baheti (DIN: 08094824) as Independent Director.
- 6 Appointment of Mr. Rajesh Kumar Bubna (DIN: 00468038) as Independent Director.
- 7 Payment of Commission to the Independent Directors of the Company.

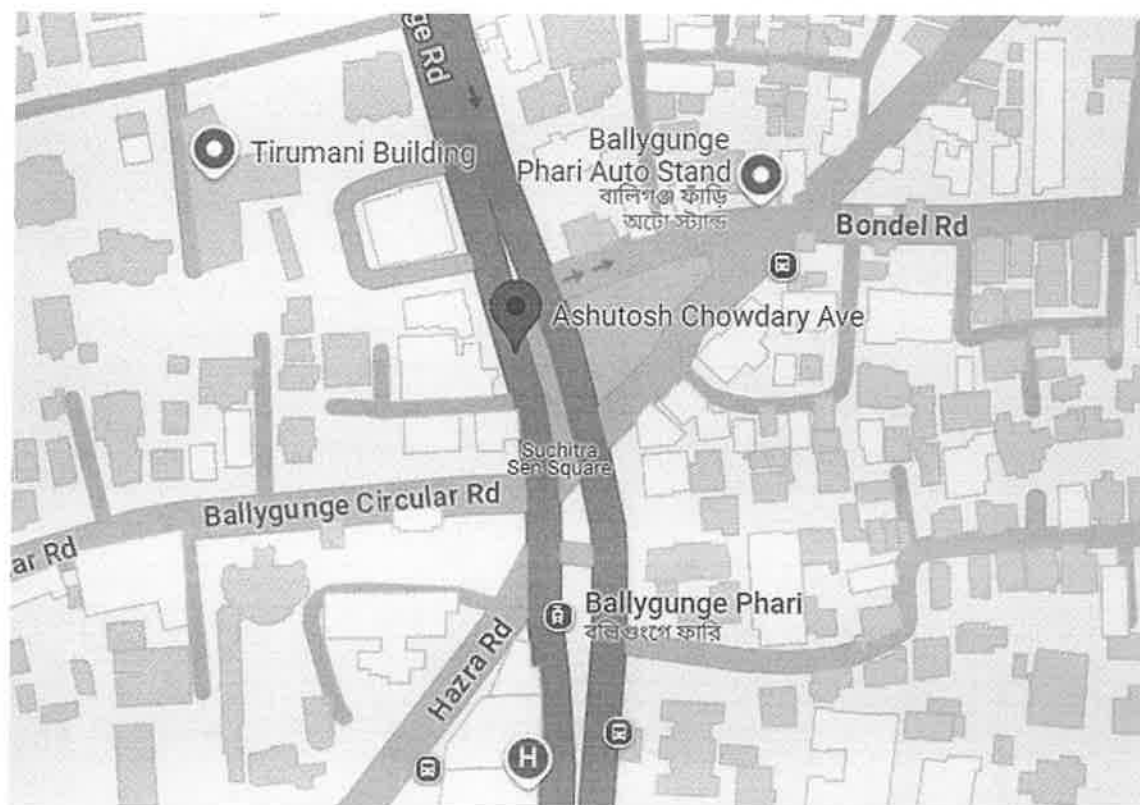
- 8 Adoption of new Articles of Association of the Company.
- 9 Approval of the Fresh Issue.
- 10 Approval of Revised Jupiter International Limited Employee Stock Option Plan, 2025.
- 11 Approval for extend the benefits of "Jupiter International Limited Employee Stock Option Plan 2025" to the employees of subsidiary (ies).
- 12 Approval for making contribution to bonafide charitable trust and other funds.

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